



Flatwoods Community Volunteer Fire Department

P.O. Box 250, Flatwoods, WV 26621 - Phone 304-765-4066

Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Organization, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. the Department

This tax exempt organization is The Flatwoods Community Volunteer Fire Department and shall herein after be referred to as 'the Department',

2. Member, Governing Board

As stated in Article I, Section 11 General Powers of 'The Flatwoods Community Volunteer Fire Department Constitution, By-Laws, General Rules and Regulations of 2005', "The business and affairs of the department shall be managed by a quorum of the active members of the department attending the monthly business meetings." Therefore 'member' shall be defined as any 'active member of the department attending the monthly business meetings' or any director, principal officer, or member of a board or committee having been delegated any powers of this governing body. 'Governing Board' shall be defined as this governing body or the affected board or committee having been delegated any powers of this governing body.

3. Interested Person

Any member of the Department who has a direct or indirect financial interest, as defined below, is an interested person.



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4. 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 the Department has a transaction or arrangement,
- b. A compensation arrangement with the Department or with any entity or individual with which the Department has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Department 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 is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Governing Board 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 Governing Board considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any



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discussion with the interested person, he/she shall leave the Governing Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining 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 Governing Board meeting, 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 chairperson of the Governing Board meeting shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Governing Board shall determine whether the Department 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 Governing Board shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Department's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the Governing Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.



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b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Governing Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the Governing Board's business meetings shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Governing Board's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

a. A voting member of the Department who receives compensation, directly or indirectly, from the Department for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any board or committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Department for services is precluded from voting on matters pertaining to that member's compensation.

c. A voting member of the Department, or of any board or committee whose jurisdiction includes compensation matters and who receives compensation,



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directly or indirectly, from the Department, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each Department member shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Department is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Department operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Department's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.



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Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Department may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Department Membership of its responsibility for ensuring periodic reviews are conducted.



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Annual Signature Statements

I _____ have received a copy of the Departments' Conflict of Interest policy and I have read and understand said policy. I agree to comply with the policy, and I understand that the department, The Flatwoods Community Volunteer Fire Department, is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature: _____

Date _____