

CONFLICT OF INTEREST POLICY
ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS (AIEA)

Article I
Purpose & Fiduciary Duties

The purpose of the conflict of interest policy is to protect the interests of the Association of International Education Administrators (“Organization” or “AIEA”), a tax-exempt organization incorporated under the laws of the State of Missouri, when it or its directors are contemplating entering into a transaction or arrangement that might benefit the private interest of a director, might result in a possible excess benefit transaction, or might give rise to the appearance of impropriety. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and tax-exempt organizations.

All members of the Organization’s Board of Directors shall exercise that same care that a reasonable person, with similar abilities, acumen, and sensibilities, would under similar circumstances at all times. No member of the Board of Directors shall take any action, or establish any interest, that compromises his/her ability to represent the Organization’s best interest. No member of the Board of Directors shall willingly disregard a decision of the Board of Directors. No member of the Board of Directors shall disclose any confidential information of the Organization other than as authorized by the Board, the Organization’s bylaws, and applicable law.

All members of the Board of Directors are hereby bound to fiduciary duties for and on behalf of the Organization, such that the interests of the Organization shall remain paramount to their personal interests. All members of the Board of Directors shall exercise their fiduciary duties at all times, especially when making a decision on behalf of the Organization.

Article II
Definitions

1. AIEA is the Association of International Education Administrators.
2. Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members and directors of AIEA.
3. Director means an individual member of the Board of Directors and includes any other officer of AIEA if such individual is not a member of the Board of Directors.
4. Board of Directors means the governing body of AIEA.
5. Staff member means a person who receives any of his/her income from the AIEA payroll.

ARTICLE III
Policy

1. Full disclosure, by notice in writing, shall be made by any director to the full Board of Directors in all potential conflicts of interest, including but not limited to the following:

- a) A director is related to another director.
- b) A director is related to a staff member.
- c) A director is also a staff member; except that, according to Article VI, Section 7 of the bylaws, the Executive Director, who is a staff member, is also a non-voting member of the Board of Directors and no further disclosure shall be required for such arrangement.
- d) A director receives payment from AIEA for any contract, subcontract, goods, or services other than as part of his/her regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
- e)
- f) A director may have personal, financial, professional, or political gain at the expense of AIEA or its members.
- g) A director engages in activities that may cause a loss of public credibility for AIEA or create an impression of impropriety.

2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists. This determination shall be made by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum. If it is determined that a possible conflict of interest or any condition listed above exists, the Board shall vote to authorize or reject the transaction and/or condition. Again, this determination shall be made by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum, provided that at least one director consenting to the transaction or condition is disinterested. In the case of a transaction that has been rejected pursuant to this provision and such transaction has already taken effect and is ongoing, the Board (or its designee) shall take any necessary and permissible steps to nullify such ongoing transaction.

3. An interested director shall not participate in any discussion or debate of the Board of Directors, or of any committee thereof, in which the subject of discussion is a contract, transaction, or situation in which there may be a conflict of interest.

4. No director shall participate in the selection, award, or administration of a procurement transaction where, to his/her knowledge, any of the following has a financial interest in that transaction: (1) the director; (2) any member of his/her immediate family; (3) his/her partner; (4) an organization in which any of the above is an officer, director, or staff member; or (5) a person or organization with whom any of the above is negotiating or has any arrangement concerning prospective employment.

5. Existence of any of the above-listed conditions shall render a contract or a transaction voidable unless full disclosure of personal interest is made in writing to the Board of Directors and such transaction was approved by the Board in full knowledge of such interest.

6. The disinterested directors are authorized to impose by majority vote other reasonable sanctions as necessary to recover associated costs against a director for failure to disclose a conflict of interest as described in Paragraph 1 or for any appearance of a conflict.

7. Appeal from sanctions imposed pursuant to Paragraph 5 and 6 above shall be prescribed by law in those courts of the State of North Carolina with jurisdiction over both the parties and the subject matter of the appeal.

8. In the event that AIEA has incurred costs or attorney fees as a result of legal action, litigation, or appeal brought by or on behalf of an interested director due to a conflict of interest and consequent sanctions and in the event that AIEA prevails in such legal action, litigation, or appeal, AIEA shall be entitled to recover all of its costs and attorney fees from the unsuccessful party.

9. A copy of this policy shall be given to all directors upon commencement of such person's relationship with AIEA. Each director shall sign and date the policy at the beginning of his or her term of service or employment and each year thereafter. Failure to sign the acknowledgment does not nullify the policy.

As adopted by the AIEA Board of Directors on _____.

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CONFLICT OF INTEREST POLICY**

DIRECTOR ACKNOWLEDGMENT

I acknowledge that I have received a copy of the AIEA Conflict of Interest Policy. I understand that I am responsible for reading the information contained in the AIEA Conflict of Interest Policy, whether in a hard copy or electronic version.

I understand and acknowledge that I have fully complied with the AIEA Conflict of Interest Policy and shall continue to comply with the Policy.

Signed:

Name Printed

Date