

**Adopted by the Board on October 28, 2016**

**NATIONAL ASSOCIATION OF SCIENCE WRITERS, INC.  
CONFLICTS OF INTEREST POLICY**

ARTICLE I

PURPOSE

The purpose of the conflict of interest policy is to protect the interests of the National Association of Science Writers, Inc. (the “Association”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, or key employee of the Association or might result in a possible excess benefit transaction. The purpose of this policy is also to ensure that the Association’s directors, officers, and key employees act in the Association’s best interests and comply with applicable legal requirements. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

DEFINITIONS

Section 1. Interested Person. Any director, officer, or key employee who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2. Key Employee. A key employee is any person who is in a position to exercise substantial influence over the affairs of the Association, as further defined in Section 102(a)(25) of the New York Not-for-Profit Corporation Law (the “N-PCL”), as such section may be amended from time to time.

Section 3. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Association has a transaction or arrangement;
- (b) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

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

Section 4. Conflict of Interest. A financial interest is not necessarily a conflict of interest. A Conflict of Interest exists when the circumstances of a transaction or arrangement

might benefit the private interest of a director, officer, or key employee of the Association or might result in a possible excess benefit transaction. A person who has a financial interest may have a conflict of interest only if the authorized body decides that a conflict of interest exists. A conflict of interest may exist when the interests or potential interests of any director, officer, or staff member, or that person's close relative, or any individual, group, or organization to which the person associated with the Association has allegiance, may be seen as competing with the interests of the Association, or may impair such person's independence or loyalty to the Association. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, officer, or staff member in a manner that is adverse to the interests of the Association.

### **Examples**

A conflict of interest may include, but is not limited to, instances in which a director, officer, staff member, or close relative:

-Has a business or financial interest in any third party dealing with the Association. This does not include ownership interest of less than 5 percent of outstanding securities of public corporations.

-Enters contests or fellowship, grant, or award programs sponsored by the Association. Board members may not apply for Association-sponsored grant or fellowship programs during their tenure. Board members may enter award or contest programs as long as they recuse themselves from voting on any award or contest matters. Board members may not serve as judges for an Association-sponsored award or contest programs during board tenure. Board members must appropriately disclose the conflict of interest as described below.-

Holds office, serves on a board, participates in management, or is employed by any third party dealing with the Association, other than direct funders to the Association. Derives remuneration or other financial gain from an external transaction involving the Association (other than salary reported on a W-2 or W-9 or salary and benefits expressly authorized by the board).

-Receives gifts from any third party on the basis of his or her position with the Association (other than occasional gifts valued at no more than \$[50]). All other gifts should be returned to the donor with the explanation that the Association policy does not permit the acceptance of gifts. No personal gift of money should ever be accepted.

-Engages in any outside employment or other activity that will materially encroach on such person's obligations to the Association; compete with the Association's activities; involve any use of the Association's equipment, supplies, or facilities; or imply the Association's sponsorship or support of the outside employment or activity.

### Use of Information

Directors, officers, and staff shall not use information received from participation in the Association affairs, whether expressly denominated as confidential or not, for personal gain or to the detriment of the Association.

Section 5. Authorized Body. The authorized body is the Association's audit committee, or if at any time there is no audit committee, the Association's Board of Directors.

Section 6. Related Party. A related party is (i) any director, officer or key employee of the Association or any affiliate of the Association, or any other person who exercises the powers of directors, officers or key employees over the affairs of the Association or any affiliate of the Association; (ii) any relative of any individual described in clause (i) above; or (iii) any entity in which any individual described in clauses (i) or (ii) above has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

Section 7. Related Party Transaction. A related party transaction is any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the Association or any affiliate of the Associations is a participant. See Article VI of this policy for more details regarding related party transactions.

Section 8. Relative. A relative of an individual is (i) his or her spouse or domestic partner as defined in section 2994-a of the New York Public Health Law; (ii) his or her ancestors, brothers and sisters, children, grandchildren, great-grandchildren; or (iii) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great-grandchildren.

### ARTICLE III

#### PROCEDURES

Section 1. Duty to Disclose. In connection with any actual or potential conflict of interest, an interested person must disclose the existence of his or her financial interest, and the material facts concerning such interest and the proposed transaction or arrangement, to the authorized body.

