

## AATG Conflict of Interest Policy — Updated October 2020

1. The AATG Board of Directors (Board) commits itself, and the members of the commit themselves, to ethical, professional, prudent and lawful conduct including appropriate use of authority and appropriate decorum.
2. Board members must represent unconflicted loyalty to the interests of the American Association of Teachers of German, Inc. ("AATG"). Members must avoid conflict of interest with respect to their fiduciary responsibility and any personal interests, which may relate to the business of AATG, including areas of employment, issues about which the Board may take action or positions and in all other Board dealings.
3. Each Board member will annually attest to any actual or potential area(s) of conflict through a "Conflict of Interest" disclosure document. Members will annually disclose any involvement, including their involvement with any other organizations, vendors or individuals which might produce a conflict of interest.
4. If a member finds himself or herself in unavoidable conflict of interest during a Board discussion or decision, that member will absent himself or herself without comment from not only the vote but also the deliberation or discussion.
5. Individual Board members may not attempt to exercise authority with any individual except as it relates to specific assignments explicitly delegated by the Board.
6. Individual members may not instruct the President or other staff member on any "official" matter before the Board unless explicitly delegated by the Board to do so.
7. Only the Board will evaluate the performance of the Executive Director.
8. When Board members interact with the public, including the press, they must recognize that no Board member speaks for the Board except to repeat explicitly stated Board decisions or unless designated by the President/Executive Director to speak on behalf of the Board.
9. Board members will respect the confidentiality appropriate to issues before the Board.
10. In addition to the foregoing, the Board and its members shall be bound by the following Code of Ethics and Conflict of Interest Policy governing the ethical standards for all AATG volunteers and staff.

### **Introduction and Applicability**

The Code of Ethics and Conflict of Interest Policy ("Code") of the American Association of Teachers of German, Inc. ("AATG") establishes the ethical standards for Associates of AATG. For this purpose, the term "Associate" means volunteers and staff. It is every Associate's responsibility to discharge his or her duties in a manner that promotes and preserves public trust, proper stewardship, and confidence in the integrity of AATG. Associates should respect and comply with AATG rules and regulations, should observe high standards of conduct, and should participate in establishing and maintaining such high standards. Adverse consequences, including termination of staff or removal of a volunteer from a governance position, can potentially result from the failure to comply with the Code.

It is the continuing duty of all Associates to review and assess his or her conduct in light of the provisions of the Code. Each Associate shall seek either in writing or in person the advice of his or her supervisor when a reasonable doubt regarding an ethical consideration arises.

### **Performance of Duties**

- A. AATG Associates shall endeavor at all times to perform duties properly, diligently, and in as courteous a manner as possible.
- B. No Associate shall alter, destroy, mutilate, conceal, or fail to make required entries on any record within the Associate's control.
- C. Associates with reporting responsibilities shall provide full, fair, accurate, timely and understandable disclosure in any reports required by AATG.  
Associates shall comply with applicable governmental rules and regulations. Associates shall act honestly and ethically.
- D. No Associate shall discriminate on the basis of race, religion, national origin, gender, sexual orientation, age, disability, or marital status in the conduct of services for AATG.

- E. Associates who are attorneys, certified public accountants, or members of other professional groups are bound by the appropriate professional duties and code of conduct of their respective professions.

### **Abuse of Position and Conflict of Interest**

AATG is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is critical both for its continued financial stability and for public support. AATG is subject to scrutiny by and is held accountable to governmental authorities as well as to the public.

Consequently, there exists among AATG, its Associates, and the public a fiduciary duty, which carries with it a duty of loyalty. Associates have the responsibility of administering the affairs of AATG honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of AATG.

Associates shall use the resources, property, and funds under the Associate's control judiciously and solely in accordance with prescribed policy and in the best interest of AATG. Furthermore, Associates shall exercise the utmost good faith in all transactions, and they shall not use their positions with AATG or knowledge gained therein for their personal benefit or to secure unwarranted privileges for or from another person or entity. The interests of AATG must be the first priority in all decisions and actions.

No Associate shall accept, solicit, or agree to accept any gift, favor, complimentary service, or other thing of value under circumstances from which it might be reasonably inferred that such gift, service, or other thing of value was given or offered for the purpose of influencing the Associate in the discharge of his or her duties. Supplier selections and purchasing decisions must always be business decisions made on the basis of merit: by comparing and evaluating price, quality, performance, and suitability. Decisions must not be influenced by any other factor, such as personal relationships, gifts, hospitality, or anything else of direct or indirect value.

