

**AMERICAN ZIONIST MOVEMENT**  
**Conflict of Interest Policy**  
(Adopted - March 11, 2019)

**Article I - Purpose**

The purpose of the Conflict of Interest Policy (the “Policy”) is to protect the American Zionist Movement (AZM)’s interest when it is contemplating entering into a transaction or arrangement that might also benefit the private interest of an officer, director, employee or independent contractor of AZM. The Policy is designed to ensure that all institutional decisions are made solely to promote the best interests of AZM without favor or preference based on personal considerations, and to provide the highest ethical conduct. This Policy is intended: to supplement, but not replace any applicable New York State or federal laws governing conflicts of interest applicable to nonprofit corporations; and to clarify AZM’s principles and practices for guidance in resolving ethical and legal questions that might arise relating to business transactions.

We believe the trust and confidence of our donors, constituent member agencies and other supporters depend on our continuing to maintain the highest standards of ethical and lawful conduct. It is AZM’s position that all individuals involved with its mission must comport themselves so that there is not even the appearance of conflict between personal interests and those of AZM. To ensure high standards of conduct, AZM desires to set forth the common understandings that must exist among the members of its community.

**Article II - Duty of Loyalty and General Requirements**

**A. The Law.** Conflict-of-interest statutes are contained in the New York Not-for-Profit Corporation Law and focus primarily on the duty of loyalty of the officers and board of director members (the “Board”). This duty broadly commands the Board to be faithful to an organization’s best interests and to refrain from using their organizational position or knowledge to advance a personal agenda at the organization’s expense. The law does not require a prohibition of all conflicts of interests. The goal is to permit AZM to manage conflicting interests successfully and to reach optimum decisions with knowledge of the conflicts.

**B. Confidential Information.** In addition, one of AZM’s most valuable assets is its confidential information, which includes donor lists, research data, financial data and computer software and equipment information. The security and integrity of all confidential data must be diligently protected. Accordingly, officers, directors, employees and independent contractors should not disclose or use any confidential information involving AZM for personal benefit or for non-AZM related purposes.

**C. Basis of Decisions.** All institutional decisions are to be made solely to promote the best interests of AZM without favor or preference based on personal considerations, and to provide the highest ethical conduct. Officers, directors, employees or independent contractors may not obtain for themselves, their relatives, or their friends a material benefit of any kind from their

association with AZM, or from the knowledge gained therefrom. The fairness of transactions involving potential conflicting interests is to be analyzed by comparing them with similar transactions negotiated by parties dealing at “arm’s length” - that is, parties that have no other relationship and are presumed to base their decisions on rational economic interests. So long as transactions are disclosed to the Board, and the transactions are found to be in the best interests of AZM, they may lawfully be undertaken.

### **Article III – Definitions**

**A. Key Person.** This term means: any person, other than a director or officer, whether or not an employee of AZM, who: (i) has responsibilities, or exercises powers or influence over AZM as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages AZM, or a segment of AZM that represents a substantial portion of the activities, assets, income or expenses for AZM; or (iii) alone or with others controls or determines a substantial portion of AZM’s capital expenditures or operating budget.

**B. Related Parties.** This term means: (i) any director, officer, committee member, employee, independent contractor or Key Person of AZM; (ii) relatives of any such individuals in (i) which includes spouses or domestic partners, ancestors, siblings and half-siblings or their spouses, natural or adopted children, grandchildren and great-grandchildren or their spouses; (iii) any entity in which any individual described in (i) or (ii) above has thirty-five percent (35%) or greater ownership or beneficial interest or if a partnership or professional corporation any ownership in excess of five percent (5%); or (iv) any other entity or trust in which any individual in (i) or (ii) serves as a director, trustee, officers or employee or has a material financial interest.

**C. Related Party Transaction.** This term means: any transaction, agreement or other arrangement, including compensation, in which: one or more Related Parties would have a financial interest and AZM would be a participant; except that a transaction shall not be a Related Party Transaction if: (i) the transaction or the Related Party’s financial interest in the transaction is de minimis; or (ii) the transaction would not be customarily reviewed by the Board or by Boards of organizations similar to AZM in the ordinary course of business and is available to others on the same or similar terms.

