

**ArtStream
Annual Statement of Potential Conflict of Interest
FY22 Certification**

Name: _____

Date: _____

Office or Position: _____

Please include in your answers any activity during the previous 12 months. In responding to these questions, please note that a “yes” answer does not imply that the relationship or transaction was necessarily inappropriate.

Entities Doing Business with ArtStream

1. Are or were you, or any member of your immediate family or household (your parents and their spouses; your children, grandchildren, and their spouses; your spouse and his/her parents; your siblings, your spouse's siblings, and their spouses; and any individual living in your home), an officer, director, general partner, agent, or employee of any entity doing business with ArtStream?

_____ yes _____ no

If the answer is “yes”, please list the names of such entities, the position held, and the approximate dollar amount of business involved with ArtStream last year.

2. Do or did you, or does or did any member of your family, have a financial interest in, or receive any remuneration or income from, any entity doing business with ArtStream?

_____ yes _____ no

If the answer is “yes”, please list the names of the entities in which such interest is held, the person by whom such interest is held, and the nature and amount of each such financial interest, remuneration or income.

3. Are or were any of your business associates (general partners, principals, and employers) an officer, director, general partner, agent, or employee of any entity doing business with ArtStream?

_____ yes _____ no

If the answer is “yes”, please list the names of such entities, the position held, and the approximate dollar amount of business involved with ArtStream last year.

Entities Related to those Doing Business with ArtStream

4. Do or did you, or any member of your immediate family or household, or any of your business associates, have any interest in any entity which is controlled by or under common control with any other entity doing business with ArtStream?

_____ yes _____ no

If the answer is “yes”, please list the names of such entities, the controlled entity, the interest held, and the approximate dollar amount of business involved with ArtStream last year.

Beneficiaries & Other Fiduciary Duties

5. Are or were you, or any member of your immediate family or household, or any of your business associates, the beneficiary of a trust or estate with an interest in any entity doing business with ArtStream, or which is controlled by or under common control with any such entity?

_____ yes _____ no

If the answer is “yes”, please list the names of such entities, the interest held, and the approximate dollar amount of business involved with ArtStream last year.

6. Do or did you have fiduciary duties with respect to any trust, estate, incompetent person, conservatee, or minor with an interest in any entity doing business with ArtStream, or which is controlled by or under common control with any such entity?

_____ yes _____ no

If the answer is “yes”, please list the names of such entities, the fiduciary position held, and the approximate dollar amount of business involved with ArtStream last year.

Gifts & Loans

7. Did you, or any member of your family, or any of your business associates, receive during the past 12 months any gifts or loans from any supplier, vendor or other source from which ArtStream buys goods or services or with which ArtStream has business dealings?

_____ yes _____ no

If the answer is “yes”, please list the gifts or loans according to item, name of supplier, vendor or other source, and approximate value of each item.

Other Affiliations & Interests

8. Please list any other affiliations or interests that may present an apparent, potential, or actual conflict of interest.

9. Please list all other boards on which you, or any member of your family, or any of your business associates, serve.

I have read, understand, support, and agree to abide by ArtStream’s Conflict of Interest Policy. I do not have any actual, apparent, or potential conflicts of interest which are not listed on this Statement. I understand that it is my responsibility to inform ArtStream in writing of any change in circumstances relating to this Statement. I certify that the foregoing information is true and complete to the best of my knowledge.

Signature: _____ Date: _____

Please return to: Heller An Shapiro
Executive Director
ArtStream
15800 Crabbs Branch Way, #300
Rockville, MD 20855

h.shapiro@art-stream.org

ArtStream

Policy on Conflicts of Interest

The Board of Directors of ArtStream understands the importance of serving ArtStream to the best of their ability and with the highest degree of undivided obedience, loyalty, and care. Accordingly, the Board has adopted the following policy designed to manage apparent, potential, and actual conflicts between the personal familial, financial, professional, and employment interests of its Directors, Officers, Board committee members, administrative staff people of ArtStream, the members of their immediate families or households (parents and their spouses; children, grandchildren, and their spouses; spouse and his/her parents; siblings, spouse's siblings, and their spouses; and any person living in the individual's home), and their business associates (general partners, principals, and employers) (collectively, "ArtStream personnel"), and the interests of ArtStream.

Conflicts of interest may occur when ArtStream enters into transactions with individuals, nonprofit organizations, or for-profit entities. The purpose of this policy is to ensure that decisions about ArtStream operations and the use or disposition of ArtStream assets are made solely for the benefit of ArtStream and are not influenced by any personal profit or personal benefit to any individuals affiliated with ArtStream who take part in the decision. All ArtStream personnel shall abide by all laws affecting conflict of interests, including but not limited to Sections 6.5-306(2015) of the Maryland State Government Code and Section 4958 of the Internal Revenue Code.

In addition to avoiding actual conflicts of interest, ArtStream personnel are expected to avoid actions that could be perceived or interpreted as in conflict with the interests of ArtStream. Any duality of interest or apparent or potential conflict of interest on the part of any ArtStream personnel shall be disclosed to all of the members of the Board of Directors and be filed in ArtStream's corporate records. In addition to the obligation of all ArtStream personnel to completely disclose all conflicts of interest to the Board of Directors immediately as such conflicts of interest arise, each such person shall be required to complete and file a Statement of Potential Conflict of Interest Certification with ArtStream on an annual basis, on or before September 1 of each fiscal year. Attached hereto and made a part hereof is the form of the Annual Statement of Potential Conflict of Interest Certification that must be filed.

