CERTIFICATE BY SECRETARY OF THE
LA JOLLA GOLDEN TRIANGLE ROTARY CLUB FOUNDATION
CONFIRMING ADOPTION OF CONFLICT OF INTEREST POLICY

The undersigned certifies that he is Secretary of La Jolla Golden Triangle Rotary Club Foundation ("Foundation"), and that, as such, he is authorized to execute this Certificate on behalf of the Foundation and certifies as follows:

Attached hereto as Exhibit A is a true copy of the Conflict of Interest Policy of the La Jolla Golden Triangle Rotary Club and the La Jolla Golden Triangle Rotary Club Foundation which became effective as of May 10, 2016, and was adopted unanimously by the Board of Directors by action in lieu of holding a meeting of the directors (pursuant to the provisions of California law), and unanimously ratified by the Directors at a regular scheduled, duly noticed, annual meeting of the Board held on November 18, 2016.

Attached hereto as Exhibit B is a true copy of the Annual Conflict of Interest Statement on Behalf of a Member of the Board of Directors of the La Jolla Golden Triangle Rotary Club Foundation which was approved concurrently with the adoption of the Conflict of Interest Policy and which will be utilized annually to implement said policy.

Witness the signature of the undersigned this 19th day of October 19, 2017.

_____

Eric O. Freeberg
Secretary

Exhibit A

Conflict of Interest Policy of the La Jolla Golden Triangle Rotary Club and the La Jolla Golden Triangle Rotary Club Foundation

(Effective May 10, 2016)

The purpose of this "Conflict of Interest Policy of the La Jolla Golden Triangle Rotary Club and the La Jolla Golden Triangle Rotary Club Foundation" is to confirm as Rotarians we are ever vigilant to avoid any conflicts of interest, whether real or perceived, in order to ensure that no member of the La Jolla Golden Triangle Rotary Club ("Club"), or the La Jolla Golden Triangle Rotary Club Foundation ("Foundation"), personally receives any benefits from any expenditure of volunteer time, goods or monies by the Club or by the Foundation, and to confirm that all Club Members should avoid any such conflicts (if possible) or to disclose any such conflicts. The purpose of this Policy is to make Club Members aware of the potential for conflicts, and to encourage and require disclosure of any conflicts (whether potential or real) because only with the disclosing of such conflicts of interest that we are able to ensure fairness and transparency in our Rotary activities. This Policy has been adopted and formally approved by the Board of Directors of both the Foundation and the Club and is effective as of May 10, 2016.

As Rotarians we conduct our business, lives and Rotary activities in accordance with the "Rotary Code of Conduct" which requires all that we exemplify integrity in all our behavior and activities, conduct all our personal, business, and professional affairs ethically, and never to seek from a fellow Rotarian a privilege or advantage not normally accorded others in a business or professional relationship. Therefore, in connection with any requests for any money or service to be donated by the Club or by the Foundation, all Club Members are under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known or reasonably should be known. Disclosure of a potential or real conflict is encouraged. There is nothing wrong with making a disclosure. It is the failure to make a disclosure that violates our duties as Rotarians to our fellow Rotarians and to any donors to our Club or the Foundation. Officers and Directors of the Club and the Foundation have an even higher duty as fiduciaries to avoid or to disclose any such conflicts.

As Rotarians we recognize that the funds we spend on club service projects are funds received from members and third party donors who support our charitable endeavors and we all owe an ethical duty to avoid any conflict of interest in the expenditure of these funds. Similarly our Club Members donate their time as volunteers to our charitable endeavors, and we also all owe an ethical duty to avoid any conflict of interest in the utilization of this valuable time and energy. Our fellow Rotarians and third party donors have entrusted their time and money to the Club, and the Foundation, with the faith and understanding that these funds, and/or any volunteer service by our Club Members, will be used effectively and only for the purposes for which they were given and not to bestow any personal benefit upon any Club Member or her/his family or business.

A conflict of interest exists when a Club Member directly, or indirectly, benefits from any Contribution of money or services by the Club or the Foundation. The benefit can be direct as the Club Member personally receives a benefit. The benefit can also be indirect as a result of benefits received by the family, relatives and any personal and business colleagues of any Club Member and include any charitable or business entities in which the Club Member has a management or ownership because she/he is a trustee, officer or director.

