

Conococheague Audubon Society, Inc. (CAS)

Conflict of Interest Policy for Officers and Directors

Adopted by Executive Committee and Board of Directors on September 23, 2024

Article I—Statement of Policy

As a non-profit entity, it is CAS policy to avoid both the appearance and the actuality of any private benefit to individuals who are in a position of authority in the organization. This conflict of interest policy implements Section 2 of Article II of the CAS Constitution, which states in part that CAS property, assets, profits, and net income are irrevocably dedicated to charitable purposes and no part of CAS property, assets, profits or net income shall ever inure to the benefit of any officer or director thereof.

Article II—Definitions

“Board of Directors” and “Board” mean the Board of Directors as defined in Section 3 of Article III of the CAS By-Laws.

“Charitable purpose” means the CAS purpose as stated in its Articles of Incorporation, which is to protect wilderness areas, refuges, and parks; to encourage good use of nature's storehouse of resources; and to open the eyes of young and old that all may enjoy the beauty of the outdoor world and share in conserving its wonders forever.

“Conflict of Interest” means a transaction or arrangement, potential or actual, in which the obligation of a CAS officer or director to further CAS’ charitable purpose is at odds with his or her private financial or personal interests.

“Director” means an individual elected as a director in accordance with Article IV of the CAS By-Laws.

“Executive Committee” means the committee of officers as defined in Section 2 of Article III of the CAS By-Laws.

“Officer” means an individual holding an office as defined in Section 1 of Article III of the CAS By-Laws.

Article III--Procedures

Whenever a CAS officer or director has a financial or personal interest in any matter that has affected, currently affects, or may affect a CAS charitable purpose, he or she shall fully disclose the nature of the interest to the Board and the Executive Committee and be given an opportunity to present all relevant facts to the Board and Executive Committee. The disclosing officer or director shall withdraw from discussing, lobbying, and voting on the matter.

Upon receipt of such disclosure and consideration of any facts presented by the disclosing officer or director, as well as any due diligence conducted by the Board or Executive Committee, the Board and Executive Committee shall decide by majority vote of the disinterested officers and directors if a conflict of interest exists. A conflict of interest exists only if the Board and Executive Committee decide that a conflict of interest exists in accordance with this policy.

If the Board and Executive Committee determine a conflict of interest exists, the Board and Executive Committee shall determine whether CAS could 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. If the Board and Executive Committee find that a more advantageous transaction or arrangement is not reasonably feasible, the Board and Executive Committee shall determine by a majority vote of the disinterested officers and directors whether the disclosed transaction or arrangement is in CAS's best interest, for its own benefit, and whether it is fair and reasonable. The minutes of meetings at which such votes are taken shall record any disclosures made to the Board and Executive Committee about actual or potential conflicts of interests by a CAS officer or director and that the disclosing officer or director was not present during discussion and abstained from voting.

If the Board and Executive Committee have reasonable cause to believe an officer or director has failed to disclose an actual or potential conflict of interest, they shall inform that person of the basis for such belief and afford that person an opportunity to explain the alleged failure to disclose. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board and Executive Committee determine the member has failed to disclose an actual or potential conflict of interest, they shall take appropriate corrective action.

Each CAS officer and director shall annually sign a statement (form attached) which affirms such person:

- a. has received a copy of this conflict of interest policy,
- b. has read and understands the policy, and
- c. has agreed to comply with the policy.

If at any time during the fiscal year a CAS officer or director becomes aware that the information in his or her annual statement has materially changed, he or she shall disclose promptly any such change to the Board and Executive Committee and revise and resubmit the annual disclosure form.

The Board and Executive Committee shall regularly and consistently monitor and enforce compliance with this conflict of interest policy through a review (form attached) by one or more designated Board members of the annual officer and director conflict of interest statements, as well as taking such other actions as necessary for effective oversight of this policy.

Article IV--Loans

Neither the Board nor the Executive Committee shall approve any loan of money or property to a CAS officer or director.

Certification

Valerie Barnes, President of CONOCOCHEAGUE AUDUBON SOCIETY, INC., and Debby Hook, Recording Secretary of CONOCOCHEAGUE AUDUBON SOCIETY, INC., certify that the foregoing is a true and correct copy of the Conflict of Interest Policy for Officers and Directors of the above-named organization, duly adopted by its Board of Directors and Executive Committee on September 23, 2024.

By: _____

Date: _____

Valerie Barnes, President

By: _____

Date: _____

Debby Hook, Recording Secretary

**Conococheague Audubon Society, Inc. ("CAS")
Annual Officer and Director Annual Conflict of Interest Statement**

1. Name: _____ Date: _____

2. Position:

Are you a director? Yes () No ()

Are you an officer? Yes () No ()

If you are an officer, which position do you hold: _____.

3. I affirm the following:

I have received a copy of the CAS Conflict of Interest Policy for Officers and Directors.

_____ (initial)

I have read and understand the policy. _____ (initial)

I agree to comply with the policy. _____ (initial)

4. Disclosures:

a. Do you have a financial or personal interest in any matter that has affected, currently affects, or may affect a CAS charitable purpose?

Yes () No ()

i. If yes, please describe it (you may attach additional pages):

ii. If yes, has the financial or personal interest been disclosed to the Board and Executive Committee, as provided in the Conflict of Interest Policy for Officers and Directors? Yes ()
No ()

Date: _____

Signature of Officer or Director

Conococheague Audubon Society, Inc. ("CAS")
Review of Officer and Director Annual Conflict of Interest Statements

1. Name of Reviewer: _____ Date: _____

2. On this date, I reviewed the Annual Officer and Director Conflict of Interest Statement of the following officer(s) or director(s):

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

3. Based on that review, I determine that said officer(s) or director(s) is in compliance with the CAS Conflict of Interest Policy for Officers and Directors.

Signature of Reviewer
