

Board Packet



MILLION DOLLAR
TEACHER
PROJECT

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**Executive
Director/Founder**
Lloyd Hopkins

(602) 577-0401
lloyd@mdtproject.org

2942 N. 24th Street
Suite 108
Phoenix, AZ 85016

Board

Lloyd Hopkins

Kristine Morris

Lynnette Harris-Scott

Bill Pankey

Erica Schwartzmann

Juan Kingsbury



**MILLION DOLLAR
TEACHER
PROJECT**

Dear Prospective Board Member,

You are taking the first step towards becoming part of a dynamic team that works to elevate the teaching profession with innovative programs and dedicated professionals. I am always driven by others who share my energy and passion for the teachers. The Million Dollar Teacher Project Board Members are an integral part of this energy.

Every day, the Million Dollar Teacher Project is on the ground in schools, businesses, and communities to achieve our vision and mission.

Vision

Creating a world where every student experiences excellent education every day.

Mission

Elevate the teaching profession through increased recognition, compensation, and support.

I decided to launch the Million Dollar Teacher Project because I firmly believe that directing more support, funding, and resources directly to the teaching profession is the best way to improve schools and the public education system. We launched in October, 2016 and continue to grow as our work becomes more rewarding. I am committed to the vision of MDTP and am sincerely excited for you to become involved.

At this point in our growth, we need dedicated individuals who are champions and ambassadors of the Million Dollar Teacher Project, seeking to extend our reach to the rest of the valley, state, and country. While engaging your current audience with the Million Dollar Teacher Project and our efforts, you'll enjoy the benefits of working with a talented and diverse team that invests in your goals, too. Our organization is working in brand-new ways to engage the public in supporting teachers – I hope you'll join us in making a difference in teacher's lives. I look forward to receiving your application and discussing your potential involvement in elevating the teaching profession.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lloyd Hopkins', written in a cursive style.

Lloyd Hopkins

Executive Director/Founder

Programs

Compensation

We're exploring how we can develop technology, products, and services that can be used to generate NEW revenue for the education system that are tied to state funding, property taxes or tax credits—then can be used to increase teacher salaries.

- **Educator Endowment Fund** – Schools will be able to apply for grants to increase teacher salaries and help pay for professional development.
- **Teacher League App** – A competition-based app will allow teachers to post videos of themselves teaching their best lessons so that people can vote for the best teachers. Revenue from advertising will fund other programs.

Recognition

The MDTP brings families, businesses, and schools together to recognize teachers by actively seeking and channeling donations to teachers. Highlighting supportive businesses creates a mutually beneficial relationship so that teachers are championed and the public knows which businesses invest in their communities.

- **Take a Teacher To Lunch** – MDTP organizes donations from businesses, individuals, and groups to provide teacher parties (complete with lunch, games, and prizes) to schools.
- **Feel Like a Million Dollars** - Students, teachers, and parents vote for the best educator in their school and we put on a party to award prizes to the winner!
- **One in a Million Teacher Feature** – Every month, we find and feature excellent teachers to be interviewed on Mix 96.9's radio show with Mathew Blades!

Support

By rethinking how teachers are recruited, trained, and retained, we can solve issues that prevent them from doing their best work. We engage partners from early childhood to post-secondary levels and seek to create a teacher pipeline that will attract talented people to the classroom.

- **Classroom Support Team** – MDTP leverages partnerships to place talented individuals with teachers. The team includes a technology specialist, student teacher, and teaching assistant, successfully improving teacher morale and student performance.
- **Million Dollar Teacher Tree** – In partnerships with malls across the Phoenix valley, teachers submit their wish list and the items become “apples” on our trees. Located in malls, these trees allow people to donate wish list items to the teacher.

