

Nonprofit Confidentiality Agreement

This Confidentiality Agreement ("Agreement") is entered into as of ("Effective Date"), by and between ("Nonprofit Organization") and ("Recipient").

1. Definition of Confidential Information

"Confidential Information" means any data or information, oral or written, disclosed by the Nonprofit Organization to the Recipient that a reasonable person would consider confidential, including but not limited to:

- Donor lists
- Financial information
- Strategic plans
- Program details
- Volunteer and staff information
- Any other information marked or identified as confidential

2. Obligations of Recipient

1. To keep all Confidential Information strictly confidential.
2. Not to disclose Confidential Information to any third party without prior written consent of the Nonprofit Organization.
3. To take all reasonable precautions to protect Confidential Information (which shall not be less than those employed by Recipient to protect its own confidential information).
4. Not to use Confidential Information for any purpose other than to perform work or services for the Nonprofit Organization.

3. Exceptions

The obligations herein shall not apply to information that:

- Is or becomes publicly known through no fault of Recipient;
- Is received from a third party lawfully and without a duty of confidentiality;
- Is independently developed by Recipient without use of or reference to the Confidential Information;
- Is disclosed with the prior written consent of the Nonprofit Organization.

4. Term

This Agreement shall remain in effect for years from the Effective Date, or until such time as all Confidential Information becomes publicly known and made generally available through no action or inaction of the Recipient, whichever is earlier.

5. Return of Materials

Upon request by the Nonprofit Organization, Recipient shall promptly return or destroy all materials containing Confidential Information.

6. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of .

Nonprofit Organization:

Name & Title:

Date:

Recipient:

Name & Title:

Date:
