

## EXCERPT FROM THE BYLAWS OF SAJA GROUP, INC.

### CONFLICT OF INTEREST

This conflict of interest policy is designed to help Directors or officers and employees of the Corporation identify situations that present potential conflicts of interest and to provide the Corporation with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a Director or officer or employee has or may have a conflict of interest with respect to the transaction. The policy is intended to comply with the procedure prescribed in New York Not-For-Profit Corporation law, governing conflicts of interest for directors of nonprofit corporations. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in New York law, the provisions of the law shall control. All capitalized terms are defined in Part 2 of this policy.

1. Conflict of Interest Defined. For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

A. Outside Interests.

(i) A Contract or Transaction between the Corporation and a Responsible Person or Family Member.

(ii) A Contract or Transaction between the Corporation and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a Trustee or director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

B. Outside Activities.

(i) A Responsible Person competing with the Corporation in the rendering of services or in any other Contract or Transaction with a third party.

(ii) A Responsible Person having a Material Financial Interest in; or serving as a Trustee director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to; an entity or individual that competes with the Corporation in the provision of services or in any other Contract or Transaction with a third party.

C. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment or other favors from any individual or entity that:

(i) does or is seeking to do business with, or is a competitor of the Corporation; or

(ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from the Corporation under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the Corporation.

D. Excess Benefit Transactions. An Excess Benefit Transaction shall be considered a

conflict of interest.

## 2. Definitions.

A. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.

B. A "Responsible Person" is any person serving as an officer, employee or member of the Board of Directors of the Corporation or of South Asian Journalist Association, Inc.

C. A "Family Member" is a spouse, domestic partner, parent, or spouse of a parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.

D. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.

E. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by the Corporation. The making of a gift to the Corporation is not a Contract or Transaction.

F. An Excess Benefit Transaction $\cong$  is a transaction such as the payment of compensation or the transfer of property in which a Disqualified Person receives more than fair market value from the Corporation or pays the Corporation less than the fair market value for property or services.

G. A Disqualified Person includes any person who is in a position to exercise substantial influence over SAJA including a Responsible Person, a Family Member, and an entity owned or controlled 35% or more by such persons, including South Asian Journalists Association, Inc.

## 3. Procedures.

A. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

B. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

C. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

D. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for

purposes of the vote. The person having a Conflict of Interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

E. Responsible Persons who are not members of the Board of Directors of the Corporation, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect the Corporation's participation in such Contract or Transaction. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

F. In the event the Board or Committee is contemplating an Excess Benefit Transaction, the transaction shall not be approved unless the Board or Committee determines that the compensation involved reflects the fair market value of the services or property involved. In making its determination of reasonableness, the Board or Committee shall consider relevant market information and shall document the basis for its determination in the Minutes of the Meeting.

4. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of the Corporation. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the Corporation for the personal profit or advantage of the Responsible Person or a Family Member.

5. Review of policy.

A. Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.

B. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in the form set out below in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a director of or consultant to a nonprofit organization, or ownership of a business that might provide goods or services to the Corporation. Any such information regarding the business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the President, and members of any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

C. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.