

	POLICY / PROCEDURE		No.	01
	Conflict of Interest Policy		Effective Date	12/09/2016
			Revision Letter	A
			Final Approver	C.L. "Skeet" McCracken

1.0 Purpose

The purpose of the conflict of interest policy is to protect the Rocky Mountain Governmental Purchasing Association's (RMGPA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the RMGPA. 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.

2.0 Scope

This document applies to any RMGPA director, principal officer or member of a committee with governing board delegated powers who has direct or indirect financial interest such as:

- An ownership or investment interest in any entity with which RMGPA has a transaction or arrangement,
- A compensation arrangement with RMGPA or with any entity or individual with which RMGPA has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which RMGPA is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the governing board or committee decides that a conflict of interest does exist.

3.0 Policy

This Policy/Procedure of the RMGPA shall ensure the following:

- 3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- 3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

4.0 Responsibilities

- 4.1 The RMGPA Board shall ensure compliance to this policy/procedure document
- 4.2 Each director, principal officer and member of a committee with governing board delegated powers shall on odd-numbered years sign and submit a biannual disclosure statement, attached hereto as Appendix A, to the Secretary and President of RMGPA. The Board of Directors of RMGPA may from time to time amend the content and form of the Statement.

5.0 Procedures

- 5.1. Procedure for Addressing the Conflict of Interest.
 - 5.1.1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 5.1.2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 5.1.3. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.
 - 5.1.4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.
- 5.2 Violations of Conflict of Interest Policy.
 - 5.2.1 If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall

inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- 5.2.2 If, after hearing the member's response and after making further investigation as warranted by the circumstances the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

6.0 Document Approvals

- 6.1 Each director, principal officer and member of a committee with governing board delegated powers shall annually read the statement on their respective job description which affirms such person:
- 6.1.1 Has received a copy of the conflicts of interest policy,
 - 6.1.2 Has read and understands the policy,
 - 6.1.3 Has agreed to comply with the policy, and
 - 6.1.4 Understands the RMGPA is a non-profit organization and in order to maintain its tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7.0 Revision History

Effective Date	Rev Letter	Document Author	Description of Change
12/09/2016	A	Skeet McCracken	Revised numbering scheme in 4.0 for consistency (sub-heading read 5.1)
12/09/2016	A	Skeet McCracken	Added 4.2 – new Appendix A

APPENDIX A

Rocky Mountain Governmental Purchasing Association Conflict of Interest Disclosure Statement for The Board of Directors

I, _____, hereby acknowledge that as _____ of RMGPA, I occupy a position of trust and that I am expected to act in good faith and with loyalty to RMGPA. I have read the RMGPA conflict of interest policy and support its intent. I declare that if any private interest of mine, or of any individual or entity with whom I have a significant relationship, conflicts with my duties and responsibilities to RMGPA, I shall voluntarily disclose that conflict. I certify that, to the best of my knowledge, no aspect of my current personal or professional circumstances places me in the position of having a private interest which is in conflict with any interest of RMGPA, or with my obligations to RMGPA. If I have any interests that may be perceived as a conflict, I am disclosing such interests below:

By signing below, I hereby acknowledge my continuing obligation to report to RMGPA's President, promptly and in writing, of any possible conflict of interest which comes to my attention during the time I serve on the Board of Directors.

Signature:

Date:

Please return signed form to RMGPA President and Secretary for electronic filing.