**A. Areas in Which Conflict May Arise** - Conflicts of interest may arise in the relations of Associates with any of the following third parties:

- **Persons** and firms supplying goods and services to AATG (vendors and professionals), including but not limited to:
  - Construction services.
  - Professional services, including accounting and legal services.
  - Contracts with individuals, including consultants and part time staff.
  - Persons and firms from whom AATG leases property and equipment.
  - Persons and firms with whom AATG is dealing or planning to deal in connection with the purchase or sale of real estate, securities, or other property.
- **Donors**, volunteers, and others supporting AATG.
- **Agencies**, other nonprofits, and associations that affect the operations of AATG.
- **Entities** from whom AATG receives grants.

**B. Nature of Conflicting Interest** - A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms as discussed in Section A. Such an interest might arise through:

- Association with any entity that deals with AATG of which you are: a. partner or a controlling shareholder or executive officer, if AATG made, or received, payments from that entity that exceeded 5% of AATG's or the other entity's annual revenues, or \$100,000, whichever is greatest, in any of the past three (3) years; or have any other position with another entity that would cause the appearance of a conflict of interest. Any question regarding independence should be reviewed by the Board for final resolution.
- Receiving compensation for services with respect to individual transactions involving AATG.
- Using AATG's time, personnel, equipment, supplies, or goodwill for any purpose other than AATG approved activities, programs, or purposes.
- Receiving any gift or loan from third parties dealing or competing with AATG, or seeking to deal with AATG, except for gifts of a value of less than \$75.00 that could not be refused without discourtesy and which will not give rise to the perception that the Associate's independent judgment might be compromised. A gift that has a value exceeding seventy-five dollars (\$75) and that is not returned to the giver, for any reason, must be reported immediately to the Associate's supervisor (if staff) or the Finance Committee (if a volunteer). Similarly, a series of gifts within a one-year time frame, all

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of which, cumulatively, are valued at seventy-five dollars (\$75) or more should be treated as a single gift for purposes of this policy. No personal gift of cash or a cash equivalent should ever be accepted.

- Owing money to AATG (other than minor amounts incurred in the ordinary course of business and promptly repaid in full) if you are a director or volunteer or officer of AATG.

### C. Interpretation of Conflicts of Interest

The areas of conflicting interest listed in Section A, and the relationships in those areas that may give rise to conflicts, as listed in Section B, are not exhaustive. Conflicts may arise in other areas or through other relationships. It is assumed that Associates will recognize such areas and relation by analogy.

The fact that one of the interests described in Section B exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances, it is necessarily adverse to the interests of AATG.

However, it is the policy of AATG that the existence of any of the interests described in Section B must be disclosed before any transaction is consummated. It shall be the continuing responsibility of Associates to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make any necessary disclosures. In deciding whether a transaction might constitute a conflict of interest ask yourself these questions:

- Would the transaction be prudent, be in good faith, and be in the best interests of AATG?
- Would the transaction affect any decision I will make at AATG?
- How would the transaction seem to others within AATG – Would they think it might affect how I perform my activity/job for AATG?
- How would it look to someone outside of AATG, such as a donor, a public watchdog group, the State Attorney General, or the newspaper?

### D. Disclosure Policy and Procedure

- Acceptance of any gift(s) exceeding seventy-five dollars (\$75) from a third party which deals or competes with AATG must be reported immediately to your supervisor.
- A Conflict of Interest and Disclosure Statement shall be completed annually by all staff, Board members and other volunteers, if warranted (in the opinion of the President), and returned to the Executive Director. The Finance Committee shall review and monitor potential conflicts.
- New staff members shall complete a Conflict of Interest and Disclosure Statement during the orientation process.

#### 6.9.1.3 Non-Disclosure of Confidential Information

Associates shall not violate any of AATG's policies regarding the non-disclosure of confidential information.

#### 6.9.1.4 Disclosure

Each Associate shall immediately report violations of the Code of Ethics and Conflict of Interest, criminal law, or the attempt to induce another to violate these standards or violate criminal law, in accordance with established policies. A failure to report a violation is itself a violation of the Code. If you request anonymity, AATG will not disclose your identity.

AMERICAN ASSOCIATION OF TEACHERS OF GERMAN, INC.

CONFLICT OF INTEREST DISCLOSURE

I have reviewed, and agree to abide by the Conflict of Interest Policy of the American Association of Teachers of German. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the Chair of the Finance Committee in writing.

In order to be comprehensive, this statement of disclosure/questionnaire requires you to provide information with respect to certain parties that are related to you. These persons are termed “affiliated persons” and include the following:

1. Your spouse, domestic partner, child, mother, father, brother or sister.
2. Any entity that deals with AATG of which you are any of the following: a 5% or greater owner, a member of the Board of Directors, an officer, a partner, a participant in management, or any other role which could potentially give rise to a conflict with AATG.
3. Any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between the AATG and your personal interests, financial or otherwise:

\_\_\_\_\_ I have no conflict of interest to report

\_\_\_\_\_ I have the following conflict(s) of interest to report:

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

Name: \_\_\_\_\_

Position (member of the Board of Directors/employee/other): \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_