

# AMERICAN FRIENDS OF YAD ELIEZER CONFLICT OF INTEREST POLICY

## Introduction and Overview

Directors, officers, and employees of American Friends of Yad Eliezer (the “Organization”) owe a duty of loyalty to the Organization. The duty of loyalty requires that, while serving the Organization, they must act not in their personal interests or in the interests of others, but solely in the interests of the Organization. Directors, officers, and key employees must have an undivided allegiance to the Organization’s mission and may not use their position, information they have about the Organization, or the Organization’s property, in a manner that allows them to secure a pecuniary or other material benefit for themselves or their immediate families at the expense of the Organization, its mission, or its reputation.

At the same time, directors are chosen because of their experience and ability to bring a valuable perspective to the deliberations of the Organization’s Board of Directors. The fact that a director, officer, key employee, or their immediate family members, has a financial interest in another organization that does business with the Organization is not necessarily disadvantageous to the Organization. However, if it appears that those persons are able to advance their own economic interests or the economic interests of any other person or organization not affiliated with the Organization because of their duties or relationship with the Organization, the interests of the Organization could be harmed, and those responsible for making decisions on behalf of the Organization could be embarrassed or criticized for failing to be aware of the potential conflict or for failing to prevent that harm.

This Conflict of Interest Policy and Procedures (the “Policy”) is designed to ensure that whenever a matter is discussed or a decision is made by the Organization governing board or committee, board and committee members first are made aware of the existence of any actual or potential conflicts of interest. The Policy also requires the Organization to gather information about such conflicts. This is done by requiring each board member, officer, and key employee and any other person who regularly attends the Organization board and committee meetings to complete and file a Conflict of Interest Disclosure Statement (“Disclosure Statement”) before serving on the board or any committee with board-designated powers. The Disclosure Statement requires each board member, officer, or key employee to disclose any business or personal interests, direct or indirect, that the person may have in an organization that competes with or does business with the Organization or any other organization affiliated with the Organization. The Policy and the Disclosure Statement contain the information and definitions each person will need to properly complete his or her personal Disclosure Statement.

## Article I: Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of the Organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization. This Policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations. Each officer, director and Key Employee of the Organization has a fiduciary responsibility to the Organization. Therefore, each such individual must oversee the affairs of the Organization in good faith and without benefiting or enabling him/herself or any other person to benefit in an improper manner from his/her position with the Organization.

## Article II: Definitions

### 1. *Interested Person*

An "Interested Person" is any director, officer, member of a committee with board delegated powers, who has a direct or indirect Financial Interest (as defined below).

An "Entity" includes any sole proprietorship, partnership, limited liability company, corporation, and any other form of enterprise. It also includes any nonprofit organization that receives a grant of goods or services from the Organization.

### 2. *Financial Interest*

A person has a "Financial Interest" if the person has, directly or indirectly, through business, investment or family --

- a. An existing or potential ownership or investment interest in any Entity with which the Organization has or is negotiating a transaction or arrangement, or
- b. An existing or potential employment or other compensation arrangement with the Organization or with any Entity or individual with which the Organization has or is negotiating a transaction or arrangement.

Nominal ownership interest and de minimis amounts of stock in publicly traded companies are not considered a Financial Interest according to this Policy. A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest has a conflict of interest only if the Audit Committee or other committee designated by the board with responsibility for overseeing the conflict of interest policy (the "Committee") determines that a conflict of interest exists.

### 3. *Compensation*

"Compensation" includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A gift will be deemed insubstantial if it is equal to or less than \$500 in value.

4. *Doing Business With the Organization*

“Doing Business with the Organization” means participating in any transaction with the Organization involving the sale, purchase, licensing, rental, disposition, or exchange of any goods, services, rights, property (including intellectual property), licenses, permits, grants, or any other benefits.

5. *Immediate Family Members*

“Immediate Family Members” means a person’s spouse, ancestors, brothers and sisters (whether by whole or half blood), children, step-children, grandchildren and great grandchildren, and the spouses of the person’s brothers and sisters, children, grandchildren and great grandchildren.

