LEAGUE OF WOMEN VOTERS OF TOMPKINS COUNTY
CONFLICT OF INTEREST POLICY

ARTICLE I
PURPOSE

The purpose of this policy (the “Policy”) is to protect the interests of the League of Women Voters of Tompkins County (the “League”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or Key Employee of the League. The League will not enter into any such transaction or arrangement unless it is determined by the Board in the manner described below to be fair, reasonable and in the best interests of the League at the time of such determination. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to non-for-profit and charitable organizations.1

ARTICLE 2
RELATED PARTY TRANSACTIONS AND DUTY TO DISCLOSE

A Related Party Transaction is not necessarily a prohibited transaction. Under this Policy, if the League contemplates entering into a Related Party Transaction, the Board must determine if the transaction is fair, reasonable, and in the best interests of the League at the time of such determination.

If at any time during his or her term of service a Related Party acquires any Financial Interest in any transaction, agreement or any other arrangement with the League, or when any matter for decision or approval comes before the Board in which a Related Party has a Financial Interest, that Financial Interest or potential Related Party Transaction must be promptly disclosed in writing to each member of the Board and to the President, together with all material facts. The Board will then follow the procedures in Article 3 of this Policy.

Failure to disclose to the Board a known Financial Interest in any transaction, agreement or any other arrangement with the League or a known potential Related Party Transaction may be grounds for removal from the Board or termination from the League.

ARTICLE 3
DISCLOSURE AND VOTING

Disclosure.

Any Related Party shall disclose in good faith all material facts of his or her Financial Interest in any transaction, agreement or any other arrangement with the League to the Board.

Non-Participation and Review.
All transactions, agreements or any other arrangements between the League and a Related Party or in which any Related Party has a Financial Interest, and any other transactions which may involve a potential conflict of interest, shall be reviewed by the Board. All Related Parties with a Financial Interest shall leave the room in which such deliberations are conducted. The Board will then determine whether the contemplated Related Party Transaction is fair, reasonable, and in the best interests of the League at the time of such determination. The League will not enter into any Related Party Transaction unless it is determined to be fair, reasonable and in the best interest of the League at the time of such determination.

Consideration of Alternate Transactions and Comparability Data.
If the contemplated Related Party Transaction pertains to compensation for services or the transfer of property or other economic benefit to a Related Party, the Board must determine that the value of the economic benefit provided by the League to the Related Party does not exceed the value of the consideration received in exchange by obtaining and reviewing appropriate comparable data prior to entering the transaction.

In those instances where the contemplated Related Party Transaction does not involve compensation, transfer of property or benefits to a Related Party, the Board must consider alternative transactions to the extent possible, prior to entering into such transaction.

Comparability Data.
When considering the comparability of compensation, for example, the types of relevant Comparability Data which the Board may consider include, but are not limited to (1) compensation levels paid by similarly situated organizations, both exempt and non-exempt; (2) the availability of similar services within the same geographic area; (3) current compensation surveys compiled by independent firms; and (4) written offers from similar institutions competing for the same person's services. When the transaction involves the transfer of real property as consideration, the relevant factors include, but are not limited to (i) current independent appraisals of the property, and (ii) offers received in a competitive bidding process.

Voting.
The Board shall, after considering alternate transactions and/or comparability data, determine in good faith by vote of the Board whether the transaction or arrangement is fair, reasonable, and in the best interest of the League at the time of such decision. The transaction shall require the approval of not less than a majority vote of the Directors present at the meeting. In conformity with the above criteria, the Board shall make its

decision as to whether to enter into the transaction or arrangement and shall document the meeting contemporaneously under Article 6 of this Policy.

No Related Parties with a Financial Interest shall be present for deliberations and voting on the transaction or arrangement in which he or she has a Financial Interest. However, Related Parties are not prohibited from providing information regarding the transaction to the Board prior to the Board’ s deliberations. No Director, Officer or Key Employee shall vote, act, or attempt to influence improperly the deliberations on any matter in which he or she has been determined by the Board to have a Financial Interest. Any attempt to vote, act, or improperly influence deliberations by the Board on any matter with which such person has a Financial Interest may be grounds for removal from the Board or termination from the League.

ARTICLE 4
COMPENSATION

Current League policy prohibits Directors and Officers from receiving compensation from the League for services provided to the League. If in the future this policy changes, then this Conflict of Interest Policy would need to be amended to take this change in compensation policy into account in accordance with then current New York law.

