



Conflict of Interest Policy

1. Purpose

This Conflict of Interest Policy is adopted to protect the interests of Antumbra Collective, a private foundation recognized under Section 501(c)(3) of the Internal Revenue Code. It is intended to ensure compliance with Internal Revenue Code §4941 governing self-dealing, to safeguard organizational integrity, and to promote transparency and public trust.

2. Scope and Covered Persons

This policy applies to directors, officers, volunteers, contractors, key persons, substantial contributors (as defined under IRC §507(d)), disqualified persons under IRC §4946, and their family members. Family members shall include spouses, ancestors, children, grandchildren, great-grandchildren, spouses of such descendants, and legally recognized domestic partnerships and common-law marriages under Colorado law.

3. Definition of Conflict of Interest

A conflict of interest exists when a covered person has a financial interest, personal interest, or material relationship that may influence or appear to influence the person's judgment in matters affecting the organization.

4. Disclosure Requirements

Covered persons shall disclose any actual, potential, or perceived conflict of interest promptly and in writing. Disclosure shall occur annually through a signed disclosure form and additionally whenever circumstances change.

5. Review and Determination Procedure (Hybrid Process)

Upon disclosure, the interested individual shall leave the meeting during discussion and deliberation. The remaining disinterested board members shall review the matter and vote unanimously. If program funding is involved, an independent representative of the funding entity shall be consulted when feasible.

6. Compensation and Contractual Relationships

Board members may be compensated only for actual program-related services tied to specific funding sources. No general fund salary shall be paid absent program activity or grant authorization. Compensation must be reasonable, necessary, not excessive, supported by comparable market data, grant approval documentation, written scope of work, and board approval without participation of the interested individual. All compensation shall be publicly disclosed consistent with Antumbra Collective's transparency practices.

7. Prohibited Self-Dealing

The organization shall not engage in acts of self-dealing as defined in IRC §4941. Transactions with disqualified persons must be carefully evaluated to ensure compliance with federal tax law.

8. Documentation

The minutes of any meeting addressing a conflict shall document the nature of the conflict, persons present, discussion summary, voting outcome, and confirmation that the interested person was absent during deliberation.

9. Whistleblower Protections

Antumbra Collective prohibits retaliation against any individual who reports a suspected conflict of interest or unethical conduct. Reports may be made confidentially or anonymously when feasible. The Board shall investigate all good-faith reports and take appropriate corrective action.

10. Annual Disclosure Statement

Each covered person shall annually sign a Conflict of Interest Disclosure Form affirming understanding of this policy and disclosing any relevant interests.

11. Policy Review

This policy shall be reviewed periodically and updated as necessary to ensure continued compliance with applicable laws and governance best practices.

Board Adoption

This Conflict of Interest Policy was adopted by unanimous vote of the Board of Directors of Antumbra Collective on February 4, 2024.

REDACTED VERSION: A signed original of this policy is maintained in the official Antumbra Collective document repository under the custody of the Secretary. Signatures are not displayed publicly to mitigate fraud risk.

Signatures:

President: _____

Secretary: _____

Treasurer: _____



Annual Conflict of Interest Disclosure Form

I, _____, acknowledge that I have received, read, and understand the Antumbra Collective Conflict of Interest Policy. I agree to comply with the policy and disclose any actual or potential conflicts of interest.

List any financial interests, affiliations, or relationships that could present a conflict:

Signature: _____ Date: _____