

SAR Conflict of Interest Policy Including Corporate Opportunity, Confidentiality, Acceptance of Gifts, Gratuities and Entertainment

Conflict of Interest Policy

Service as an officer or director, or a volunteer committee member (each, collectively hereinafter referred to as a “Leader”) for the Southern Adirondack Realtors, Inc. (SAR) or any of its affiliated entities (collectively SAR) gives rise to certain ethical and legal obligations to SAR by the Leader. This fiduciary duty requires the exercise of reasonable care in performing functions for SAR, exhibiting honesty and good faith and includes the responsibilities of both care and loyalty to SAR. The duties of good faith and loyalty require Leaders to avoid Conflicts of Interest (defined below) and to safeguard SAR’s best interests, not those of the Leader.

A Conflict of Interest may exist when the Leader participates in the decision-making process on an issue for SAR while concurrently having other business, professional or personal interests that could tend the Leader toward bias or predisposition on the issue. The fiduciary duty of a Leader also requires the Leader to avoid the appropriation of programs and activities, particularly business prospects that properly belong to SAR. Leaders must also maintain the confidentiality of SAR information. These obligations run from the Leader to SAR as a whole.

Even where the Leader might be appointed or elected by the membership, or by virtue of the Leader’s professional position within a particular company or practice area, the primary obligations of the Leader are to SAR as an organization, not to the Leader’s constituency. The following policies apply to all Leaders of SAR.

Conflict of Interest Defined

According to Black’s Law Dictionary, a Conflict of Interest is “a term used in connection with public officials and fiduciaries and their relationship to matters of private interest or gain to them.” In the event there is an inconsistency between the following requirements and procedures prescribed herein and those in federal or state law, the law shall control. For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

A Leader will be considered to have a Conflict of Interest whenever the Leader:

1. is a principal, partner, officer, director, member, manager, agent, associate, trustee, personal representative, receiver, guardian, custodian, conservator, consultant to, legal representative or owner of, any interest in a business (the “Business”) providing products or services to, or competing with, SAR; or



2. is a principal, partner, officer, director, member, manager, agent, associate, trustee, personal representative, receiver, guardian, custodian, conservator, consultant to, legal representative or owner of, any interest in a business being considered as a provider of products or services to, or competing with, SAR; or
3. holds any other unique and/or substantial interest in the Business, financial, material or otherwise, such as a personal, employer-employee, competitor, contractor-contractee, shareholder or governance relationship with the Business; or
4. holds a Familial Interest in the Business with “Familial Interest” being defined as an interest held by a spouse, domestic partner, parent, child, spouse of a child, brother, sister, spouse of a brother or sister, cousin, spousal cousin or other family member.

Conflicts of Interest Procedures

1. SAR Leaders with actual or potential Conflicts of Interest must immediately disclose all facts material to the actual or potential Conflict of Interest at the outset of any discussions by SAR pertaining to the Business. The Leader shall immediately refrain from any action that may affect SAR’s decision to participate with the Business.
2. Such Leaders shall be excused from such discussions unless otherwise requested by the Board of Directors or applicable committee and shall respond to all questions asked of them. They shall not participate in or be permitted to hear the discussion of the matter except to disclose all facts and respond to questions.
3. Such Leaders shall not attempt to exert any personal influence with respect to the matter, either in or outside of the meeting.
4. Furthermore, no Leader with a Conflict of Interest may vote on any matter in which the Leader has a Conflict of Interest and will not be permitted to be present in the meeting room when any vote is taken on the matter.
5. Minutes of meetings shall reflect that any such disclosure was made, shall contain the facts material to the Conflict of Interest, that the Leader was excused from the discussion of the matter and that the Leader did not vote on the matter.
6. In the event it is not entirely clear that a Conflict of Interest exists, the Leader with the potential Conflict of Interest shall disclose the circumstances at the onset of any discussion and the decision-making body will determine whether there exists a Conflict of Interest that is subject to this Policy.

Corporate Opportunities Policy

Any Leader who learns of a business opening, investment, opportunity, project or program that may be of beneficial interest to SAR, may not pursue that opportunity outside of SAR without first offering it to SAR. Only if SAR decides not to proceed (i.e. abandons such corporate opportunity) may the Leader proceed independently of SAR.

NOTE: No Leader is prohibited from engaging in conduct in the same general line of commerce as SAR, but the Leader must conduct such Leader’s own activities in good faith and without injury to SAR. For example (any examples given within these various policies



Leader's service on a committee entails development of an educational course to be delivered to SAR members. It would be a violation of this Policy to take the work of the committee and use it to create an educational course for the Leader's personal or familial financial gain. Further, and in this regard, the Leader does hereby assign to SAR all right, title and interest in and to any and all information or material developed, conceived or created relating to all SAR projects, including all copyrights and other proprietary materials.

Confidential Policy

A Leader must (a) maintain the confidence and not disclose or cause to be disclosed to anyone, other than SAR, any information determined as confidential with such determination of confidentiality being determined at SAR's sole discretion; (b) keep any materials containing confidential information in a safe and secure place to protect against inadvertent disclosure; and (c) preserve confidential information indefinitely, even after expiration of the Leader's service. Upon expiration of the Leader's service, the Leader must promptly return to SAR, upon request, any materials containing confidential information sent to or acquired by the Leader relating to the Leader's work for SAR. For example, assume that the executive committee, during its search for a new Association Executive, designates the deliberations as "confidential" to preserve the integrity of the search. It would be a violation of this Policy for the Leader to disclose such deliberations to anyone outside the committee except as may be required to conduct the committee's business or as required by law.

Gifts, Gratuities & Entertainment Policy

No Leader may accept gifts, entertainment or other favors from any individual, entity or organization that does or is seeking to do business with SAR, or one that has received, is receiving or is seeking to receive or secure, a financial commitment from SAR or under any circumstances where it might be inferred that such action was intended to influence the Leader in the performance of the Leader's duties. This does not, however, preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of SAR.

Review of Policy

Each Leader shall annually complete the disclosure form identifying any relationships, positions or circumstances in which the Leader is involved that the Leader believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a director of or consultant to a competing business or organization, or ownership of a business that might provide goods or services to SAR.

This Policy shall be reviewed annually by the Board of Directors of Southern Adirondack REALTORS, Inc. Any changes to this Policy shall be communicated immediately to all Leaders



Name *

First Name

Last Name

NAR NRDS ID *

Disclosure of Potential or Known Conflicts of Interest *

I DO have relationships, positions, or circumstances in which I am involved that I believe could contribute to a Conflict of Interest as defined by the above policy arising.

I DO NOT have relationships, positions, or circumstances in which I am involved that I believe could contribute to a Conflict of Interest as defined by the above policy arising.

Acceptance of SAR Policies *

I acknowledge and accept the SAR Conflict of Interest Policy outlined above.

Acceptance of SAR Policies *

I acknowledge and accept the SAR Corporate Opportunities Policy outlined above.

Acceptance of SAR Policies *

I acknowledge and accept the SAR Confidentiality Policy outlined above.

Acceptance of SAR Policies *

I acknowledge and accept the SAR Gifts, Gratuities & Entertainment Policy outlined above.



Certification and Signature *

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by the Policies outlined above. I have also read, understand and agree with the terms of any job description applicable to my position as a Leader, including all meeting attendance policies and rules.

Signature *



Use your mouse or finger to draw your signature above

[\[clear\]](#)

Submit Form