ARTICLE 5
RECORDS OF PROCEEDINGS

The minutes of all meetings of the Board and all Committee meetings at which a Related Party Transaction is considered shall contain:

- The names of the persons who disclosed or otherwise were determined to have a potential or actual Financial Interest and/or conflict of interest, the nature of the potential or actual Financial Interest and/or conflict of interest, any action taken to determine whether a Financial Interest or conflict of interest exists, and the Board’s decision as to whether a Financial Interest and/or conflict of interest exists.
- The names of the persons who were present for discussions and votes relating to any determinations under Article 3 above, including whether the Related Party left the room during any such discussions, the content of such discussions, including discussion of alternative transactions, and whether or not the transaction with the Related Party was approved by the Board.
- The minutes shall be documented contemporaneously to the decision and discussion regarding the Financial Interest or conflict of interest.

ARTICLE 6
INITIAL AND ANNUAL WRITTEN DISCLOSURES

Prior to a Director's initial election to the Board, or an Officer or Key Employee's employment at the League, and thereafter on an annual basis, all Directors, Officers, and Key Employees shall disclose in writing to the Secretary of the League:

(i) Any entity of which such person or a Relative of such person is an officer, director, trustee, member, owner, or employee and with which the League has a relationship,

(ii) Any Financial Interest such person may have in any League, organization, partnership or other entity which provides professional or other goods or services to League for a fee or other compensation, and

(iii) Any position or other material relationship such Director, Officer, Key Employee, or Relative of such person, may have with any not-for-profit League with which the League has a business relationship.

A copy of each disclosure statement shall be kept in League's files and made available to any Director, Officer, or Key Employee upon request.

ARTICLE 7
ANNUAL STATEMENTS
Each Director, Officer, and Key Employee shall annually sign and submit to the Secretary of the League a statement which state that such person:

(a) has received a copy of this Policy,
(b) has read and understands the Policy, and
(c) has agreed to comply with the Policy.

ARTICLE 8
DEFINITIONS
Board. The body responsible for the management of the League.

Director. Any voting or non-voting member of the Board of a League, whether designated as a director, trustee, manager, governor, or by any other title.

Financial Interest. A person has a Financial Interest if such person would receive an economic benefit, directly or indirectly, from any transaction, agreement, or compensation agreement, including direct or indirect remuneration as well as gifts or favors that are not insubstantial or other arrangement, involving the League.

Key Employee. A Key Employee is a person who is, or has within the last five years, been in a position to exercise substantial influence over the affairs of the League. This includes, but is not limited to:

(i) Voting members of the Board;

(ii) Presidents, chief executive officers, chief operating officers or employee of any other title with similar responsibilities;

(iii) Treasurers and chief financial officers or employee of any other title with similar responsibilities; or

(iv) A "highly compensated" employee, within the meaning of section 4958 of the Internal Revenue Code and guidance issued by the Internal Revenue Service, who is in a position to exercise substantial influence over the affairs of the League.

Officer. A person who has the authority to bind the League as designated in the bylaws of the League.

Related Party. Persons who may be considered a Related Party of the League under this Policy include:

(i) Directors, Officers, or Key Employees of the League;

(ii) Relatives of Directors, Officers, or Key Employees;

(iii) Substantial contributors to the League (within the current fiscal year or the past five fiscal years);

Related Party Transaction. Any transaction, agreement or any other arrangement with the League in which a Related Party has a Financial Interest. Any Related Party Transaction will be considered a conflict of interest for purposes of this Policy.

Relative. A Relative is a spouse, ancestor, child (whether natural or adopted), grandchild, great grandchild, sibling (whether whole or half blood), or spouse of a child (whether natural or adopted), grandchild, great grandchild or sibling (whether whole or half blood), or a domestic partner as defined in section 2994-A of the New York Public Health Law.

Adopted by the League's Board of Directors at its meeting on September 16, 2015

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TCConflict of Interest Disclosure and Acknowledgement of Receipt and Acceptance of Conflict of Interest Policy of the League of Women Voters of Tompkins County

I, ____________________________, a Director/Officer/Key Employee of the League of Women Voters of Tompkins County, hereby state:

1. There is no entity which I or a relative is an officer, director, trustee, member, owner, or employee and with which the League has a relationship, except:

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2. Neither I nor any relative of mine has any Financial Interest any League, organization, partnership or other entity which provides professional or other goods or services to League for a fee or other compensation, except:

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3. Neither I nor any relative of mine holds any position or other material relationship such Director, Officer, Key Employee in any not-for-profit League with which the League has a business relationship, except:

I have (a) received a copy of the annexed Conflict of Interest Policy, (b) read and understand the Policy, and (c) agree to comply with the Policy.

Name and Title

Date

Adopted at the LWVTC Annual Meeting, June 2025.