

Saramana Chapter Florida Society

Sons of the American Revolution

CONFLICT OF INTEREST / CODE OF ORGANIZATIONAL CONDUCT

Section 1. Purpose:

The Saramana Chapter is a not for profit, tax-exempt organization. Maintenance of its tax-exempt status is important for both continued financial stability, public and member support. Therefore, the Internal Revenue Service, as well as other regulatory agencies, tax officials and other stakeholders view the policy and operations of the Sons of the American Revolution (SAR) as a public trust, which is subject to scrutiny by and accountable to such authorities as well as its constituents.

Consequently, there does exist between the Saramana Chapter and its officers, committee chairmen, board of governor members, committee members, and the general public a fiduciary duty that carries with it a broad and clear duty of fidelity and loyalty. The officers, committee chairmen, board of governor members, and committee members have the responsibility to administer the affairs in an honest and prudent manner, exercising the best skill, abilities and judgment for the sole benefit of the Saramana Chapter. Those persons who serve in leadership capacities shall exercise good faith in all matters and transactions, and shall refrain from practices that allow personal gain or benefit due to knowledge or influence. The interest of the SAR shall be the priority in all decision and actions.

Section 2. Persons Concerned:

This code and statement is intended for all officers, board of governor members, and others as so determined by the board of governors of the Saramana Chapter. All persons who may influence decisions of the Saramana Chapter may be added at any time.

Section 3. Areas of Potential Conflict:

Conflicts may arise in relations to officers, and board of governor members, with any of the following third parties:

1. Persons and firms supplying goods and services to the Saramana Chapter.
2. Persons and firms from whom the Saramana Chapter leases property or equipment.
3. Persons and firms with whom the Saramana Chapter is maintaining or plans to maintain a business relationship that involves the sale of real estate, securities, or other property.
4. Other organizations.
5. Donors and others supporting the Saramana Chapter.
6. Agencies, organizations, and associations that affect the operations of the Saramana Chapter.
7. Family members, close associates and other employees.

Section 4. Nature of Conflict Of Interest:

A conflicting interest may be defined as an interest, direct or indirect, with any person or firms mentioned in Section 3. Such interest may arise from the following activities:

1. Owning stock or holding debt or other proprietary interest in a third party dealing with the Saramana Chapter.

2. Holding office, serving on the board, participation in management, or being otherwise employed or previously employed with any third party who conducts business or intends to conduct business with the Saramana Chapter.
3. Receiving remuneration for services with respect to individual transactions involving the Saramana Chapter.
4. Using the time, personnel, equipment, good will or other resources of the Saramana Chapter for activities other than approved activities, programs, and functions.
5. Receiving personal gifts, professional opportunities or loans from third-party vendors conducting business or intending to conduct business with the Saramana Chapter. Receipt of any gift of cash is prohibited. Gifts with a value of less than \$25 (twenty-five dollars) may be accepted only if the acceptance avoids a discourtesy.

Section 5. Interpretation of Policy:

The areas of conflicting interest listed in Sections 3 and 4 are examples of potential conflicts and may be expanded as situations dictate. All persons who serve in leadership and critical areas of the Saramana Chapter shall use best judgment to determine any possible conflicts. The Saramana Chapter appointed Chancellor shall be consulted on any question of this policy.

Persons in leadership positions of the Saramana Chapter shall disclose any potential conflict before transactions are consummated. The leadership shall scrutinize all transactions and disclose any activities that are, or have the appearance of, a conflict to the board of managers immediately upon knowledge of such activities.

This policy, once enacted, shall be mandatory for all affected members. Any change of the policy will require a two-thirds affirmative vote of the board of governors and a two-thirds affirmative vote of the members. Such vote will occur at a called meeting of the board of governors and members at a regularly scheduled meeting.

Section 6. Disclosure Policy and Procedure:

Transactions with parties with whom a conflicting interest exists may only be undertaken when all four (4) stipulations are met:

The conflict of interest is fully disclosed.

The person with the conflict refrains from discussion and approval of such transaction.

A competitive bid or comparable valuation exists.

The leadership, board of governors, members, or duly constituted committee determines that the transaction serves the best interest of the Saramana Chapter.

Disclosure shall be made to the Saramana Chapter President (Saramana Vice-President if the Saramana Chapter President is the person in conflict) and the Saramana Chapter appointed Chancellor who shall bring the matter to the Board of Governors for discussion and resolution. Disclosures that involve Board of Governor members shall be made to the Saramana Chapter President and the Saramana Chapter appointed Chancellor.

The duly constituted committee shall determine whether a conflict exists. Further, the constituted body shall determine in a fair, just, and reasonable manner if the approval of such transaction with the disclosed conflict best serves the interest and mission of the Saramana Chapter.

A Saramana Chapter Conflict of Interest Statement must be signed each year by all officers, board of governor members, and others as so determined by the board of governors of the Saramana Chapter.