

George Wright Society Conflict of Interest Policy (approved by the Board of Directors, December 2009)

Purpose

Avoiding the appearance or actuality of conflicts of interest is central to the governance of the George Wright Society. The directors, officers and employees of the George Wright Society shall avoid the appearance or actuality of private benefit to persons who are in a position of substantial authority. They must When an actual or potential conflict of interest arises, this policy shall direct the decision of the governing body.

Relation to laws and regulations

This policy is intended to supplement but not replace laws and regulations governing conflicts of interest in nonprofit charitable corporations. In particular, this policy is intended to supplement, not supersede, laws and regulations that govern conflicts of interest in US federal agencies, other agencies, and other organizations.

Persons serving on the GWS Board of Directors have a special duty to avoid conflicts of interest with their employing agency/organization. Persons serving on the GWS Board of Directors may have to undergo training, seek conflict of interest waivers, and do other tasks required by their agency/organization. In cases where the ethics requirements of a Board member's employing agency/organization conflicts with the procedures outlines here, the ethics requirements of the Board member's employing agency/organization will take precedence.

Procedure

Duty to Disclose. The Interested Person shall disclose the existence of his or her Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, the Interested Person shall leave the Board or committee meeting while the potential conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest. If the Board or committee members determine that a conflict of interest exists, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that involves the conflict of interest.

1. The President or committee chairperson shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
2. After exercising due diligence, the Board or committee shall determine whether the George Wright Society can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
3. If a more advantageous transaction or arrangement is not reasonably attainable, the Board or committee shall determine by a majority vote of disinterested directors whether the

transaction or arrangement is in the George Wright Society's best interest and is fair and reasonable to the George Wright Society, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Violations of the Conflicts of Interest Policy. If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the response and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the person has in fact failed to adequately disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal from the Board and/or committee.

Minutes. The minutes of the Board and all committees with Board-delegated powers shall contain:

1. The names of persons who disclosed or were found to have a Financial Interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Special procedures for compensation issues

A voting member of the Board of Directors who receives Compensation, directly or indirectly, from the George Wright Society for services is precluded from voting on matters pertaining to his/her Compensation.

A voting member of any committee whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, from the George Wright Society for services is precluded from voting on matters pertaining to that member's Compensation.

Persons who receive Compensation, directly or indirectly, from the George Wright Society, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes Compensation matters. No person, either individually or collectively, is prohibited from providing information to any committee regarding Compensation.

Compliance statements

Each director, principal officer, and member of a committee with Board-delegated powers shall sign a statement which affirms that such person:

1. Has received a copy of this conflict of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands that the George Wright Society is a charitable organization and that in order to

maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic reviews

To ensure that the George Wright Society operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether Compensation arrangements and benefits are reasonable and the result of arm's-length bargaining.
2. Whether provider services result in inurement or impermissible private benefit.
3. Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the George Wright Society's charitable purposes and do not result in inurement or impermissible private benefit.
4. Whether agreements with other providers, employees, and third parties further the George Wright Society's charitable purposes and do not result in inurement or impermissible private benefit.

Use of outside experts

In conducting the periodic reviews provided for above, the George Wright Society may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

Statement of Compliance, George Wright Society Conflict of Interest Policy

I, the undersigned, as a:

- q Officer of the George Wright Society
- q Member of the George Wright Society Board of Directors (other than an officer)
- q Employee of the George Wright Society
- q Member of a George Wright Society committee with Board-delegated powers

(check one)

do hereby affirm that I:

Have received a copy of the George Wright Society Conflict of Interest Policy;
Have read the George Wright Society Conflict of Interest Policy, and understand it;
Agree to fully comply with the Conflict of Interest Policy, subject to any superseding ethics requirements of my employing agency/organization, which take precedence over the George Wright Society Conflict of Interest Policy in cases where the two conflict; and
Understand that the George Wright Society is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Name (printed)

Name (signed)

Date signed