The Good Job Happy Co.™
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goodjobhappy.org

CONFLICT OF INTEREST POLICY

THE GOOD JOB HAPPY CO.™

A Connecticut Nonprofit Corporation

Adopted: February 2, 2026

ARTICLE I: PURPOSE

The purpose of this Conflict-of-Interest Policy is to protect the interests of The Good Job Happy Co. ™ (the "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Officer of the Corporation or might result in a possible excess benefit transaction.

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

ARTICLE II: DEFINITIONS

- Section 2.1 Interested Person. Any Director, Officer, or member of a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is an Interested Person.
- Section 2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
  b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation is negotiating a transaction or arrangement.
     - Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
     - A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.
- Section 2.3 Related Party. A Related Party includes:
  a) Any Director or Officer of the Corporation;

b) Any family member of a Director or Officer (including spouse, domestic partner, parent, child, sibling, in-law, aunt, uncle, niece, nephew, grandparent, grandchild, and any individual sharing the household);
c) Any entity in which a Director or Officer has a material financial interest or serves as a director, officer, or key employee; and
d) Happy's Barkery, LLC and its owners.

ARTICLE III: PROCEDURES

- Section 3.1 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 Board.
- Section 3.2 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, the Interested Person shall leave the Board 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.
- Section 3.3 Procedures for Addressing a Conflict of Interest.

  a) An Interested Person may make a presentation at the Board meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  b) The President/Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall make its decision as to whether to enter into the transaction or arrangement.
- Section 3.4 Violations of the Conflict-of-Interest Policy.

  a) If the Board has reasonable cause to believe a Director or Officer has failed to disclose actual or possible conflicts of interest, it shall inform the

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person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

b) If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV: RECORDS OF PROCEEDINGS

- Section 4.1 Minutes. The minutes of the Board shall contain:
  a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of 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.
  b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V: COMPENSATION

- Section 5.1 Director and Officer Compensation. Directors and Officers of the Corporation shall not receive compensation for their service on the Board or as Officers.
- Section 5.2 Voting on Compensation. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE VI: TRANSACTIONS WITH HAPPY'S BARKERY LLC

- Section 6.1 Disclosure. As of the adoption of this Policy, the following individuals have an ownership interest in Happy's Barkery, LLC, the Corporation's for-profit partner:
  - Tricia Jezierny: 75% owner
  - Jessica Doheny: 25% owner
- Section 6.2 Recusal Requirement. Tricia Jezierny and Jessica Doheny shall recuse themselves from Board discussion and voting on any transaction or arrangement between the Corporation and Happy's Barkery, LLC, except that Tricia Jezierny retains her Founder veto power as provided in the Bylaws,

provided that such veto shall be exercised solely in furtherance of the Corporation's charitable purposes.

- Section 6.3 Arm's Length Transactions. All transactions between the Corporation and Happy's Barkery, LLC shall be:
    a. Conducted at arm's length and at fair market value;
    b. Approved by a majority of disinterested Directors;
    c. Documented with fair market value justification; and
    d. Recorded in the minutes of the Board.

ARTICLE VII: FAMILY RELATIONSHIPS

- Section 7.1 Disclosure. As of the adoption of this Policy, the following family relationships exist among Directors:
    - Scott Jezierny — family member of Tricia Jezierny (Founder)
    - Colin Ciszewski — nephew of Tricia Jezierny (Founder)
- Section 7.2 Future Disclosures. Any Director or Officer who becomes aware of a family relationship with another Director, Officer, or key employee shall promptly disclose such relationship.

ARTICLE VIII: ANNUAL DISCLOSURE STATEMENT

- Section 8.1 Annual Statements. Each Director and Officer shall annually sign a disclosure statement that:
    a. Affirms that such person has received a copy of this Conflict of Interest Policy;
    b. Has read and understands the Policy;
    c. Has agreed to comply with the Policy; and
    d. Discloses any financial interests, relationships, or positions that could give rise to a conflict of interest.
- Section 8.2 Timing. Annual disclosure statements shall be completed at the Annual Meeting or within thirty (30) days of the Annual Meeting.

ARTICLE IX: PERIODIC REVIEWS

- Section 9.1 Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
b. Whether partnerships, joint ventures, and arrangements with related parties conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in private inurement or impermissible private benefit; and

c) (c) Whether agreements to provide services further the Corporation's charitable purposes and do not result in private inurement or impermissible private benefit.

ARTICLE X: AMENDMENTS

This Policy may be amended only by a Supermajority vote (five of seven Directors) of the Board of Directors plus Founder approval, as provided in the Corporation's Bylaws.

ARTICLE XI: EFFECTIVE DATE

This Policy is effective as of February 2, 2026.