Impact

2000

teachers celebrated at Take a

Teacher to Lunch events since 2016

2,000

hours of free time given to teachers with the
help of our Classroom Support Team

40/40

kids had improved standardized test
scores with the Classroom Support Team

30,000

students reached through our work with
teachers

Founding Board

Chanel Dudoit

Community Development
Microsoft

Carol Farabee

Consultant

Jared Greenberg

Manager
Uncle Louie's Restaurant

Ryan Hamilton

Realtor United Brokers Group

Lynnette Harris-Scott

Consultant

Jessica Heart

Owner
Heart2Heart PR

Lloyd Hopkins

CEO/Founder
Million Dollar Teacher Project

Juan Kingsbury

CEO
Career Blindspot

Wiley Larsen

Program Manager
Postdoctoral Affairs Office at ASU

Kristine Morris

Superintendent
Union Elementary School District

Bill Pankey

Consultant

Erica Schwartzmann

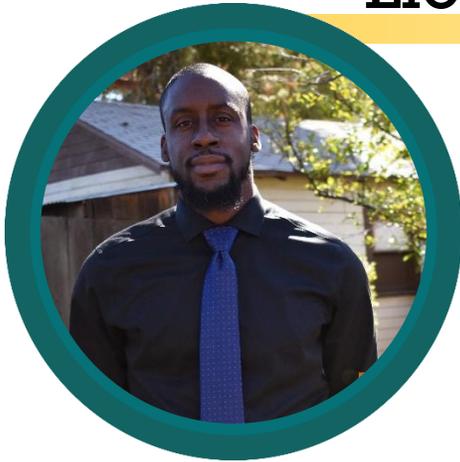
Partnership Manager
Arizona State University

Colin Seale

Founder/CEO
thinkLaw

Current Board Biographies

Lloyd Hopkins **CEO/Founder**



Lloyd Hopkins, an organizational leader with extensive experience in community and nonprofit work, has always been committed to the advancement of K-12 education in Arizona. He graduated from Arizona State University with a degree in Nonprofit Management and Leadership. With his education and passion for ensuring quality education for all, he launched the Million Dollar Teacher Project in 2016. Lloyd also serves as the Chair of Real Engagement through Active Philanthropy, a fund under the AZ Community Foundation to make a positive impact on African-American Youth.

Kristine Morris **Chair**



Kristine Morris, Superintendent of Union Elementary School District, has spent her entire career teaching in and leading public schools throughout Maricopa County. A strategic and systemic thinker, in her prior role, Ms. Morris provided collaborative leadership in the development of the Maricopa County Education Service Agency (MCESA) into a nationally recognized Educational Service Agency known for quality innovations in teaching, learning, and leadership for the fifth largest county in the Nation.

Bill Pankey **Treasurer**



Bill Pankey has been involved in training and development for over 25 years. With experience as an Executive Director and Training & Development Specialist, Bill has enjoyed a storied career offering multifaceted, broad-based expertise in training and development, organizational leadership, strategic planning, financial controls, and operational directives. Over the course of his career, Bill has been an active mentor and teacher for students of all ages.

“The best way to find
yourself
is to lose yourself
in the service of others.”
- Gandhi

Charlene Marbs **Secretary**



Highly Accomplished, Results-Oriented Leader, with 25+ years of Diverse Leadership Experiences from a Fortune 500 Company and Community Outreach. Progressive leadership experiences and knowledge derived from assignments in information technology, internal audit, human resources, and business functions. Nine and a half years of multi-level engagement in project management. She knowledgeable on waterfall and Agile project methodologies and also sits on the Tanner Community Development Corporation Board of Directors, is a public member of the Arizona Board of Occupational Therapy Public Examiners and the Maricopa County Foster Care Review Board.

Adam French **Marketing Consultant**



Adam is the founder of Emote.Design and is passionate about helping entrepreneurs turn their vision into impact. He's worked with dozens of impact-driven organizations to improve their brand, website, and marketing strategies. Adam uses design thinking and psychology to align the vision and strategy of an organization and then communicate it in a compelling visual language. He is passionate about digging into the roots of social issues and creating solutions that can sustain ad scale with innovation.

Karen Ulinski **Member**



The daughter of a retired firefighter from Upstate NY, Karen learned at a young age about the necessity to help others in whatever capacity possible. Others who might be complete strangers and who might have nothing in common besides being fellow human beings.

