

North American Passive House Network Corporation  
**CONFLICT OF INTEREST POLICY**

**ARTICLE 1  
PURPOSE**

The purpose of this policy (the “Policy”) is to protect the interests of the North American Passive House Network (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or Key Employee of the Corporation or might result in a possible excess benefit transaction. The Corporation will not enter into any such transaction or arrangement unless it is determined by the Board of Directors of the Corporation (the “Board”) in the manner described below to be fair, reasonable and in the best interests of the Corporation at the time of such determination.

This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to non-for-profit and charitable organizations.

**ARTICLE 2  
RELATED PARTY TRANSACTIONS AND DUTY TO DISCLOSE**

A Related Party Transaction is not necessarily a prohibited transaction. Under this Policy, if the Corporation contemplates entering into a Related Party Transaction, the Audit Committee or other authorized Board Committee must determine if the transaction is fair, reasonable, and in the best interests of the Corporation at the time of such determination.

**ARTICLE 3  
DISCLOSURE AND VOTING**

**Section 1. Disclosure.** In connection with any actual or possible conflict of interest, including a Related Party Transaction, an interested person, including a Related Party, must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement. If the Audit Committee or other authorized Board committee has reasonable cause to believe an individual covered by this Policy has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose. If, after hearing the individual’s response and after making further investigation as warranted by the circumstances, the Audit Committee or other authorized Board committee determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. *Failure to disclose to the Board a known Financial Interest or a known potential Related Party Transaction may be grounds for removal from the Board or termination from the Corporation.*

**Section 2. Non-Participation and Review.** All transactions, agreements or any other arrangements between the Corporation and a Related Party, and any other transactions which may involve a potential conflict of interest, shall be reviewed by the Audit Committee or other authorized Board Committee. All Related Parties with a Financial Interest shall leave the room in which such deliberations are conducted. The Audit Committee or other authorized Board Committee will then determine whether the

contemplated Related Party Transaction is fair, reasonable, and in the best interests of the Corporation at the time of such determination. The Corporation will not enter into any Related Party Transaction unless it is determined to be fair, reasonable and in the best interest of the Corporation at the time of such determination.

**Section 3. Consideration of Alternate Transactions and Comparability Data.** If the contemplated Related Party Transaction pertains to compensation for services or the transfer of property or other economic benefit to a Related Party, the Audit Committee or other authorized Board Committee must determine that the value of the economic benefit provided by the Corporation to the Related Party does not exceed the value of the consideration received in exchange by obtaining and reviewing appropriate comparable data prior to entering the transaction. The chair of the Audit Committee or other authorized Board Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**Section 4. Comparability Data.** When considering the comparability of compensation, for example, the types of relevant Comparability Data which the Audit Committee or other authorized Board Committee may consider include, but are not limited to (1) compensation levels paid by similarly situated organizations, both exempt and non-exempt; (2) the availability of similar services within the same geographic area; (3) current compensation surveys compiled by independent firms; and (4) written offers from similar institutions competing for the same person's services. When the transaction involves the transfer of real property as consideration, the relevant factors include, but are not limited to (i) current independent appraisals of the property, and (ii) offers received in a competitive bidding process.

**Section 5. Voting.** After exercising due diligence, the Audit Committee or other authorized Board Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Audit Committee or other authorized Board Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

*All Related Parties with a Financial Interest must not be present for deliberations and voting on the transaction or arrangement in which he or she has a Financial Interest. However, Related Parties are not prohibited from providing information regarding the transaction to the Audit Committee or other authorized Board Committee prior to such committee's deliberations. No Director or Officer shall vote, act, or attempt to influence improperly the deliberations on any matter in which he or she has been determined by the relevant committee to have a Financial Interest. Any attempt to vote, act, or improperly influence deliberations by a Related Party on any matter with which such person has a Financial Interest may be grounds for removal from the Board or termination from the Corporation.*

**Section 6. Compensation.** A voting member of the Board of Directors or an Officer who receives compensation directly or indirectly from the Corporation for services or a Director serving as a voting member of any Committee whose jurisdiction includes compensation matters is precluded from voting or acting on matters pertaining to that Director's or Officer's compensation.

No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

**ARTICLE 4  
RECORDS OF PROCEEDINGS**

The minutes of all meetings of the Audit Committee and all other Committee meetings at which a Related Party Transaction is considered shall contain:

- The names of the persons who disclosed or otherwise were determined to have a potential or actual Financial Interest and/or conflict of interest, the nature of the potential or actual Financial Interest and/or conflict of interest, any action taken to determine whether a Financial Interest or conflict of interest exists, and the Board's decision as to whether a Financial Interest and/or conflict of interest exists.
- The names of the persons who were present for discussions and votes relating to any determinations, including whether the Related Party left the room during any such discussions, the content of such discussions, including discussion of alternative transactions, and whether or not the transaction with the Related Party was approved by the Board.
- The minutes shall be documented contemporaneously to the decision and discussion regarding the Financial Interest or conflict of interest.