Section 2. Determining Whether a Conflict of Interest Exists. The authorized body shall decide if a conflict of interest exists.

Section 3. Procedures for Disclosing and Addressing the Conflict of Interest.

- (a) If requested by the authorized body, an interested person may make a presentation at a meeting of the authorized body, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The interested person is prohibited from attempting to influence the deliberation or voting on the matter giving rise to the possible conflict of interest.
- (b) The Chairman of the authorized body shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- (c) After exercising due diligence, the authorized body shall determine whether the Association 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.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the authorized body shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflicts of Interest Policy.

- (a) If the authorized body has reasonable cause to believe a director, officer or key employee has failed to disclose actual or potential conflicts of interest, it shall inform such person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing such person's response and after making further investigation as warranted by the circumstances, the authorized body determines that such person has failed to disclose an actual or possible conflict of interest, the authorized body shall take appropriate disciplinary and corrective action.

ARTICLE IV

RECORDS OF PROCEEDINGS

Section 1. Minutes. The minutes of the proceedings of the authorized body shall contain documentation of the existence and resolution of any actual or possible conflicts, including in the minutes of any meeting at which the conflict was discussed or voted upon:

- (a) The names of the 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, any action taken to determine whether a conflict of interest was present, and the authorized body's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons 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

### COMPENSATION

Section 1. Board Members Precluded from Voting. A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from participating in deliberation or voting on matters pertaining to that member's compensation; provided, that such member may deliberate or vote concerning compensation for service on the Board that is to be made available or provided to all members of the Board on the same or substantially the same terms.

Section 2. Committee Members Precluded from Voting. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

Section 3. No Prohibition on Information. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation prior to the commencement of deliberations or voting relating thereto.

## ARTICLE VI

### RELATED PARTY TRANSACTIONS

Section 1. Procedures. Procedures for disclosing, addressing, and documenting related party transactions are found in Article VIII of the Bylaws.

## ARTICLE VII

### ANNUAL STATEMENTS AND DISCLOSURES

Section 1. Annual Statements. Each director, officer, and key employee shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy, and
- (d) Understands the Association is charitable 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.

Section 2. Disclosure. Prior to the initial election or appointment of a director, officer or key employee, and annually thereafter, such director, officer or key employee shall complete, sign and submit to the Secretary of the Association or a designated compliance officer, a written statement identifying, to the best of his or her knowledge, any relationships or transactions which may give rise to, or constitute, a conflict of interest, and any entity of which such director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Association has a relationship. The Secretary or designated compliance officer will provide a copy of all completed statements to the chair of the authorized body.

## ARTICLE VIII

### PERIODIC REVIEWS

Section 1. Periodic Reviews. To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the authorized body shall conduct periodic reviews. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on appropriate information concerning comparables, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, including the provisions in the Association's Bylaws regarding Related Party Transactions, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## ARTICLE IX

### USE OF OUTSIDE EXPERTS

Section 1. Outside Experts or Advisors. When conducting the periodic reviews as provided for in Article VIII, the Association may, but need not, use outside experts or advisors. If outside experts or advisors are used, their use shall not relieve the authorized body of its responsibility for ensuring periodic reviews are conducted.

**NATIONAL ASSOCIATION OF SCIENCE WRITERS, INC.  
CONFLICTS OF INTEREST ACKNOWLEDGMENT FORM**

The attached Conflict of Interest Policy is designed to assist directors, officers, and key employees of the National Association of Science Writers, Inc. (the "Association") in meeting their ongoing responsibility to disclose business or personal interests that may create a conflict of interest. Please complete and sign this form and return it to the Secretary of the Association or designated compliance officer.

Section 1. Disclosure of Potential Conflicts of Interest. Please disclose any potential conflicts of interest in the space below, or on additional paper as needed. Please also disclose any entity of which you are an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Association has a relationship.

Section 2. Acknowledgment. The following is an acknowledgment stating that you have received a copy of the Association's Conflict of Interest Policy, have read it and understand it, and agree to comply with it.

I hereby acknowledge that I have received a copy of the Conflict of Interest Policy of the Association and that I have read it and understand it. I hereby agree to abide by and comply with the procedures contained in the Conflict of Interest Policy. I understand that the Association is charitable and, in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signature: \_\_\_\_\_

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

Date:  
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