

**THE NATIONAL SOCIETY OF THE SONS
OF THE AMERICAN REVOLUTION
(NSSAR)**

CONFLICT OF INTEREST/CODE OF ORGANIZATIONAL CONDUCT

SECTION 1. PURPOSE:

The National Society of the Sons of the American Revolution (known hereafter as NSSAR) is a not for profit, tax-exempt organization. Maintenance of its tax-exempt status is important for both continued financial stability, public and member support. Therefore, the Internal Revenue Service, as well as other regulatory agencies, tax officials and other stakeholders view the policy and operations of the SAR as a public trust, which is subject to scrutiny by and accountable to such authorities as well as its constituents.

Consequently, there does exist between the NSSAR and its officers, trustees, committee chairmen, senior staff and the general public a fiduciary duty that carries with it a broad and clear duty to fidelity and loyalty. The officers, trustees and senior staff have the responsibility to administer the affairs in an honest and prudent manner, exercising the best skill, abilities and judgment for the sole benefit of the NSSAR. Those persons who serve in leadership capacities shall exercise good faith in all matters and transactions, and shall refrain from practices that allow personal gain or benefit due to knowledge or influence. The interest of the SAR shall be the priority in all decision and actions.

SECTION 2. PERSONS CONCERNED:

This code and statement is intended for all general officers, trustees, committee chairmen, senior staff and others as so determined by the trustees of the NSSAR. All persons who may influence decisions of the NSSAR may be added at any time.

SECTION 3. AREAS OF POTENTIAL CONFLICT:

Conflicts may arise in relations to officers, trustees, and senior staff with any of the following third parties:

1. Persons and firms supplying goods and services to the NSSAR.
2. Persons and firms from whom the NSSAR leases property or equipment.
3. Persons and firms with whom the NSSAR is maintaining or plans to maintain a business relationship that involves the sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting the NSSAR.
6. Agencies, organizations, and associations that affect the operations of the NSSAR.
7. Family members, close associates and other employees.

SECTION 4. NATURE OF CONFLICT OF INTEREST:

A conflicting interest may be defined as an interest, direct or indirect, with any person or firms mentioned in Section 3. Such interest may arise from the following activities:

1. Owning stock or holding debt or other proprietary interest in a third party dealing with NSSAR.
2. Holding office, serving on the board, participation in management, or being otherwise employed or previously employed with any third party who conducts business or intends to conduct business with the NSSAR.

3. Receiving remuneration for services with respect to individual transactions involving the NSSAR.
4. Using the time, personnel, equipment, good will or other resources of the NSSAR for activities other than approved activities, programs, and functions.
5. Receiving personal gifts, professional opportunities or loans from third-party vendors conducting business or intending to conduct business with the NSSAR. Receipt of any gift of cash is prohibited. Gifts with a value of less than \$25 (twenty-five dollars) may be accepted only if the acceptance avoids a discourtesy.

SECTION 5. INTERPRETATION OF POLICY:

The areas of conflicting interest listed in Sections 3 and 4 are examples of potential conflicts and may be expanded as situations dictate. All persons who serve in leadership and critical areas of the NSSAR shall use best judgment to determine any possible conflicts. The Chancellor General of the SAR shall be consulted on any question of this policy.

Persons in leadership positions of the NSSAR shall disclose any potential conflict before transactions are consummated. The leadership shall scrutinize all transactions and disclose any activities that are, or have the appearance of, a conflict to the trustees immediately upon knowledge of such activities.

This policy, once enacted, shall be mandatory for all affected members. Any change of the policy will require a two-thirds affirmative vote of the Executive Committee and a two-thirds affirmative vote of the Trustees of the NSSAR. Such vote will occur at a called meeting of the Executive Committee and Trustees.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may only be undertaken when all four (4) stipulations are met:

- The conflict of interest is fully disclosed.
- The person with the conflict refrains from discussion and approval of such transaction.
- A competitive bid or comparable valuation exists.
- The leadership, executive committee, board of trustees, or duly constituted committee determines that the transaction serves the best interest of the NSSAR.

Disclosure shall be made to the President General (Executive Director/Chief Operating Officer if the President General is the person in conflict) and the Chancellor General, who shall bring the matter to the Board of Trustees for discussion and resolution. Disclosures that involve Executive Committee members shall be made to the President General and Chancellor General.

The duly constituted committee shall determine whether a conflict exists. Further, the constituted body shall determine in a fair, just, and reasonable manner if the approval of such transaction with the disclosed conflict best serves the interest and mission of the NSSAR.

A NSSAR Conflict of Interest Statement must be signed each year by all officers, trustees, committee chairmen, senior staff, and others as so determined by the trustees of the NSSAR.

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CONFLICT OF INTEREST STATEMENT

For Officers, Trustees, Committee Chairmen, Executive Committee Members, Investment Committee Members, Senior Staff.

No NSSAR Officer, Trustee, Committee Chairman, Executive Committee Members, Investment Committee Member, or Senior Staff shall derive any personal profit or gain, directly or indirectly, by reason of his/her participation with NSSAR. Each individual shall disclose to NSSAR any personal interest which he/she may have in any matter pending before NSSAR and shall refrain from participation in any decision on such matter.

Any NSSAR Officer, Trustee, Committee Chairman, Executive Committee Member, Investment Committee Member, or Senior Staff who is an officer, board member, a committee member or staff member of a service or vendor organization shall identify his/her affiliation with such agency or agencies; further, in connection with any policy committee or Board of Trustees action specifically directed to that agency, he/she shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full Board of Trustees.

Any NSSAR Officer, Trustee, Committee Chairman, Executive Committee Member, Investment Committee Member, or Senior Staff shall refrain from obtaining any list of NSSAR members for personal or private solicitation purposes at any time during the term of his/her affiliation.

At this time, I am a Board member, a committee member, or an employee of the following organizations:

- 1.
- 2.
- 3.
- 4.

Now this is to certify that I, except as described below, am not now nor at any time during the past year have been:

1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party; doing business with NSSAR which has resulted or could result in personal benefit to me.

2) A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with NSSAR.

Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with NSSAR.

Date: _____

Signature: _____

Printed name: _____

Society: _____ National Number: _____