She has collaborated with and volunteered for local non-profit organizations representing all types of groups in our community. This has allowed her to be bold in her pursuit to help elevate the lives of others.

Board Commitments

Board of Directors Terms

MDTP's Board of Directors have adopted following Board goals to help strengthen the organization and increase our collective impact. Should you be selected to join, you would be working with us to achieve the following:

- 100% of MDTP Board Members will annually make at least one (1) introduction to a new school
- 100% of MDTP Board Members will actively engage in MDTP social media on @ least one (1) platform by creating MDTP social media posts from their personal account, liking, sharing and retweeting MDTP content.
- 100% of MDTP Board members will raise or donate at least \$1,000.
- 100% of MDTP Board Members will share at least one (1) new donor contact.
- 100% of Board Members will attend at least 1 MDTP event.
- Every MDTP Board and committee meeting will have 80% attendance.

Officer Role Descriptions

There are four officers of the board, consisting of a Chair, Vice Chair, Secretary, and Treasurer.

Chair – The Chair will regularly convene board meetings, preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.

Vice-Chair – The Vice-Chair will chair committees on special subjects as designated by the board.

Secretary – The secretary will be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

Treasurer – The treasurer will make a report at each board meeting. The treasurer will chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

General Roles and Responsibilities of Board Members

Participation

- Serve as an engaged, informed, and enthusiastic MDTP volunteer and Board Member.
- Work diligently to enhance the organization's public standing.
- Positively promote MDTP in the community as part of an overarching cultivation strategy for community members.
- Actively serve on a minimum of one MDTP Board committee per year.
- Get to know other board and committee members and build a collegial working relationship that contributes to consensus.
- Participate in the MDTP Review process, including participation in at least one program visit/event per year.
- Actively recruit community members to participate in MDTP Review.
- Attend and actively participate in the MDTP annual Board of Directors
- Review Board and Committee meeting minutes, as well as, other materials in advance of Board meetings.
- Understand and comply with the organization's Bylaws and governing documents.
- Assist with development and implementation of the organization's strategic goals and overarching organizational objectives.
- Comply with the Board's fiduciary responsibilities and all governance models; ensure legal and ethical integrity.
- Miss no more than one board meeting per year.
- Participate in the scheduled committee meetings of the committee the board member has elected to join.
- Host 1 MDTP related event per year.
- Conduct 1 introduction to a new school that MDTP has not engaged per year.

Financial

- Raise or donate at least \$1,000 to MDTP during each fiscal year.
- Participate in fundraising activities by serving as an ambassador, advocate or asker for prospective funding sources.
- Approve and provide oversight of the organization's budget
- Regularly review the organization's financial records in order to provide sound financial oversight and governance of the organization.
- Ensure completion of an annual audit of the organization's financial records by an independent auditor.
- Help MDTP make 1 new donor contact per year

General Responsibilities and Governance

- Complete a Conflict of Interest Statement each year
- Uphold and ensure planning, programs and activities support the organization's values and mission statement.
- Approve Bylaws changes and authorize committees as may be necessary.
- Employ and participate in the annual evaluation of the organization's Executive Director.

Financial Committee

- The financial committee meets bi-monthly

Program Commitment

- Take a Teacher to Lunch (TTL) occurs once a quarter throughout the academic school year, event sponsorship varies**
- Million Dollar Teacher occurs monthly throughout the academic school year, prize sponsorship varies
- The Teacher's Lounge Podcast occurs throughout the academic school year
- Teacher Recognition Ideas occurs throughout the academic school year, sponsorship varies based on the number of teachers at each school**
- Thank a Teacher Door Decoration Contest occurs during the academic school year
- Benjamin's Pass the Apple Scavenger Hunt-Occurs throughout the academic school year
- In Teachers We Trust Endowment Fund-Occurs all year round, all sponsorships supports teacher compensation in creative ways*
- Classroom Support Team (CST) occurs from September through December then again in January through March
- Million Dollar Teacher Tree (MDTT) occurs from July through September, sponsorships will vary based on a teacher's request**
- Spruce the Lounge occurs intermittently, sponsorship varies based on remodeling plan* **
- Title1Tech-Occurs throughout the year**

*Indication of a program fundraiser

**Indication of a program sponsorship opportunity

Please list the two programs you are committed to sponsoring/supporting as a board member.

