



CONFLICT OF INTEREST POLICY

Effective Date: 1 October, 2016

The undersigned, being all of the trustees of the NIDCAP Federation International, Inc. (the “Organization”), hereby consent to the following:

That each trustee affirms that he has received a copy of the Conflict of Interest Policy (the “Policy”) for the Organization attached hereto as Exhibit A Policy, has read and understands the Policy, agrees to comply with the Policy, and understands that the Organization 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.

IN WITNESS WHEREOF, this instrument shall be effective as of the date and year set forth above.

Director/Date

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Exhibit A: Conflict of Interest Policy NFI By-Laws Article IV and Amendment 2**Article IV: Conflict of Interest Policy**

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Member of the Board. Any director, principal officer, or Member of the Board, member of a committee with Board-delegated powers who has a direct or indirect financial interest is an interested person.

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement. After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The Board or committee, if so appointed, shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity, which would not give rise to a conflict of interest. If such a transaction or arrangement is not possible or practical, the Board or committee shall determine by a majority vote of the disinterested Directors or committee whether the transaction or arrangement is in the Corporation's best interest and of its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Amendments

2. The following reflects an approved change in the NFI By-Laws. This statement is an elaboration of Article IV: Conflict of Interest Policy. It was adopted at the Board of Directors meeting on **May 15, 2007**, held in Amelia Island, Florida and added to the By-laws at the April 16, 2008 Board of Directors meeting, held in Rockport, Massachusetts.

Elaboration of CONFLICT OF INTEREST POLICY (adopted 5/15/2007)

ARTICLE I

Purpose

The purpose of the conflict of interest policy is to protect the interest of NIDCAP Federation International, Inc. (the "Organization"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director of the Organization or might result in an excess benefit transaction. This policy is intended to supplement but not replace any applicable laws governing conflict of interest applicable to not-for-profit and charitable organizations.

ARTICLE II

Definitions

Section 1. Interested Person

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

Section 2. Financial Interest

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 Organization has a transaction or arrangement,

(b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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. Under Article III, Section 2, 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.

ARTICLE III

Procedures

Section 1. 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.

Section 2. 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.

Section 3. Procedures for Addressing the Conflict of Interest

(a) 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.

(b) 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.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization 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.

(d) 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 Organization'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.

Section 4. Violations of the Conflicts of Interest Policy

(a) 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.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines whether the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.