

## **Conflict of Interest Policy for the New Hampshire Society of Professional Engineers Educational Fund, Inc.**

The purpose of the following policy and procedures is to complement the Articles of Incorporation, Bylaws, and Operating Procedures for the New Hampshire Society of Professional Engineers Educational Fund, Inc., hereinafter referred to as NHSPE-EF, to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to NHSPE-EF, or result in personal financial, professional, or political gain on the part of such persons at the expense of NHSPE-EF 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 position of trust include staff members, officers, and board members of the NHSPE-EF. *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 NHSPE-EF 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 NHSPE-EF. *Member* means a Member of the NHSPE-EF, a nonprofit 501(c)(3) corporation. *Supporter* means corporations, foundations, individuals, 501(c)(3) nonprofits, and other nonprofit organizations who contribute to the NHSPE-EF.

### **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 NHSPE-EF 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 NHSPE-EF.
  - e. A board member or staff member is a member of the governing body of a contributor to NHSPE-EF, with the exception of the New Hampshire Society of Professional Engineers (NHSPE).
  - f. A volunteer working on behalf of the NHSPE-EF 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 NHSPE-EF'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. 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 or committee member.
4. Anyone in a position to make decisions about spending the NHSPE-EF's resources, who also stands to benefit from that decision, has a duty to disclose that conflict as soon as it arises (or becomes apparent) and s/he should not participate in any final decisions.