SOUTHERN ILLINOIS UNIVERSITY ALUMNI ASSOCIATION

CONFLICTS OF INTEREST POLICY

A. Purpose. The purpose of this Conflicts of Interest Policy is to protect Southern Illinois University Alumni Association’s (Corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of or might result in a possible excess benefit transaction of an officer, director, or key employee of the Corporation. Such transactions may include services provided by the Corporation, purchase of services and/or tangibles from a vendor; and/or access to specialized or privileged information which can be used for personal gain. This policy is intended to supplement but not replace any federal or state laws governing conflicts of interest applicable to nonprofit and charitable corporations in Illinois.

B. Applicability. This Policy applies to any transaction or arrangement between the Corporation and any “interested person.”

An “interested person” is a key employee of the Corporation, director, officer or member of a committee with Board-delegated powers who has a direct or indirect “financial interest.”

A “financial interest” is:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

3. Being an officer, director, employee or agent of any entity or individual with which the Corporation has a transaction or arrangement.

Compensation includes direct and indirect remuneration and gifts or favors which are substantial in nature ($100 or more).

C. Determination of a Conflict of Interest. With respect to any proposed transaction or arrangement between the Corporation and any entity or individual being considered by the Board of Directors or any committee with Board-delegated powers:

1. Any interested person shall disclose any financial interest and all material facts relating thereto to the Board or committee as soon as the interested person becomes aware of a possible conflict of interest.

2. Upon the disclosure by an interested person of a financial interest and all material facts relating thereto and discussion with the interested person, he or she shall leave the meeting while the remaining members of the Board or
committee discuss the matter and determine, by majority vote without the interested person voting, whether or not the financial interest of the interested person constitutes a conflict of interest.

D. Addressing a Conflict of Interest. If a conflict of interest is determined to exist, then the Board or committee shall:

1. Require the interested person to leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest; provided, however, that the interested person may make a presentation at the meeting prior to leaving;

2. Appoint, if it deems appropriate, a non-interested person or committee to investigate alternatives to the proposed transaction or arrangement; and

3. Determine, by a majority vote without the interested person voting, that the transaction or arrangement is in the Corporation’s best interests and for its own benefit; is fair and reasonable to the Corporation; and, after exercising due diligence, determine that the Corporation cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances.

Any interested person who violates this Conflict of Interest Policy shall be subject to appropriate discipline, including removal from office and/or termination of employment.

E. Recording Conflicts of Interest. The minutes of all Board meetings and the meetings of all committees with Board-delegated powers shall include:

1. The names of the persons who disclose or otherwise were found to have a financial interests, the nature of the financial interests and whether the Board or committee determined that there was a conflict of interest; and

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of these discussions, including any alternatives to the proposed transaction or arrangement; and a record of the vote.

F. Distribution of Conflict of Interest Policy

1. At the Fall Board meeting, and at the first meeting of each committee with Board-delegated powers following the Fall Board meeting, a copy of the Corporation’s current Conflicts of Interest Policy shall be distributed to all key employees, directors, and committee members.
2. Within a month after the Fall Board meeting, each key employee, director, and committee member shall sign and return to the secretary of the Board a written statement that he or she:

   a. Has received a copy of the Conflicts of Interest Policy;
   
   b. Has read and understands the Policy;
   
   c. Agrees to comply with the Policy;
   
   d. Understands that the Policy applies to all committees and subcommittees having Board-delegated powers; and
   
   e. Understands that the Corporation is a charitable organization and that in order to maintain its tax-exempt status, it must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes.

G. Periodic Reviews. At the first Board meeting following the annual Board meeting, and at the first meeting of each committee with Board-delegated powers following the annual Board meeting, and at such other times as the Board of committee may deem appropriate, the Board or committee shall conduct a review of the Corporation’s activities to ensure that the Corporation is operating in a manner consistent with accomplishing its charitable purposes and that its operations do not result in private inurement or impermissible benefit to private interests.

Adopted by the Board of Directors of the Southern Illinois University Alumni Association on October 5, 2006.
Revised on April 26, 2008.
SIU ALUMNI ASSOCIATION

CONFLICTS OF INTEREST STATEMENT

The undersigned hereby states that he or she is an officer, director or committee member of the SIU Alumni Association and that he or she:

a. has received a copy of the Corporation’s Conflicts of Interest Policy;

b. has read and understands the Policy;

c. agrees to comply with the Policy;

d. understands that the Policy applies to all committees and subcommittees having Board-delegated powers;

e. understands that the Corporation is a charitable organization and that in order to maintain its tax-exempt status, it must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes; and

f. recognizes the need to maintain confidentiality regarding information he or she might receive as an officer, director or committee member regarding the activities of the Corporation.

The undersigned hereby states that, to the best of his or her knowledge and belief, he or she is not in a position of possible conflict of interest as indicated below (if none, state none):

Current Relationships and Transactions:

a. directly or indirectly have a financial interest in any firm doing business with the Corporation or providing similar services to those provided by the Corporation with the same constituency pool except as follows:

b. an officer or employee of any organization or business from which the Corporation obtains goods or services or which provides services similar to those provided by the Corporation with the same constituency pool except as follows:
c. there exists a relationship or situation, not covered above, which might be interpreted to be a conflict of interest or improper payment, which should be disclosed except as follows:

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Prior Relationships and Transactions:

d. During the past year, I have received no profit or gain from my position with the Corporation except as follows:

e. During the past year, I have not accepted any gifts, special payments or favors of greater than nominal value from any organization providing goods or services to the Corporation except as follows:

f. During the past year, no gift, special payment, or favor was offered or made by me on behalf of the Corporation to any individual, directly or indirectly, for the purpose of obtaining any unlawful, special or irregular services or favorable treatment from any supplier, governmental employee, agent or any agency represented by them, or any legislator, or court officer except as follows:

_____________________________________________________________________

_____________________________________________________________________

_____________________________________________________________________

_____________________________________________________________________

_____________________________________________________________________
**Existing Relationships Creating Potential Conflicts:**

Listed below are the companies in which I, or members of my immediate family, have an interest (ownership, employment, consulting, contracted agreement, arrangement, affiliation, or interest of any fiduciary nature) which could, in the future, lead to a conflict of interest with my responsibilities to the Corporation.

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<th>Company Name</th>
<th>Type of Interest</th>
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I agree to disclose promptly in writing any future relationship or situation that may give rise to a conflict of interest.

Adopted by the Board of Directors of the SIU Alumni Association on October 5, 2006. Revised on April 26, 2008.

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<th>Name (Printed)</th>
<th>Signature</th>
<th>Date</th>
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