

Conflict of Interest Policy of FindMyDirectDoctor Foundation

Adopted by the Board of Directors of FindMyDirectDoctor Foundation on August 26, 2026.

This Conflict of Interest Policy of FindMyDirectDoctor Foundation follows the model policy set forth in Appendix A of the Instructions for IRS Form 1023 (Rev. 12/2024). Optional provisions applicable to hospitals are omitted as not applicable.

Article I - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (FindMyDirectDoctor Foundation, the "Organization") 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.

Article II - Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - d. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial.

A financial interest isn't 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 appropriate governing board or committee decides that a conflict of interest exists.

Article III - Procedures

1. 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 directors and members of committees

with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with them, the interested persons shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. For purposes of the Organization's bylaws, an interested person who leaves the meeting under this policy shall nonetheless continue to be counted in determining the presence of a quorum for the meeting (presence only), but shall not vote and shall not be counted toward approval; approval requires the affirmative votes of a majority of the disinterested directors, consistent with Article 10 of the bylaws and K.S.A. 17-6304. This sentence expressly reconciles this policy's leave-the-room requirement with the quorum-counting rule in Section 10.2 of the bylaws.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.
 - d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee 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.
4. Violations of the Conflict of Interest Policy:
 - a. If the governing 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.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. 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.

Article V - Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. 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.
- c. No voting member of the governing board or any committee 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.

Article VI - Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. 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.

Article VII - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes, and doesn't 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:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. 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 don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII - 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 governing board of its responsibility for ensuring periodic reviews are conducted.

Article IX - Administration of Annual Statements

Each person required to sign an annual statement under Article VI shall deliver the completed and signed Annual Conflict of Interest Disclosure Statement, in substantially the form attached to this policy, to the Secretary of the Organization no later than January 31 of each year, and in the case of a newly elected or appointed director, officer, or committee member, within thirty (30) days after election or appointment. The Secretary shall retain the statements with the corporate records and shall report any disclosed or discovered conflict of interest to the board of directors at its next meeting.

ATTACHMENT - Annual Conflict of Interest Disclosure Statement

FindMyDirectDoctor Foundation

Name: _____

Position (director, officer, or committee member):

Date: _____

By signing below, I affirm that I:

- a. Have received a copy of the Conflict of Interest Policy of FindMyDirectDoctor Foundation;
- b. Have read and understand the policy;
- c. Have agreed to comply with the policy; and
- d. Understand that the Organization is charitable and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Disclosure of interests and affiliations. Please list below every entity or individual with which you (or a family member) have an ownership or investment interest, compensation arrangement, board seat, employment relationship, or other affiliation that has, or is contemplating, a transaction or arrangement with the Organization. Include disclosures of the form "FindMyDirectDoctor, LLC - sole member" where applicable. If none, write "None."

	Nature of your interest or affiliation (ownership, compensation, family, board seat, employment, other)	Relationship to the Organization (existing or proposed transaction or arrangement)
Entity or individual		

Additional explanation (if any): _____

Signature: _____

Date: _____

Return the completed statement to the Secretary of FindMyDirectDoctor Foundation