Policy on Conflicts of Interest and Disclosure of Certain Interests

The following resolution was duly adopted by written consent by the Board of Directors of International Association of Electrical Inspectors (the “Organization”) on February 21, 2018.

This Conflict of Interest policy is designed to help directors, officers and employees of INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS (the “Organization”) identify situations that present potential conflicts of interest and to provide the Organization with a procedure which, if observed, 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. The policy is intended to comply with the procedures prescribed in Texas Business Organizations Code, Chapter 22, Section 22.230, governing conflicts of interest for directors of nonprofit corporations. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in Section 22.230, the statute shall control. All capitalized terms are defined in Part 2 of this policy.

I. Conflict of Interest Defined. For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

A. Outside Interests.

   (i) A Contract or Transaction between the Organization and a Responsible Person or Family Member.

   (ii) A Contract or Transaction between the Organization 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.

B. Outside Activities.

   (i) A Responsible Person or Family Member competing with the Organization in the rendering of services or in any other Contract or Transaction with a third party.

   (ii) 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 Organization in the provision of services or in any other Contract or Transaction with a third party.

C. Gifts, Gratuities and Entertainment. A Responsible Person or Family Member accepting
gifts, entertainment or other favors from any individual or entity that:

(i) does or seeks to do business with, or is a competitor of the Organization;

(ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from the Organization; or under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the Organization.

II. Definitions.

A. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.

B. A "Responsible Person" is any person serving as a director, officer, employee, or member of the board of directors of the Organization.

C. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.

D. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party.

E. A "Contract or Transaction" is 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, or review of a charitable organization by the Organization. The making of a gift or contribution to the Organization is not a Contract or Transaction.

III. 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 shall not 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.

E. Responsible Persons who are not members of the board of directors of the Organization, 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 chair or the chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. 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 Organization 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 chair or the chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

IV. 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 Organization. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the Organization for the personal profit or advantage of the Responsible Person or a Family Member.

V. 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. As requested by the Chair of the Board or the Board of Directors, each Responsible Person shall 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 trustee of or consultant to the Organization, or ownership of a business that might provide goods or services to the Organization. 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 Chair, and any 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.

Secretary of the Board

David Clements
Annual Conflict of Interest Information Form

1. Name: ________________________________ Date: ________________________________

2. Position:
   Are you a voting Director? _____ Yes _____ No
   Are you an Officer? _____ Yes _____ No
   If you are an Officer, what Officer position do you hold? _______________________

3. I affirm the following:
   I have received a copy of the Conflict of Interest Policy of INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS. _____ (initial) I have read and understand the policy. _____ (initial) I agree to comply with the policy. _____ (initial) I understand that INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax- exempt purposes. _____ (initial)

4. Disclosures:
   A. Have you or any Family Member provided services to property to INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS in the past year?
      _____ YES _____ NO
      If yes, please describe the nature of the services or property and if a Family Member is involved, the identify of the Family Member and your relationship with that person:

      __________________________________________________________
      __________________________________________________________
      __________________________________________________________

   B. Have you or any Family Member purchased services or property from INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS in the past year?
      _____ YES _____ NO
      If yes, please describe the nature of the services or property and if a Family Member is
involved, the identify of the Family Member and your relationship with that person:


C. Please indicate whether you or any Family Member had any direct or indirect interest in any business transaction(s) in the past year to which INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS was or is a party?

   _____ YES _____ NO

   If yes, describe the transaction(s) and if a Family Member is involved, the identity of the Family Member and your relationship with that person:


D. Were you or any of your Family Members indebted to pay money to INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS at any time in the past year (other than travel advances or the like)?

   _____ YES _____ NO

   If yes, describe the transaction(s) and if a Family Member is involved, the identity of the Family Member and your relationship with that person:


E. In the past year, did you or any Family Members receive, or become entitled to receive, directly or indirectly, any personal benefits from INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS or as a result of your relationship with INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS that in the aggregate could be valued in excess of $1,000, that were not or will not be compensation directly related to your duties to INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS?

   _____ YES _____ NO

   If yes, please describe the benefit(s) and if a Family Member is involved, the identity of the Family Member and your relationship with that person:


F. Are you or any of your Family Members a party to or have an interest in any pending legal proceedings involving INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS?

_____ YES _____ NO

If yes, please describe the proceeding(s) and if a Family Member is involved, the identity of the Family Member and your relationship with that person:

________________________________________________________________________

________________________________________________________________________

________________________________________________________________________

________________________________________________________________________

G. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by board of directors of INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS in accordance with the terms and intent of INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS’ Conflict of Interest policy?

_____ YES _____ NO

If yes, please describe the situation(s) and if a Family Member is involved, the identity of the Family Member and your relationship with that person:

________________________________________________________________________

________________________________________________________________________

________________________________________________________________________

________________________________________________________________________

Signature

Date

Printed Name: