



Conflict of Interest Policy

Purpose

The purpose of the Conflict of Interest Policy is to protect the interests of Zonta International, a tax-exempt corporation, when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

Interested Person. Any director, officer, member of a committee with governing board delegated powers or employee who has a direct or indirect financial interest, as defined below, is an interested person.

- Zonta International officers and directors.
- Elected or appointed international committee members.
- District board members and elected and appointed district committee members.
- Club1 board members and elected and appointed club committee members.
- Employees of Zonta International.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which Zonta International has a transaction or arrangement.
- A compensation arrangement with any entity or individual with which Zonta International has a transaction or arrangement.
- A proposal ownership or investment interest in, or compensation arrangement with any entity or individual with which Zonta International is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors, in excess of US\$300.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the international board decides that a conflict of interest exists.

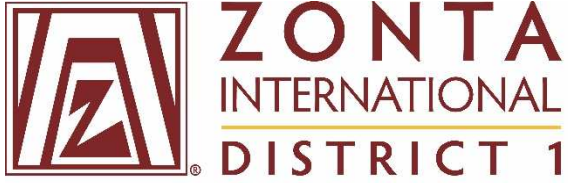
Procedures

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose the facts to the international board who will consider the proposed transaction or arrangement.

An interested person may make a presentation at the meeting with the board or committees with board delegated powers, and after disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the meeting while the determination of a conflict of interest is discussed and voted upon.

Appeals and Grievances

Grievances and disciplinary procedures are specified in the Bylaws of Zonta International, its clubs and districts. Grievances other than those concerning removal, suspension or expulsion are addressed in the Rules of Procedure of Zonta International.



CONFLICT OF INTEREST DECLARATION FORM

For Zonta Club and District Board members

I have read and understand the current Zonta International's Conflict of Interest Policy, and I agree to comply with the policy.

Any possible conflict of interest in employment, finance or other activity between any member of the Zonta International Board and Zonta International objects or interests must be openly disclosed and recorded at the time of election or appointment, annually, and at each occurrence that the conflict of interest becomes a matter for Zonta International consideration.

I declare that no conflict of interest presently exists and, should such conflict arise during my tenure of service in this position, I shall declare the conflict of interest in writing immediately to the Zonta International Board.

After declaring the conflict of interest, I further agree to be bound by the decision of the Zonta International Board regarding continued service in this position.

Date: _____

Name (print) _____

Position: _____

Signature: _____