

RESOLUTION

(4-2014)

Whereas it is in the interest of the District Attorneys Association of the State of New York, Inc. (hereinafter "the Corporation") to adopt a Conflict of Interest Policy, and

Whereas Article III, Section 1 of the Corporation's bylaws grants the Board the general power and authority to control and manage the affairs of the Corporation, be it:

RESOLVED that the Corporation adopt the appended Conflict of Interest policy and cause said policy to be distributed to all individuals employed by the Corporation.

The undersigned hereby certifies that he/she is the duly appointed and qualified Secretary and the custodian of the books and records of the District Attorneys Association of the State of New York, Inc., a corporation duly formed pursuant to the laws of the state of New York and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on May 10 2014, and that said resolution is now in full force and effect without modification or rescission.

In witness whereof, I have executed my name as Secretary of the above-named Corporation this 10th day of May, 2014.



Secretary

District Attorneys Association of the State of New York, Inc.

Conflict of Interest Policy
Promulgated by Board Resolution 4-2014

The purpose of this Conflict of Interest Policy (the "Policy") is to protect the District Attorneys Association of the State of New York, Inc. (DAASNY) when it is considering a transaction or arrangement that might benefit the private interest of a Board Member or Corporate Officer of DAASNY, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable organizations:

Duty to Disclose: Any director, or key employee who has an interest in a contract or other transaction presented to the Board of Directors (the "Board") or a committee thereof for authorization, approval or ratification (the "interested party"), shall make a prompt and full disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such interested party about the contract or transaction, which might reasonably be construed to be adverse to DAASNY's interest.

Determination by Board: Upon such disclosure, the Board, or the committee, as the case may be, shall determine by majority vote (excluding the vote of the possible interested party) whether a conflict of interest exists, or can be reasonably construed to exist. If a conflict is deemed to exist, the interested party shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or respond to questions) in, the discussions or deliberations with respect to such contract or transactions. The interested party may be counted in determining whether a quorum is present but may not be counted when the Board or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

Violations of Policy: If the Board has reasonable cause to believe that an interested party has failed to disclose an actual or possible conflict of interest to the Board, it shall inform such person of the basis for its belief, and afford him/her the opportunity to explain the alleged failure to disclose such conflict of interest. If the Board determines that there has been a failure to make the required disclosure, it shall take such disciplinary and corrective action as it deems appropriate.