

**LOS ABOGADOS HISPANIC BAR ASSOCIATION  
CONFLICT OF INTEREST POLICY**

The following Conflict of Interest Policy (this “Policy”) constitutes the conflict of interest procedures of the Los Abogados Hispanic Bar Association (the “Association”).

**CONFLICT OF INTEREST**

A member of the Board of Directors (the “Board”), member of any Board committee, officer, key employee, highest compensated employee or other person with substantial influence over the affairs of Los Abogados Hispanic Bar Association (“Interested Person”) has a conflict of interest if they, their Family Member, or a Business Interest (both as defined below) are closely linked to a transaction involving the Association and the interest is of such significance to the Interested Person that the interest would reasonably be expected to exert an influence on the Interested Person’s judgment if the Interested Person were called on to vote on the transaction.

**FAMILY MEMBER**

As used in this Policy, the term “Family Member” means an Interested Person’s spouse, ancestors, siblings, and descendants and the spouses of siblings and descendants.

**BUSINESS INTERESTS**

As used in this Policy, the term “Business Interest” means a business entity, trust, or estate in which an Interested Person and their Family Members hold, directly or indirectly, 35% or more of the interests.

**DISCLOSURE**

Any Interested Person with a potential or actual conflict of interest between the Association’s interests and the Interested Person’s personal interests, Family Members’ interests, or Business Interests, shall disclose this conflict of interest to the Board on a timely basis.

**ABSTENTION**

If an Interested Person has a conflict of interest relating to any matter under consideration for a decision by the Board, he or she shall abstain from any vote, discussion (except as the remaining Board deems necessary for informational purposes), or any attempt to influence the decision of the Board on that matter. The Board may also require the Interested Person to be excused from a meeting while the matter is being deliberated and voted on.

**INVESTIGATION**

The disinterested members of the Board or relevant Board committee, as the case may be, shall review the conflicted transaction and determine whether the Association can obtain, with

reasonable efforts, a more advantageous transaction or arrangement that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement may not be obtained under circumstances that would not give rise to a conflict of interest, the disinterested members of the Board or Board committee, as the case may be, shall determine whether the conflicted transaction or arrangement is in the Association's best interest and for its own benefit and whether the transaction is fair and reasonable to the Association, and the disinterested members of the Board or relevant Board committee shall decide whether to enter into the transaction or arrangement in conformity with such determination.

### **RECORDING**

The fact of an Interested Person's disclosure and abstention shall be noted in the minutes of any meeting during which they occur.

### **DIRECTOR INDEPENDENCE**

The directors shall make decisions in the Association's best interests only, without regard to the personal, Family Interests, financial, or Business Interests of any individual director.

### **COMPENSATION**

The Board may hire and compensate individuals for necessary services rendered to the Association so long as such compensation is reasonable. The Board shall determine reasonable compensation amounts based upon compensation paid by similarly situated nonprofits for like services. The terms of such compensation, information relied upon to determine the terms of any compensation, and its source shall be recorded in writing.

An individual who is a voting member of the Board or a committee with Board delegated powers and who receives compensation, directly or indirectly, from the Association for services is precluded from participating in discussions or votes pertaining to their own compensation.

### **ANNUAL STATEMENTS**

Each Interested Person shall annually sign a Conflict of Interest disclosure statement which affirms that such person:

1. has received a copy of the Association's Conflict of Interest Policy,
2. has read and understands the Association's Conflict of Interest Policy,
3. has agreed to comply with the Association's Conflict of Interest Policy, and
4. understands that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

## **CHANGES TO THE POLICY**

This Conflict of Interest Policy has been reviewed and accepted by the Board. The Board must approve any changes to or deviations from this Policy.

## **CERTIFICATE OF ADOPTION**

The foregoing Conflict of Interest Policy was duly adopted by the Board of Directors effective as of the 4th day of April, 2018.

**LOS ABOGADOS HISPANIC BAR ASSOCIATION**



Ashley Villaverde Halvorson, President

**LOS ABOGADOS HISPANIC BAR ASSOCIATION  
CONFLICT OF INTEREST DISCLOSURE STATEMENT**

As part of its Conflict of Interest Policy, the Los Abogados Hispanic Bar Association (the “Association”) requires that every Interested Person (defined as members of the Board of Directors (the “Board”), members of any Board committee, officers, members of working groups, key employees, highest compensated employees, or other persons with substantial influence over the affairs of the Association disclose interests that could lead to an actual or apparent conflict of interest. This disclosure form is intended to satisfy the Policy’s annual disclosure requirement. Please describe the circumstances surrounding any positive response in the space provided or on a separate sheet. Capitalized terms not defined in this disclosure statement shall have the meaning set forth in the Conflict of Interest Policy.

**I. DISCLOSURE**

A. Name of Responsible Person:

Capacity (check all which apply):

\_\_\_\_\_Member of Board

\_\_\_\_\_Member of Board committee

\_\_\_\_\_Officer

\_\_\_\_\_Key employee

\_\_\_\_\_Highest compensated employee

\_\_\_\_\_Other person with substantial influence over the affairs of the Association

B. Have you, any of your Family Members, or any entity in which you or a Family Member has a 35% interest engaged in any of the following transactions with the Association in the past year:

(i) provided services or property to the Association in exchange for consideration?

\_\_\_\_\_YES

\_\_\_\_\_NO

(ii) had any direct or indirect interest in any transaction to which the Association was or is a party?

\_\_\_\_YES                      \_\_\_\_NO

(iii) become indebted to pay money to the Association (other than travel advances or the like)?

\_\_\_\_YES                      \_\_\_\_NO

(iv) received or become entitled to receive any personal benefits from the Association that in the aggregate could be valued in excess of \$100, that were not or will not be compensation directly related to your duties to the Association?

\_\_\_\_YES                      \_\_\_\_NO

(v) received compensation from an organization that is related to the Association through common supervision or control?

\_\_\_\_YES                      \_\_\_\_NO

If yes, please describe the proceeding(s) and if a Family Member or related entity is involved, the identity of the Family Member or related entity and your relationship with that person or entity:

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C. Do you have a family relationship or a business relationship with any other officer, director, trustee, or key employee of the Association?

\_\_\_\_YES                      \_\_\_\_NO

D. Did you receive compensation from any unrelated organization for services rendered to the Association?

\_\_\_\_YES                      \_\_\_\_NO

E. Are you aware of any other events, transactions or other situations that have occurred or may occur in the future that you believe should be examined by the Association in accordance with the terms and intent of its Conflict of Interest Policy?

\_\_\_\_YES                      \_\_\_\_NO

If yes to any of the above, please describe the situation(s) and if a Family Member or

related entity is involved, the identity of the Family Member or related entity and your relationship with that person or entity:

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By signing this Conflict of Interest disclosure, I hereby confirm that:

- 1) I have received a copy of the Association's Conflict of Interest Policy,
- 2) I have read and understand the Association's Conflict of Interest Policy
- 3) I agree to comply with the Association's Conflict of Interest Policy,
- 4) My responses to the above questions are complete and accurate to the best of my information and belief.
- 5) I understand that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
- 6) If I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with the Conflict of Interest Policy, I will notify an officer of the Board immediately.

**Signature.** \_\_\_\_\_

**Printed Name.** \_\_\_\_\_

**Date.** \_\_\_\_\_