7. *Business Relationships*

“Business Relationships” means employment and contractual relationships, and common ownership of a business where any officers, directors, or key employees, individually or together, possess more than a 35% ownership interest in common. “Ownership” is voting power in a corporation, membership interest in a limited liability company, profits interest in a partnership, or beneficial interest in a trust. With respect to the Conflict of Interest Policy annual disclosure statement (“Disclosure Statement”), only direct individual relationships need to be reported (e.g., one director is employed by another in a sole proprietorship or partnership, or one director serves the other as attorney or accountant in a sole proprietorship or partnership), and not situations where one director does business with a corporation owned by another director.

8. *Related Party Transactions*

“Related Party” means any director, officer or key employee of the organization or any affiliate of the organization, any relative of any of the preceding, or an entity in which any of those individuals has a 35% or greater ownership interest.

A “key employee” means any person who is in a position to exercise substantial influence over the affairs of the corporation.

“Related party transaction” means any transaction in which a Related Party has a Financial Interest and in which the organization or any affiliate of the organization is a participant.

**Article III: Procedures**

1. *Duty to Disclose*

In connection with any Financial Interest, an Interested Person must disclose the existence of his or her Financial Interest and must disclose all material facts to the directors and members

of the Committee. Officers other than the President should initially disclose any Financial Interest to the President, and the President, board members, and members of any committee with board delegated powers should initially disclose any Financial Interest to the Board Chair as soon as the Interested Person becomes aware of the Financial Interest. Any director, officer or key employee who has an interest in a Related Party Transaction must disclose all material facts to the Committee.

2. *Determining Whether a Conflict of Interest Exists*

The Committee, with the assistance of the President (except in cases where the President has the Financial Interest at issue), shall be responsible for 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, that Interested Person and any other Interested Person *vis-a-vis* that person or transaction, shall leave the Committee meeting while the determination of whether any conflict of interest (actual or possible) exists is discussed and voted upon. The remaining disinterested Committee members shall determine if a conflict of interest exists.

3. *Procedures for Addressing a Conflict of Interest or Related Party Transaction*

- a. If an actual or potential conflict has been determined to exist, an Interested Person may still make a presentation at the board or committee meeting, but after such presentation, such individual shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. The Interested Person shall not attempt to improperly influence deliberation or voting on the matter. Any benefit received by the Interested Person must be disclosed at such board or committee meeting.
- b. The chairperson of the board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The board or Committee shall always consider alternatives in the event of a proposed related party transaction in which the Related Party has a substantial Financial Interest.
- c. After exercising due diligence, the Committee shall determine whether the Organization can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement that would not give rise to a conflict of interest is not reasonably attainable under the circumstances, the Committee shall determine by a majority vote of Committee members present whether the transaction or arrangement is in the Organization's best interest and for its own benefit and whether the transaction is fair and reasonable to the Organization and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. *Violations of the Conflict of Interest Policy*
  - a. If any director or officer has reasonable cause to believe that a director, officer, or member of a committee with board delegated powers has failed to disclose actual or possible conflicts of interest, he or she shall inform the President or Committee of the alleged failure to disclose.
  - a. If the Board or Committee has reasonable cause to believe that a director, officer, or member of a committee with board delegated powers has failed to disclose actual or possible conflicts of interest, it shall inform that director, officer, or member of a committee with board delegated powers of the basis for such belief and afford him/her an opportunity to explain to the Committee the alleged failure to disclose.
  - c. If, after hearing the response of that director, officer, or member of a committee with board delegated powers and making such further investigation as may be warranted in the circumstances, the Audit Committee determines that that director, officer, or member of a committee with board delegated powers has, in fact, knowingly failed to disclose an actual or possible conflict of interest, it shall refer the matter to the entire Board for appropriate action.

#### **Article IV: Records of Proceedings**

The minutes of the meeting of the Board at which any possible conflict of interest or related party transaction is addressed shall contain --

1. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including the objective information upon which the Disinterested Directors relied in reaching their conclusion, alternatives to the proposed transaction or arrangement that were discussed, and a record of any votes taken in connection therewith. Once again, only Disinterested Directors may discuss or vote on approval or rejection of the transaction or arrangement.

#### **Article V: Compensation**

1. A voting member of the Board who receives Compensation for services from the Organization, whether directly or indirectly, and any other director who is that voting member's Immediate Family Member, is precluded from voting on matters pertaining to that member's Compensation, or the Compensation of any other member of the Board, or any

transaction with a business in which either the member or any other member of the Board holds a Financial Interest.

2. A voting member of any committee whose jurisdiction includes Compensation matters and who receives Compensation from the Organization for services, whether directly or indirectly, is precluded from voting on matters pertaining to his/her Compensation or the Compensation of any more senior staff executive of the Organization.

