

CONFLICT OF INTEREST POLICY

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PURPOSE

The Guild of New Hampshire Woodworkers (GNHW) is required to have Board members and Committee members assess and disclose whether they have a conflict of interest in serving GNHW *every year*.

In an attempt to cover both federal and state Conflict of Interest regulation requirements, please do the best you can, erring on the side of disclosure. The forms will then be reviewed and determined which, if any, need to be addressed further, including the possibility of reporting the conflict to the Attorney General's office and/or publication in the newspaper.

Requirements to ensure compliance with conflict of interest policy & laws:

- All possible conflicts of interest must be disclosed in writing to the Board.
- Transactions involving an insider (any director, officer, employee or agent and family members of the aforementioned) that exceed \$500 but are less than \$5,000 in any fiscal year require a two-thirds vote for approval.
- Transactions involving an insider that exceeds \$5,000 require a two-thirds vote **and** publication of a legal notice in the newspaper **and** written notice to the Director of Charitable Trusts, Office of the Attorney General.
- Minutes of the meeting shall reflect that the conflict was disclosed **and** that the interested director or officer **and** all other directors with a pecuniary transaction with GNHW during the fiscal year were absent during **both** the discussion and the actual voting itself.
- Every director, or member of the immediate family of such director, who engages in a pecuniary benefit transaction with GNHW shall provide copies of all contracts, payment records or other financial documents at the request of the Attorney General's Director of Charitable Trusts.

POLICY STATEMENT

Duty to Disclose and Voting Requirements. Any possible conflict of interest* on the part of any director or officer of GNHW, shall be disclosed in writing to the Board of Directors and made a matter of record through an annual procedure and also when the interest involves a specific

transaction being considered by the Board of Directors. If the transaction involving a director or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in any fiscal year of GNHW, a two-thirds vote approving the transaction is required. If the transaction of AFMI exceeds five thousand dollars (\$5,000) in any fiscal year, then a two-thirds vote approving the transaction and publication of a legal notice in the appropriate newspaper is required, together with written notice to the Director of Charitable Trust, Office of the Attorney General. The minutes of the meeting shall reflect that a disclosure was made; that the interested director or officer and all other directors with a pecuniary transaction with GNHW during the fiscal year were absent during both the discussion and the voting on the transaction; and the actual vote itself. Every new director and officer will be advised of this policy upon entering the duties of his or her office.

Other Statutory Requirements. The Board of Directors will comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (RSA 7:19, II and 292:6-a) and with the Department of the Treasury, Regulation CDFIF, 12 CFR Part 1805. 906, and all such laws and regulations are hereby incorporated in full into and made a part of this policy statement. These requirements include, but are not limited to, (i) absolute prohibition on any loans to any officer, director, employee or agent of GNHW, or any family member or business partner of any of the foregoing persons; and (ii) prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer or director without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by RSA 7:19, 11, RSA 292:6-a and applicable treasury regulations.*Any transaction involving GNHW in which a director or officer has a financial interest or in which a member of his or her immediate family has a financial interest or a transaction involving AFMI in which another organization, whether a charitable organization or a business organization, has a financial interest and the director or officer or his or her immediate family is a trustee, director, officer, shareholder, partner, member, proprietor or employee should be disclosed to the Board of Directors.