

Policies

Revised 2016

CONFLICT OF INTEREST POLICY

The purpose of the following policy and procedures is to complement the Washington Art Association bylaws to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to the Washington Art Association, or result in personal financial professional or political gain on the part of such persons at the expense of the Washington Art Association or its Members, supporters, and other stakeholders.

Definitions: Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a positions of trust include staff members, officers, and board members of the Washington Art Association. Board means the Board of Directors. Officer means an officer of the Board of Directors. Volunteer means a person- other than a board member- who does not receive compensation for services and expertise provided to the Washington Art Association and retains a significant independent decision-making authority to commit resources of the organization. Staff Member means a person who receives all or part of his/her income from the payroll of the Washington Art Association. Member means a Member of the Washington Art Association which shall be a state association of nonprofit organizations that represent a statewide and multi-sector or subsector 501 (c) (3) constituency with a diverse range of corporate identities, or a regional association of nonprofit organizations that represent a specific region within a state or multi-state geographic area and a multi-sector or subsector constituency with a diverse range of corporate identities. Supporter means corporations, foundations, individuals, 501 (c) (3) nonprofits, and other nonprofit organizations who contribute to the Washington Art Association.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:

- a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
- b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
- c. A board member or their organization stands to benefit from a transaction or staff member of such organization receives payment from the Washington Art Association for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
- d. A board member's organization receives grant funding from the Washington Art Association.
- e. A board member or staff member is a member of the governing body of a contributor to the Washington Art Association.
- f. A volunteer working on behalf of the Washington art Association who meets any of the situations or criteria listed above.

2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the Washington Art Association's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.
3. A Board member or Committee member who is formally considering employment with the Washington Art Association must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment within the Washington Art Association must submit written request for a temporary leave of absence to the Secretary of the Washington Art Association Board, P.O. Box 173, Washington Depot, CT 06794, indicating the time period of the leave. The Secretary of the Washington Art Association will inform the Chair of the Board of such a request. The Chair will bring the request to the Board for action. The request of any action taken shall be reflected in the official minutes of the Washington Art Association Board Meeting.
4. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
5. Anyone in a position to make decisions about spending Washington Art Association's resources (i.e., transactions such as purchases contracts)- who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
6. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with the Washington Art Association or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of his/her term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and disclosure form must be filed annually by all specified parties.