



**ATHEIST COMMUNITY of TULSA**

# **Conflict of Interest Policy**

ADOPTED BY BOD ON: MAY 10, 2021

---

*To encourage and advance reason, logic, free-thought, and a secular view of the world*

---

## I. Scope and Explanation

## II. Identifying Conflicts of Interest

## III. Disclosing Potential Conflicts of Interest

## IV. Determining Whether a Conflict of Interest Exists

## V. Procedures for Addressing a Conflict of Interest

## VI. Minutes and Documentation

### **I. Scope and Explanation**

The purpose of this Conflict of Interest Policy (“policy”) is to protect ACT’s interests when it is considering taking an action or entering into a transaction that might unfairly impact (positively or negatively) the private interests of a Board of Directors (“BOD”) member or key person, result in the payment of excessive compensation to a BOD member or key person; or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

As a nonprofit, ACT is accountable to both government agencies and members of the public for responsible and proper use of its resources. BOD and key persons have a duty to act in ACT’s best interests and may not use their positions for their own financial or personal benefit.

Conflicts of interest must be taken very seriously since they can damage ACT’s reputation and expose both ACT and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support for ACT.

This policy applies to all BOD, key persons, members, or relatives thereof.

“BOD” means a member of the Board of Directors.

“Key person” means a person, other than a BOD member, who:

1. has responsibilities, or exercises powers or influence over ACT as a whole similar to the responsibilities, powers, or influence of the BOD;
2. manages ACT, or a segment of ACT that represents a substantial portion of the activities, assets, income, or expenses of ACT; or
3. alone or with others controls or determines a substantial portion of ACT’s capital expenditures or operating budget.

“Member” means a person who is a member of ACT.

“Relative” means a person’s spouse or domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

## **II. Identifying a Conflict of Interest**

A potential conflict of interest arises when a BOD member or key person, or that person’s relative or business (a) stands to gain a financial benefit from an action ACT takes or a transaction into which ACT enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity in discharging their duties to ACT.

It is impossible to list all the possible circumstances that could present conflicts of interest. Potential conflicts of interest include situations in which a BOD member or key person or that person’s relative or business:

- has an ownership or investment interest in any third party that ACT deals with or is considering dealing with;
- serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that ACT deals with or is considering dealing with;
- receives or may receive compensation or other benefits in connection with a transaction into which ACT enters;
- receives or may receive personal gifts or loans from third parties dealing with ACT;
- serves on the board of directors of another nonprofit organization that is competing with ACT for a grant or contract;
- has a close personal or business relationship with a participant in an action or transaction (positive or negative) being considered by ACT;
- would like to pursue a transaction being considered by ACT for their personal benefit.

In situations where you are uncertain, err on the side of caution and disclose the potential conflict as set forth in Section III of this policy.

A potential conflict is not necessarily a conflict of interest. A person has a conflict of interest only if the BOD decides, pursuant to Section IV of this policy, that a conflict of interest exists.

## **III. Disclosing Potential Conflicts of Interest**

You must disclose to the best of your knowledge all potential conflicts of interest as soon as you become aware of them and always before any actions involving the potential conflict are taken. Submit a signed, written statement (digital statements are acceptable) disclosing all the material facts to the BOD.

All persons must complete, sign, and submit the Disclosure Statement at the end of this document to serve on the BOD, and this must be done annually.

## **IV. Determining Whether a Conflict of Interest Exists**

After there has been disclosure of a potential conflict and after gathering any relevant information from the concerned BOD member or key person, the BOD shall determine whether there is a conflict of interest. The BOD member or key person shall not be present for deliberation or vote on the matter and must not attempt to influence improperly the determination of whether a conflict of interest exists.

In determining whether a conflict of interest exists, the BOD shall consider whether the potential conflict of interest would cause an action or transaction entered into by ACT to raise questions of bias, inappropriate use of ACT’s assets, or any other impropriety. A conflict always exists in the case of ACT entering into a transaction, agreement or other arrangement in which a BOD member, ACT member, key person, or a relative thereof has a financial interest and in which ACT or any affiliate of ACT is a participant.

## **V. Procedures for Addressing a Conflict of Interest**

When a matter involving a conflict of interest comes before the BOD, they may seek information from the person with the conflict prior to beginning deliberation and reaching a decision on the matter. However, a conflicted person shall not be present during the discussion or vote on the matter and must not attempt to influence improperly the deliberation or vote.

Additional Procedures for Addressing Related Party Transactions;

1. ACT may not enter into a related party transaction unless, after good faith disclosure of the material facts by the BOD member, ACT member, key person, or a relative thereof, the BOD determines that the transaction is fair, reasonable and in ACT's best interest at the time of such determination.
2. If the related party has a substantial financial interest, the BOD shall:
  - a. prior to entering into the transaction, consider alternative transactions to the extent available;
  - b. approve the transaction by a vote of not less than a majority of the directors present at the meeting; and
  - c. contemporaneously document in writing the basis for its approval, including its consideration of any alternative transactions.

In the event that a conflict of interest is not disclosed, the BOD retains the authority to impose appropriate disciplinary action. The BOD shall consider if ACT's interests have been injured due to the actions of the conflicted person. If disciplinary action is determined to be required, the BOD shall do one or more of the following:

1. Serve a written reprimand
2. Require review and reaffirmation of the Conflict of Interest Disclosure Statement
3. Remove the conflicted person or persons from ACT leadership
4. Remove the conflicted person or persons from all ACT affiliation

## **VI. Minutes and Documentation**

The minutes of any board meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:

1. the name of the interested party and the nature of the interest;
2. the decision as to whether the interest presented a conflict of interest;
3. any alternatives to a proposed action or transaction considered by the board; and
4. if the transaction was approved, the basis for the approval.



# Conflict of Interest Disclosure Statement

*To encourage and advance reason, logic, free-thought, and a secular view of the world*

---

By signing below, I affirm that:

1. I have received and read a copy of the Conflict of Interest Policy;
2. I agree to comply with the policy;
3. I have no actual or potential conflicts as defined by the policy or if I have, I have previously disclosed them as required by the policy or am disclosing them below.

Disclose here, to the best of your knowledge:

1. any entity in which you participate (as a director, officer, employee, owner, or member) with which ACT has a relationship;
2. any transaction in which ACT is a participant as to which you might have a conflicting interest; and
3. any other situation which may pose a conflict of interest.

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_