



Conflict of Interest Policy

I. Policy

This policy is intended to protect the interest of The Fifth Epochal Fellowship Corporation, d.b.a. The Urantia Book Fellowship, d.b.a. Uversa Press, (hereinafter referred to as the Fellowship), a tax-exempt organization. The Conflict of Interest policy is to be used when contemplating a transaction or arrangement that might benefit the private interest of an officer or director of the Fellowship or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

This policy applies to any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, as an interested person. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A. An ownership or investment interest in any entity with which the Fellowship has a transaction or arrangement.
- B. A compensation arrangement with the Fellowship or with any entity or individual with which the Fellowship has a transaction or arrangement, or Fellowship compensation arrangement with, any entity or individual with which the Fellowship is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. 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 appropriate governing board or committee decides that a conflict of interest exists.

II. Procedure

- A. **Duty to Disclose:** 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 all material facts to the directors and

members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- B. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest:
1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether the Fellowship 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.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Fellowship'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.
- D. Violations of the Conflicts of Interest Policy:
1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate action.
- E. Compensation:
1. A voting member of the governing board who receives compensation, directly or indirectly, from the Fellowship for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Fellowship for services is precluded from voting on matters pertaining to that member's compensation.
 3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Fellowship, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- F. Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually review and approve a statement which affirms each person:
1. Has received a copy of the conflict of interest policy.
 2. Has read and understands the policy.
 3. Has agreed to comply with the policy.
 4. Understands the Fellowship is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes
- G. Periodic Reviews: Reviews shall be conducted to ensure the Fellowship operates within the non-profit tax exempt status and shall include the following:
1. Reasonable compensation arrangements and benefits are based on competent survey information, and the result of arm's length bargaining.
 2. The partnerships, joint ventures, and arrangements with management organizations conform to the Fellowship'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.
- H. Use of Outside Experts: When conducting the periodic reviews, the Fellowship may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.
- I. Illinois Provisions: This policy is intended to bring the Fellowship in compliance with all requirements for non-profits in the state of Illinois, except for express provisions to the contrary in the articles of incorporation.

Approved by the Executive Committee 11/15/2013