



Executive Compensation Policy

I. Introduction

This policy codifies the procedures by which the board of directors of Association of Strategic Alliance Professionals, Inc. (the "Organization") sets the compensation of the president/CEO ("executive compensation"). These procedures are designed to comply with the "safe harbor" requirements set forth in the tax regulations on intermediate sanctions to create a rebuttable presumption of reasonableness in compensation levels.

II. Policy

The board of directors shall oversee the setting of executive compensation (2) review, assess, and approve, the reasonableness of such compensation on a regular basis.

To be approved as reasonable, compensation must be an amount that would ordinarily be paid for comparable work by similarly situated organizations under like circumstances. In general, a similarly situated organization is one that (1) has an annual budget of approximately \$1,500,000 – \$3,000,000 and (2) has a small staff working in a geographic area with a similar cost of living. The education, experience, and skill of the compensated individual may also be taken into account.

III. Guidelines

Compensation determinations by the directors will be made in accordance with the following guidelines:

In setting and determining the reasonableness of executive compensation, the board shall obtain and rely upon compensation information for comparable

work by similarly situated organizations under like circumstances, as defined in Section II above.

Board directors involved in setting and approving executive compensation, as well as any third parties providing professional advice to the board of directors in connection with setting and approving executive compensation, shall be independent and have no conflicts of interest as to the executive whose compensation is being reviewed. Board directors shall have no conflict of interest for these purposes if they:

- will not economically benefit from the compensation arrangement;
- are not family members of a person who will economically benefit;
- have no material financial interest affected by the compensation arrangement; and,
- are not family members of a person who has a material financial interest affected by the compensation arrangement.

Timely and accurate minutes of all final actions by the board regarding the setting and approval of executive compensation will be recorded and held with board records. Such minutes will include:

- The terms of the approved compensation arrangement and the date approved;
- A list of the directors present during discussion, showing those who approved the arrangement, those who rejected it, and those who recused themselves due to conflicts of interest;
- The comparability data relied upon and how such data was obtained; and,
- The rationale for determining that the arrangement was reasonable if it exceeded the range of the comparability data.