

CONFLICT OF INTEREST POLICY

Bitcoin For The Arts, Inc.

Adopted by Unanimous Written Consent – November 16, 2025

Article I – Purpose

The purpose of this conflict of interest policy is to protect Bitcoin For The Arts, Inc. (the “Organization”) when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer, trustee, or key person. This policy is intended to supplement but not replace any applicable New York and federal laws governing conflicts of interest applicable to nonprofit organizations.

Article II – Definitions

1. **Interested Person** – Any trustee, officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest.
2. **Financial Interest** – A person has a financial interest if they have, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, or
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

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 all material facts to the trustees considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict Exists** – After disclosure, the interested person shall leave the meeting while the conflict is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict**
 - a. The chairperson shall, if appropriate, appoint a disinterested person or committee to investigate alternatives.
 - b. The board shall determine whether the Organization can obtain a more advantageous transaction with reasonable efforts from a person or entity that would not give rise to a conflict.

c. If a more advantageous transaction is not reasonably attainable, the board shall determine by majority vote of the disinterested trustees whether the transaction is in the Organization's best interest and is fair and reasonable.

4. **Violations** – If the board has reasonable cause to believe a member has failed to disclose an actual or possible conflict, it shall inform the member and allow an opportunity to explain. If the board determines the member has failed to disclose, it shall take appropriate disciplinary and corrective action.

Article IV – Annual Statements

Each trustee, officer, and member of a committee with board-delegated powers shall annually sign a statement that affirms they have received, read, and agree to comply with this policy and have disclosed any conflicts.

Article V – Records

Minutes shall include:

- a. The names of persons who disclosed or were found to have a financial interest, the nature of the interest, and whether a conflict was determined to exist.
- b. The names of persons present for discussions and votes, the content of the discussion, and a record of any votes taken.

Article VI – Compensation

No trustee or officer shall receive compensation other than reasonable reimbursement of expenses. No voting member of the board who receives compensation (if any in the future) shall vote on their own compensation.

Certification

Adopted by unanimous written consent of the Board of Trustees on November 16, 2025.