

UPVALLEY FAMILY CENTERS CONFLICT OF INTEREST POLICY

I. Policy

1. This conflict of interest policy is designed to help directors, officers, and members of the executive staff of UpValley Family Centers identify situations that present potential conflicts of interest and to provide UpValley Family Centers with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control.

Unless specifically authorized by the Board of Directors, the Executive Committee or the Finance Committee, UpValley Family Centers and its affiliates will not do business with any firm or entity owned or controlled by any member of the Board of Directors or any officer or director or member of the executive staff or any member of the immediate family of any director or officer or any firm or entity, in which any such person has a substantial financial interest (any such ownership or control or financial interest referred to herein as a "Significant Interest").

2. Each director and officer or member of the executive staff shall promptly notify the Chairperson or the President of the Board upon becoming aware that the organization does business, or is considering doing business with, a firm or business in which such director or officer or member of the executive staff has a Significant Interest.
3. In the event it is not clear that a conflict of interest exists, the individual with the potential conflict shall disclose the circumstances to the Board of Directors. The matter shall be resolved by a vote of the Board of Directors. Any interested director shall abstain during such vote and be absent from the room during the vote and discussion.

II. Purpose

The purpose of this Policy is to ensure objectivity in decision-making by and in behalf of UpValley Family Centers and to avoid any conflict of interest or the appearance of a conflict.

A conflict of interest may exist when the interests of any responsible person, director, officer, executive staff member, or manager, or said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interests of UpValley Family Centers.

III. Procedure

1. Board members, members of the executive staff and officers will disclose any Significant Interest in any firm or business with which UpValley Family Centers is considering doing business
2. After full disclosure is made, the Board, Executive or Finance Committee shall have the discretion to authorize UpValley Family Centers to do business with the contractor or vendor, but only after first approving the terms and conditions of the contract or fee. Any interested director shall abstain during such vote. Any Committee decision will be reported to the Board at its next meeting.
3. Moreover, the director or any other person reporting a conflict and attending said meeting, shall retire from the room in which the Board or Committee is meeting and shall not participate in the final

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deliberations or decision regarding the matter under consideration. However, that person must provide the Board or Committee with any and all relevant information.

4. The Minutes of the meeting of the Board or Committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.