



Administrative Policy

Conflict of Interest (2006)

This conflict of interest policy is designed to help trustees, officers, other volunteers, and employees of ASLA identify situations that present potential conflicts of interest and to provide ASLA with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a trustee, officer, other volunteer, or employee has or may have a conflict of interest with respect to the transaction. This policy is intended to comply with applicable statutory provisions governing conflicts of interest for directors of nonprofit corporations. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in an applicable statutory provision, the statutory provision shall control.

Definitions

“Covered Person” means any person serving as a member of the ASLA Board of Trustees, officer, committee or other volunteer group member, or employee.

“Family Member” means a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Covered Person.

“Financial Interest” means a financial or pecuniary interest of any kind, which, in view of all the circumstances, is substantial enough that it would affect, or could reasonably be perceived by others to affect, the Covered Person’s or Family Member’s judgment with respect to transactions to which ASLA is a party. This includes all forms of compensation. For purposes of this policy, an ownership interest of less than three (3) percent in a publicly-traded company shall not, by itself, constitute a Financial Interest.

“Representative” means a director, officer, agent, partner, consultant, trustee, or representative.

“Transaction” means any agreement, relationship, or business dealing involving: (i) the sale or purchase of goods, services, or rights of any kind; (ii) providing or receiving a loan or grant, or (iii) the establishment of another type of pecuniary relationship. The making of a gift to ASLA is not a Transaction.

Conflicts of Interest

For purposes of this policy, each of the following circumstances shall be deemed a conflict of interest:

1. Outside Interests
 - a) A Transaction involving ASLA and a Covered Person or Family Member.
 - b) A Transaction involving ASLA and an entity in which a Covered Person or Family Member has a Financial Interest, or of which such person serves as a Representative.
2. Outside Activities
 - a) A Covered Person competing with ASLA in the rendering of services or the provision of goods.

- b) A Covered Person having a Financial Interest in, or being a Representative of, an entity that competes with ASLA.

Procedure

Prior to Board or committee action on a Transaction involving a Conflict of Interest, a trustee, officer, committee or other volunteer group member, or employee having a Conflict of Interest shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

The person having a Conflict of Interest shall not participate in discussion of the matter by the Board or committee except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

The person having a Conflict of Interest shall not vote on matters relating to the Transaction. Such person's ineligibility shall be reflected in minutes of the meeting.

In the event it is unclear whether a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to ASLA's president or executive vice president/CEO or his/her designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy. In making this determination, ASLA's president or executive vice president/CEO or his/her designee may seek the advice of counsel or other third parties.

Covered Persons who are not members of the ASLA Board of Trustees, or who have a Conflict of Interest with respect to a Transaction that is not the subject of Board or committee action, shall disclose such conflict to ASLA's president or his/her designee. The Covered Person shall refrain from any action that may affect ASLA's participation in such Transaction.

Gifts, Gratuities, Entertainment, and Honoraria

A Covered Person or Family Member shall not accept gifts, entertainment, or other item of gratuity in excess of fifty- (\$50) dollars in value from an individual or entity that: (i) does or is seeking to do business with ASLA; (ii) is a competitor of ASLA; or (iii) has received or is seeking to receive a loan, grant, or other financial commitment from ASLA.

Procurement

It shall be ASLA's policy not to make sole-source awards of contracts for the procurement of goods and services where the recipient of the contract is: (i) a Covered Person; or (ii) a company or entity in which the Covered Person has a Financial Interest. The procurement of goods or services from any of the foregoing persons or entities shall be undertaken only through an open and competitive process involving the evaluation of proposals or bids by an impartial evaluator. Covered Persons participating in such competitive process shall also adhere to all other applicable provisions of this Conflict of Interest policy.

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