



Scope

This Conflict or Duality of Interest policy applies to Directors, Officers, Honorary, Committee members, Staff, Contractors, and Consultants (collectively referred to as “Members”). End Violence Against Women International (EVAWI) is a nonprofit, tax-exempt 501(c)(3) organization, incorporated in the State of California and operating as a foreign corporation in the State of Washington. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. The IRS, and state corporate and tax officials view the operations of EVAWI as a public trust which is subject to scrutiny by and accountability to such governmental authorities as well as to members of the public. Nonprofit board members and executive staff are likely to be affiliated with many organizations, both on a personal and professional level, so it is not unusual for actual or potential conflicts of interest to arise.

Conflicts of interest are not regarded as a reflection on the integrity of the Board; rather, it is the way the Board deals with a violation or disclosed conflict that determines the propriety of the contract or transaction. Consequently, there exists between EVAWI and its Board an ethical and fiduciary duty that carries with it a broad and unbending duty of loyalty. Therefore, Members are responsible for complying with, and safeguarding compliance with this Policy and [Policy No. 205, Code of Business Conduct and Ethics and Values](#), to ensure that EVAWI’s affairs are administered in the most honest and prudent manner, while exercising the best care and judgment for the sole benefit of EVAWI.

Policy

Members shall act in good faith in all contracts and transactions involved in their duties, and they shall not use their positions with EVAWI or knowledge gained for their personal or professional benefit. The interests of the organization must have the priority in all decisions and actions.

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. For purposes of this Section, "interested persons" means either:

- a) Any person currently being compensated by EVAWI for services rendered within the previous twelve (12) months, whether as a full- or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

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Because of these interests, and in compliance with the IRS and EVAWI Corporate By-Laws,¹ all Members must disclose all relationships, their own, as well as any concerns a Member might have about a violation or conflict involving any other Member, that might be perceived by others as potentially influencing a Member's objectivity in any EVAWI matters in which the Member is involved, or any relationship that may influence the way Members carry out their responsibilities.

Federal funds must be used in the best interest of the award program. Decisions related to these funds must be free of undisclosed personal or organizational conflicts of interest, both in fact and in appearance. EVAWI is required to disclose in writing any potential conflict of interest to the awarding agency or pass-through entity, as applicable. See 2 C.F.R. § 200.112 for further details.

No Member who in good faith asks questions or raises concerns about a potential conflict of interest or reports a suspected violation by another Member, shall suffer harassment, retaliation or adverse consequence as a result. See [Policy No. 225, Whistleblower Reporting and Response](#), for further details.

It is essential that all Members adhere to this policy to protect the reputation and integrity of EVAWI. Failure to adhere to this policy could result in a real or apparent conflict or duality of interest, including personal financial gain, if Members have significant relationships with not-for-profit or for-profit organizations/ commercial enterprises (hereinafter collectively referred to as "Organizations") whose products, services, or businesses are related to the goals of EVAWI.

Relationships and Conflict or Duality of Interest

Conflicts of interest may be defined as an interest, direct or indirect, with any third party dealing with EVAWI. The Board of Directors has determined that the following relationships between Members and Organizations should be disclosed. Involvement with an Organization in the following circumstances extends to the Member's spouses/partners and dependents, and covers any involvement during the past 12 months, whether or not still current. For Staff, Contractors, and Consultants, 1, 2, and 3, apply to family members only. The relationships are as follows:

1. Receiving a salary, consulting fees, or position funding (partial or full) or "in-kind" for support of EVAWI's programs.
2. Receiving remuneration for services with respect to individual transactions involving EVAWI.
3. Any other financial benefit related to EVAWI.

¹ Refer to Section 6 of the [Corporate By-Laws](#), Restriction Regarding Interested Directors, and Article 11: Conflicting Interest Transactions at the end of this document for further information.