1.

2.

Board Goals

1. Support – Implement 10 Classroom Support Teams by 2022 2. Sustainability- Secure multiple streams of revenue to support 100% of programming by 2022 3. Recognition; 100% of Maricopa County School Districts (58) will participate in a MDTP teacher recognition program by 2022 4. Compensation- Educators involved in MDTP programs will have an increase in compensation by 2024			
Responsibilities & Governance			
Board Goal Area	Board & Committee Meeting Attendance	Attend MDTP Event	Make School Introductions
Annual Goal	By June 30, 2018 Every MDTP Board and committee meeting will have 80% attendance.	By June 30, 2018 100% of Board Members will attend at least 1 MDTP event.	By June 30, 2018 100% of MDTP Board Members will annually make at least one(1) introduction to a new school .
Jul-18			
Aug-18			
Sep-18			
October 18			
Nov-18			
Dec-18			
			By June 30, 2018 100% of MDTP Board Members will actively engage in MDTP social media on @ least one(1) platform by creating MDTP social media posts from their personal account, liking, sharing and retweeting MDTP content.
Financial			
Board Goal Area	Personal Fundraising	Funder Contacts	
Annual Goal	By June 30, 2018 100% of MDTP Board members will raise or donate at least \$1,000.	By June 30, 2018 100% of MDTP Board Members will share at least one (1) new donor contact.	
Jul-18			
Aug-18			
Sep-18			
October 18			
Nov-18			
Dec-18			

Bylaws of Million Dollar Teacher Project

Amended and Restated Bylaws

of

Million Dollar Teacher Project

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Million Dollar Teacher Project. It shall be a nonprofit organization incorporated under the laws of the State of Arizona.

Section 2 — Purpose: Million Dollar Teacher Project is organized exclusively for charitable and education purposes.

The purpose of this non-profit organization is to:

- increase support for teachers inside and outside of the classroom
- raise the profile of highly effective teachers
- drastically improve teacher compensation to bring the teaching profession to the prestigious level it deserves

Section 3- Vision & Mission

Vision: Every student experiences excellent instruction every day.

Mission: Elevate the teaching profession through increased recognition, compensation and support.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Membership shall consist of the board of directors.

Section 2 — The board of directors shall exercise all rights of the members as that term is used in the Arizona Nonprofit Corporation Act.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 11, but not fewer than 3 members. The board receives no compensation for service on the board other than reimbursement for reasonable expenses.

Section 2 — Legacy Directors: Lloyd Hopkins shall be a director for his lifetime, or until he resigns, or is determined incapacitated by his personal physician, or is removed For Cause by vote of seventy-five percent (75%) of the other directors. During the period that Lloyd Hopkins (or any successor Legacy Director) is the Executive Director of the organization, he shall be a non-voting director and shall not count towards the number of directors identified in Section 1 or the quorum identified in Section 7 of this Article. As used in these Bylaws, “For Cause” shall mean an act that constitutes (a) a felony relating to fraud or misappropriation of funds or property of another, or (b) a breach of the fiduciary duties to the organization. If Lloyd Hopkins is no longer serving as a director as set forth in this Section, the vacancy shall be filled by an individual that is in the familial lineage of Lloyd Hopkins to be identified by the board as soon as practical, and such individual shall serve under the same conditions as Lloyd Hopkins as set forth in this Section. All such individuals serving pursuant to this Section shall be “Legacy Directors” as used in these Bylaws and their service shall be governed pursuant these Bylaws.

Section 3 — Terms: Except for the Legacy Directors, all board members shall serve-four-year terms, but are eligible for reappointment/reelection for up to two consecutive terms. After at least one year off the board, board members may again serve within the above guidelines. Founding board members shall serve initial terms that last from one to three years to create a staggered board structure.

