

IPMS/USA Conflict of Interest Policy

General

IPMS/USA is a group of individuals, hobbyists if you will, united by a common bond of mutual interest who have established a non-profit association of like-minded modelers with the purpose and objective set forth in the Constitution & Bylaws (C&BL).

This policy provides guidelines for identifying conflicts, disclosing conflicts, and procedures to be followed to assist IPMS/USA to manage conflicts of interest and situations that may result in the appearance of a conflict which can lead to financial penalties and violations of IRS regulations. Loss of IPMS/USA non-profit status could be damaging, if not fatal, to the organization.

Questions about this policy should be directed to the President IPMS/USA.

Reporting Responsibility

It is the duty of all elected/appointed officers of the IPMS/USA Executive Board, staff appointed/employed/contracted by the Executive Board, and volunteers who assist said officers or staff in their duties to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflicts/or potential conflicts to their immediate "supervisor", the President IPMS/USA, or any other member of the Executive Board.

Definitions.

A "conflict of interest" occurs when an interested person, or family member,:

- is a party to a contract, or involved in a transaction with IPMS/USA for goods or services, or
- has a material financial interest in a transaction between IPMS/USA and an entity in which that person (or a family member), is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative, or
- is engaged in some capacity or has a material financial interest in a business or enterprise that competes with IPMS/USA.

Other situations may create the appearance of a conflict, or present a duality of interests (divided loyalties) in connection with a person who has influence over the activities or finances of IPMS/USA. All such circumstances should be disclosed and a decision made as to what course of action the organization or individuals should take so that the best interests of IPMS/USA are not compromised.

Due to the nature of IPMS/USA as an organization and its individual members, making money from the hobby is not inherently a conflict of interest, nor is membership in another hobby organization. Examples might be: authorship of books and articles; production and/or sale of hobby kits, aftermarket items, and supplies; building and selling models under contract; etc. Many individual members do some or all of these as part of their involvement in the hobby.

Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of IPMS/USA.

An "interested person" includes the following, and their family members:

- Executive Board
- Office Manager
- Journal staff
- Webmaster & Forum Manager
- Community Activities Coordinator
- Support the Troops Coordinator
- Regional Coordinators
- National Convention Committee Chair and principal staff, from formal bid to final report acceptance.
- The Chairman of any special or standing committee appointed by the President.
- Any person not listed above while their membership is "comped" for services rendered.

Not all staff or volunteers have the ability to execute transactions or to even recommend courses of action that would create a conflict of interest and are excluded. Individual members are excluded, as are chartered chapters of IPMS/USA.

A "family member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.

A "material financial interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an interested persons or family members judgment with respect to transactions to which the entity is a party.

A "contract or transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to IPMS/USA is not a contract or transaction.

Procedures.

Prior to Executive Board, staff, or committee action on a contract or transaction involving a conflict of interest, any officer, staff, or committee member having a conflict of interest and who is in attendance at the meeting (to include teleconference or email discussion) shall disclose all facts material to the conflict of interest. Such disclosure shall be reflected in the minutes of the meeting. If Executive Board members are aware that other staff or volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.

Any officer, staff member, or volunteer who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a conflict of interest shall disclose to the Chair of the meeting all facts material to the conflict of interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

A person who has a conflict of interest shall not participate in or be permitted to hear the board or committee discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

A person who has a conflict of interest with respect to a contract or transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.

The person having a conflict of interest may not vote on the contract or transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

In the event it is not entirely clear that a conflict of interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair, who shall determine whether full board discussion is warranted or whether there exists a conflict of interest that is subject to this policy.

For each interest disclosed, the full board/committee, or the Chair of same, as appropriate, will determine whether the organization should: (a) take no action, or (b) disclose the situation more broadly and invite discussion/resolution by the full board of what action to take, or (c) refrain from taking action and otherwise avoid the conflict. In most cases the broadest disclosure possible is advisable so that decision-makers can make informed decisions that are in the best interests of IPMS/USA. The fact that a conflict was managed and the outcome will be documented in the minutes of board meetings.

The Chair of the board/committee will monitor proposed or ongoing transactions of the organization (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and disclose them to the Executive Board and staff, as appropriate, whether discovered before or after the transaction has occurred.

Confidentiality.

Each officer, employee, and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of IPMS/USA. Furthermore, officers, employees, and volunteers shall not disclose or use information relating to the business of IPMS/USA for their personal profit or advantage or the personal profit or advantage of their family member(s).

Review of policy.

Each interested person shall be provided with and asked to review a copy of this Policy and to acknowledge in writing by completing an initial disclosure form identifying any relationships, positions or circumstances in which s/he is involved that s/he believes could contribute to a conflict of interest.

In all cases, the initial acknowledgement/disclosure must be submitted with 30 days of election, appointment, employment, or contract. Failure to do so may result in withdrawal of the appointment, employment, or contract or removal from office IAW the C&BL.

Annually, at the first of each calendar year, regardless of when initially/last done, each interested person shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that s/he believes could contribute to a conflict of interest.

This policy, to include the list of interested persons, shall be reviewed annually by each member of the Executive Board. Any changes to the policy shall be communicated to all staff and volunteers.

Implementation of Policy

This policy becomes effective on the date approved by the Executive Board. It will be disseminated to all interested persons for initial review and acknowledgement, and placed in the Executive Board Procedures Manual. It will be disseminated to all members by posting in the Member Services Section of the IPMS/USA website. The President IPMS/USA will reference it in a Journal column.

Initial review and disclosure, as described above, is due within 30 days of the effective date.

Policy approved by the Executive Board on Feb 3, 2013

Date: _____

Name: _____

Position: _____

Please describe below any relationships, transactions, positions you hold, or circumstances that you believe could contribute to a conflict of interest between IPMS/USA and your personal interests, or your g=family members, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict 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. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of IPMS/USA.

Signature: _____

Date: _____