

Darkness to Light Conflict of Interest Policy

This Conflict of Interest Policy of Darkness to Light: (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. **Definition of conflicts of interest.**

A conflict of interest arises when a person in a position of authority over the Organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.

2. **Individuals covered.**

Persons covered by this policy are the Organization's officers, directors, and board appointed committee members.

3. **Facilitation of disclosure.**

Persons covered by this policy will annually disclose or update to the Chairman of the Board of Directors on a form provided by the Organization their interests that could give rise to conflicts of interest.

4. **Procedures to manage conflicts.**

For each interest disclosed to the Chairman of the Board of Directors, the Chairman will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors; (c) ask the person to recuse herself or himself from participation in related discussions or decisions within the Organization; or (d) ask the person to resign from his or her position in the Organization or, if the person refuses to resign, become subject to possible removal in accordance with the Organization's removal procedures. The Organization's chief executive officer and chief operating officer will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Chairman of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred. If the chairman of the Board faces a potential conflict of interest as described above, the Board's Vice Chairman shall assume the Chairman's responsibilities with respect to such potential conflict of interest. All such actions or non-action by the Chairman or Vice Chairman may be appealed to the Board of Directors by any interested person, including any member of the Board of Directors.

Acknowledgement and Disclosure Form

I have read the Darkness to Light (D2L) Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a member of the D2L Board of Directors, an officer, volunteer, or a key employee of D2L. If I become aware of any actual or potential conflicts of interest at any time following the submission of this form, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the D2L Board of Directors or the Chief Executive Officer of D2L in writing.

Disclosure of actual or potential conflicts of interest:

Do you receive compensation as an Officer, Director, committee member, task force member, or key employee of D2L? Yes No

Other than reimbursement of reasonable expenses, have you received or do you expect to receive more than \$10,000 per year from D2L for services provided as an independent contractor? Yes No

Have you received or do you expect to receive any material financial benefit from D2L in addition or apart from the benefits described in the above inquiries? Yes No

Does any family member receive compensation or material financial benefit from D2L? Yes No

Do you have a family relationship or business relationship with any current or former Officer, Director, or key employee of D2L? Yes No

If you answered "Yes" to any of the above, please explain in a separate statement.

Signature

Printed Name

Date

Title or Role