



Conflict of Interest Policy

November 18, 2008

The Pennsylvania Recreation and Park Society recognizes the potential for conflicts of interest to arise and understands that actual or perceived conflicts of interest could potentially damage the reputation and credibility of the organization's work. In brief, a conflict of interest exists when an individual participates in the deliberation and resolution of an issue while, at the same time, the individual has other outside professional, business, or volunteer responsibilities that could predispose or bias the individual to a particular view or outcome.

All Pennsylvania Recreation and Park Society Directors, Officers, and Committee members have certain fiduciary duties that require at all times that they act in good faith, with candor, and in the best interests of the organization for which they serve and in furtherance of its non-profit and tax exempt purposes. Accordingly, a volunteer is prohibited from using his position in or information concerning the corporation to secure a pecuniary or other benefit.

As a general matter, if a potential or actual conflict arises, the fiduciary duty of loyalty requires disclosure of the conflict. Then, depending on the results of a disinterested review of the circumstances, recusal may be appropriate, i.e. refraining from participating in any organizational activity related to the conflict, such as deliberation or voting on a related transaction or decision. Sensitive situations where the conflict could be sustained and impact the work of the organization generally, resignation could be appropriate.

Similarly, a volunteer should not directly or indirectly compete for opportunities against the corporation. Furthermore, a volunteer should not appropriate corporate opportunities, such as business prospects, ideas, or investments that are related to the activities of the corporation. It is generally advisable for non-profit organizations to adopt conflicts of interest policies to protect against such problems.

Therefore, no Director, Officer, or Committee member of the Pennsylvania Recreation and Park Society shall use his/her position, or the knowledge gained there from, in any matter that could create a conflict of interest between the interests of the organization or its affiliates and his/her personal, professional, or other volunteer interests that may arise.

Every Pennsylvania Recreation and Park Society Director, Officer, or Committee member should understand their fiduciary duty to place the interests of the organization foremost in any dealings involving the organization. Every Director, Officer, and Committee member of the Pennsylvania Recreation and Park Society must comply with this policy and, prior to beginning their term of service, execute the attached form. Compliance with this conflicts of interest policy is mandatory and a continuing obligation.

The Pennsylvania Recreation and Park Society Ethics Committee will be responsible for addressing

and resolving any actual or potential conflict disclosed to it or to which it otherwise becomes aware. If the Ethics Committee is unable to resolve the issue, it will refer the matter to the Pennsylvania Recreation and Park Society Executive Committee. Following review of the conflict of interest, the person involved will be notified of the opinion of the reviewing body and its recommendations. The individual may ask the Ethics Committee or Executive Committee to review its recommendations before the recommendations are final.

The conduct of any business by any Pennsylvania Recreation and Park Society Director, Officer, or Committee member and the organization and/or any of its contractors is prohibited for a minimum period of two (2) years after leaving such position, unless a specific conflict waiver is granted in advance by a two-thirds vote of the Executive Committee. Business, in this context, is defined as the sale of any goods or services to the Pennsylvania Recreation and Park Society or to one of its contractors or sub-contractors.

Pennsylvania Recreation and Park Society Directors, Officers, and Committee members should not derive for themselves, their family members, relatives, or friends any material or pecuniary interest of any kind from their association with the organization.

If a Pennsylvania Recreation and Park Society Director, Officer, or Committee member, personally or through another organization, has an outside interest in any organizational matter or proposed transaction, that person shall fully disclose such interest to the Ethics Committee before any discussion or approval of such a matter or transaction.

Any Pennsylvania Recreation and Park Society Director, Officer, or Committee member who discloses an actual or potential conflict of interest with any matter or transaction coming before the Pennsylvania Recreation and Park Society Board of Directors shall not participate in any discussion of or vote in connection with the matter unless after its review the Ethics Committee unanimously determines otherwise.