CONFLICT OF INTEREST POLICY

Geek Tek | Marquez Community Outreach

A Texas Nonprofit Corporation

1. Purpose

The purpose of this Conflict of Interest Policy is to protect the integrity and trust of *Geek Tek | Marquez Community Outreach* ("the Corporation") by ensuring that decisions are made in the best interest of the organization and not influenced by personal or financial gain.

This policy applies to all directors, officers, committee members, and key volunteers.

2. Definition of Conflict of Interest

A conflict of interest exists when an individual's personal, financial, or business interests could interfere with their duty to act solely in the best interest of the Corporation.

Conflicts may include, but are not limited to:

- A board member or their family owning a business that provides goods or services to the Corporation
- Receiving compensation, gifts, or favors from vendors or partners
- Participating in decisions that could result in personal benefit
- Using organizational resources for personal or business gain

3. Duty to Disclose

All directors and officers must:

- Disclose any actual or potential conflict of interest
- Provide full transparency regarding financial or business relationships
- Update disclosures annually or whenever a new conflict arises

Disclosures must be made to the Board of Directors and recorded in the meeting minutes.

4. Recusal from Decision-Making

Any individual with a conflict of interest must:

- Recuse themselves from discussion and voting on the matter
- Leave the room during deliberation and voting
- Not attempt to influence the decision in any way

The remaining disinterested directors shall determine whether a conflict exists and whether the proposed transaction is fair and in the best interest of the Corporation.

5. Vendor Transactions

The Corporation may enter into a transaction with a business owned by a board member or related party **only if**:

1. The goods or services are provided at **fair market value**
2. The transaction is in the best interest of the Corporation
3. The conflicted board member **recuses themselves** from all related votes
4. The Board documents the decision in the minutes
5. At least one independent director approves the transaction

6. Compensation

Board members shall not receive compensation for board service.

Board members may be compensated for **legitimate vendor services** (e.g., repairs, technical support, seminars) only if:

- Compensation is reasonable and at fair market value
- The board member does not vote on their own compensation
- The Board approves the arrangement in advance

7. Annual Statements

Each director and officer shall annually sign a statement affirming that they:

- Have received and read this policy
- Understand their obligations
- Agree to comply with the policy
- Disclose any conflicts of interest

8. Records of Proceedings

The minutes of the Board shall document:

- The nature of the conflict
- The disclosure made
- The decision-making process
- The vote of the disinterested directors
- Any comparables or FMV data reviewed

9. Violations of the Policy

If the Board has reasonable cause to believe a member has failed to disclose a conflict:

1. The member will be informed of the concern
2. The member will have an opportunity to explain
3. If a violation is confirmed, the Board may take corrective action, including removal

10. Adoption

This Conflict of Interest Policy was adopted by the Board of Directors of *Geek Tek* | *Marquez Community Outreach* on the date below.

Date Adopted: ____________________________

________________________________ Date: ____________________________

Alyssa Marquez
Secretary

________________________________ Date: ____________________________

Anayelii Maldonado
Treasurer

________________________________ Date: ____________________________

Marco Marquez
President & Executive Director