

Non-Disclosure Agreement

This Non-Disclosure Agreement (the "Agreement") is entered into as of [Date] by and between [Company Name], a [State] corporation with its principal office located at [Address] (the "Disclosing Party"), and [Director's Name] (the "Receiving Party").

1. Purpose

The purpose of this Agreement is to protect the confidential information disclosed by the Disclosing Party to the Receiving Party.

2. Definition of Confidential Information

For purposes of this Agreement, "Confidential Information" includes all information disclosed by the Disclosing Party that is either marked as confidential or would reasonably be considered confidential given the nature of the information and the circumstances surrounding its disclosure.

3. Obligations of the Receiving Party

The Receiving Party agrees to:

- Keep the Confidential Information confidential and not disclose it to any third parties without prior written consent.
- Use the Confidential Information solely for the purpose of serving as a board director.
- Take all reasonable precautions to protect the confidentiality of the Confidential Information.

4. Exclusions

Confidential Information does not include information that:

- Is or becomes publicly available through no fault of the Receiving Party.
- Is disclosed to the Receiving Party by a third party not under an obligation of confidentiality.
- Is independently developed by the Receiving Party without use of or reference to the Disclosing Party's Confidential Information.

5. Term

This Agreement will commence on the date first above written and continue for a period of [number] years.

6. Miscellaneous

This Agreement constitutes the entire agreement between the parties regarding the subject matter hereof and supersedes all prior agreements and understandings.

IN WITNESS WHEREOF, the parties have executed this Non-Disclosure Agreement as of the date first above written.

[Company Name] - Disclosing Party
By: [Authorized Signatory]
Title: [Title]

[Director's Name] - Receiving Party
Title: Board Director