

NEW JERSEY TECHNOLOGY COUNCIL
Board of Directors
Conflict of Interest Policy

The purpose of this policy is to protect the interests of New Jersey Technology Council (NJTC) when NJTC is contemplating entering into a transaction or an arrangement that might benefit the private interests of an officer or director of NJTC. This policy is intended to supplement, but not replace, any laws of the State of New Jersey governing conflicts of interest applicable to nonprofit corporations and the applicable laws of the United States relating to impermissible benefit and private inurement.

1. Definitions

(a) Interested Person: Any director, officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest (as defined below) in or may otherwise benefit from the contemplated transaction or arrangement is an interested person.

(b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family, any of the following:

(i) An ownership or investment interest in any entity with which NJTC has or is negotiating a transaction or arrangement;

(ii) A compensation arrangement with NJTC or with any entity or individual with which NJTC has or is negotiating a transaction or arrangement; or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NJTC is negotiating a transaction or arrangement.

(c) Compensation: Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

2. Procedures

(a) Duty to Disclose: In connection with any actual or possible conflicts of interests, an interested person must disclose the existence and nature of his or her interest to the Board of Directors of NJTC.

(b) Determining Whether a Conflict of Interest Exists: After disclosure of the interest, if in attendance, the interested person shall leave the meeting of the Board of Directors while the proposed transaction or arrangement is discussed and voted upon. The directors, other than the interested person, shall decide if a conflict of interest exists.

(c) Procedures for Addressing a Conflict of Interest: The President of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the disinterested directors shall determine whether NJTC can obtain a more advantageous transaction or arrangement with reasonable efforts 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 attainable under circumstances that would not give rise to a conflict of interest, the directors shall determine by a majority vote of the disinterested directors present (i) whether the transaction or arrangement is in the best interests of NJTC and for the organization's own benefit and (ii) whether the transaction is fair and reasonable to NJTC. The Board of Directors shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Minutes of Board Meetings. The minutes of the meetings of the Board of Directors shall contain the following: (i) the names of the persons who disclosed or otherwise were found to have a financial or other interest in connection with an actual or possible conflict of interest, the nature of the interest, and any action taken to determine whether a conflict of interest was present; (ii) the directors' decision as to whether a conflict of interest in fact existed; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (iv) the content of the discussion, including any alternatives to the proposed transaction or arrangement; and (v) a record of any votes taken in connection therewith.

3. Violations of the Conflict of Interest Policy

If the Board of Directors has reasonable cause to believe that a director or officer has failed to disclose an actual or possible conflict of interest, it shall inform the director or officer of the basis for such belief and afford that person an opportunity to explain that alleged failure to disclose. If, after hearing the response of the director or officer and making such further investigation, the Board of Directors determines that the director or officer has in fact failed to disclose an actual or possible conflict of interest, the Board of Directors shall take appropriate disciplinary and corrective action.

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-- Record of Abstention with Conflict of Interest Policy --

As a member of the New Jersey Technology Council's Board of Directors, its affiliates, components or Board council, the following is a record of my disclosure of a direct or indirect conflict of interest and abstention from discussion and voting on the matter at this meeting.

Conflict:

Date

Board Member's Signature

Board Member's Name (please print)

Board Member's Affiliation