

Conflict of Interest Policy (United Under Arts, Inc.)

This policy is meant to protect the Corporation's interest and tax-exempt status when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Officer of the corporation.

Definitions: No Director or Officer of any level may vote on contracts or otherwise participate in the negotiating of a transaction between the Corporation and a business, organization, or individual that the particular Director or Officer has a financial interest in. In these cases, the Director or Officer shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. Financial interest is defined as

- An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
- A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement;
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Duty to Disclose: In the circumstance of any actual or possible conflict of interest, an interested person must disclose the existence of the conflict of interest and be given the opportunity to disclose all material facts to the Board of Directors and Executive Board. The names of the

persons who disclosed or otherwise were found to have an actual or possible conflict of interest, the nature of the conflict of 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 must be recorded in the minutes of meetings.

Failure to Disclose: If the Board of Directors 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 of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary action.

Determining whether a Conflict of Interest exists: After disclosure of the possible conflict of interest, and after any discussion with the interested person, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon by the Board of Directors. A majority vote in the affirmative or negative will determine whether there is a conflict of interest.

Addressing the Conflict of Interest: An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Board of Directors (excluding any Director(s) that is a person with interest) shall, if necessary, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

The disinterested person or committee shall determine whether the corporation 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 with a Director or Officer.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, a majority vote of the disinterested directors shall determine whether the transaction or arrangement is in the corporation's best interest and should be approved.

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 must be recorded in the minutes of meetings.