



North Country
RURAL DEVELOPMENT COALITION

Conflict of Interest Policy

Re-Adopted June 6th, 2024

Article I – Purpose

The purpose of this conflict of interest policy is to safeguard the ethical, fiduciary, and institutional integrity of PRIDE of Ticonderoga, Inc. *d/b/d the North Country Rural Development Coalition*, and the Essex County Land Bank Corporation. This policy applies when entering into contracts, financial transactions, or other arrangements that might benefit the private interest of any director, officer, or employee of these organizations, or their relatives. This policy is intended to complement, not replace, any applicable state and federal laws governing conflict of interest for nonprofit and charitable organizations.

Article II – Definitions

Board: Refers to the governing body of PRIDE of Ticonderoga, Inc., and the Essex County Land Bank Corporation as defined in section 102 of the New York Not-for-Profit Corporation Law.

Conflict of Interest: Denotes a situation where a director, officer, or employee, or any of their relatives, holds a material financial interest in a transaction or program of the organization, which could impede the impartial fulfillment of their duties.

Corporation: Refers to both PRIDE of Ticonderoga, Inc., and the Essex County Land Bank Corporation.

Director: Encompasses any member of the governing board elected under Article IV of the Corporation's By-Laws.

Employee: Includes an individual retained by the Corporation who receives compensation and/or benefits for their services.

Officer: Pertains to the Chairman, Vice Chairman, Secretary, and Treasurer of the Corporation as outlined in Article V of the Corporation's By-Laws.



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Relative: Encompasses a spouse, domestic partner, child, parent, grandparent, grandchild, great-grandchild, sibling, half-sibling, in-law, aunt, uncle, niece, nephew, or the spouse of a child, sibling, grandchild, or great-grandchild.

Article III – Procedures

1. **Annual Statements:** Each director, officer, and employee shall annually sign a statement affirming that they have received, read, and agreed to comply with this conflict of interest policy. They must disclose any potential conflicts of interest at the commencement of their service and annually thereafter.
2. **Continuing Duty to Disclose:** Directors, officers, and employees must promptly disclose any conflicts of interest as they arise, detailing the specific conflict to the Board or their supervisor.
3. **Recusal:** Individuals must abstain from participating in discussions or decisions where a conflict of interest exists and must recuse themselves from any matter where such a conflict arises. They shall neither be present at nor partake in deliberations or voting on matters related to the conflict.
4. **Related Party Transactions:** Transactions involving relatives must be handled without the participation of the director, officer, or employee related to the party in question.
5. **De Minimis Exception:** The Board may allow exceptions for insignificant conflicts where the potential for dual loyalty is negligible.

Article IV – Records of Proceedings

The minutes of Board meetings where conflicts of interest are discussed shall meticulously record the nature of the conflict and the actions taken. This documentation must include the identities of those disclosing a conflict, the resolution of the matter, and the names of individuals present during the discussion and any votes taken.

Article V – Compensation

Individuals who may benefit from a compensation decision must not be present during discussions about their remuneration. However, the Board may require their presence for informational purposes prior to making a final decision.

Article VI – Confidentiality and Compliance



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1. **Maintaining Confidentiality:** All directors, officers, and employees must exercise discretion and uphold confidentiality regarding internal discussions and decisions. Unauthorized disclosure of confidential details about programs, clients, staff, or other sensitive matters, including personal conversations between the Staff and Board, with external parties is prohibited and may constitute a breach of trust or insubordination.
2. **Essex County Ethics and Disclosure Law Compliance:** The Essex County Land Bank Corporation affirms its commitment to transparency and ethical conduct in full compliance with Essex County Local Law No. 6 of 2010. This law is an integral part of this Conflict of Interest Policy, and the stricter requirement shall apply in cases of inconsistency.

Acknowledgment of Conflict of Interest Policy

I, the undersigned, affirm that I have read and understand the Conflict of Interest Policy of PRIDE of Ticonderoga, Inc., and the Essex County Land Bank Corporation. I agree to comply fully with its terms and conditions and to disclose any potential conflicts of interest in accordance with the procedures outlined in this policy. I also commit to maintaining the confidentiality of sensitive information and refraining from any form of insubordination, including the unauthorized disclosure of internal discussions or decisions to outside parties.

Name: _____

Title: _____

Signature: _____

Date: _____
