



## Conflict of Interest Policy – Board of Direction

### For Officers, Directors, and Other Board of Direction (BOD) Members

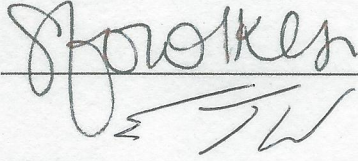
1. **Purpose.** The purpose of this conflict of interest policy is to protect the Society of American Military Engineers' San Antonio Post's (SAME SATX's) interest whenever a transaction may occur that might benefit the private interest of an officer, director, or other BOD member of the SAME SATX. This policy is consistent with SAME's national level conflict of interest policy. It is the duty of all SAME SATX officers, directors and other BOD members to be aware of this policy and to identify conflicts of interest, or situations that may result in the appearance of a conflict, and to disclose those situations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
2. **Conflict of Interest Defined.** A conflict of interest may occur when a SAME SATX officer, director, or other BOD member has a financial or personal interest that is in conflict with the interests of the SAME SATX. A conflict of interest extends to situations involving close relatives of an officer, director, or other BOD member. Close relatives include spouse, parents, children, brothers, and sisters.
3. **Policy.** Individuals who serve as SAME SATX officers, directors, and other BOD members perform their fiduciary and position responsibilities in preserving the mission of SAME and SAME SATX and avoid possible conflicts between personal interests and SAME SATX interests. To avoid conflicts of interest (actual or potential), officers, directors and other BOD members shall disclose any financial or personal interest he or she may have in any matter pending before the SAME SATX and shall refrain from participating in any discussion or vote relative to the area of conflict.
4. **Procedure.**
  - a. Duty to Disclose - In connection with any actual or potential conflict of interest, the officer, director, or other BOD member must disclose the financial or other interest and all material facts. Disclosure shall be made to the Post President. In the event the Post President has an actual or potential conflict, he or she must disclose that to the TEXOMA Regional Vice President.
  - b. Recusal of Self – Any officer, director, or other BOD member may recuse himself or herself at any time from involvement in any decision or discussion if he or she believes they have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
  - c. Determining Whether a Conflict Exists - For a disclosure involving SAME SATX, elected members of the Post BOD shall review the material facts to determine if a conflict of interest exists and what action is to be taken. The person who has the conflict or potential conflict of interest shall not participate in or be permitted to hear discussion on the conflict of interest disclosure.
  - d. Remedial Action - Elected members of the Post BOD shall determine remedial action. Remedial action may include abstention from Board vote or other actions that eliminate the appearance of a conflict. Each elected BOD member shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts.
  - e. Recording. Post BOD meeting minutes shall contain the names of persons who disclosed or otherwise were found to have an actual or potential conflict of interest, the nature of the interest, the decision as to whether a conflict of interest in fact exists, and action taken.
5. **Annual Statement and Compliance Review.** To ensure SAME SATX operates in a manner consistent with its purposes and does not engage in activities that could jeopardize its tax-exempt status, this policy shall be reviewed annually at the first BOD meeting of the calendar year by each officer, director, and other BOD member and their concurrence with policy documented in the meeting minutes or electronically afterwards if unable to attend the meeting. The Post Treasurer shall monitor compliance with this policy. Questions about this policy should be directed to the Post President.




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Amendments and/or revisions to this policy may be made by a majority vote of the SAME SATX BOD members.

This policy was approved by majority vote of the SAME SATX BOD on 6-18-2020

  
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Sarah Fowlkes, Post Secretary

  
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Colonel Eric J. Wilbur, P.E., USAF (RET) Post President