



*Mission: EFAA helps those in our community whose immediate needs for food, shelter and other basic necessities cannot be adequately met by other means, and supports their efforts toward financial stability or self-sufficiency.*

### **Section 6.3 Conflicts of Interest**

(a) **Conflicting Interest Transactions.** As used in this Article, a “conflicting interest transaction” means: A contract, transaction, or other financial relationship between the corporation and a Director of the Corporation, or between the Corporation and a party related to a Director, or between the Corporation and an entity in which a Director of the Corporation is a director or officer or has a financial interest.

(b) **Prohibition Against Loans to Directors or Officers.** No loans shall be made by the Corporation to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

(c) **Voidability of Conflicting Interest Transactions.** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Corporation, solely because the conflicting interest transaction involves a Director of the Corporation or a party related to a Director or an entity in which a Director of the Corporation is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Corporation's Board of Directors or of the committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if

(i) The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested directors are less than a quorum; or

(ii) The conflicting interest transaction is fair as to the Corporation.

(d) **Approval of Conflicting Interest Transactions.** Interested directors may be counted in determining the presence of a quorum at a meeting of the, Board of Directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

(e) **Party Related to Director.** For purposes of this Article, a "party related to a director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.