

AIA CENTRAL NEW JERSEY CONFLICT OF INTEREST POLICY

Instructions: Please (1) read this "Board of Trustees Conflict of Interest Policy," (2) check the appropriate box in Section 6, (3) sign and date the Policy, and (4) return it to the President.

- (1) Individuals elected to the AIA CENTRAL NEW JERSEY Board of Trustees or serving in any governance capacity shall not engage in activities that might interfere with the discharge of their responsibilities to AIA CENTRAL NEW JERSEY or in transactions that reasonably might affect the judgments they exercise on behalf of AIA CENTRAL NEW JERSEY.
- (2) Individuals elected to the AIA CENTRAL NEW JERSEY Board of Trustees or serving in any governance capacity have certain fiduciary responsibilities as well as legal duties to AIA CENTRAL NEW JERSEY (the duty of loyalty, duty of care and duty of obedience), which include an obligation to disclose any potential or actual conflicts of interest incurring such conflicts.

A conflict of interest exists when the interests or concerns of any Officer, Trustee, Section Director, or Governance holder are or may be seen as conflicting or competing with the interests or concerns of AIA CENTRAL NEW JERSEY. This includes but is not limited to situations where an Officer, Trustee, or Section Director may personally benefit, directly or indirectly, from a decision made by the Board. Such a conflicting or competing interest may, but does not necessarily have to, involve an outside corporation that has received funds from AIA CENTRAL NEW JERSEY, has granted funds to AIA CENTRAL NEW JERSEY or has provided AIA CENTRAL NEW JERSEY with goods or services.

A conflict of interest may also occur when an Officer, Trustee, Section Director, or Governance holder, serves in a professional or volunteer capacity for another organization whose interest's conflict or may be seen as conflicting or competing with the interests or concerns of AIA CENTRAL NEW JERSEY. Where the individual's legal duties to AIA CENTRAL NEW JERSEY and duties to another organization are in actual or perceived conflict, the individual is obligated to both organizations to cure or eliminate the conflict.

- (3) An Officer, Trustee, Section Director, or Governance holder, who serves as a director, trustee, officer, staff member, consultant or in a similar capacity to another Corporation that is currently providing funds to AIA CENTRAL NEW JERSEY, or is providing goods or services to AIA CENTRAL NEW JERSEY, or is receiving financial support from AIA CENTRAL NEW JERSEY or has some other direct tangible financial relationship with AIA CENTRAL NEW JERSEY, or who serves in a volunteer capacity for another organization whose interests conflict or may be seen as conflicting or competing with the interests or concerns of AIA CENTRAL NEW JERSEY shall disclose such information in a written, annual conflict of interest statement, and shall update that statement in a timely manner as circumstances

change. In addition, if any immediate family member of a Governance holder also serves in a similar capacity for another Corporation of the type described above, such Governance holder shall disclose such information annually.

- (4) In addition, should any situation arise, information come to the Governance holder's attention, or any action or deliberations of AIA CENTRAL NEW JERSEY that creates a potential or actual conflict of interest, such individual shall immediately disclose the conflict to the AIA CENTRAL NEW JERSEY Secretary and suspend his or her participation in any discussions with either AIA CENTRAL NEW JERSEY or the other interest served by the individual until the conflict can be cured.

When any such conflict of interest is relevant to a matter requiring action by the AIA CENTRAL NEW JERSEY Board of Trustees the interested person shall call it to the attention of the AIA CENTRAL NEW JERSEY Board of Trustees, or any relevant Committee, and such person shall not vote on the matter; if appropriate, such Governance holder shall also absent him/herself from the discussion of the matter. Specifically, in considering a request to provide grant, loan or other funds to, or to borrow funds from, or to contract with, another Corporation with which a Governance holder is affiliated, the concerned Governance holder shall notify the President of the Board, or the Chairperson of the Committee, of the relationship of such Governance holder to the other Corporation that is the subject of the matter before the Board, or the Committee, and such Governance holder's relationship, if any, to the consideration and development of the proposal before the Board, or Committee. If there is a potential situation of this nature but the Governance holder is not certain if the circumstances come within such procedure, such Governance holder may consult with the AIA CENTRAL NEW JERSEY Secretary to determine the best course of action.

The minutes of the meeting of the AIA CENTRAL NEW JERSEY Board of Trustees or any Board committee, shall reflect that the potential conflict of interest was disclosed, that the interested person did not participate in the voting on such matter, and, if that was the case, was not present during the discussion of such matter.

- (5) A copy of this Conflict of Interest Policy shall be furnished to each current Governance holder. All new Governance holders shall be advised of this Policy upon undertaking the duties of such office. This Policy shall be reviewed annually or as requested by the Governance holders.
- (6) Do you have (1) a family relationship or business relationship with any other AIA CENTRAL NEW JERSEY officer, director, trustee or key employee, or (2) any other organizational relationship such as serving in a volunteer capacity for another volunteer or other organization whose interests conflict or may be seen as conflicting or competing with the interests or concerns of AIA CENTRAL NEW JERSEY? () Yes () No

If Yes, please explain:

Note: For purposes of the term “family relationship,” “family means the individual’s spouse, ancestors, brothers, and sisters (Whether whole or half-blood) children (whether natural or adopted), grandchildren, great grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren.

For purposes of the term “business relationship,” relationship to be disclosed is as follows:

1. One person is employed by the other as a sole proprietorship or by an organization which the other person is associated as a trustee, director, officer, key employee, or greater than 35% owner (for example, one board member works as an employee for a business that is 50% owned by another board member).
2. One person transacts business with the other (other than in the ordinary course of either party's business on the same terms as are generally offered to the public), directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of \$10,000 in the aggregate during the organization’s tax year (i.e., a relationship must be disclosed only if the transactions are both in excess of \$10,000 in the aggregate and on terms not generally offered to the general public).
3. The two persons are each a director, trustee, officer or greater than 10% owner in the same business or investment entity.

I have read and agree to adhere to the AIA CENTRAL NEW JERSEY Board of Trustees Conflict of Interest Policy

Print Name of AIA CENTRAL NEW JERSEY Board Member

Member Signature of AIA CENTRAL NEW JERSEY Board Member

Member Date

PLEASE RETURN A COMPLETED COPY OF THIS BOARD OF TRUSTEES
CONFLICT OF INTEREST POLICY TO: president@AIACNJ.org