



1. General

- 1.1. This conflict of interest policy is designed to:
 - 1.1.1. help WASLA Executive Committee members and other committee members, officers, other volunteers, and employees of WASLA identify situations that present potential conflicts of interest; and
 - 1.1.2. provide WASLA with a procedure, which if observed, will allow a transaction to be treated as valid and binding even though an Executive Committee member or other committee member, officer, other volunteer, or employee has or may have a conflict of interest with respect to the transaction.
 - 1.1.3. provide guidance about conflicts of interest within WASLA's governance in the specific and limited context of the governance questions contained in IRS Form 990.
- 1.2. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in an applicable state and federal statutory provision(s), the statutory provision(s) shall control.

2. Definitions

- 2.1. "WASLA" means the Washington Chapter of the American Society of Landscape Architects.
- 2.2. "Covered Person" means any person serving as a WASLA Executive Committee member, officer, or committee member, or other volunteer group member, or employee.
- 2.3. "Family Member" means a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Covered Person.
- 2.4. "Financial Interest" means a financial or pecuniary interest of any kind, which in view of all the circumstances is substantial enough that it would affect, or could reasonably be perceived by others to affect, the Covered Person's or Family Member's judgment with respect to transactions to which WASLA is a party. This includes all forms of compensation. For purposes of this policy, an ownership interest of less than three (3) percent in a publicly traded company shall not, by itself, constitute a Financial Interest.
- 2.5. "Representative" means a director, officer, agent, partner, consultant, trustee, or representative.
- 2.6. "Transaction" means any agreement, relationship, or business dealing involving:
 - 2.6.1. the sale or purchase of goods, services, or rights of any kind;
 - 2.6.2. providing or receiving a loan or grant; or
 - 2.6.3. the establishment of another type of pecuniary relationship.The making of a gift or a donation to WASLA is not a Transaction.

3. Conflicts of Interest

- 3.1. For purposes of this policy, each of the following circumstances shall be deemed a conflict of interest:



3.1.1. Outside Interests:

3.1.1.1. A Transaction involving WASLA and a Covered Person or Family Member.

3.1.1.2. A Transaction involving WASLA and an entity in which a Covered Person or Family Member has a Financial Interest, or of which such person serves as a Representative.

3.1.2. Outside Activities

3.1.2.1. A Covered Person competing with WASLA in the rendering of services or the provision of goods.

3.1.2.2. A Covered Person having a Financial Interest in, or being a Representative of, an entity that competes with WASLA.

4. Procedure

4.1. Disclosure.

4.1.1. Prior to Executive Committee or other committee action on a Transaction involving a Conflict of Interest, a Covered Person having a Conflict of Interest shall disclose all facts material to the Conflict of Interest to the Executive Committee or other committee.

4.1.2. Covered Persons who are not members of the WASLA Executive Committee or other committee, or who have a Conflict of Interest with respect to a Transaction that is not the subject of Executive Committee or other committee action, shall disclose such conflict to WASLA's president or his/her designee.

4.1.3. Disclosure(s) shall be reflected in the minutes of the meeting.

4.2. Covered Person Limitations.

4.2.1. The person having a Conflict of Interest shall not participate in discussion of the matter by the Executive Committee, board or other committee except to disclose material facts and to respond to questions.

4.2.2. The person having a Conflict of Interest shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

4.2.3. The person having a Conflict of Interest shall not vote on matters relating to the Transaction. Such person's ineligibility shall be reflected in minutes of the meeting.

4.2.4. The Covered Person shall refrain from any action that may affect WASLA's participation in such Transaction.

4.3. Determination of Conflict of Interest. In the event it is unclear whether a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to WASLA's president or his/her designee (or if the individual with the potential conflict of interest is the president, to the Executive Committee), who shall determine whether there exists a Conflict of Interest that is subject to this policy. In making this determination, WASLA's president or his/her designee (or, as applicable, the Executive Committee) may seek the advice of counsel or other third parties.



5. Gifts, Gratuities, Entertainment, and Honoraria

- 5.1. A Covered Person or Family Member shall not accept gifts, entertainment, or other item of gratuity in excess of \$100.00 dollars in value from an individual or entity that:
 - 5.1.1. does or is seeking to do business with WASLA or any of its Executive Committee members;
 - 5.1.2. is a competitor of WASLA; or
 - 5.1.3. has received or is seeking to receive a loan, grant, or other financial commitment from WASLA.

6. Procurement

- 6.1. It shall be WASLA's policy to discourage sole-source awards of contracts for the procurement of goods and services where the recipient of the contract is:
 - 6.1.1. a Covered Person; or
 - 6.1.2. a company or entity in which the Covered Person has a Financial Interest.
- 6.2. The procurement of goods or services from any of the foregoing persons or entities shall be undertaken through an open and competitive process involving the evaluation of proposals or bids by an impartial evaluator.
- 6.3. Covered Persons participating in such competitive process shall also adhere to all other applicable provisions of this Conflict of Interest policy.
- 6.4. Notwithstanding the foregoing, competition shall not be required if the involvement of the Covered Person in the transaction is fully disclosed to the WASLA Executive Committee and the WASLA Executive Committee determines that the transaction is otherwise fair and reasonable.

Acknowledgement

By my signature below, I hereby acknowledge that I have received a copy of the WASLA Conflict of Interest Policy; that I have carefully reviewed the Policy; and that I will abide by its requirements.

Signature Date

Printed Name

Position with Chapter (*please print*)