**ARTICLE 5  
INITIAL AND ANNUAL WRITTEN DISCLOSURES**

Prior to a Director's initial election to the Board, or an Officer or Key Employee's employment at the Corporation, and thereafter on an annual basis, all Directors, Officers, and Key Employees shall disclose in writing to the Secretary of the Corporation:

- (i.) Any entity of which such person or a Relative of such person is an officer, director, trustee, member, owner, or employee and with which the Corporation has a relationship;
- (ii.) Any Financial Interest such person may have in any corporation, organization, partnership or other entity which provides professional or other goods or services to Corporation for a fee or other compensation, and
- (iii.) Any position or other material relationship such Director, Officer, Key Employee, or Relative of such person, may have with any not-for-profit corporation with which the Corporation has a business relationship.

A copy of each disclosure statement shall be kept in Corporation's files and made available to any Director, Officer, or Key Employee upon request.

**ARTICLE 6  
ANNUAL STATEMENTS**

Each Director, Officer, and Key Employee shall annually sign and submit to the Secretary of the Corporation a statement, substantially in the form of Exhibit A hereto, which affirms such person: (a) has received a copy of this Policy, (b) has read and understands the Policy, and (c) has agreed to comply with the Policy.

**ARTICLE 7**

## PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (i.) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (ii.) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## ARTICLE 8 USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article 8, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Audit Committee or other relevant committee of its responsibility for ensuring periodic reviews are conducted.

## ARTICLE 9 DEFINITIONS

**Section 1. Affiliate.** An affiliate of the Corporation is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with the Corporation.

**Section 2. Board of Directors.** The body responsible for the management of the Corporation.

**Section 3. Director.** Any voting or non-voting member of the governing board of a corporation, whether designated as a director, trustee, manager, governor, or by any other title.

**Section 4. Financial Interest.** A person has a Financial Interest if such person would receive an economic benefit, directly or indirectly, from any transaction, agreement, compensation agreement, including direct or indirect remuneration as well as gifts or favors that are not insubstantial or other arrangement involving the Corporation.

**Section 5. Independent Director.** A member of the Board of Directors (the "Board") who:

- Has not been an employee of the Corporation or an Affiliate of the Corporation within the last three years;
- Does not have a Relative who has been a Key Employee of the Corporation or an Affiliate of the Corporation within the last three years;
- Has not received and does not have a Relative who has received more than \$10,000 in compensation directly from the Corporation or an Affiliate of the Corporation in any of the last three years (not including reasonable compensation or reimbursement for services as a Director, as set by the Corporation);

- Does not have a substantial Financial Interest in and has not been an employee of, and does not have a Relative who has a substantial Financial Interest in or was an Officer of, any entity that has made payments to or received payments from, the Corporation or an Affiliate of the Corporation in excess of the lesser of: (a) \$25,000 or (b) 2 percent of the entity's consolidated gross revenue over the last three years (payment does not include charitable contribution);
- Is not in an employment relationship under control or direction of any Related Party and does not receive payments subject to approval of a Related Party;
- Does not approve a transaction providing economic benefits to any Related Party who in turn has approved or will approve a transaction providing economic benefits to the Director.

**Section 6. Key Employee.** A Key Employee is a person who is, or has been within the last five years, in a position to exercise substantial influence over the affairs of the Corporation. This includes, but is not limited to:

- Voting members of the Board;
- Chairs, presidents, chief executive officers, chief operating officers or employees of any other title with similar responsibilities;
- Treasurers and chief financial officers or employees of any other title with similar responsibilities; or
- A "highly compensated" employee, within the meaning of section 4958 of the Internal Revenue Code and guidance issued by the Internal Revenue Service, who is in a position to exercise substantial influence over the affairs of the Center.

**Section 7. Officer.** A person who has the authority to bind the Corporation as designated in the bylaws of the Corporation.

**Section 8. Related Party.** Persons who may be considered a Related Party of the Corporation or an Affiliate of the Corporation under this Policy include:

- Directors, Officers, or Key Employees of the Corporation or an Affiliate of the Corporation;
- Relatives of Directors, Officers, or Key Employees;
- Any entity in which a person in (i) or (ii) has a 35 percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5 percent;
- Founders of the Corporation;
- Substantial contributors to the Corporation (within the current fiscal year or the past five fiscal years);
- Persons owning a controlling interest (through votes or value) in the Corporation; and
- Any non-stock entity controlled by one or more Key Employees.

**Section 9. Related Party Transaction.** Any transaction, agreement or any other arrangement with the Corporation or an Affiliate of the Corporation in which a Related Party has a Financial Interest. Any Related Party Transaction will be considered a conflict of interest for purposes of this Policy.

**Section 10. Relative.** A Relative is a spouse, ancestor, child (whether natural or adopted), grandchild, great grandchild, sibling (whether whole or half-blood), or spouse of a child (whether natural or adopted), grandchild, great grandchild or sibling (whether whole or half-blood), or a domestic partner as defined in section 2994-A of the New York Public Health Law.

Adopted by the Corporation's Board of Directors at its meeting on December 14, 2017.

Exhibit A

Annual Affirmation

I, \_\_\_\_\_, [a][the] [*position*], of North American Passive House Network Corporation (“NAPHN”), hereby affirm that I have (a) received a copy of NAPHN’s Conflict of Interest Policy (the “Policy”), (b) read and understand the Policy, and (c) agree to comply with the Policy.

[*Signature*] \_\_\_\_\_ [*date*]