

EMMAUS PUBLIC LIBRARY

CONFLICT OF INTEREST POLICY

Emmaus Public Library, at any given time, employs a full time Library Director and one or more other full time employees and several part time employees. The Board of Trustees is composed entirely of volunteers. In order to deal openly and fairly with actual and potential conflicts of interest that may arise from the said employees and volunteers involvement, Emmaus Public Library adopts the following Conflict of Interest Policy.

I. Policy

Trustees and employees are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests of a trustee or employee and the interests of the Emmaus Public Library. A conflict of interest exists when the loyalties or actions of a Trustee or employee are divided between the interests of Emmaus Public Library and the interest of the Trustee or employee. Both the fact and the appearance of a conflict of interest should be avoided.

II. Duty to Disclose

Each employee or Board member shall promptly disclose to the Board of Trustees all material facts regarding the affiliation of such employee or Trustee with any person with whom Emmaus Public Library is considering entering into a transaction.

III. Consequences of the Existence of a Conflict of Interest

After an affiliation disclosure by a Trustee at a Board meeting, the Trustee shall leave the meeting while the implications of the affiliation are considered and voted upon. The remaining Board members shall determine if a conflict of interest exists.

With regard to an employee without substantial influence over decisions made by Emmaus Public Library, the Board of Trustees shall decide the appropriate response by the Library if a conflict of interest has been determined to exist.

In the case of the Library Director, or any Trustee, if it is determined that a conflict of interest exists, the Library Director or Board of Trustee member shall leave the meeting while the transaction is discussed and the Trustee shall not vote on the said transaction. The remaining Trustees shall follow the procedures set forth below in order to decide whether or not to enter into the transaction.

IV. Board Action

If the Board of Trustees determines that a person with substantial influence over Emmaus Public Library has a conflict of interest with regard to a transaction of Emmaus Public Library, the Library may engage in the transaction only if the following conditions are met prior to said transaction:

A. The person with the possible conflict of interest shall disclose to the Board all material facts concerning said person's affiliation with the transaction.

B. The Board shall review the material facts. The transaction may be approved only if a majority of the Trustees, excluding the Trustee with the possible conflict, concludes that:

(1) The proposed transaction is fair and reasonable to Emmaus Public Library; and

(2) The Library proposes to engage in this transaction for its own purposes and benefits and not for the benefit of the person with the conflict; and

(3) The proposed transaction is the most beneficial arrangement which Emmaus Public Library could obtain in the circumstances with reasonable efforts.

The minutes of any meeting at which such a decision is taken shall record the nature of the affiliation and the material facts disclosed by the person with the potential conflict and reviewed by the Board of Trustees.

V. Policy Disclosure

The Library Director, all employees, whether full or part time, and every member of the Board of Trustees shall receive a copy of this Conflict of Interest Policy, and shall sign a Statement which affirms that he or she has received a copy of this Conflict of Interest Policy, has read and understood the Policy, and has agreed to comply with the Policy and disclose any direct or indirect affiliations.

VI. Remedies

Any employee who is deemed to have substantial influence over Emmaus Public Library who fails to comply with this Conflict of Interest Policy, may be put on notice or terminated, at the discretion of the Board of Trustees.

Any Trustee who fails to comply with this Conflict of Interest Policy may, at the discretion of the Board of Trustees, be censured or be removed from the Board.

VII. Periodic Reviews

To ensure that Emmaus Public Library operates in a manner consistent with its charitable purposes and its status as an organization exempt from federal income tax, the Board shall authorize and oversee a periodic review of the administration of this Conflict of Interest Policy. The review may be written or oral, and be conducted at least every other year. The review shall consider the level of compliance with the Policy, the continuing suitability of the Policy, and whether the Policy should be modified and improved.

VIII. Definitions

Affiliated, affiliation, includes all direct and indirect financial interests between a director, officer, or employee and a person with whom Emmaus Public Library and a person or organization with whom the Library is considering

entering into any transaction. It also includes any other interest that may influence the judgement of a Trustee, the Library Director, or any other employee. An objective test is applied to determine whether an affiliation exists between the employee or Trustee and the other person: whether the involvement or relationship of the Trustee or employee with the other person is such that it reduces the likelihood that the Trustee or employee can act in the best interests of Emmaus Public Library.

Person means any individual, trust, estate, partnership, association, company or corporation.

Possible Conflicts include, but are not limited to the employee's and Trustee's spouse, ancestors, children, grandchildren, great grandchildren, brothers, sisters, the spouses of children, grandchildren, great grandchildren, brothers and sisters, spouses of brothers and sisters, live-in companions, fiancées; and any entity in which the Trustee or employee holds more than 25 percent of the control. Any person who met one or more of these definitions in the five years before the proposed transaction is deemed, for purposes of this Policy, to have a substantial influence over the Trustee or employee of Emmaus Public Library.

CONFLICT OF INTEREST POLICY
AFFIRMATION OF COMPLIANCE AND DISCLOSURE STATEMENT

I have received and read the Conflict of Interest Policy for board members and staff of Emmaus Public Library and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with this policy. I also understand that Emmaus Public Library is a charitable organization 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.

Except as otherwise indicated in the Disclose Statement and/or attachments below, if any, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interest of Emmaus Public Library, nor does any relative or business associate of mine have such an actual or potential conflict of interest.

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the President of the Board of Trustees, or, if I am at that time the President, than to the Vice President of the Board of Trustees.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (Please print) _____

Signature _____

Date _____

Disclosures: