

<b>SOP #</b>	<b>OAP-2</b>	<b>Revision:</b>	<b>Rev. 3</b>	<b>Prepared by:</b>	<b>BOD 2010</b>
<b>Effective Date:</b>	<b>June 2, 2010</b>			<b>Approved by:</b>	<b>BOD 2010</b>

**Title:** ***Conflict of Interest Policy***

**Policy:** It shall be the policy of Sir Walter Gun Club, Inc. (SWGCI) to avoid the appearance or actuality of private benefit to individuals who are in a position of substantial authority and to establish procedures that will offer protection against charges of impropriety involving officers, directors, or trustees of the Club.

**Purpose:** To establish a conflict of interest policy that is intended to help ensure that when actual or potential conflicts of interest arise, SWGCI will have a process in place under which the affected individual will advise the governing body about all the relevant facts concerning the situation. This conflict of interest policy is also intended to establish procedures under which individuals who have a conflict of interest will be excused from voting on such matters.

**Scope:** This policy shall apply to members of the SWGCI Board of Directors, Officers, Committee Members, including Committee Chairs, Match Directors and Program Directors.

**Procedure:** The following procedures are hereby established:

1. Members of the SWGCI Board of Directors, Officers, Committee Members, including Committee Chairs, Match Directors and Program Directors. (**hereinafter “member”, or “member(s)”**) at all times have an affirmative and continuing duty to disclose to the Board of Directors at the earliest possible time any actual or potential conflict of interest and all facts surrounding the matter. The potential conflict of interest will be investigated by the remaining Board members and discussed with the **member(s)** who is perceived to have a conflict of interest, so that all information and perspectives of the potential conflict will be brought to light, and so that the remaining Board members can proceed with a discussion and resolution of the matter having all possible information available to them. After the informational discussion between the remaining Board members and the **member(s)** with the potential conflict is complete, the **member(s)** then shall recuse themselves from any further consideration of the issue under discussion to permit full discussion and a decision by the remaining Board members who do not have conflict of interest.
2. A conflict of interest transaction is, but is not limited to, any transaction or activity with the corporation, another entity, relationship, interest, or activity in which a **member’s** interests are or may be considered to be at odds with their fiduciary obligation and responsibilities to the corporation and which results, has the appearance of resulting in, or may result in, personal, organizational, or professional gain.
3. A conflict may be of either a direct or indirect interest and of either a non-financial or a financial nature and includes any bias or the appearance of bias in the decision making

process that could reflect a dual role played by the affected **member** or those related to the **member**.

4. The term conflict of interest shall be construed broadly and liberally with the intent to protect the interests of the corporation in fulfillment of its charitable or exempt purpose and to avoid the taint of a decision which could be construed by those outside the corporation as having been inappropriately influenced by a **member(s)** with a conflict of interest.
5. After having disclosed a potential conflict and the facts surrounding the matter, and following the discussion of the details of the potential conflict with the remaining members of the Board of Directors on the matter, the affected **member(s)** if found to have a conflict then shall be required to remove themselves both substantively and physically from any further discussion or consideration of the matter by the remaining unaffected members. Any corporate transaction in which a member has a direct or indirect interest shall only be authorized, approved, or ratified in good faith by a majority, not less than two (2), of the Board members who have no direct or indirect interest in the transaction even though less than a quorum; provided, however, no such transaction shall be authorized, approved, or ratified by a single Board member.
6. For purposes of determining whether an indirect conflict of interest exists, a **member** has an indirect interest in a transaction if:
  - a. another entity in which the **member** or any member of their family to include parents, siblings, spouse, children or children's spouses, and grandchildren; or a co-owner, partner, shareholder, employee, or other significant individual connected to or with the **member** has a material interest; or in which the **member** is a general or limited partner to a party to the transaction and has a material interest, or
  - b. another entity in which the **member** or their family to include their parents, siblings, spouse, children or children's spouses, and grandchildren are an officer, director, shareholder, partner, owner, or trustee is a party to the transaction and the transaction is or should be considered by the Board of Directors.