

INTERNATIONAL GENEALOGICAL AND HISTORICAL COLLEGE



CONFLICT OF INTEREST POLICY

Adopted: _____, 2026

ARTICLE I

PURPOSE

The purpose of this Conflict of Interest Policy is to protect the interests of the International Genealogical and Historical College (the “College”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, Executive Committee member, or key individual of the College, or might result in a possible excess benefit transaction under Section 4958 of the Internal Revenue Code.

This policy is intended to supplement but not replace applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

ARTICLE II

DEFINITIONS

1. Interested Person

Any member of the Executive Committee, officer, committee chair, or person 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:

- An ownership or investment interest in any entity with which the College has or is considering a transaction or arrangement.
- A compensation arrangement with the College or with any entity or individual with which the College has or is considering a transaction.
- A potential ownership, investment, or compensation arrangement with any entity or individual with which the College is negotiating a transaction.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. A conflict exists only if the Executive Committee determines that a conflict exists.

ARTICLE III

DUTY TO DISCLOSE

An Interested Person must disclose the existence of any financial interest and all material facts to the Executive Committee prior to discussion or vote on the proposed transaction or arrangement.

Disclosure shall be made:

- At the earliest practical time;
- Before any vote or final action;

- In writing when feasible.
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ARTICLE IV

DETERMINING WHETHER A CONFLICT EXISTS

After disclosure of the financial interest and all material facts, and after discussion with the Interested Person, the Interested Person shall leave the meeting while the determination of a conflict of interest is discussed and voted upon.

The remaining Executive Committee members shall decide if a conflict of interest exists.

A majority vote of the disinterested Executive Committee members shall determine whether a conflict exists.

ARTICLE V

PROCEDURES FOR ADDRESSING THE CONFLICT

If a conflict of interest is determined to exist:

1. The Interested Person may make a presentation to the Executive Committee but shall leave the meeting during discussion and vote.
2. The Executive Committee may appoint a disinterested person or committee to investigate alternatives.
3. After exercising due diligence, the Executive Committee shall determine whether the College can obtain a more advantageous transaction from a person or entity that would not give rise to a conflict.
4. If no more advantageous transaction is reasonably possible, the Executive Committee may approve the transaction if it determines that:
 - The transaction is in the College's best interest;
 - The transaction is fair and reasonable; and
 - The transaction furthers the College's charitable and educational purposes.

Approval shall require a majority vote of disinterested members.

ARTICLE VI

RECORDS OF PROCEEDINGS

The minutes of the Executive Committee shall contain:

1. The names of people who disclosed financial interest.
 2. The nature of financial interest.
 3. Any action taken to determine whether a conflict was present.
 4. The decision as to whether a conflict existed.
 5. The names of people present for discussions and votes;
 6. The content of the discussion, including alternatives considered.
 7. The record of votes taken.
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ARTICLE VII

COMPENSATION MATTERS

A voting member of the Executive Committee who receives compensation, directly or indirectly, from the College for services is precluded from voting on matters pertaining to that compensation.

No voting member whose jurisdiction includes compensation matters and who receives compensation from the College may vote on their own compensation.

ARTICLE VIII

ANNUAL STATEMENTS

Each Executive Committee member, officer, and key committee chair shall annually sign a statement which affirms that such person:

1. Has received a copy of this Conflict-of-Interest Policy.
 2. Has read and understands the policy.
 3. Agrees to comply with the policy; and
 4. Understands that the College is charitable and must operate in a manner consistent with its tax-exempt status.
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ARTICLE IX

PERIODIC REVIEWS

To ensure the College operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Executive Committee shall conduct periodic reviews of:

- Compensation arrangements and benefits.
 - Partnerships, joint ventures, or other arrangements with management organizations.
 - Transactions involving officers or Executive Committee members.
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ARTICLE X

VIOLATIONS OF THE POLICY

If the Executive Committee has reasonable cause to believe that a member has failed to disclose an actual or possible conflict of interest, it shall:

1. Inform the member of the basis for such belief.
2. Provide the members with an opportunity to explain.
3. After investigation, determine appropriate disciplinary action if warranted.

Disciplinary actions may include removal from office, termination of committee service, or membership suspension.

ACKNOWLEDGEMENT OF RECEIPT

(Annual Certification)

I acknowledge that I have received and reviewed the Conflict-of-Interest Policy of the International Genealogical and Historical College and agree to comply fully with its terms.

Name: _____

Position: _____

Signature: _____

Date: _____

Need blank form for each officer to sign.