Section 4 — Meetings and notice: The board shall meet at least quarterly at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 5 — Board elections: During the last quarter of each fiscal year of the organization, the board members shall elect board members to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the board, called in accordance with the provisions of these bylaws.

Section 6 — Election procedures: New board members shall be elected by the majority vote of the board members present at such a meeting, provided there is a quorum present. Board members so elected shall serve a term beginning on the first day of the next fiscal year.

Section 7 — Quorum and Action: At all meetings of the board, a majority of the directors in office immediately preceding the meeting shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. Notwithstanding anything in these Bylaws to the contrary, the following acts shall require the affirmative approval of the Legacy Director:

- (a) Modification, amendment, restatement or repeal, in whole or part, of the Articles of Incorporation of the organization;
- (b) Modification, amendment, restatement, or repeal, in whole or part, of Article I, Section 2; Article II; Article III, Sections 2, 3, 7, 9 and 10; and Article VI of these Bylaws;
- (c) Liquidation or dissolution of the organization;
- (d) Merger, consolidation, or transfer of substantially all of the assets of the organization; or
- (e) Filing of any action in bankruptcy under the laws of any jurisdiction by the organization.

Section 8 — Officers and Duties: There shall be no less than three officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

- (a) The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: secretary, treasurer.
- (b) The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- (c) The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 9 — Vacancies: When a vacancy, except for a vacancy in the Legacy Director, on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 10 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. Except for the Legacy Director, a board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. Except for the Legacy Director, a board member may be removed for other reasons by a two-thirds vote of the remaining board members.

Section 11 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE IV — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board Chair appoints all committee chairs.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes at least one other board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be from July to June. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE V — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary, by two-thirds majority of the board of directors, and are not effective until approved by the Legacy Director as set forth in Article III, Section 7 of these Bylaws. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two- thirds majority vote on March 14, 2022.

Application

This form is 100% fillable in Microsoft Word. You may fill it out in Word, save, and send to lloyd@mdtproject.org OR print, fill out, scan, and send to lloyd@mdtproject.org.

The Million Dollar Teacher Project will never share your personal information with third parties.

Information

Name	
Date of Birth	
Mailing Address	
Mailing Address Line 2	
City	
State	
Zip	
Phone #	
Email	
Emergency Contact (E.C.) Name	
E. C. Relationship	
E.C. Phone #	

Please place a check mark (boxes will become “checked” when clicked on if filling out form in Microsoft Word) next to areas of expertise/contribution you feel you can make to further the mission and vision of the Million Dollar Teacher Project.

Relevant Expertise/Contribution

- | | |
|-----------------------------------------------------------|----------------------------------------------------------------|
| <input type="checkbox"/> Community Outreach | <input type="checkbox"/> Personnel/Human Resources |
| <input type="checkbox"/> Consulting for School Leadership | <input type="checkbox"/> Photography/Videography |
| <input type="checkbox"/> Data Science | <input type="checkbox"/> Product Development |
| <input type="checkbox"/> Education Policy | <input type="checkbox"/> Professional Development for Teachers |
| <input type="checkbox"/> Finance/Accounting | <input type="checkbox"/> Public Relations |
| <input type="checkbox"/> Fundraising | <input type="checkbox"/> Social Media/Communications |
| <input type="checkbox"/> Grant Writing | <input type="checkbox"/> Strategic Planning |
| <input type="checkbox"/> Graphic Design/Technology | <input type="checkbox"/> Early Childhood Education |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Primary Education |
| <input type="checkbox"/> Intern Development/Leadership | <input type="checkbox"/> Secondary Education |
| <input type="checkbox"/> Nonprofit Law | <input type="checkbox"/> Post-Secondary Education |

Diversity Background

- African American
- Asian American
- Latino/Hispanic
- Caucasian
- Native American
- Other
- Disabled/Special Needs
- Veteran
- Male Female