**D. Covered Arrangement.** This term means each *proposed* transaction, agreement or other arrangement, including compensation, in which: (i) one or more Related Parties would have a financial interest and AZM would be a participant (a Related Party Transaction); or (ii) there could be an actual or perceived conflict of interest for some other reason, including any transaction, agreement or other arrangement in which the interests of a Related Party could be seen as competing with the interests of AZM.

**E. Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

**F. Limitation.** Voluntary membership in another public institution that maintains its own Conflict of Interest policy does not in itself represent a Conflict of Interest hereunder. Similarly, an individual shall not be held to have a conflict of interest merely because he or she takes account of the interests (but not that individual’s personal financial interests) of an institution or

organization that is a member of AZM and in which that individual holds a position and serves in AZM as a representative of that entity.

#### **Article IV - Procedures**

**A. Duty to Disclose.** In connection with any actual or possible conflict of interest, a director, officer, committee member, employee or independent contractor must immediately disclose in writing the existence and nature of her/his financial interest to the Board of AZM and/or members of any AZM committee considering the proposed transaction or arrangement.

**B. Determining Whether a Conflict of Interest Exists.** After disclosure of a possible Covered Arrangement, the Related Party must leave the Board or committee meeting in which the transaction is discussed. Related Parties are not allowed to participate actively or aggressively as advocates on behalf of the Covered Transaction either formally at Board or committee meetings or informally through private contact, communication, and discussion. The remaining Board or committee members shall decide if a conflict of interest exists.

**C. Procedures to Address a Conflict of Interest.** The following procedure shall be taken:

1. The President of AZM Board shall, if appropriate, appoint a disinterested person or committee of disinterested directors to investigate alternatives to the Covered Arrangement.
2. The Board or committee shall exercise due diligence by using comparable market data among other objective tests, if available, to determine whether AZM can obtain a more advantageous arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
3. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the Covered Arrangement is in AZM's best interest and for its own benefit and whether the transaction is fair and reasonable to AZM and shall make its decision as to whether to enter into the Covered Arrangement.
4. The Board or committee must determine whether the Covered Arrangement is material to the financial, reputational or other interests of AZM. If a committee is the body which determines that the Covered Arrangement is material, then it must promptly notify the Board of this determination and may condition its approval, if any, of the Covered Arrangement upon the further review, input or approval of the Board.

#### **4. Violation of Conflict of Interest Policy.**

**A.** If the Board has reasonable cause to believe that a member of the Board, committee, officer, employee or independent contractor of AZM has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis of such belief and afford the person an opportunity to explain the alleged failure to disclose.

**B.** If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the Board should determine that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action as is needed in the circumstances, including removal from office or termination of employment.

#### **Article IV – Required Contemporaneous Record of Conflict of Interest Proceedings**

The minutes of the Board and all committees shall contain the following information:

- A.** The names of the person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest;
- B.** The nature of the financial interest;
- C.** The actions taken to determine whether a conflict of interest was present;
- D.** The Board’s or committee’s decision as to whether a conflict of interest in fact existed;
- E.** The content of the discussions, including any alternative transactions to the Covered Arrangement and comparable market data;
- F.** The names of the persons who were present for discussions and a record of their votes relating to the Covered Arrangement;

#### **Article VI - Periodic Reviews**

To ensure that AZM operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted to include the following subjects:

- A.** Whether compensation arrangement and benefits are reasonable and are the result of arm’s length bargaining;
- B.** Whether any arrangements with outside service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further AZM’s charitable purposes and do not result in impermissible private benefit;
- C.** Whether agreements with other organizations or employees further AZM’s charitable purposes and do not result in impermissible private benefit.

#### **Article VII – Initial and Annual Disclosure Statements**

**A.** Prior to the initial election, appointment or hiring of any director, officer, employee or independent contractor and annually thereafter, such individual must complete, sign and submit to AZM a written disclosure statement which affirms that such person: (i). has received a copy of the Policy; and (ii) has read and understands the Policy; (iii) has agreed to comply with the Policy; and (iv) identified to the best of her/his knowledge any entity or trust of which such individual is an officer, director, trustee, member, owner or employee and with which AZM has a relationship any transaction in which AZM is a participant and the individual or a Related Party might has a conflict of interest; or any other interests which could give rise to a conflict of interest.

**B.** All such forms shall be collected by AZM’s Secretary who shall report on all completed forms to the Audit Committee. All such forms will be held by AZM and available for inspection by the Audit Committee and any member of the Board.