Michigan State Bar Foundation Conflict of Interest Policy[1]

1. APPLICATION OF POLICY. This policy applies to members of the Michigan State Bar Foundation Board of Directors, members of its committees and key employees. It prohibits any of these persons with a conflict of interest, as defined herein, from influencing organizational decisions. A copy of this policy shall be provided annually to all Board of Directors, committee members, and key employees and to each new Board of Director as they are added to the Board. Each Board of Director and key employee is required to complete and sign the annual conflict of interest disclosure statement at Paragraph 7 of this policy.

2. DUTY OF GOOD FAITH. The Michigan State Bar Foundation strives to maintain the highest ethical standards in all policies, procedures and programs in its charitable giving and to avoid conflicts of interest. All Board of Directors, officers, committee members, and key employees shall exercise good faith, openness, honesty and fair dealing in all transactions touching upon their duties to the Foundation and its property. They shall not use their positions, or knowledge gained from their positions, in a way that a conflict may arise between their own personal interest and that of the Foundation. Where a Board of Director, officer, committee member or key employee is affiliated with an organization seeking to provide services, equipment or facilities to the Foundation, the Board of Director shall use reasonable steps, such as comparability data, to ascertain that a more beneficial arrangement could not have been obtained.

3. DEFINITION OF CONFLICTS OF INTEREST. Conflicts of interest may be of different forms or scope and may be actual or apparent. Conflicts of interest include, but are not limited to: transactions that violate the self-dealing rules of the Internal Revenue Code, transactions that are unfair to the Foundation (further an individual's interests at the expense of the Foundation), and transactions that create the appearance of a conflict of interest (risking a public perception that may damage the reputation of the Foundation or its Board or management, even where the person with an interest in both organizations – "duality of interest" – can act in the interest of both).

4. DISCLOSURE. In addition to signing the annual disclosure statement, when a Board of Director, officer, committee member or key employee is affiliated with an organization seeking to provide services, equipment or facilities to the Foundation or seeking to obtain funding from the Foundation, or when such an individual has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed and made a matter of record at the time it is known that the interest may or will become a matter of Board action. An affiliation with an organization will be considered to exist when a Board of Director, officer, committee member, key employee, manager or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

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[1] Portions reprinted or adapted with permission from www.boardsource.org. BoardSource, formerly the National Center for Nonprofit Boards, is the premier resource for practical information, tools, and training for board members and executive directors of nonprofit organizations worldwide. For more information about BoardSource, visit www.boardsource.org or call 800-883-6262.

5. VOTING. Any Board of Director, officer, committee member or key employee having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter. The minutes of the meeting should reflect that the disclosure was made, that the interested Board of Directors abstained from voting, that his or her presence was not counted in determining a quorum, and, if necessary to avoid the conflict, the basis, such as comparability data, used by the Board for making the decision.

6. STATEMENT OF POSITION. The foregoing requirements should not be construed to prevent a Board of Director, officer, committee member or key employee from stating his or her position on the matter under consideration, nor from answering questions of other Board of Directors, officers, volunteers or staff relating to the matter.

7. ANNUAL DISCLOSURE STATEMENT. Please complete and sign the following disclosure. If you are uncertain about whether you may have a conflict of interest under this policy, please consult the Executive Director or the President of the Foundation.

____ I do not have a personal, business, or organizational interests that could give rise to a conflict of interest under this policy.

____ I have personal, business, or organizational interests that could give rise to a conflict of interest under this policy. If yes, please describe:

_____
_____
_____

_____
Name

_____
Date

_____
Signature (Electronic Signature permissible)

_____
Position (Director, Officer, Committee Member, Staff, Volunteer)

Please return the signed form to the Michigan State Bar Foundation Executive Director

Adopted by the Board of Directors February 15, 2006
Amended 9/16/2009
Amended 9/15/2022