

SPRINGFIELD DAILY CITIZEN CONFLICT OF INTEREST POLICY
COMPANY BYLAWS AS AMENDED 1.4.22

ARTICLE XIV. CONFLICT OF INTEREST

Section 1. Conflict of Interest A conflict of interest may exist when the interests or activities of any Director, officer or staff member may be seen as competing with the interest or activities of this Corporation, or the Director, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

Section 2. Disclosure Required Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a Director or the President of the Corporation, or to the President, or to such person or persons as he or she may designate, if the person is a member of the staff.

Section 3. Abstinance from Vote When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof. Any committee, which votes upon a matter wherein a conflict of interest exists or may exist, must consist entirely of members of the Board of Directors.

Section 4. Absence from Discussion Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board of Directors or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Directors or committee with any and all relevant information.

Section 5. Minutes The minutes of the meeting of the Board of Directors or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen.

Section 6. Annual Review A copy of this conflict-of-interest bylaw shall be furnished to each Director, officer and senior staff member who is presently serving the Corporation, or who may hereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of Directors, officers and staff members. Any new Directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.