1. Connection To A Person or Entity Doing Business With ArtStream

No ArtStream personnel having a personal stake in any transaction involving ArtStream shall be permitted to act on behalf of ArtStream regarding the transaction without first obtaining the approval of the Board of Directors through the procedure outlined below.

2. Material Conflict With Duties And Obligations To ArtStream

No ArtStream personnel shall knowingly engage in any activities or transactions in material conflict with their duties and obligations to ArtStream. Whenever any ArtStream personnel discovers an opportunity for business advantage which is relevant to the activities of ArtStream, the opportunity belongs to ArtStream and the individual shall present the opportunity to the

Board of Directors. Only at such time as the Board votes not to pursue the matter and relinquish such an opportunity may the individual consider pursuing it for personal benefit.

3. Special Favor or Consideration

No ArtStream personnel shall receive special favor or consideration from ArtStream because of that individual's current or former position (for a period of 12 months subsequent to leaving any such position) with ArtStream.

No ArtStream personnel shall use their association with ArtStream to obtain special advantage in the conduct of private business.

ArtStream personnel shall not accept or offer favors or gifts from or to anyone who does business with ArtStream, excluding novelty or nominal items under \$50 in value. All gifts must be reported to the ArtStream Executive Director or President of the Board.

4. Public Statements or Positions

While acting as a representative of ArtStream, personnel shall not make any public statement or take any public position that is contrary to the policies, procedures, or interests of ArtStream.

5. Additional Obligations of Directors & Officers

Every Director and Officer shall discharge his/her duties in a manner he/she believes in good faith to be in the best interests of ArtStream and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Directors and Officers shall be cautious and protective of the assets of ArtStream and insure that they are used in the pursuit of the mission of ArtStream. Directors and Officers shall read and understand the Articles of Incorporation, Bylaws, corporate policies, and financial statements. Directors and Officers shall fully prepare for and participate in Board and relevant committee meetings. Directors and Officers shall never exercise authority as Directors and Officers except when acting in meetings with the full Board or as delegated by the Board; provided, however, that if a Board member has significant doubts about a course of action of the Board, he/she shall clearly raise the concern with the Executive Director and the Board and, when appropriate, seek independent expert advice.

6. Compensation of Directors & Officers

No Director shall receive compensation for the performance of his/her Board duties, excepting reimbursement for expenses incurred. No Director shall receive, directly or indirectly, any compensation for additional services rendered to ArtStream outside the scope of his/her Board duties, unless authorized by the affirmative vote of two-thirds (2/3) of all remaining uninterested Directors.

7. Service on Boards of Similar Organizations

Any current or recent (left position within past 12 months) Director or Officer of ArtStream who wishes to serve as a director or officer of any other organization related to art or disability must obtain the approval of the Board of Directors through the procedure outlined below before accepting the nomination to serve with the other organization. Further, any individual currently or recently serving as a director or officer of any other organization related to art or disability

shall be ineligible to become a Director or Officer of ArtStream for a period of 12 months following the conclusion of his/her service with such other organization.

8. Confidentiality

All ArtStream personnel shall keep confidential those ArtStream matters designated confidential by the Board of Directors or the Executive Director. ArtStream personnel are prohibited from disclosing information about ArtStream to those who do not have a need to know or whose interest may be adverse to ArtStream, either inside or outside ArtStream, and are prohibited from using in any way such information for personal advantage to the detriment of ArtStream.

Procedure For Identifying and Handling Conflicts Of Interest

Any ArtStream personnel having a potential, apparent, or actual conflict of interest on any matter shall not vote, shall not participate, directly or indirectly, in deliberations concerning it, shall not use personal influence on the matter, and shall not be counted in determining the quorum for the meeting, even if permitted by law.

Before the Board of Directors makes any decision to enter into a contractual relationship or other agreement with any person or entity with whom any ArtStream personnel has a personal familial, financial, professional, or employment connection, the person having such a connection must make full disclosure of the connection to the Board of Directors.

Any ArtStream personnel having a potential, apparent, or actual conflict of interest shall either (i) voluntarily abstain from and be disqualified from participation in all deliberation and voting on all Board actions relating to the conflict, or (ii) ask the Board to determine whether an apparent or potential conflict is an actual conflict. The majority affirmative vote of the remaining uninterested Directors present and voting shall be required to determine that an actual conflict of interest is present.

Upon each event of an actual conflict of interest, the interested individual shall not participate in the decision-making process (either by discussion or by vote). A determination of further action shall be made by the Board, after consultation with counsel and in accordance with all applicable law. The majority affirmative vote of all remaining uninterested Directors shall be required to approve any transaction in which an actual conflict of interest is present.

These procedures shall not prevent the interested individual from briefly stating his/her position on the matter, nor from answering pertinent questions from Directors, since his/her knowledge could be of assistance to the deliberations.

The minutes of the meeting shall reflect all information relative to the potential, apparent, or actual conflict of interest, including receipt of any information from any ArtStream personnel concerning the conflict of interest, that a disclosure was made, the abstention from voting, how quorum was obtained, the decision(s) of the Board of Directors, and the basis for the Board's decision.

Transactions involving any interested ArtStream personnel shall not be approved unless the following factors are discussed by the Board and both are present in the proposed transaction:

- 1) ArtStream is entering into the transaction for its own benefit.
- 2) The transaction is fair, reasonable and advantageous to ArtStream under the circumstances at the time the ArtStream enters into the transaction.