Other Characteristics

- Parent
- Parent to a child in school
- Parent to multiples
- Grandparent
- Family member in the education system
- Post-Secondary Education

Languages spoken other than English:

Residency (please list the side of town where you reside):

- East Valley
- West Valley
- North Phoenix
- South Phoenix
- Central Phoenix
- Scottsdale/Paradise Valley
- Tempe/Chandler/Awhatukee/Gilbert
- Mesa/Gilbert/Queen Creek/
- Other area: _____

Financial Contribution

As a board member, I am committing to a \$1,000 (give or get) contribution for Million Dollar Teacher Project. My options to pay my board dues are to (1) pay all of my board dues when I submit my board application or (2) pay half of my total board dues halfway through the fiscal year (by January) and the remaining half of my board dues by June 30th. Please select the financial contribution option are you committing to

1 Pay all of my board dues now: Credit Card Info:

Or pay online at this link: <https://milliondollarteacherproject.givingfuel.com/mdtp>

2 Pay half of my total dues by January 1st and the remaining balance by June 30th.

Previous Board Experience

Title	Organization	Date Start	Date End

Prior Engagement/Involvement with MDTP

Please list/describe your involvement with the Million Dollar Teacher Project including how you were introduced to the nonprofit, how you have been involved in programming, and your roles at any events you may have attended.

Short Answers

What about the Million Dollar Teacher Project's Mission/Vision compelled you to apply and how can you leverage your experiences to further the nonprofit's ambitions?

What programming area (compensation, recognition, or support) will you be able to lend the most expertise to?

Where do you think your strengths fit in with the current board? What gaps could you fill?

Nonprofit Conflict of Interest Policy

Name of Organization: Million Dollar Teacher Project (the "Organization")

Article 1 - INTRODUCTION:

The Organization is committed to observing the highest standards of ethical conduct in its operations and expects its directors, officers, and employees to do the same. The Board of Directors (the "Board," "Directors," or singularly, "Director") of the Organization has adopted this Nonprofit Conflict of Interest Policy (the "Policy") to ensure that the Organization remains committed to its charitable purpose.

Article 2 - PURPOSE:

The purpose of this Policy is to protect the Organization's interest when it is considering a transaction that might privately benefit a director, officer, or other senior decision-maker, as well as to avoid any excess benefit transactions.

This Policy is also intended to ensure that the Organization continues to operate in accordance with its tax-exempt purpose.

Article 3 - DUTY OF LOYALTY:

Directors, officers, governing committee members, and certain senior management, including those acting as principals for the Organization (referred to as "Interested Parties" or singularly, "Interested Party"), owe the Organization a duty of loyalty. Such duty of loyalty requires Interested Parties to avoid using their position with the Organization for personal advantage or gain. Interested Parties must also avoid any action, including voting, if applicable, where the Interested Party's personal interest, including financial interest, could conflict with the interests of the Organization.

Article 4 - DEFINITIONS:

a. Conflict of Interest: A conflict of interest occurs when an Interested Party has an interest in any matter involving the Organization that directly or indirectly conflicts with the interests of the Organization. Specifically, conflicts of interest can occur when Interested Parties have competing financial interests or personal relationships in opposition to the Organization (referred to as "Direct Conflicts of Interest"), or are related to someone with a competing financial interest or opposing personal relationship (referred to as "Indirect Conflicts of Interest"). The Interested Party may be related by blood, marriage, or business affiliation. Conflicts of interest may also arise where an Interested Party has decision-making authority in an entity that may be involved in a business relationship or financial transaction with the Organization.

