Breastfeeding Family Friendly Communities

Conflict of Interest Policy and Annual Disclosure Statements

Adopted by the Board of Directors by unanimous written consent on Wednesday, August 19, 2026

This document contains the Conflict of Interest Policy of Breastfeeding Family Friendly Communities (BFFC) and the completed Annual Disclosure Statements of each member of the Board of Directors for calendar year 2026. It is maintained with the organization's governance records and is available to funders, auditors, and the Internal Revenue Service on request.

Electronic signatures. Each signatory's name appears below their statement in the form “/s/ Name,” which BFFC adopts as a valid electronic signature. Each director confirms their statement by entering the date on which they confirm it. No handwritten signature is required.

Part One — Conflict of Interest Policy

Article I — Purpose

The purpose of this conflict of interest policy is to protect the interests of Breastfeeding Family Friendly Communities when the organization is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or key person of BFFC, or might result in a possible excess benefit transaction. This policy is intended to supplement, not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations. It is modeled on the sample conflict of interest policy published in the instructions to IRS Form 990, Appendix A, and adapted to BFFC's structure.

BFFC is a working board: several directors also serve the organization as employees or contractors, and the organization partners with entities in which interested persons may have a role. Such arrangements are permitted, and are often the most practical way for a small community organization to obtain the expertise it needs — provided they are disclosed, reviewed without the participation of the interested person, and documented.

Article I-A — A Statement of Context

It is the expectation of Breastfeeding Family Friendly Communities that the people who do this work hold multiple roles in the communities they serve. Our board members, staff, and contractors are also peer supporters, lactation consultants, doulas, researchers, county coalition members, parents, and neighbors. That is not incidental to the organization; it is the magic of it. We are a community-led organization, and community-led means the people around our table are the same people doing the work on the ground.

Holding multiple roles inherently produces overlapping interests. We do not treat that as a flaw to be minimized. It is what keeps us connected to families, grounded in our mission, and accountable to the communities we serve — and an organization whose leaders had no other ties to this work would be a weaker organization, not a cleaner one.

What this policy asks is not that our people hold fewer roles, but that every role be named out loud, written down, and handled with care: disclosed in advance, decided by those without an interest in the outcome, and recorded so that anyone — a funder, an auditor, a family we serve — can see exactly how a decision was made. Transparency, not distance, is how we protect both the organization and the trust that makes it work.

Article II — Definitions

Interested person. Any director, principal officer, or member of a committee with governing board-delegated powers, and any employee or contractor who exercises significant decision-making authority over BFFC programs, funds, or partnerships.

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

- An ownership or investment interest in any entity with which BFFC has a transaction or arrangement;
- A compensation arrangement with BFFC or with any entity or individual with which BFFC has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which BFFC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. Family includes spouse or domestic partner, parents, siblings, children, and members of the same household. A financial interest is not necessarily a conflict of interest; a conflict exists only if the board or an authorized committee so determines under Article III.

Article III — Procedures

1. Duty to disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement. Disclosure must be made as soon as the interested person becomes aware of the matter, and before any board discussion or vote.

2. Determining whether a conflict of interest exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, that person shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

3. Procedures for addressing the conflict of interest

1. An interested person may make a presentation at the board meeting, but after the presentation shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement.
2. The chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the board shall determine whether BFFC 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.
4. 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 shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in BFFC's best interest, for its own benefit, and whether it is fair and reasonable, and shall make its decision accordingly.

4. Violations of the policy

5. If the board has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for that belief and afford the member an opportunity to explain the alleged failure to disclose.
6. If, after hearing the member's response and making further investigation as warranted, the board determines that the member 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 of all committees with board-delegated powers shall contain the names of the persons who disclosed or otherwise were found to have a financial interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed; and the names of the persons present for discussions and votes, the content of the discussion including any alternatives considered, and a record of any votes taken.

Article V — Compensation

- A voting member of the board who receives compensation, directly or indirectly, from BFFC for services is precluded from voting on matters pertaining to that member's own compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation from BFFC is precluded from voting on matters pertaining to that member's own compensation.
- No person who receives compensation from BFFC, whether as an employee or independent contractor, is prohibited from providing information to any committee regarding compensation.

Compensation arrangements for the President & Chief Executive Officer and any other officer shall be approved annually by a majority vote of the disinterested directors, based on comparability data for similar positions at similarly sized organizations, and shall be documented in the minutes.

Article VI — Partnerships and Related-Party Transactions

Where BFFC proposes to enter a funded partnership, subaward, or contract with an organization in which an interested person serves as a director, officer, founder, owner, or employee, the following apply in addition to Article III:

- The relationship shall be disclosed in writing to the board before any commitment is made, and disclosed to the relevant funder in the application or grant agreement.
- The interested person shall not participate in board deliberation or votes concerning the scope, amount, or terms of the partner organization's funding, and shall not sign or approve payments to that organization on BFFC's behalf.
- The board shall document why the arrangement is in BFFC's best interest, including why the partner organization's expertise or role is not reasonably available elsewhere.
- Payments shall be governed by a written agreement with a defined scope of work and deliverables.

Article VII — Annual Statements

Each director, principal officer, and member of a committee with board-delegated powers, and each employee or contractor who exercises significant decision-making authority over BFFC programs, funds, or partnerships, shall annually sign a statement affirming that the person has received, read, understands, and agrees to comply with this policy, and understands that BFFC must engage primarily in activities that accomplish one or more of its tax-exempt purposes. Signed statements are collected annually and retained by the Chief Operating Officer with the organization's governance records.

Article VIII — Periodic Reviews

Periodic reviews shall be conducted at least every three years to consider whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's-length bargaining; and whether partnerships, subawards, and contracts with related parties further BFFC's charitable purposes, are properly documented, and do not result in inurement or impermissible private benefit.

Article IX — Use of Outside Experts

In conducting the periodic reviews provided for in Article VIII, BFFC 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.