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SAMPLE DOCUMENTS

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SAMPLE 1: Conflict Of Interest Policy Of The Acme Association

The purpose of the following policy and procedures is to complement Sections 20 and 21 of the ACME Association (ACME) Bylaws to prevent the personal interest of staff members, officers, board members, and volunteers from interfering with the performance of their duties to ACME or its affiliated organizations, or result in personal financial, professional, or political gain on the part of such persons at the expense of ACME, its affiliated organizations, its Members, supporters, and/or 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 position of trust include staff members, officers, board members and volunteers of ACME. 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 ACME 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 her/his income from the payroll of ACME.

Member means a member of ACME or its affiliated organizations.

Supporter means corporations, foundations, individuals, 501(c)(3) nonprofits, and other nonprofit organizations that contribute to ACME or its affiliated organizations.

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, a board member's spouse, domestic partner, blood relation, business partner, or the board member's organization stands to benefit from an ACME transaction, or a staff member of such organization receives payment from ACME 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 ACME policy.
 - d. A board member's organization receives funding from ACME.
 - e. A board member or staff member is a member of the governing body of a contributor to ACME.
 - f. A volunteer working on behalf of ACME 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 ACME'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 who is formally considering employment with ACME 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 who is formally considering employment with ACME must submit a written request for a temporary leave of absence to the Secretary of the ACME Board, c/o the ACME office, indicating the time period of the leave. The Secretary of ACME will inform the Chairman of the Board of such a request. The Chairman will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the ACME 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 of any committee or subcommittee thereof, in which the subject of discussion is a contract, transaction, or situation in which there may be a 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 member.
5. Anyone in a position to make decisions about spending ACME'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, officers, staff members, and volunteers upon commencement of such person's relationship with ACME or at the official adoption of this policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.

7. Each board member, officer, staff member, and volunteer shall annually sign a statement which affirms such person:

- a. Has received a copy of this conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that ACME is a nonprofit corporation and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The ACME Association Employee/Director/Officer
Conflict Of Interest Disclosure Form

This form must be filed annually by all specified parties, as identified in the ACME Association Conflict of Interest Policy Statement (ratified by the ACME Board of Directors on {Date of ratification})

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify):

The undersigned, by their affixed signature, note their understanding of the implications of this policy.

Signature

Printed Name

Date

SAMPLE 2: Acme Association “Whistleblower” Policy

The ACME Association (ACME), and its affiliated organizations are open and accountable to their members and their employees. The ACME Board of Directors encourages all employees of ACME to act ethically and to report honestly to their supervisors and, when appropriate, to legal counsel and the Boards of Directors of each organization, on any conduct or activity which they perceive to be contrary to the policies or ethics of ACME or its affiliated organizations. ACME is committed to compliance with all laws and regulations to which it is subject, and to acting in all ways appropriate for organizations operating with the highest ethical standards. To that end, the ACME Board of Directors adopts this policy regarding the reporting by employees of any activity which they perceive to potentially violate law, policy or ethical standards.

This policy is intended to cover serious concerns that could have an impact on ACME, such as actions that could lead to incorrect financial reporting, are unlawful, are inconsistent with announced policies or procedures, or otherwise amount to serious improper conduct. The policy is intended to encourage and enable employees and others to raise serious concerns within ACME prior to seeking resolution outside of ACME. Such conduct could include questionable accounting reports or internal controls, unethical business conduct, concerns about employee health risks, sexual harassment or discrimination on the basis of race, gender, sexual preference, religion, or handicap. Every effort will be made to protect the confidentiality of any complainant, and harassment or retaliation of any sort against any complainant will not be tolerated. While anonymous complaints will be accepted, employees are encouraged to identify themselves in order to increase the credibility of the complaint and to facilitate follow-up investigation. Malicious or knowingly false allegations, however, may result in disciplinary action.

If feasible, employees are encouraged to present their complaint initially to their supervisor, or to the Department of Finance and Administration. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if an employee is not comfortable speaking with his or her supervisor, or if he or she is not satisfied with the supervisor’s response, employees are encouraged to speak with someone in the Department of Finance and Administration or anyone in management whom the employee is comfortable approaching. Supervisors and managers are required to report suspected violations made under this policy to the Department of Finance and Administration, which has specific and exclusive responsibility to investigate all reported violations. If the employee is uncomfortable with presenting the complaint internally, the employee should contact ACME’s outside general counsel, _____ . While the employee is not expected to prove the truth of the allegation, the employee should be prepared to be interviewed (unless the complaint is anonymous) and to submit whatever evidence is available in support of the allegation.

The action taken will, of course, be dependent on the nature of the concern. However, a prompt investigation will be conducted by the Department of Finance and Administration and/or legal counsel, while maintaining the confidentiality of the complainant. To the extent possible, the complainant’s report will be acknowledged within five business days and the complainant will

be notified in no more than two weeks if a broader investigation appears to be appropriate, and the form it will take. Some concerns may be resolved without the need for further investigation. If a fuller investigation is deemed appropriate, it will be conducted promptly, at no cost to the employee. A written report, including recommendations, will be submitted to the complainant, and, as appropriate, to the senior management and/or the Board of Directors. Where warranted and appropriate, corrective action will be taken. This may include, depending on the severity of the activity, a warning, letter or reprimand, suspension with or without pay, or termination of employment.

Any questions regarding this policy may be submitted either to the Department of Finance and Administration, or to ACME's outside general counsel.

SAMPLE 3: Sample Audit Committee By-Laws Provision

SECTION __ – Audit Committee

An Audit Committee shall be established to assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the Association's process for monitoring compliance with laws and regulations. The Audit Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. The committee will have the following responsibilities: (1) oversee the integrity of the Association's financial accounting process and systems of internal controls regarding finance, accounting and use of assets; (2) oversee the independence and performance of the outside auditors and staff with finance responsibilities, meet at least annually with the outside auditors, and recommend to the Board the selection, retention, or termination of the Association's outside auditors; (3) oversee the operation of the policies on conflicts of interest and the Association's Board-staff communications; (4) review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance; (5) obtain regular updates from management and company legal counsel regarding compliance matters; (6) oversee the policies and procedures for encouraging "whistleblowers" to report questionable accounting or auditing issues associated with organizational financial practices, and recommend to the Board any changes to ensure that those policies and procedures are effective; (7) regularly report to the Board of Directors about committee activities, issues, and related recommendations; and (8) subject to the prior approval of the Board, arrange for and monitor special investigations, as needed. The Audit Committee shall be comprised of up to three (3) members from the Board of Directors. All members of the Audit Committee shall be independent non-staff representatives of Association members, free from any relationship that would interfere with the exercise of his or her independent judgment. The Board will appoint committee members and the committee chair, and will ensure that each committee member is both independent and financially literate.

SAMPLE 4: Sample Antitrust Policy

It is the unqualified policy of the ACME Association to conduct its operations in strict compliance with the antitrust laws of the United States.

The ACME antitrust policy prohibits any discussions which constitute or imply an agreement or understanding concerning: 1) prices, discounts, or terms or conditions of sale; 2) profits or profit margins or cost data; 3) market shares, sales territories or markets; 4) allocation of customers or territories; 5) selection, rejection or termination of customers or suppliers; 6) restricting the territory or markets in which a company may resell products; 7) restricting the customers to whom a company may sell; or 8) any matter which is inconsistent with the proposition that each manufacturer, wholesaler and distributor must exercise its independent business judgement in pricing its services or products, dealing with its customers and suppliers and choosing markets in which it will compete.

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