

# MAFA Conflict of Interest Policy

*Note: These documents rely heavily on sample documents provided by the Nonprofit Insurance Alliance Group.*

## GENERAL

A personal or financial interest or involvement in any customer, client, competitor, or supplier of or to the MidAtlantic Fiber Association (MAFA), including outside employment or consulting, is considered a potential conflict of interest. If an officer, director, or key volunteer or any of his or her close relatives (spouse, domestic partner, child, sister, brother, parent, grandparent, or in-laws) has, or is considering having, a personal or financial interest in a customer, client, competitor, or supplier of or to MAFA, the individual must disclose the interest or relationship to the President of MAFA on assumption of duties or at a time when said conflict originates.

Furthermore, an officer, director, or key volunteer may not give or accept gifts, loans, or favors from persons having business relationships with MAFA. The receipt or giving of small gifts or casual entertaining for business purposes, however, is not prohibited. Failure to promptly disclose actual or potential conflicts of interest to the MAFA President may result in discipline, up to and including dismissal. Whenever these issues arise, contact the MAFA President, to discuss the issue. MAFA reserves the right to determine whether any relationship represents an actual or potential conflict of interest in violation of this policy.

## 1. Purpose

- a. The purpose of this Policy is to ensure objectivity in decision-making by and on behalf of MAFA and to avoid any conflict of interest or the appearance of a conflict.
- b. A conflict of interest may exist when the interests of any responsible person, director, officer, volunteer, executive staff member, or manager, or said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interests of MAFA.

## 2. Definitions

- a. Conflict of Interest means a situation in which the interests of a person subject to this policy and the interests of MAFA diverge, or may appear to diverge. Conflicts often arise when there is the potential for such person, their immediate family members, or friends to benefit personally as a result of such person's involvement in a MAFA activity or decision. Conflicts also may arise when such person has outside interests or duties that could possibly influence how s/he acts on behalf of MAFA. Actual impropriety is not necessary for a conflict of interest to arise.
- b. Unless specifically authorized by the Board of Directors, MAFA and its affiliates will not do business with any firm or entity owned or controlled by any member of the Board of Directors, officer, director, or key volunteer, or any member of the immediate family of any such person, in which any such person has a substantial financial interest (any such ownership or control or financial interest referred to herein as a "Significant Interest").
- c. Key volunteers include Conference and Grants Chairs and all members of those committees.

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## 3. Policy

- a. This conflict of interest policy is designed to help directors, officers, and key volunteers of MAFA identify situations that present potential conflicts of interest and to provide MAFA with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or volunteer has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control.
- b. Each officer, director, or key volunteer shall promptly notify the MAFA President or the Chair of the appropriate committee upon becoming aware that the organization is doing or considering doing business with a firm, business, or guild in which said officer, director, or key volunteer has a Significant Interest.
- c. In addition, each officer, director, or key volunteer shall disclose to the MAFA President and appropriate committee chair the name of any MAFA guild of which they are an officer or voting member. Such persons will not participate in discussion or voting on any decision or recommendation within MAFA which directly impacts those guilds. Non-voting membership in a guild, sometimes designated as “associate” or “distance” membership, for the purpose of receiving communications from that guild, is not guild membership for the purpose of this policy
- d. In the event it is unclear that a conflict of interest exists, the individual with the potential conflict shall disclose the circumstances to the MAFA President. The matter shall be resolved by a vote of the MAFA Board. Any interested director shall abstain during such vote and be absent from any discussion and vote.
- e. Anyone subject to this policy may not use for personal gain, or other unauthorized use, any privileged information acquired in connection with their MAFA activities. (The term "privileged information" includes, but is not limited to, knowledge of forthcoming programs, purchase decisions, or selection of vendors or contractors in advance of official announcements.)

## 4. Procedure

- a. Each officer, director, or key volunteer shall complete a Conflict of Interest Statement at the beginning of every 2-year term, or whenever they enter into a board or key volunteer position.
- b. Officers, directors, or key volunteers will disclose any Significant Interest in any firm or business or guild with which MAFA is considering doing business.
- c. After full disclosure is made, the Board shall have the discretion to authorize MAFA to do business with the contractor, vendor, or guild, but only after first approving the terms and conditions of the contract or fee. Any interested officer shall abstain during such vote. Recommendations must be documented and recorded in usual manner, e.g., meeting minutes.
- d. The director or any other person reporting a conflict that involves themselves or a close family member and attending said meeting, shall leave the room, online conference or teleconference during the discussion in which the Board or Committee is meeting and

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shall not participate in the final deliberations or decision regarding the matter under consideration. However, that person must provide the Board or Committee with any and all relevant information.

- e. The Minutes of the meeting of the Board or Committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

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## CONFLICT OF INTEREST STATEMENT - WEB FORM

I, the undersigned, associated MidAtlantic Fiber Association ("MAFA") in a capacity of officer, director, or key volunteer, represent that as of the date specified below my principal employment is as listed below and that I have no interest that would cause an actual or apparent conflict of interest with MAFA, except as noted below.

I do further specifically represent that I have no outside commitments, personal or otherwise, that would divert me from my duty to further the interest of MAFA. All information that might be deemed relevant to any apparent conflict of interest is listed below.

I have not and shall not, except on behalf of MAFA, accept, or be the beneficiary of, any fee, brokerage, gift, or other emolument because of any investment, loan, deposit, purchase, sale, payment or exchange made by or for MAFA, except as otherwise permitted herein.

I declare that I will inform the President (or, in the case of the President, the Board of Directors) of MAFA, in writing, of any material change in my above-noted status, during my continued volunteer or contracted service with MAFA.

This conflict of interest statement is submitted for the fiscal year ending September 30, \_\_\_\_\_.

My current principal employment, if applicable, is as follows:

Employer & Address (city, state only)

Position

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Information that the Board may deem relevant in reviewing this statement is as follows:

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I also hold the following positions with the corresponding companies and am a member and/or officer of the following guilds:

Date

Name

Revised: January 2022