The following examples of potential conflicts of interest are to be considered illustrative, but non-exhaustive:

- a. When an Interested Party stands to personally benefit financially through a transaction the Organization may be involved with;
- b. When an Interested Party has an ownership interest, including through investment, in another entity with which the Organization intends to transact or do business;
- c. When an Interested Party enters or maintains an agreement to be compensated by the Organization (for the purposes of this clause, Directors who are also employees of the Organization may have a conflict in certain situations, such as voting on compensation);
- d. When an Interested Party joins or creates a competing organization;
- e. When an Interested Party or an entity in which an Interested Party has an ownership interest competes with the Organization in a purchase, sale, contract bid, or other interest or service;
- f. When an Interested Party utilizes confidential information belonging to the Organization for any reason that is not related to the Interested Party's work for the Organization, such as personal profit or for the benefit of another entity;
- g. When an Interested Party uses the Organization's resources for any competing interest; or
- h. When an Interested Party participates in decision-making or negotiations for the Organization in a matter in which the Interested Party, a person related to the Interested Party, or an entity in which the Interested Party has an ownership interest is also involved.

b. Potential Conflict of Interest: A potential conflict of interest occurs when an Interested Party recognizes that a conflict of interest may take place if ameliorating action is not taken. Potential conflicts of interest do not always lead to actual conflicts of interest. Interested Parties that have a potential conflict of interest will need to follow the procedures outlined in the Conflict Disclosure section below. The Organization seeks to avoid the appearance of impropriety, as even potential conflicts of interest can be damaging to the Organization's reputation. Therefore, all potential conflicts of interest must be treated with due care and disclosed according to the procedures outlined here.

Article 5 - CONFLICT DISCLOSURE:

a. Disclosure. Any individual who suspects a conflict of interest or potential conflict of interest might arise with respect to any activity is obligated to disclose such conflict or potential conflict to the Board as soon as practicable so that the situation may be evaluated. Interested Parties are not to unilaterally assess conflicts. Interested Parties must disclose at least all of the following details to the Board, but in any case, enough information for the Board to obtain a clear picture of the potential conflict:

- a. All material facts;
- b. Any potential or existing financial interest;
- c. Any potential or existing competing interests; even if not financial;
- d. Any self-dealing or potential self-dealing.

b. Disclosure of conflicts of others. If any individual becomes aware of a potential conflict of interest involving another party, that individual must report such potential conflict to the Board immediately.

- c. Party for disclosure. Disclosure can be made to the Chairperson of the Board or the entirety of the Board.
- d. Recusal. Interested Parties must also notify the Board when they intend not to attend a meeting of the Board or a committee based upon their belief that the Board or Committee will vote or act regarding a matter in which the Interested Party may have a conflict.

Article 6 - CONFLICT PROCEDURES:

- a. Interested Parties shall disclosure potential conflicts of interest to the Board as soon as is practicable after becoming aware of the potential conflict, as described above. Interested Parties are also required to complete an annual disclosure form to describe any ongoing interest that may create a conflict.
- b. Evaluation. After the Board receives any potential conflict or conflict disclosure from an Interested Party, the Board may request follow-up discussions or additional information. At this point, the Board will decide whether an actual conflict exists and whether it involves financial interest, material competition, self-dealing, or any other type of conflict. The Interested Party shall be screened from any discussions or voting regarding the conflict. The Board may fully determine the issue on a vote or may refer it to a specialized committee for additional investigation. Evaluation of conflicts is made on a case-by-case basis.
- c. Factors for consideration. The Board may consider any factor it wishes in determining whether a conflict exists. Some of the factors for consideration may include:
- Whether the Interested Party's financial interest is minimal, in relation to the transaction
 - How involved the Interested Party is with the other entity involved in any transaction with the Organization
 - The degree to which the Interested Party could personally benefit from the transaction or relationship at issue
- d. Determination of self-dealing. If the Board or committee determines that an actual conflict exists, the Board or committee must also determine whether a self-dealing transaction is at issue. If so, the entirety of the Board must vote on whether to approve the transaction, and the transaction must be approved by a greater vote than other Board actions. In other words, if the Board generally approves actions via a simple majority, a greater vote than this is needed to approve a self-dealing transaction. Approval of compensation for a director acting as director or officer shall not be considered a self-dealing transaction.
- e. Determination of transactional conflict. If the Board or committee determines that an actual conflict exists involving a financial transaction or arrangement, but it is not self-dealing, the Board will consider alternative scenarios that would not present a conflict. If the Board determines an appropriate alternative exists, the Board shall pursue that avenue. If an appropriate alternative does not exist, the Board shall determine whether the original proposed course of action is in the Organization's best interest and take a vote on such issue, in which a majority is required.
- f. Determination of other conflict. In any other scenario in which the Board or committee determines a conflict exists, the Board or committee shall recommend a reasonable and appropriate course of action to protect the Organization. The governing body shall discuss the issue and determine how best to proceed forward.

