

ARTICLE VIII

CONFLICT OF INTEREST

Section 8.01. Existence of Conflict, Disclosure. A conflict of interest may exist when the direct, personal, financial interest of any director or other officer competes with the financial interest of the Corporation. If any such conflict of interest arises with regard to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors and such person shall not vote on the matter. The fact that director or officer is also a director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the Corporation also obtains or seeks funds shall not by itself be deemed to be a conflict of interest. When there is doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict of interest. All Directors shall sign a conflict of interest statement on an annual basis, which reflects the organization's policies regarding: contracts between NAHDO and the Director or his or her family; contracts between NAHDO and an organization in which the Director has a material financial interest; competing with NAHDO for a contract with a third party either individually or via his or her organization; and accepting gifts from those doing business with or competing with NAHDO.

Section 8.02. Nonparticipation in Vote. The person having such a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, that person shall first provide the Board with any and all relevant information.

Section 8.03 Minutes of Meetings. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and that the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 8.04 Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer who is presently serving the Corporation, or who may hereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of directors and officers, and any new officers and directors shall be advised of the policy upon undertaking the duties of their offices.