

WESTCHESTER COUNTY BAR ASSOCIATION
Board of Directors Conflict of Interest Policy and Disclosure Form

In their capacity as directors, the members of the Board of Directors (the "Board") of the Westchester County Bar Association ("WCBA") must act at all times in the best interests of the WCBA. The purpose of this policy is to establish a Conflict of Interest Policy, and to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary.

1. **Duty to the WCBA**: WCBA Board members have a fiduciary duty to conduct themselves without a conflict to the interests of the WCBA. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the WCBA. The WCBA expects each Board member to avoid any such activity, agreement, business investment or interest, or other situation, which is in conflict with the WCBA's interests or interferes with the performance of that Board member's duties to the WCBA. and to represent the WCBA in a manner consistent with the goals, objectives and policies of the organization.
2. **Conflicts of Interest**: A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to the WCBA and the Board member's personal, business or other interests. A personal interest may arise from the Board member's association with another bar association or non-profit corporation. A business interest arises when a Board member is an employee or consultant to or has another business arrangement with, another public or private concern. Conflicts may arise in situations where a Board member may have the opportunity to influence the WCBA's business decisions in ways that could lead to personal gain or give improper advantage to the Board member.
3. **Disclosure**: All conflicts of interest are not necessarily prohibited or harmful to the WCBA. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or WCBA Executive Committee) members- with the interested Board member(s) recused from participating in debates and voting on the matter- are required. Such disclosure shall be disclosed through the annual disclosure form and/or whenever a conflict arises.
4. **Determination of Conflict Violation**: The disinterested members of the WCBA Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The WCBA Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. **Annual Policy Notification**: On an annual basis, all Board members shall be provided with a copy of this policy and shall be required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the WCBA Executive Committee, as well as all other conflict information provided by Board members.

ACKNOWLEDGMENT AND DISCLOSURE FORM

I have read the WCBA Board of Directors Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a WCBA Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the WCBA President in writing.

Disclosure of Actual or Potential Conflicts of Interest:

None

Board Member Signature

X _____

Board Member Printed Name

X _____

Dated: _____