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4. Consulting fees/honoraria including honoraria from a third party, gifts or in-kind compensation for consulting, lecturing, travel, scientific advisory board service, legal testimony or consultation, or other purpose.
5. Membership in a Speaker's Bureau.
6. Holding office, serving on the Board, participating in management, or any other fiduciary role, whether remuneration is received for service or not, or being otherwise employed (including former employment) with any third party dealing with EVAWI.
7. Owning interests/stock or holding debt or other proprietary interests in any third party dealing with EVAWI.
8. Royalty income or the right to receive future royalties.
9. Ownership/partnership/principal excluding mutual diversified funds.
10. Research grants from a financially interested company.
11. Fellowship and internship support.
12. Intellectual property rights including patent or other intellectual property in a for-profit corporation.
13. Using EVAWI's time, personnel, or good will for other than EVAWI approved purposes.
14. Personal gifts, loans, goods, or services valued at more than \$200 from third parties from which EVAWI buys goods or services or with which it has business dealings.

The areas of conflicting interest listed above are not exhaustive. It is assumed that Members will recognize such areas and relations by analogy. It is the policy of the Board of Directors to facilitate full disclosure of the existence of any interests before any transaction is concluded. It shall be the Member's ongoing responsibility to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make the required disclosures.

Members with an actual or potential conflict of interest shall not participate in discussions or vote on matters affecting transactions between EVAWI and the third party.

Required Disclosures of Potential Conflicts and Violations

The Board of Directors requires full disclosure on actual or potential conflicts of interest as well as ethical issues related to EVAWI's Code of Business Conduct and Ethics. If a Member is aware of any ethical violation or relationship with an Organization that might be perceived by others as potentially influencing their objectivity in any EVAWI matters in which the Member is involved, the relationship or violation must be disclosed following the procedures described below:

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- Members of the Board, Executive and Management Staff, are required to file a signed Disclosure Form not less than annually and on such other occasions as requested by the Executive Committee or the Board of Directors.
- Disclosure Forms must also be completed and signed at the time Executive Staff, Contractors, or Consultants are hired or an appointment to the Board of Directors, and this includes any individual serving as an Associate or Committee Member.
- Members must certify that they are not presently indicted, or otherwise criminally or civilly charged by a Government entity; debarred, suspended, proposed for debarment, or declared ineligible for the award of Federal contracts and have not within the preceding five-year period, been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a Federal, state or local government contract or subcontract; violation of Federal or state antitrust statutes; or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, tax evasion, violating Federal criminal tax laws, or receiving stolen property.
- Members must disclose any litigation filed within the past five years involving the Member, or the Member's Board of Directors if applicable, if they were plaintiffs or named as defendants or respondents. This includes litigation in response to a violation of civil rights based on actual or perceived race, color, national origin, age, religion, sex, disability, sexual orientation or gender identity, not only in employment, but also in the delivery of services as well as retaliation against an employee because of the disclosure of information related to gross mismanagement, an abuse of authority, a substantial and specific danger to public health or safety, or a violation of law, rule, or regulation.
- Members must disclose whether they have filed for bankruptcy or been the subject of an involuntary bankruptcy proceeding and must also disclose any unsatisfied judgments, including tax liens, against the Member within the past five years.
- Members must certify that to the best of their knowledge and belief, no Federal appropriated funds have been paid, or will be paid to any person for influencing, or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress on behalf of EVAWI. If a Member has made a lobbying contact on behalf of EVAWI under the Lobbying Disclosure Act of 1995, the Member shall notify the Chief Executive Officer, or Board President as soon as possible.
- Members have a continuing obligation to disclose any potential conflict or duality of interest with respect to any transaction that affects or may affect EVAWI. In other words, Members must reveal any potential conflict or duality of interest that arises after completing and submitting the signed Disclosure Form. Each subsequent disclosure must describe the nature of the real, perceived, or potential conflict or duality of interest and all facts known relating to the subject matter.

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- The existence of litigation or a relationship as defined above does not necessarily imply ineligibility to serve, but rather that participation in some matters may be modified or avoided or, in appropriate circumstances, discontinued.
- The responsibility for identifying a potential violation or conflict resulting from a relationship with an Organization in any given situation rests with the Member.
- If a Member has any questions as to whether there is a violation or conflict, whether actual, potential, or perceived, the Member should first address the matter with the President of the Board.