Article 7 - POLICY VIOLATIONS:

If an Interested Party fails to disclose any potential or actual conflict, the Board shall first request an explanation from the Interested Party. The Board may then determine appropriate action, including disciplinary action if required.

Article 8 - RECORDS:

The Board or relevant committee shall retain all records of discussions and votes regarding any presented conflict or potential conflict. The records must specifically include:

- a. The name of the Interested Party or Parties;
- b. How the conflict was brought to the attention of the Board (whether disclosed or found out);
- c. The nature of the possible conflict, including financial interest involved;
- d. The Board or committee's actions regarding fact-finding and investigation on the conflict or potential conflict;
- e. The Board or committee's discussions, decision, and vote;
- f. The names of all parties present for any discussion or votes.

Article 9 - ABSTENTION FROM VOTES ON COMPENSATION:

No Board member who is compensated for their services towards the Organization may vote on their own compensation.

Article 10 - ANNUAL STATEMENTS:

All individuals required to abide by this Policy must sign a statement each year attesting that they have received a copy of the Policy, they read and understand the Policy, they agree to comply with the Policy, and they understand the Organization's maintenance of its charitable activities and federal tax exemption depends on its undertaking primarily of activities that support its charitable purpose.

Any individual that believes they have ongoing relationships or interests that may present a conflict must also make an annual disclosure, as described above, and is responsible for updating such disclosure upon the occurrence of any material change.

Article 11 - REVIEWS:

The Organization will periodically review certain subjects to maintain alignment with its charitable purposes. The review shall include at least:

- a. Compensation and benefit arrangements, to ensure they are reasonable and formalized through arm's length bargaining;

b. Transactional arrangements, including partnerships or joint ventures, to ensure they are in line with the Organization's policies and do not confer a private benefit on any party or result in an excess benefit transaction; and

c. Compensation reviews of the President and Chief Financial Officer of the Organization.

The Organization may use outside advisors to conduct the above reviews, but responsibility for the reviews ultimately lies with the Board.

This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Certification: Kristine Morris, as President of Million Dollar Teacher Project and Charlene Marbs, as Secretary, do certify this is a true and correct copy of the Organization's Conflict of Interest Policy and that this Policy was adopted by the Board on March 14th, 2022.

ANNUAL CONFLICT OF INTEREST FORM

The undersigned, as _____ (director, officer position, manager, principal, committee member, or key employee) of Million Dollar Teacher Project acknowledges:

- 1. he or she has received a copy of the Organization's Conflict of Interest Policy;
- 2. he or she has read and understands the Policy;
- 3. he or she has agreed to comply with the Policy;
- 4. he or she understands the Organization's maintenance of its charitable activities and federal tax exemption depends on its undertaking primarily of activities that support its charitable purpose; and
- 5. the following on-going relationships and interests may present a conflict of interest (please describe - if not applicable write "N/A" or leave blank):

Signature: _____

Name: _____

Title: _____

Date: _____

Resume

Please attach your resume and headshot to the email with your application.

Agreement and Acknowledgement of Terms

By signing below, should you be selected and onboarded as a board member, you acknowledge that you:

- Have read and agree to uphold the outlined Roles and Responsibilities and Board Goals in this document
- Understand and agree to uphold the MDTPs Board By-Laws
- Are aware of the board terms limits
- Understand violation of this agreement and/or lack of participation in board gatherings may result in your removal from the board
- I have viewed the [Nonprofit Board Governance](#) sessions from the nonprofitready.org website prior to submitting my board packet.

Signature

Date