The term "Contribution" refers to any support given by the Club, or the Foundation, to any person or entity to include monetary support, collection of donated items, or volunteer services by Club Members. The term "benefit" includes any personal benefit that is obtained by a Club Member as a result of a Contribution and includes (but is not limited to) any direct or indirect financial compensation, remuneration of any kind, gifts or favors that are not insubstantial, future employment, etc. Examples of conflicts of interest include, but are not limited to the following:

a. A Club Member has a direct or indirect financial interest in any entity to which the Club (or the Foundation) intends to make a Contribution. Whether or not the Club Member solicited the Contribution, the Club Member should disclose the conflict to either the Board of Directors for the Club or the Foundation as is applicable. An example would a Club Member whose spouse is employed by the entity receiving the Contribution. Another example would be the case in which a Club Member seeks a Contribution to support a program of his or her employer.

b. As a result of any Contribution, the Club Member will (or will potentially) receive a benefit. An example would a Club Member who receives free passes to events as a result of a Contribution.
c. The Club Member intends to seek a benefit as a result of the Contribution. An example would a Club Member who solicits a Contribution for an entity for which the Club Member does, or in the future, intends to provide services for which the Club Member will be paid.
d. An Officer or Director of the Foundation or the Club requests a Contribution to any entity in which she/he has any controlling or ownership interest.

A potential conflict of interest does not mean automatic disqualification from participation but must first be disclosed to the Board of Directors of the Club who must consider and approve any such conflict of interest. In the case of doubt, Club Members are encouraged to disclose in order to avoid even the appearance of a conflict of interest. In order to maintain the confidence of Rotarians that all Club Members act fairly and in a manner consistent with the 4-Way Test, all Club Members should weigh the potential impact of their decisions and understand at all times we are the stewards of the good will, money and time of our fellow Club Members and our third party donors. In the case of potential conflicts, the process of disclosure should be a practical process that does not become burdensome to Club operations. For example, if a Club Member volunteers or is employed by an educational institution that has students in attendance who receive support from the Club or the Foundation, a one-time annual disclosure at any committee where such donations are being considered should be sufficient if the minutes reflect such disclosure. In all cases, if the Club Member is unsure if there is or is not a conflict, disclosure is the best policy. In the case of real conflicts, the best policy is to avoid such conflicts. If the conflict is unavoidable, then full and complete disclosure as quickly as possible is the best policy.

After any disclosure of any potential conflict of interest and all material facts, and after discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

If the Board or committee has reasonable cause to believe a 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 or committee determines the member has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

Each Officer/Director/Chairperson of any Avenue of Service of the Club must file an Annual Conflict of Interest Statement with the Club Secretary within thirty (30) days of the commencement of each Rotary Year.

Each Officer/Director of the Foundation, must file an Annual Conflict of Interest Statement with the Foundation Secretary within thirty (30) days of the commencement of each Rotary Year.

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Exhibit B

Annual Conflict of Interest Statement
On Behalf of a Member of the Board of Directors of
the La Jolla Golden Triangle Rotary Club Foundation ("LJGTRCF")

1. Name: _____

2. Position:
   Are you a Director? **YES** ___ **NO** ___
   Are you an Officer? **YES** ___ **NO** ___

   If you are an Officer, which Officer position do you hold: _____

3. I affirm the following:

   a. I have received a copy of the Conflict of Interest Policy governing the LJGTRCF ("Policy"). _____ **(initial);**
   b. I have read and understand the Policy. _____ **(initial)**
   c. I agree to comply with the Policy. _____ **(initial)**
   d. I acknowledge that the LJGTRCF is a charitable entity and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. _____ **(initial)**

4. Disclosures:

   a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Policy with the LJGTRCF? **YES** ___ **NO** ___

      i. If yes, please describe it: _____
      ii. If yes, has the financial interest been disclosed, as provided in the Policy? **YES** ___ **NO** ___

   b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Policy with the LJGTRCF? **YES** ___ **NO** ___

      i. If yes, please describe it, including when (approximately): _____
      _____
      _____

      ii. If yes, has the financial interest been disclosed, as provided in the Policy? **YES** ___ **NO** ___

_____
Signature of Director/Officer
Date: _____