



Confidentiality Agreement

Confidentiality is a basic element of the operation of TTP. To protect the confidentiality of fellow employees and the organization, no confidential information concerning other employees or TTP business is to be discussed with anyone except when necessary for the purpose of daily business.

Director, Officer, staff, donor and/or other constituent information may be kept strictly confidential. Only those authorized individuals directly responsible for services to the constituent member shall discuss or have access to this information. Care shall be exercised to be certain that unauthorized individuals do not overhear discussion of confidential information.

Employees and Directors of TTP understand and agree that during their employment and/or service they may obtain information and documents that are confidential and/or privileged and proprietary in nature and which must be kept confidential both during and after their term of employment or service. As such, all employees and Directors are required to return any such documents containing privileged or confidential information at the time of the termination of employment or expiration of service, as requested.

Any employee or Director that divulges confidential or privileged information, whether during or after his or her term of employment or service, is subject to appropriate discipline, including dismissal, or other criminal sanctions. Employees and Directors recognize that TTP has a proprietary interest in any such information and/or documents and may be irreparably damaged as a result of any disclosure or dissemination thereof. Breaches of confidential information are subject to disciplinary action up to and including immediate termination and/or removal.

Conflict of Interest Agreement

The purpose of the conflict-of-interest policy is to protect TTP's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

Interested Person

Any Director or Officer of the Board of Directors, who has a direct or indirect

financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which TTP has a transaction or arrangement.
- A compensation arrangement with TTP or with any entity or individual with which TTP has a transaction or arrangement.
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which TTP 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 Board of Directors decides that a conflict of interest exists.

Procedures

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 Board of Directors considering the proposed transaction or arrangement.

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 or she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The Chair of the Board of Directors, if appropriate, may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board of Directors shall determine whether TTP 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.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors 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.

Violations of the Conflicts-of-Interest Policy

- If the Board of Directors has reasonable cause to believe a constituent 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.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the Board of Directors and all committees with board-delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors decision as to whether a conflict of interest in fact existed
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

Compensation

- A voting member of the Board of Directors who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that Director's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the Board of Directors whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each Director or Officer of the Board of Directors shall sign a statement, upon the beginning of his or her term that affirms such person:

- Has received a copy of the conflict-of-interest policy.
- Has read and understands the policy.
- Has agreed to comply with the policy.
- Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s-length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted

I agree and accept the above Confidentiality Agreement & Conflict of Interest Agreement:

Accepted and Signed: _____ Date: _____