

**CWA BOARD OF DIRECTORS AND VOLUNTEER
ADVANCED DISCLOSURE &
CONFLICT OF INTEREST POLICIES**

Boards and officers of nonprofit organizations voluntary roles come with certain legal obligations. The CWA board is required to act in the best interests of the CWA - to avoid disclosing confidential information, and to avoid conflicts of interest. To that end we have developed this advanced disclosure and conflict of interest policy for our board and volunteers.

The organization, its constituents, and its governing board have a right to expect a decision making process that is independent, objective, unbiased and conducted in the best interests of the CWA. Those participating in the decision making process must give the organization fair warning – and possibly take corrective action – if they have interests that conflict with or compete with those of the CWA.

It is the governing board and/or officers of the nonprofit organization (not the volunteer making the disclosure of other interests) that has the authority and responsibility to decide an appropriate reaction to the disclosure. Appropriate actions may include:

Disclosure. The disclosure regarding a volunteer's other interest is worthy of the board's attention; but the disclosure itself, and the board's awareness of the disclosure, is considered sufficient to correct for any bias that it might entail. In short, the board may decide that although the volunteer clearly has some other interest, the board will simply take the information into account as the volunteer participates in decision making.

Recusal. The other interest that has been disclosed affects an important policy, program, or issue for the non-profit organization. To assure the organization and its constituency that decision-making is without bias, it is best for the volunteer to recuse himself or herself when the group takes reports, debates, or makes decisions, regarding that policy, program, or issue. In short, the volunteer would be asked to sit out of any work of the group in the area where he or she has other conflicting interests. The volunteer may also be asked to sit out of any discussion regarding determination of conflict of interest.

Resignation. The other interest relates to a continuing, pervasive, and important organization function, one that cannot easily be isolated on an agenda so as to permit recusal. In this case, the volunteer might be asked to resign his/her position, since this is the only way to ensure that the other interest does not intrude upon and skew decision-making. While this is an extreme and rare result of a volunteer's disclosure, it is sometimes the best and only fair alternative.

CWA BOARD OF DIRECTORS AND VOLUNTEER CONFLICT OF INTEREST POLICIES

The board of directors and volunteers of the CWA must act at all times in the best interests of CWA and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members and volunteers shall identify the potential conflict and, as required, disclose or remove themselves from all discussion and voting on the matter. Specifically, members of the board of directors and volunteers shall:

1. avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of CWA; while the receipt of incidental personal or third-party benefit may necessarily flow from certain CWA activities, such benefit must be merely incidental to the primary benefit to CWA and its purposes;
2. not abuse his/her board or committee membership by improperly using board or committee membership or CWA's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a board or committee member extends any further than that which it actually extends;
3. not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect CWA without prior disclosure;
4. not engage in or facilitate any discriminatory or harassing behavior directed toward CWA staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to CWA;
5. not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to CWA without fully disclosing such items to the board of directors or officers;
6. provide goods or services to CWA as a paid vendor to CWA only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board or the executive director; and
7. not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with CWA to terminate, curtail or not enter into its relationship to or with CWA, or to in any way reduce the monetary or other benefits to CWA of such relationship.

This policy shall apply not only to all members of the CWA board of directors, but also shall apply to all members of CWA committees, task forces, and others in the CWA governance structure, as well as to all CWA employees. All references herein to the board of directors shall be construed also to refer to these additional individuals.

**CWA BOARD OF DIRECTORS AND VOLUNTEER
ADVANCE DISCLOSURE STATEMENT
REGARDING POTENTIAL CONFLICTS OF INTEREST**

Advance Disclosure Requirement and Reporting Procedure

Each CWA director or volunteer will disclose issues, subjects, persons or entities in which s/he has a financial or other interest where there is the potential that the CWA board of directors may make decisions that affect those issues, subjects, persons or entities.

To ensure accurate, up to date information, each CWA director or volunteer will review his or her disclosure statement annually and update as necessary. Each director will describe clearly his or her interest in such issues, subjects, persons or entities on this form supplied by, and returned to, CWA's executive director.

The information on this form will be reviewed by CWA's executive director, and shared with CWA's board of directors if relevant to the discussion or decision-making at hand.

Financial Disclosure(s) Please indicate any relevant financial interests below which might represent a conflict of interest with the CWA, including source of income, amount, and impact.

I have nothing to disclose.

Non-financial Disclosure(s) Specify any relevant interests which might represent a conflict of interest with the CWA of a non-financial nature here.

I have nothing to disclose.

I affirm I have read and understood the CWA Bylaws as they pertain to conflicts of interest and that I:

1. have received a copy of this conflicts of interest policy,
2. have read and understand the policy,
3. have agreed to comply with the policy, and
4. understand the corporation is not for profit 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.

Print name _____

Signature _____ Date _____

Portions adapted from American Society of Association Executives' *Association Management* magazine, written by Jerald A. Jacobs, published May 2003, partner at the law firm of Shaw Pittman, Washington, D.C.