

---

## **Conflict of Interest.**

Each director of the corporation shall provide prompt and full disclosure to the Board of all relevant and material facts concerning a relationship or interest, whether financial or personal, in any contract, transaction or other action presented to the Board for its authorization, approval or ratification. Such disclosure shall be made prior to the Board's discussion and vote on the matter, and the director making the disclosure of relationship or interest shall abstain from voting on this issue, and absent him/herself from the meeting during the discussion and vote. The nature of any director's relationship or interest in the outcome of any Board decision shall be disclosed in the minute book of the corporation.

No contract or transaction between the corporation and any one or more of its directors, or between the corporation and any other corporation, partnership, association or other organization in which one or more of the corporation's directors is (a) a director or officer or (b) has a personal, financial or other business interest, shall be void or voidable solely for such reasons, if: (i) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or (ii) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors. Each director shall provide prompt and full disclosure to the Board of all family (immediate and extended) relationships with other directors, founders or employees of the corporation. If a director has a family relationship with any other director, founder or employee, the Board, through resolution, shall determine the number of such directors who may serve on the Board.

*From Section 419 of Global Links bylaws*