

## **Black Professionals in International Affairs Conflict of Interest Policy**

### **Article I – General**

Members of the Board of Directors of the Black Professionals in International Affairs (BPIA), employees and contractors must act at all times in the best interests of BPIA. Members of the Board of Directors, employees, staff and contractors shall disclose all potential financial conflicts of interest to the Board of Directors Board and, as required, remove themselves from related matters. 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.

### **Article II – Definitions**

#### **1. Interested Person**

Any member of the Board of Directors, employee or contractor who has a direct or indirect financial interest, as defined below, is an Interested Person.

#### **2. Financial Interest**

A Financial Interest exists if an Interested Person has, directly or indirectly, through business, investment, or family<sup>1</sup>:

- a. A current or potential ownership or investment interest in any entity with which the BPIA has a transaction or arrangement, other than BPIA membership or BPIA membership related activities;
- b. A current or potential ownership or investment interest in a compensation arrangement with BPIA or with any entity or individual with which BPIA has a transaction or arrangement; or
- c. A potential ownership or investment interest in a compensation arrangement or contract under which BPIA is or may be obligated to make payments or render services, other than services ordinarily provided to BPIA members.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

Business relationships between BPIA members are not subject to disclosure under this policy.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2 (below), an Interested Person who has a Financial Interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

## **Article III – Procedures**

### **1. Duty to Disclose**

In connection with any potential conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board of Directors.

### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the Financial Interest and relevant facts, the Board of Directors shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

- a. An Interested Person may make a presentation at the Board of Directors, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest.
- b. After exercising due diligence, the Board of Directors shall determine whether BPIA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- c. If an advantageous transaction or arrangement that avoids a conflict of interest is not reasonably possible, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in BPIA's best interest and whether it is fair and reasonable. In conformity with the above determination, the Board of Directors shall decide whether to enter into the transaction or arrangement.

### **4. Violations of the Conflicts of Interest Policy**

- a. If the Board of Directors has reasonable cause to believe an Interested Person has failed to disclose a Financial Interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose a Financial Interest, it shall take appropriate disciplinary and corrective action.

## **Article IV – Records of Proceedings**

The minutes of the Board of Directors shall contain:

- a. The names of the Interested Persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or potential conflict of interest, the nature of the Financial Interest(s), the action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

- b. The names of the Board of Director members who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V – Annual Statements**

Each member of the Board of Directors, employee and contractor shall sign annually an acknowledgment and disclosure statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy,
- d. Understands BPIA is a non-profit association, 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, and
- e. Has disclosed any Financial Interest as defined herein.

**This policy was adopted by BPIA's Board of Directors on June 20, 2015.**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date

**BOARD OF DIRECTORS**  
**Annual Acknowledgment and Disclosure Form**

I have read the BPIA Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a member of the BPIA Board of Directors. If I become aware of any Financial Interest at any time following the submission of this form, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the BPIA Board of Directors or the President of BPIA in writing.

Do you or a family member have a current or potential ownership or investment interest in:

€ Yes € No

a. any entity with which BPIA has a transaction or arrangement, other than BPIA membership; or

€ Yes € No

b. a compensation arrangement or contract under which BPIA is or may be obligated to make payments or render services, other than services ordinarily provided to BPIA members.

**If you answered “Yes” to any of the above, please explain in a separate statement.**

**Disclosure of Financial Interest:**

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**APPROVED** on \_\_\_\_\_ [date]

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Signature

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Printed Name

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Title

**EMPLOYEE****Annual Acknowledgment and Disclosure Form**

I have read the BPIA Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as an employee of BPIA. If I become aware of any undisclosed Financial Interest at any time following the submission of this form, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the BPIA Board of Directors or the President/CEO of BPIA in writing.

Have you or a family member received or expect to receive any material financial benefit from BPIA other than under the terms of your employment with BPIA? € Yes € No

Have you or a family member provided or expect to provide any financial benefit to any Interested Person, as defined in the BPIA conflict of interest policy? € Yes € No

Do you have a family relationship or business relationship with any member of the BPIA Board of Directors? € Yes € No

Are you aware of any relationship that would constitute a Financial Interest under the BPIA Conflict of Interest Policy, other than the Financial Interest disclosed in the terms of your employment agreement with BPIA? € Yes € No

**If you answered "Yes" to any of the above, please explain in a separate statement.  
Disclosure of Financial Interest:**

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**APPROVED** on \_\_\_\_\_ [date]

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Signature

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Printed Name

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Title

**CONTRACTOR****Annual Acknowledgment and Disclosure Form**

I have read the BPIA Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a contractor to BPIA. If I become aware of any Financial Interest at any time following the submission of this form, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the BPIA Board of Directors or the President/CEO of BPIA in writing.

Have you or a family member received or expect to receive any material financial benefit from BPIA other than under the terms of your contract with BPIA? ☐ Yes ☐ No

Have you or a family member provided or expect to provide any financial benefit to any Interested Person, as defined in the BPIA conflict of interest policy? ☐ Yes ☐ No

Do you have a family relationship or business relationship with any employee of BPIA or member of the BPIA Board of Directors? ☐ Yes ☐ No

Are you aware of any relationship that would constitute a Financial Interest under the BPIA Conflict of Interest Policy, other than the Financial Interest disclosed in the terms of your contract with BPIA? ☐ Yes ☐ No

**If you answered "Yes" to any of the above, please explain in a separate statement.**

**Disclosure of Financial Interest:**


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**APPROVED** on \_\_\_\_\_ [date]

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title