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Conflict of Interest Policy

This conflict of interest policy is designed to help Council members, officers, and employees of the American Meteorological Society (AMS) identify situations that present potential conflicts of interest and to provide AMS with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a Council member, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control.

1. Conflict of Interest Defined.
   For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:
   a. Outside Interests:
      i. An Agreement or Transaction between AMS and a Responsible Person or Family Member, or
      ii. an Agreement or Transaction between AMS and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a Council member, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
   b. Outside Activities:
      i. A Responsible Person competing with AMS in the rendering of services or in any other Agreement or Transaction with a third party, or
      ii. a Responsible Person's having a Material Financial Interest in; or serving as a Council member, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with AMS in the provision of services or in any other Agreement or Transaction with a third party.
   c. Gifts, Gratuities and Entertainment:
      A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that
      i. does or is seeking to do business with, or is a competitor of AMS, or
      ii. has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from AMS, or
      iii. is a charitable organization
      iv. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of AMS.
2. Definitions.
   a. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
   b. A "Responsible Person" is any person serving as an officer, employee, or member of the Executive Council of AMS.
   c. A "Family Member" is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
   d. A "Material Financial Interest" in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible

Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.

e. An "Agreement or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other type of pecuniary relationship by AMS. The making of a gift to AMS is not an Agreement or Transaction within the meaning of this document.

3. Procedures.
   a. Before Council or committee action on an Agreement or Transaction involving a Conflict of Interest, a Council member or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
   b. A Council or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
   c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the Council's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
   d. A person who has a Conflict of Interest with respect to an Agreement or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Agreement or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
   e. Responsible Persons who are not members of the Council of AMS, or who have a Conflict of Interest with respect to an Agreement or Transaction that is not the subject of Council or committee action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to an Agreement or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect AMS's participation in such Agreement or Transaction.
   f. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

4. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of AMS. Furthermore, a Responsible Person shall not disclose or use information relating to the business of AMS for the personal profit or advantage of the Responsible Person or a Family Member or the Responsible Person's company.

5. Review of Policy.
   a. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
   b. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to AMS. Each Responsible

Person should also disclose to the Council any potential Conflict of Interest that may arise during the course of the year between the submission of annual disclosure forms. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

[Version: January 2018]