

## **Washington State Dental Association Bylaw VI.I**

I. Conflicts of Interest. A member may not serve as an officer or member of the Board of Directors of the WSDA while serving as a member of the Washington State Dental Quality Assurance Commission. A member of this state Commission may serve as a member of a WSDA standing committee or a task force, but shall not participate in matters which are likely to come before the Commission on which he or she serves. Any WSDA officer, Board of Directors member, or member of a standing committee who has a financial interest or other position which gives him or her a stake in the outcome of a particular matter shall disclose the conflict of interest and, if appropriate under the circumstances, shall abstain from participating in the matter under consideration.

## **Washington State Dental Association Standing Rule 4.4**

### **4.4. Washington State Dental Association Conflict of Interest Policy**

A. Purpose. The purpose of the conflict of interest policy is to protect the interests of Washington State Dental Association (the "WSDA") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and tax-exempt organizations.

#### B. Definitions.

1. Interested Person. Any director, officer, or member of a committee 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 –

a. an ownership or investment interest in any entity with which the WSDA has a transaction or arrangement, or

b. a compensation arrangement with the WSDA or with any entity or individual with which the WSDA has a transaction or arrangement, or

c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the WSDA is negotiating a transaction or arrangement. 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. Under paragraph C, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

#### C. Procedures.

1. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted on. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in the conflict of interest.

b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the board or committee shall determine whether the WSDA can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the WSDA's best interest and for its own benefit and whether the transaction is fair and reasonable to the WSDA and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflict of Interest Policy.

a. If the board or committee has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

b. If, after hearing the response of the interested person and making such further investigation as may be warranted in the circumstances, the board or committee determines that the interested person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings.

The minutes of the board and all committees with board-delegated powers shall contain the following:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

E. Compensation.

1. A voting member of the board of directors who receives compensation, directly or indirectly, from the WSDA for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the WSDA for services is precluded from voting on matters pertaining to that member's compensation.

1. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the WSDA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. Annual Statements.

Each director, officer and staff member shall annually sign a statement which affirms that such person –

1. Has received a copy of the conflict of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands that the WSDA is a tax-exempt trade association under IRC § 501(c)(6) and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

G. Periodic Reviews.

To ensure the WSDA operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic

reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

Whether partnerships, joint ventures, and arrangements with management organizations conform to the WSDA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

H. Use of Outside Experts.

In conducting the periodic reviews provided for in paragraph G, the WSDA may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.