

CONFLICTS OF INTEREST POLICY
of
VIRGINIA BEACH TRAVEL AND TOURISM FOUNDATION

ARTICLE I
PURPOSE

The purpose of this policy is to protect the interests of Virginia Beach Travel and Tourism Foundation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of the corporation. This policy is intended to supplement, but not replace, the provisions of Section 13.1-871 of the Virginia Nonstock Corporation Act and any other state or federal law applicable to conflicts of interest affecting tax exempt organizations.

ARTICLE II
DEFINITIONS

Section 1. **Interested Person**. Any director, principal officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, in an interested person.

Section 2. **Financial Interest**. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(i) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement, or

(ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(iii) 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.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. Compensation does not include gifts or contributions to organizations described in Sections 501(c)(3) or 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended (“Code”), and exempt from federal taxation under Section 501(a) of the Code.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest shall have a conflict of interest only if the board or committee decides that a conflict of interest exists.

ARTICLE III PROCEDURES

Section 1. Disclosure of a Financial Interest. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of the financial interest of the interested person and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

Section 2. Determination of Existence of a Conflict of Interest. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the board or committee meeting while the determination of the existence of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 3. Addressing a Conflict of Interest.

(i) An interested person may make a presentation at the board or committee meeting, but after such presentation, the interested personal shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(ii) The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the board or committee shall determine whether the corporation 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.

(iv) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterest directors whether the transaction or arrangement is in the corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the corporation and shall make its decision as to whether to authorize or approve the transaction or arrangement in conformity with such determination.

Section 4. Violations of the Policy.

(i) If the board or committee has reasonable cause to believe that an interested person has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the interested party an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the response of the interested person and making such further investigation as may be warranted in the circumstances, the board or committee determines that the interested person has in fact 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 board and all committees with board delegated powers shall contain:

(i) 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 board's or committee's decision as to whether a conflict of interest in fact existed.

(ii) 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 therewith.

ARTICLE V COMPENSATION

Section 1. Any voting member of the board of directors who receives compensation, directly or indirectly, from the corporation for services is precluded from discussing and voting on matters pertaining to that member's compensation.

Section 2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE VI ANNUAL STATEMENTS

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

- (i) Has received a copy of the conflicts of interest policy,
- (ii) Has read and understands the policy,

- (iii) Has agreed to comply with the policy, and
- (iv) Understands that the corporation is a tax exempt organization and that in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

ARTICLE VII PERIODIC REVIEWS

To ensure that the corporation operates in a manner consistent with its tax exempt purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following:

- (i) Whether compensation arrangements and benefits are reasonable and is the result of arm's-length bargaining.
- (ii) Whether partnership and joint venture arrangement and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable payments for goods and services, further the corporation's tax exempt purposes and do not result in inurement or impermissible private benefit or constitute an excess of benefit transaction.

ARTICLE VIII USE OF OUTSIDE EXPERTS

In conducting periodic reviews provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Date: November __, 2011