



**STATE LAW RESOURCES, INC.  
CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM**

Members of the Board of Directors of State Law Resources, Inc. (“SLR” or “Organization”) and Officers each have an affirmative obligation to act at all times in the best interests of the Organization and to comply with all applicable federal, state and foreign laws, to uphold the purposes of the Organization, and to comport themselves in accordance with the highest standards of ethical business conduct. The Board of Directors of the Organization has adopted the following policy in order to avoid or minimize possible conflicts between the personal interests of Interested Persons and the interests of the Organization.

This policy serves to define the term “conflict of interest,” to assist members of the Board and Officers in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of the Organization whenever possible. (Collectively, this policy will refer to Directors and Officers as “Covered Officials.”

*Covered Officials.* Covered Officials includes a director, or a member of a committee with board delegated powers (hereinafter “director”), or officer or “key employee” who can influence the actions of the organization of SLR, or a member of the family<sup>1</sup> of a director, committee member, or officer or key employee of SLR with whom SLR is considering a transaction or arrangement.

*Fiduciary duty.* Each Covered Official has a fiduciary duty to conduct himself or herself without conflict to the interests of the Organization. When acting within his or her capacity as a Covered Official, he or she must subordinate personal, business, third-party, and other interests to the welfare and best interests of the Organization.

*Conflict of interest.* A “conflict of interest” is any transaction, arrangement or relationship which presents, or may present, a conflict between a Covered Official’s obligations to the Organization and his or her personal, business, or other interests.

*Disclosure.* The Board of Directors recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to the Organization. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Covered official shall disclose any and all facts that may be construed as a conflict of interest, both

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<sup>1</sup> A member of the family is a spouse, brother, sister, parent or child.

through an annual disclosure process and whenever such actual or potential conflict occurs. Conflicts of interest may not always be clear-cut, so if a Covered Official has a question in this area, they should consult with the Chair.

*Process and remedy.* The Board of Directors will determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of the Organization. A Covered Official whose potential conflict is under review may not debate, vote, or otherwise participate in such determination, other than in presenting information or answering questions from the Board. If the Board of Directors determines that an actual or potential conflict of interest does exist, the Board shall also determine an appropriate remedy. Such remedy may include, for example and not by limitation, the recusal of the conflicted Covered Official from participating in certain matters pending before the Board or other bodies of the Organization.

*Violations of the Conflicts of Interest Policy.*

(a) If the Board has reasonable cause to believe that a Covered Official has failed to disclose a relationship as an interested person, it shall inform the individual of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of the individual and making such further investigation as may be warranted in the circumstances, the board or committee determines that the individual has in fact failed to disclose a relationship as an interested person, it shall take appropriate disciplinary and corrective action.

*Delegation.* The Board of Directors may delegate its authority to review and remedy potential conflicts of interest to the Organization's Executive Committee. Only disinterested members of the Executive Committee may participate in any such review. The Executive Committee shall inform the Board of its determination and recommended action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

*Annual disclosure process.* On an annual basis, each member of the Board of Directors and Officers shall be provided with a copy of this policy, and shall complete and sign the acknowledgement and disclosure form below.

# State Law Resources, Inc.

## Annual Statement of Disclosure

I, \_\_\_\_\_ (name printed), have received, read and understand the Conflict of Interest Policy of State Law Resources, Inc. (SLR) which applies to directors, members of committees with board delegated powers and officers of SLR.

To the best of my knowledge and belief, neither I nor any person or organization with whom I have a personal or business relationship is engaged in any transaction or activity that may represent a conflict with my obligations to SLR.

To the best of my knowledge and belief, neither I nor any person or organization with whom I have a personal or business relationship intends to engage in any transaction, to acquire any interest in any organization or entity, or to receive any substantial gift or favor that may represent a conflict with my obligations to SLR.

To the best of my knowledge and belief, I do not expect to receive compensation from State Law Resources, Inc. for services I provide to SLR. To the best of my knowledge and belief, no member of my family expects to receive any compensation or material financial benefit from SLR. Any exception to the statements made herein is disclosed in full below. I understand that this disclosure does not relieve me from the obligation under the Policy to make disclosure and withdraw from a board or committee meeting when a specific transaction or arrangement is being considered between SLR and any such other party creating the conflict.

Without Exception \_\_\_\_ (initial)

With Exception as Described Below \_\_\_\_ (initial)

Signature \_\_\_\_\_ Date \_\_\_\_\_

Description of Exception (if any):