



2024 Conflict of Interest Statement

Amended August 16, 2019

This statement of policy and disclosure of certain interests is designed to help directors, officers, employees, and volunteers of the Indiana Association for Community Economic Development d/b/a Prosperity Indiana (hereinafter the "Corporation") to prevent the personal interests from interfering with the performance of their duties or resulting in personal financial, professional, or political gain on the part of such persons at the expense of the Corporation, its members, supporters, and other stakeholders.

DEFINITIONS:

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 key staff members, officers, and board members of the Corporation. *Financial interest* is any of the following direct or indirect (through business, investment or family) interests: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. *Director* means a member of the Board of Directors. *Board* means the Board of Directors. *Officer* means an officer of the Board of Directors. *Volunteer* means a person—other than a board member—who does not receive compensation for services and expertise provided to and retains a significant independent decision-making authority to commit resources of the Corporation. *Staff Member* means a person who receives all or part of her/his income from the payroll of the Corporation. *Member* means a Member of the Corporation as defined by Article I, Section 1.1 of the Corporation's bylaws. *Supporter* means corporations, foundations, individuals, 501(c)(3) nonprofits, and other nonprofit organizations who contribute to the Corporation.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
 - a. A board member is related to another board member or staff member by blood, marriage, or domestic partnership.
 - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
 - c. A board member or their organization has a financial interest in a transaction with the Corporation or otherwise stands to benefit from a transaction or staff member of such organization receives payment from for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
 - d. A board member's organization receives grant funding from the Corporation.
 - e. A board member or staff member is a member of the governing body of a contributor to the Corporation.
 - f. A volunteer working on behalf of the Corporation who meets any of the situations or criteria listed above.
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 and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the Corporation's best interests. When voting to determine if a conflict exists, the Board member with the potential conflict should recuse him/herself from the vote and leave the room. If a conflict is determined to exist, the interested Board member shall recuse him/herself from the vote to enter the transaction. Both votes shall be by a majority vote without counting the vote of any interested Board member, even if the disinterested Board members are less than a quorum provided at least one consenting Board member is disinterested.
3. A board member or committee member who is formally considering employment with the Corporation must take a temporary leave of absence until the position is filled. Such a leave will be taken within the board member's elected term which will not be extended because of the leave. A board member or committee member who is formally considering employment with the Corporation must submit a written request for a temporary leave of absence to the Secretary of the Board, c/o the Corporation's office, indicating the time period of the leave. The Secretary will inform the Chair of the Board of such a request. The Chair will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the Corporation's Board meeting.
4. An interested board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying

information in such a discussion or debate unless objected to by any present board or committee member.

5. Anyone in a position to make decisions about spending the Corporation's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions. Following the disclosure of a conflict of interest, the Board of Directors shall also consider the Policy on Excess Benefit Transactions and Executive Compensation.
6. If a board member or committee member 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. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
7. A copy of this policy shall be given to all Board members, staff members, volunteers, or other key stakeholders upon commencement of such person's relationship with the Corporation or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
8. This policy and disclosure form must be filed by all specified parties within the first quarter of each calendar year of service.



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Policy Acknowledgement

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I, the undersigned, associated with the Indiana Association for Community Economic Development d/b/a Prosperity Indiana (hereinafter the "Corporation") in a capacity of board member, principal officer, key employee, or member of a committee with board delegated powers represent that as of the date specified below, I have the conflicts described below.

In accordance with the Corporation's duly adopted conflict of interest policy, I understand that a *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, officers, and board members of the Corporation.

I declare that I will inform the President (or in the case of the President, the Board of Directors) of the Corporation, in writing, of any material change in the information I have provided herein.

I do further specifically represent that I have received a copy of the Corporation's conflict of interest policy, that I have read and understand such policy, and that I agree to comply with such policy in every respect.

I understand that the Corporation is a charitable 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.

As of this date, I have the following financial interests:

I hereby affirm that the foregoing information is correct and complete.

Signed: _____
Printed Name: _____
Dated: _____