

**CLARK COUNTY ASSOCIATION OF SCHOOL ADMINISTRATORS AND  
PROFESSIONAL-TECHNICAL EMPLOYEES  
ETHICS / CONFLICT OF INTEREST POLICY**

**SECTION 1: PREAMBLE**

The Clark County Association of School Administrators and Professional-technical Employees (“Union”) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important for its continuation. The relationship between the Union and its members carries with it a broad duty of loyalty and fidelity. The officials and Executive Board members of the Union have the responsibility to honestly and prudently administer the affairs of the Union, and to exercise their best care, skill, and judgment in the sole interest and for the sole benefit of the Union and its members. The officials and Executive Board members of the Union shall exercise the utmost good faith in all transactions related to their Union duties, and they shall not use their positions with the Union or knowledge gained therefrom for their personal benefit or for the benefit of a person or entity other than the Union and its members. The interests of the Union must be the first priority in all Union related decisions and actions.

Generally, officials and Executive Board members of the Union shall not deal with the assets of the Union in their own interests or for their own account, or act as a decision maker in any transaction involving the Union on behalf of a party whose interests are adverse: (1) to the interests of the Union or (2) the interests of its members. The officials and Executive Board members of the Union accept these principles as guidance for the Union. Recognizing and avoiding such conflicts is an important responsibility of officials and Executive Board members of the Union, in order to avoid conflicts of interest, officials and Executive Board members of the Union should:

- Weigh the benefits and liabilities of a decision solely from the perspective of the Union and its members.
- Avoid promoting or participating in decisions that personally affect officials and Executive Board members of the Union other than those where the benefit is because of their status as Union members.
- Refrain from soliciting and/or accepting items of value under circumstances that present the appearance that officials and Executive Board members of the Union could be affected by the receipt of the item of value, or when such receipt creates actual or perceived appearance of impropriety.
- Avoid the use or acceptance of Union assets for personal gain.
- Discuss with other officials and Executive Board members of the Union and Union counsel situations that present the potential for affecting the ability to make unbiased and objective decisions.

## **SECTION 2: PERSONS AFFECTED**

This policy is directed not only to officials and Executive Board members of the Union, but also to all service providers who can influence the actions of the Union. For example, this would include all who make or influence purchasing decisions, all persons who are professionals retained by the Union, and anyone who has confidential, nonpublic or proprietary information concerning the Union.

## **SECTION 3: AREAS IN WHICH A CONFLICT MAY ARISE**

Conflicts of interest may arise in the relations of officials and Executive Board members of the Union and service providers with any of the following third parties:

1. Businesses supplying goods and services to the Union.
2. Employers that contribute to the Union.
3. Businesses from whom the Union leases property and equipment.
4. Businesses with whom the Union is dealing or planning to deal in connection with the purchase or sale of real estate, securities, services or other property.
5. Agencies, organizations and associations that affect the operations of the Union.
6. Family members and friends; others whose interests, in relation to the Union, may conflict or give the appearance of a conflict.

## **SECTION 4: NATURE OF CONFLICTING INTEREST**

A conflicting interest is an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt, or having other proprietary or pecuniary interests, in any third party dealing with the Union.
2. Holding office or being otherwise employed (or formerly employed) with any third party dealing with the Union.
3. Receiving remuneration for services or other things of value regarding individual transactions involving the Union.
4. Using the Union's time, personnel, equipment, supplies, assets or good will for other than Union-approved activities, programs and purposes.
5. Offering, giving, soliciting or receiving personal gifts or other things of value from persons or entities dealing or competing with the Union. Receipt of any gift is disapproved except gifts of a nominal or de minimus value. No personal gift of money shall ever be accepted.

## **SECTION 5: INTERPRETATION OF THIS STATEMENT OF POLICY**

The areas of conflicting interests listed in Section 3, and the relations in those areas, which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that officials and Executive Board members of the Union and service providers will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of the Union.

However, it is the policy of the Union that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the officials and Executive Board members of the Union, plan professionals and service providers to scrutinize their transactions and outside business interests and relationships for potential conflicts and to make such disclosures, in a prompt and timely manner.

## **SECTION 6: DISCLOSURE POLICY AND PROCEDURES**

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following procedures are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists (if applicable); and
4. The officials and Executive Board members of the Union, or a duly constituted committee thereof, have determined that the transaction is in the best interest of the Union.

Disclosure under Subsection 6(1) above should be made to the Executive Director of the Union (or if he or she is the one with the conflict, then to another Union official), who shall bring the matter to the attention of the Executive Board of the Union or a duly constituted committee thereof. Disclosures involving Union officials or employees should be made to the Executive Director, (or if he or she is the one with the conflict, then to another Union official), who shall bring the matters to the Executive Board of the Union or a duly constituted committee thereof.

The Executive Board of the Union or a duly constituted committee thereof shall determine whether a conflict exists and, in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the Union. The decision of the Executive Board of the Union or a duly constituted committee thereof on these matters will rest in their sole discretion, and their concern must be the welfare of the Union, and the advancement of its purpose.

After exercising due diligence, the Executive Board or committee shall determine whether the Union 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.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested Board members whether the transaction or arrangement is in

the Union'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.

## **SECTION 7: ETHICS**

It is the policy of the Union to deal with all members, plan professionals, service providers, Executive Board members and officials, with candor, honesty, integrity and fair dealing.

Accordingly, in discharging their duties and responsibilities, officials and Executive Board members of the Union, service providers and others should conduct themselves and perform all of their responsibilities with candor, honesty, integrity and fair dealing, and should:

- With full disclosure, deal honestly with all involved with the Union, including, but not limited to other officials and Executive Board members of the Union, members, administrators and Union professionals.
- Avoid misleading officials and Executive Board members of the Union, members, administrators and Union professionals on matters relating to the Union by inaction or silence, or by action or words.
- Bring to the attention of other officials and Executive Board members of the Union all material facts relating to any decisions or actions. Document all material facts relating to any decision.
- Communicate honestly regarding matters related to the operation and administration of the Union.
- Keep confidential, and not use or disclose to others for one's personal benefit or the benefit of any person or entity other than the Union and its members, confidential, nonpublic, privileged or proprietary information or data concerning the Union, without the prior, express permission of the Executive Board of the Union.

## **SECTION 8: ACKNOWLEDGEMENT AND PERIODIC REVIEWS**

Each official and Executive Board member of the Union shall execute this Ethics / Conflicts of Interest Policy either below or in counterpart. All service providers shall be provided a copy of this Policy and asked to acknowledge receipt, understanding and acceptance of its terms as they may pertain to such service providers' dealings with the Union.

From time-to-time, as determined by the Executive Board, the Union shall conduct a review of all its service provider agreements and other financial transactions since the most recent such review, and confirm whether compensation arrangements are reasonable, based on available industry comparisons, and the result of arm's length bargaining. When conducting such reviews, the Executive Board may, but need not, use outside advisors. If outside experts are used,

their use shall not relieve the officials and Executive Board members of the Union of their responsibility for ensuring period reviews are conducted.

**SECTION 9: NO THIRD PARTY RIGHTS**

This Policy is an internal operational policy of the Union and it provides no standing, cause of action or claim to any third party against the Union or any officials and Executive Board members of the Union.

Agreed and accepted this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

The Clark County Association of School Administrators and Professional-technical Employees

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Tamathy Larnerd, President 2010-2011

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Cathy Conger, Past President 2010-2011

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Susan Steaffens, President Elect 2010-2011

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Beverly Mathis, Secretary 2010-2011

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Lee Esplin, Treasurer 2010-2011

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Stephen Augspurger, Executive Director

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