Resolving Conflicts or Duality of Interests

- The President of the Board of Directors and the Chief Executive Officer will review the Disclosure Forms and work with the Member, to resolve any actual or potential conflict. In the absence of resolution, the matter will be referred to the Board of Directors.
- The Board of Directors shall have the right to inquire further with regard to a Member's disclosure and, in the event it determines there to be a conflict or duality or appearance of a conflict or duality of interest, or in the event of a failure to provide requested information or otherwise to cooperate with the inquiry, shall make a recommendation or determination as to the Member's continuing role or participation as an Officer, Director, Associate, Honorary, or Committee Member of EVAWI. Except for the CEO, recommendations made by the Board of Directors involving Staff will be managed by the CEO.
- When a Member's work with EVAWI involves an unresolved matter, the conflict will be addressed in a Board of Directors' Meeting. The Member and any other interested party shall be excused from the meeting for the duration of the discussion, and the Member will be informed when the discussion has terminated. The Member's departure, the nature of the conflict and the related transaction, and facts considered, will be noted in the Minutes of the meeting. If a motion is made, the decision must be unanimous, and the responses of each disinterested Director also recorded in the Minutes.

Transactions with related parties may be undertaken only if all the following are observed:

- A material transaction is fully disclosed in good faith and noted in the minutes and audited financial statements of the organization.
- The related party is excluded from the discussion and approval of such contract or transaction.
- The Board of Directors has acted upon and demonstrated that the transaction is in the best interest of EVAWI.

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- Prior to authorizing or approving any contract or transaction, the Board of Directors considers and in good faith determines that EVAWI could not obtain a more advantageous arrangement.
- Such contract or transaction is authorized or approved in good faith by a majority of disinterested Directors at the meeting according to quorum requirements.
- The Board of Directors shall have the authority, as it deems appropriate, to make the final decision as to a Member's continuing role and participation in EVAWI.

EVAWI BY-LAWS ARTICLE 11: CONFLICTING INTEREST TRANSACTIONS

Definition: For Purposes of this Article:

“Conflicting interest” means the interest a Director has respecting a transaction effected or proposed to be affected by the organization or any other entity in which the organization has a controlling interest if:

- a) The Director knows at the time the organization takes action that the Director or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the Director's judgment if the Director were called upon to vote on the transaction; or
- b) The transaction is brought before the Board for action, and the Director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the Director's judgment if the Director were called upon to vote on the transaction
 - 1) An entity of which the Director is a Director, general partner, agent or employee;
 - 2) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (1); or
 - 3) An individual who is a general partner, principal, or employee of the Director.
 - a. “Director's conflicting interest transaction” means a transaction effected or proposed to be affected by the organization or any other entity in which the organization has controlling interest. “Qualified Director” means any Director who does not have either:
 - i. A conflicting interest respecting the transaction; or
 - ii. A familial, financial, professional, or employment relationship with a second Director who does have a conflicting interest respecting the transaction, which



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relationship would, in the circumstances, reasonably be expected to exert an influence on the first Director's judgment when voting on the transaction.

- b. "Related person" of a Director means:
 - i. A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the Director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or
 - ii. A trust, estate, incompetent, conservator, or minor of which the Director is a fiduciary.
- c. "Required disclosure" means disclosure by the Director who has a conflicting interest of:
 - i. The existence and nature of the Director's conflicting interest; and
 - ii. All facts known to the Director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

Directors' Action:

- a) *Majority Vote.* Directors' action respecting a Director's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than two) qualified Directors who voted on the transaction after either required disclosure to them or compliance with paragraph 2 below.
- b) *Director's Disclosure.* If a Director has a conflicting interest respecting a transaction, but neither the Director nor a related person of the Director is a party to the transaction, and if the Director has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that Director from making the disclosure described in the above paragraph, then disclosure is sufficient if the Director:
 - 1) Discloses to the Directors voting on the transaction the existence and nature of the Director's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and
 - 2) Plays no part, directly or indirectly in their deliberations or vote.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time Officer or other employee,

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independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

