

AVALONIA LAND CONSERVANCY, INC.

Conflict of Interest Policy

In order to encourage trustworthy decision-making and prudent behavior on the part of all those associated with Avalonia Land Conservancy, the Board of Directors hereby adopts the following policy regarding conflict of interest.

Preamble:

Avalonia Land Conservancy's effectiveness depends upon maintaining the highest levels of credibility, confidence, and trust with the communities it serves and all parties with whom it works. At the same time, it is anticipated that individual Board members may have outside interests in matters that involve ALC's programs and business affairs. It is, therefore, essential to protect the organization's reputation for objectivity and fairness by identifying and appropriately dealing with any actual, potential, or perceived conflicts of interest.

All persons associated with Avalonia Land Conservancy are reminded that the decisions and activities of the Board of Directors, whether or not addressed in this policy, are governed by an overriding requirement of honesty, good faith, and fiduciary responsibility for the organization and to the communities it serves.

Definition:

A conflict of interest exists whenever a Board member (including the spouse, siblings, parents, children or other close relatives of a Board member) has a material financial interest in a transaction or project under consideration by the Board or a Committee of Avalonia Land Conservancy, or when that person proposes to act on any issue, matter, or transaction in which Avalonia Land Conservancy has an interest, and in which the Board member may have an interest separate from that of Avalonia Land Conservancy. A conflict of interest may also exist in situations in which there is an appearance that a Board member is utilizing, for his or her own benefit, inside information that is proprietary to Avalonia Land Conservancy, is acting in his or her own interests rather than the best interests of Avalonia Land Conservancy, has the ability to exercise undue influence over Avalonia Land Conservancy's decisions, or is receiving favorable treatment by Avalonia Land Conservancy because of his or her status as a Board member.

Director's Obligations:

Each Board member has the following responsibilities and obligations:

1. To disclose to the Board, or Committee on which he or she serves, the existence of any actual, potential, or perceived conflict of interest.
2. To abstain from discussing with Board members, or Committee members any issue, matter, or transaction in which he or she has an actual, potential, or perceived conflict of interest unless specifically asked by the Board or Committee to give information on the issue, matter, or transaction.

3. To absent himself, or herself, from Board and Committee discussions on any issue, matter or transaction under which the Board member has a conflict of interest, unless requested by the Board or Committee to give information on the issue, matter, or transaction.
4. To abstain from voting on any such issue, matter, or transaction.
5. When requested by the Board, to take a temporary leave of absence from the Board of Directors, or Committee until such time as the matter giving rise to the conflict of interest has been resolved.

Obligations of the Board:

When a transaction, contract, or project of Avalonia Land Conservancy involves an actual, potential, or perceived conflict of interest with a Board member, the Board shall act as follows:

1. Approve such transaction, contract, or project only after making specific findings that:
 - (i) The transaction, contract, or project is fair and benefits Avalonia Land Conservancy and its objectives; and
 - (ii) The transaction, contract, or project is approved with the Board's full knowledge of its financial or other benefit to the Board member who has the conflict of interest; and
 - (iii) The affected Board member did not participate in the vote approving the transaction, contract, or project and was, in fact, absent both during the discussion of the transaction, contract, or project and the vote by the Board; and
 - (iv) A more advantageous arrangement could not have been obtained with reasonable effort.
2. When warranted by the nature and magnitude of the conflict of interest, request that the conflicted Board or Committee member take a leave of absence or resign from the Board.

All ALC Board members shall receive a copy of this policy at the beginning of their term.

I have read and agree to abide by the Avalonia Land Conservancy Conflict of Interest Policy.

Signature

Date