#### **Article VI: Annual Statements**

1. Each director, officer, and member of a committee with board delegated powers shall annually sign a statement which affirms that such person--
  - a. has received a copy of this Conflict of Interest Policy,
  - b. has read and understands this Policy,
  - c. has agreed to comply with this Policy,
  - d. understands that the Organization is a tax-exempt organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each director shall annually submit a disclosure statement to the board, identifying any relationships or transactions which may give rise to, or constitute, a conflict of interest.

#### **Article VII: Periodic Reviews**

To ensure that the Organization operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its status as a 501(c)(3) tax-exempt organization, the Board shall ensure that periodic reviews are conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether Compensation of directors and officers, including all benefits, are reasonable, based on competent survey information, and are the result of arm's length bargaining.
2. Whether acquisitions of services result in inurement to any Interested Person or any impermissible private benefit.
3. Whether partnership and joint venture arrangements, and arrangements with management service organizations and other organizations, conform to written policies, if any, are properly recorded, reflect reasonable payments for goods and

services, further the Organization's tax-exempt purposes, and do not result in inurement to any Interested Person or any impermissible private benefit.

4. Whether agreements to provide goods or services to the Organization further the Organization's tax-exempt purposes and do not result in inurement to any Interested Person or any impermissible private benefit.
5. When conducting these periodic reviews, the Board may, but need not, use outside advisors and/or experts. If outside advisors and/or experts are used, their use shall not relieve the directors of their responsibility for ensuring that periodic reviews are conducted, and determining from these findings whether to continue in existing contracts or seek new proposals.

**American Friends of Yad Eliezer CONFLICT OF INTEREST  
DISCLOSURE STATEMENT**

**ATTENTION:**      **READ CAREFULLY AND COMPLETE ALL FOUR PAGES**  
**PLEASE DO NOT LEAVE ANY SECTION BLANK**

**If a question does not apply, please indicate such by writing**  
**“NO”.**

Name of Declarant: Solomon Tropper

Relationship With Organization: President

In accordance with the Conflict of Interest Policy (the “Policy”) adopted by the Board of Directors of [Name of Organization] (“the Organization”), during the period in which I am a director, officer, or member of a committee with board-delegated powers of the Organization or any of its subsidiaries or affiliates, I agree to the following:

**1.      Fiduciary Duty**

Remain a fiduciary to the Organization and act in good faith and in the best interests of the Organization at all times during which: (a) I participate in or vote upon any matter involving the business activities of the Organization, or (b) I represent the Organization among persons or organizations doing or interested in doing business with the Organization.

**2.      Protection of Confidential Information**

Not disclose to any person information about the Organization that is confidential, proprietary or not generally known to the public, pertaining to the business and affairs of the Organization or any of its subsidiaries, affiliates, suppliers or consultants, whether related to a specific transaction or to matters pertaining to the Organization’s interests and/or operations, except when specifically approved by the Organization.



**3. Duty to Notify**

Immediately notify the President or Board Chair of the Organization of any circumstances, to the extent I have actual knowledge, which are or may appear to others to be an actual or possible conflict of interest situation involving me, my business, or my Immediate Family Members (as defined in the Policy).

**4. Non-Participation in Board Action When a Conflict Situation Exists**

Excuse myself from the meeting and therefore take no part in discussions and decisions, and make no attempt to improperly influence deliberation or voting, on any transaction or other matter before any board or committee of the Organization or any subsidiaries or affiliates of the Organization in which I, my business, or any of my Immediate Family Members, have or may be perceived to have a conflict of interest, including the meeting at which the determination is made as to whether a conflict of interest exists.

**5. Attestation**

I hereby certify that I have read and understand the Policy, and agree to comply with the Policy. I understand that the Organization is a tax-exempt organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. To the best of my knowledge and belief, neither I nor any of my Immediate Family Members is now, or has been since the date of the last Disclosure Statement filed by me, engaged in any activity that could create a conflict of interest with the Organization or otherwise violate the Policy, except as explained in the accompanying written statement.



- (5) Are you related to any other officer, director, employee, or any of the Organization's highly compensated professionals or other highly compensated independent contractors through any Business Relationships or as an Immediate Family Member? If yes, please explain below.

SOLOMON TROPPER

Name (Print)



Signature

5/6/14

Date