

## **ARTICLE I PURPOSE**

The purpose behind the conflict of interest policy is to protect the Association of Proposal Management Professionals (APMP®), hereinafter referred to as APMP, when it is considering entering into a transaction or arrangement that could directly benefit an officer or director of APMP or any interested person, as defined in Article II, paragraph 1, or could result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws, and treaty laws governing conflict of interest applicable to nonprofit and charitable organizations. This policy is intended to supplement but not replace any other policy in place by APMP.

## **ARTICLE II DEFINITIONS**

- 1. Interested Person.** Any director, principal officer, alliance partner, corporate sponsor/member, authorized training organization, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest as defined below, is an interested person.
- 2. Financial Interest.** A person has a financial interest if the person has directly or indirectly, through business, investment, or family,
  - a.** an ownership or investment interest in any entity with which APMP has a transaction or arrangement,
  - b.** a compensation arrangement with APMP or with any entity or individual with which APMP has a transaction or arrangement, or
  - c.** a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which APMP is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest does not necessarily mean a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

## **ARTICLE III PROCEDURES**

- 1. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.
- 2. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all the material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

**3. Procedures for Addressing the Conflict of Interest**

- a.** An interested person may make a presentation at the Board of Directors, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The CEO of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the Board of Directors shall determine whether APMP can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors, whether the transaction is in APMP's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make a decision as to whether to enter into the transaction or arrangement.
- e.** In case an undisclosed Conflict of Interest is determined, the Ethics Committee shall be responsible for conducting an investigation and making recommendations to the Board of Directors.

---

APMP Board Member name (print)

---

APMP Board Member signature

---

date