



**CONFLICT OF INTEREST POLICY**  
for  
MEMBERS OF THE BOARD OF DIRECTORS  
COMMITTEE OFFICERS, SECTIONAL OFFICERS  
and STAFF  
of the  
BOTANICAL SOCIETY OF AMERICA, Inc.

The Officers (Society Officers) of the Botanical Society of America (BSA or the Society), including members of the **Board of Directors** ("the Board"), **Sectional Officers/Leaders** (Sections), **Committee Officers/Leaders** (Committees), all **other Elected Officers** (Editors of BSA Publications) and **Staff** expect their actions to fulfill the purposes of the Society as set forth in its Mission, Bylaws, Policies and Procedures.

Inherent in all Society Officers positions is the obligation to avoid "conflicts of interest". A "conflict of interest" is generally defined as a decision and/or transaction in which, because an individual is, either directly or indirectly, a party to the transaction or possible beneficiary of the decision/transaction, there is or may be a conflict between the individual's fiduciary obligations to the Society and that individual's personal, professional and/or business interests. Additionally, we see a "conflict of interest" in instances where an immediate family member "is, either directly or indirectly, a party to the transaction or a possible beneficiary of the transaction" and/or when "an organization to which an individual belongs will be a direct or indirect beneficiary of the decision/transaction."

Society Officers shall recuse themselves from positions, discussions, or votes where they have, appear to have, or believe that they may have a conflict of interest that would prevent them from acting in the best interests of the Society and the safeguarding of its programmatic and corporate soundness. Furthermore, should a Society Officers have a personal financial interest, or a financial interest in any agency, company, or entity that receives or stands to receive financial or other material benefits from performing services for BSA, that Society Officers shall disclose that interest to his or her fellow Society Officers.

**PROCEDURES:**

The President and the Executive Director of BSA will jointly administer this Conflict of Interest Policy; each may, at his or her discretion, refer issues or matters to the full Board or an appropriate committee thereof.

1. A Society Officer who becomes aware of a potential or perceived conflict of interest involving himself or herself should report the situation promptly by filing a written disclosure statement with both the President and Executive Director.
2. A Society Officer who becomes aware of a potential or perceived conflict of interest involving another Society Officer or employee should report the situation promptly by filing a written disclosure statement with both the President and Executive Director.
3. In relation to points 1 and 2:
  - a. In any transaction involving the Society and a Society Officer, and any corporation, partnership or other entity in which an individual is an officer or director has and/or expects or intends to have a financial or other beneficial interest, such individual, prior to any discussion or decision concerning the transaction, shall fully disclose to the Board and any fellow Section/Committee

- officers/leaders considering the transaction the material facts of the transaction and the individual's interest or relationship.
- b. Upon such disclosure, the individual shall take no further part in the meeting during which time the proposal is considered and voted upon.
  - c. After receiving such disclosure, prior to approving the transaction, the Board or Section/Committee must conclude that the transaction is "fair to the Society" and must approve the transaction without the participation or the vote of the interested individual.
  - d. The interested individual's presence at the meeting may be counted in determining whether a quorum of the board or committee is present, but that individual shall not vote on the transaction.
4. This Conflict of Interest Policy is to be communicated to and subscribed to by all Society Officers each calendar year. New Officers are to be provided a copy of this Policy prior to the date their service to the Society begins.
  5. A signed copy of this Conflict of Interest Policy from each Society Officer shall be returned for review to both the President and Executive Director. Any disclosure of conflict of interest or potential conflict requires that the President and Executive Director review the situation together and document a suggested resolution that is in the best interests of BSA.
  6. Resolutions may be appealed to the full Board. All appeals must be made in writing. Board rulings will be decided by a simple majority vote.
  7. Copies of all documents relating to disclosures, resolutions, and appeals will be retained by the BSA Business Office.
  8. All disclosure statements are to be retained for five years. All disclosures and related actions involving grants and contracts must be maintained at least three years beyond the termination of the related grant or contracts or resolution of any action with the funding organization, whichever is longer.
  9. It is a violation of BSA policy to retaliate against an individual who files a statement raising a potential or perceived conflict of interest. It also is a violation for a Board member knowingly to file a false statement. If such actions should occur, they should be brought immediately to the attention of both the President and Executive Director.

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*I have read this Conflict of Interest Policy for Society Officers of BSA, and hereby agree to abide by its terms in all matters dealing with my responsibilities to the Society.*

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Signature

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Date

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Name (Please Print)