

**BATON ROUGE BAR ASSOCIATION, INC.**  
**CONFLICTS OF INTEREST POLICY**

This conflicts of interest policy is designed to assist directors, officers and employees of Baton Rouge Bar Association, Inc. (hereinafter the "Association") identify situations that present potential conflicts of interest and to provide the Association with a procedure that will allow a transaction to be treated as valid and binding even though a director, officer or employee has or may have a conflict of interest with respect to the transaction.

**1. Definitions.** As used herein, the following terms have the meanings described below:

**a. "Conflict of Interest"** means any circumstance described in Part 2 below.

**b. "Responsible Person"** means any person serving as an officer, employee or member of the Board of Directors of the Association.

**c. "Family Member"** means a spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.

**d. "Material Financial Interest"** in an entity means a financial interest of any kind, that, in view of all the circumstances, is substantial enough that it reasonably could affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. Employment, the conduct of over \$10,000 of business in any one year, and ownership of a ten percent (10%) or more interest will be rebuttably presumed to be material financial interests.

**e. "Contract or Transaction"** means any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship with the Association. For purposes of this policy, the making of a gift to the Association or the provision of services by the Association within the Association's tax-exempt mission is not considered a Contract or Transaction.

**2. Conflicts of Interest Defined.** For purposes of this policy, the following circumstances shall be considered Conflicts of Interest:

**a.** A Contract or Transaction between the Association and a Responsible Person or Family Member.

**b.** A Contract or Transaction between the Association and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

**c.** A Responsible Person competing with the Association in the rendering of services or in any other Contract or Transaction with a third party.

**d.** A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to; an entity or individual that competes with the Association in the provision of services or in any other Contract or Transaction with a third party.

**e.** A Responsible Person accepting gifts, entertainment or other favors from any individual or entity that: (1) does or is seeking to do business with, or is a competitor of the Association; or (2) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from the Association.

### **3. Procedures.**

**a.** Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

**b.** A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

**c.** A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

**d.** A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting may be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. An action on a Contract or Transaction shall be approved if it receives the affirmative vote of a majority of the disinterested persons entitled to vote. For purposes of this paragraph, a member of the Board of Directors of the Association has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.

**e.** Responsible Persons who are not members of the Board of Directors of the Association, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to the president or executive director any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. In the event that the conflict involves the president or executive director, disclosure shall be made to a vice president or other officer of the Association. Such disclosure shall be made as soon as the Conflict of Interest is known to the

Responsible Person. The Responsible Person shall refrain from any action that may affect the Association's participation in such Contract or Transaction. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the President or the President's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

**4. Confidentiality.** Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of the Association. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the Association for the personal profit or advantage of the Responsible Person or a Family Member.

**5. Review of Policy.**

**a.** Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.

**b.** Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a director of or consultant to a nonprofit Association, or ownership of a business that might provide goods or services to the Association. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the President, the Executive Director and any staff and committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

**c.** This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

**BATON ROUGE BAR ASSOCIATION, INC.**  
**CONFLICTS OF INTEREST DISCLOSURE STATEMENT**

Being an officer, director, or key employee\* of Baton Rouge Bar Association, Inc. (hereinafter, the "Association") is a position of trust that must be exercised in honesty and good faith. Holding such a position requires loyalty that is undivided and allegiance that is influenced only by consideration for the welfare of the Association and the pursuit of its tax-exempt mission. In order to ensure that your fiduciary duties to the Association are not inadvertently compromised, all officers, directors, and key employees are required to complete this Conflicts of Interest Disclosure Statement annually.

Attached is a copy of the Conflicts of Interest Policy adopted by the Association. Please review this policy carefully. After your review, please answer the questions included on the attached questionnaire and return the completed questionnaire to \_\_\_\_\_

The questions asked below are continuing in nature, and you have an affirmative obligation to update your answers in the future should circumstances arise that would render any of your answers inaccurate.

Please attach a separate sheet containing detailed information regarding any questions that are answered "yes," including the names and relationships of the persons involved and the amounts involved, as applicable.

**PERSONAL INFORMATION:**

Name: \_\_\_\_\_

Home Address: \_\_\_\_\_

Home Phone: \_\_\_\_\_ Mobile Phone: \_\_\_\_\_

Employer Name (if not the Association): \_\_\_\_\_

Business Address: \_\_\_\_\_

Business Phone: \_\_\_\_\_ Title/Position: \_\_\_\_\_

Please check all that apply:

- I am a voting Board member
- I am an ex-officio Board member
- I am an employee
- I am a member of a Board Committee
- I am an officer

\_\_\_\_\_  
\* The term "key employee" as used herein includes employees that fall into that category as defined for purposes of IRS Form 990, other than officers, directors, and trustees, who (a) had reportable compensation exceeding \$150,000 for the year (the "\$150,000 test"); (b) had or shared organization-wide control or influence similar to that of an officer, director, or trustee, or managed or had authority or control over at least 10 percent of the organization's activities (the "responsibility test"); and (c) were within that group of the organization's top 20 highest paid persons for the year who satisfied both the \$150,000 test and the responsibility test.

## **RELATIONSHIPS WITH THE ASSOCIATION**

Answer “yes” to any of the questions below if the answer is affirmative as to you, any of your family members,\*\* or any business in which you are an officer, director, or in which you own a 35% or more interest.

- a. Received any direct or indirect payment, loan, grant, or other cash or non-cash economic benefit from the Association?

Yes  No

- b. Made any direct or indirect payment, loan, grant, or contribution or extended any cash or non-cash benefits to the Association?

Yes  No

- c. Leased any office, other real property, equipment, or other personal property from the Association?

Yes  No

- d. Entered into any contract, agreement or arrangement for the provision of goods or services (including but not limited to legal, accounting, banking, insurance, or consulting services) to the Association?

Yes  No

- e. Employed or retained the services of any individual who serves as a director, trustee, officer, or employee of the Association?

Yes  No

## **FAMILY RELATIONSHIPS**

Do you have any family relationship with any board member, officer, or employee of the Association?

Yes  No

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\*\* “Family members” include your spouse, ancestors, descendants, siblings (whole or half), and the spouses of your ancestors, descendants, and siblings.

**BUSINESS RELATIONSHIPS**

Are you an officer, director, or 35% or more owner of a business that employs another Association board member, officer, or employee?

Yes  No

Other than in the ordinary course of business, have you engaged in any business transactions with any other Association board member, officer, or employee involving a transfer of cash or property valued in excess of \$10,000 during the past year?

Yes  No

Are you a 10% or more owner of any business enterprise as to which another Association board member, officer, or employee is also a 10% or more owner?

Yes  No

**GIFTS AND ENTERTAINMENT**

During the past year, have you received gifts, payments and/or entertainment (other than common business courtesies which are reasonable in nature and cost) from people doing business with the Association?

Yes  No

**OTHER PERCEIVED CONFLICTS OF INTEREST**

Have you been involved in any other activity during the past year that might be perceived as a possible conflict of interest?

Yes  No

I hereby certify that, to the best of my knowledge, the foregoing information is complete and accurate. I certify that I have fully disclosed any conflict or perceived conflicts with the Association and I agree to update this information at any time such a potential conflict arises. I have reviewed, and further agree to abide by, the Conflict of Interest Policy of Baton Rouge Bar Association, Inc. that is currently in effect.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature