



World Concertina Congress, Incorporated

Conflict of Interest Policy

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ARTICLE I – PURPOSE

The purpose of this Conflict of Interest Policy is to protect the World Concertina Congress's ("WCC") integrity and mission when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Trustee 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 conflicts of interest applicable to nonprofit and charitable organizations. This policy applies to all Officers, Trustees, members of committees with Board-delegated powers, and volunteers with governance responsibilities.



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ARTICLE II – DEFINITIONS

Section 1. Interested Person

Any Officer, Trustee, or member of a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is an "interested person."

Section 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which WCC has a transaction or arrangement;
- A compensation arrangement with WCC or with any entity or individual with which WCC has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which WCC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Administrative Guidance: For purposes of this policy, "insubstantial" gifts include nominal items of minimal value (such as promotional items and meals of modest value) that do not create an actual or perceived obligation or conflict.

Section 3. Immediate Family

"Immediate family" means spouse, domestic partner, child, parent, sibling, or any person residing in the same household as the interested person.

Section 4. Conflict of Interest

A conflict of interest exists when an interested person has a financial interest in a proposed transaction or arrangement, or where the person's objectivity or independent judgment regarding WCC matters could reasonably be impaired by a non-financial personal interest (such as a close personal relationship or strong personal loyalty), unless and until the disinterested members of the Board of Directors determine that the transaction is in WCC's best interest and fair and reasonable.



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ARTICLE III – PROHIBITED CONDUCT AND RESTRICTIONS ON PARTICIPATION

Section 1. Solicitation and Acceptance of Gratuities

Officers and Trustees shall neither solicit nor accept gratuities, favors, or anything of monetary value from contractors or vendors unless specifically approved in advance by the Board of Directors after full disclosure, as consistent with this policy, except in connection with bona fide WCC fundraising activities (including but not limited to membership dues, event registrations, donations, and gifts made to support WCC's mission).

Section 2. Restrictions on Participation in Procurement

No Officer or Trustee of WCC shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his or her knowledge, any of the following has a financial interest in that purchase or contract:

1. The Officer or Trustee;
2. Any member of their immediate family;
3. Their domestic partner or spouse;
4. An organization in which any of the above is an officer, director, or employee; or
5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.



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ARTICLE IV – PROCEDURES FOR DISCLOSURE AND RECUSAL

Section 1. Duty to Disclose

Any possible conflict of interest shall be disclosed promptly and in writing by the person or persons concerned. Disclosure shall be made:

- As soon as the interested person becomes aware of the potential conflict and before participating in any discussion, decision, or action related to the matter;
- To the Board of Directors or the appropriate committee; and
- Updated whenever circumstances change materially.

If circumstances do not permit written disclosure before a meeting, the interested person shall disclose orally to the President and provide written confirmation to the Executive Committee within five (5) business days.

Section 2. Board Action – Recusal and Non-Participation

When a conflict of interest is relevant to a matter requiring action by the Board of Directors or a committee:

1. The interested person(s) shall disclose the conflict to the Board of Directors or applicable committee and call it to the attention of the committee chair;
2. The interested person(s) shall not vote on the matter;
3. The interested person(s) shall leave the meeting during the Board's or committee's discussion and vote on the matter (not merely abstain from voting) and shall not seek to influence other Board or Director members regarding the matter outside the meeting; and
4. The interested person(s) may make a presentation of facts and answer questions before recusing themselves.

When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the disinterested Board of Director members, excluding the person(s) whose situation is in doubt.



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ARTICLE V – BOARD DETERMINATION STANDARDS

When a disinterested majority of the Board of Directors considers a transaction or arrangement involving a conflict of interest, the Board shall:

1. Ensure that the interested person has fully disclosed all material facts;
2. Consider whether WCC can obtain, with reasonable efforts, a more advantageous transaction or arrangement from an alternative source that would not present a conflict of interest;
3. If no more advantageous alternative exists, determine by majority vote of disinterested members whether:
 - The transaction or arrangement is fair and reasonable to WCC;
 - The transaction or arrangement is in WCC's best interest;
 - The transaction furthers WCC's charitable mission and organizational purposes; and
 - The arrangement does not result in inurement or impermissible private benefit to any interested person; and
4. Document the basis for the Board of Director's decision in the meeting minutes.



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ARTICLE VI – RECORDS OF CONFLICT

The official minutes of the Board of Directors and all applicable Committees shall reflect:

1. The names of all persons who disclosed or otherwise were found to have a financial interest or possible conflict of interest;
2. The nature of the financial interest or conflict, including a summary of the material facts disclosed;
3. Any action taken to determine whether a conflict of interest exists;
4. The Board of Director's or applicable committee's determination as to whether a conflict of interest in fact existed;
5. The names of persons present for discussions and votes relating to the transaction or arrangement;
6. A summary of the content of Board of Director's discussion, including any alternatives to the proposed transaction or arrangement considered;
7. A record of votes taken, including the names of those voting yes, no, and abstaining; and
8. Confirmation that the interested person(s) did not participate in the final discussion or vote.



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ARTICLE VII – DISCLOSURE AND ACKNOWLEDGMENT

Each Officer, Trustee, and member of a committee with Board-delegated powers shall review the Conflict of Interest Disclosure and Acknowledgment and affirm that:

1. The person has received a copy of this Conflict of Interest Policy;
2. The person has read and understands the policy;
3. The person agrees to comply with the policy;
4. The person understands that WCC is a mission-driven organization, tax-exempt under Internal Revenue Code section 501(c)(3), and must engage primarily in activities that accomplish its organizational purposes; and
5. The person discloses any potential conflicts of interest of which they are aware, using the designated disclosure form (attached or available separately).



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ARTICLE VIII – COMPLIANCE AND ENFORCEMENT

Section 1. Monitoring and Review

The Board of Directors shall review at least every three (3) years:

1. Compliance with this Conflict of Interest Policy;
2. All disclosure forms and any conflicts disclosed;
3. Compensation arrangements and benefits to ensure they are reasonable and based on competent information;
4. Partnerships, joint ventures, and vendor relationships to ensure they conform to WCC's policies, reflect fair value, further WCC's mission, and do not result in private benefit or excess benefit transactions.

Section 2. Violations

If the Board of Directors has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, the Board shall:

1. Inform the member of the basis for the Board of Director's concern;
2. Afford the member an opportunity to explain the alleged failure; and
3. After hearing the member's response and making further investigation as warranted, determine whether a violation occurred.

If a violation is found, the Board shall take appropriate corrective or disciplinary action, which may include reprimand, suspension, removal from committee or office, or other action as permitted by WCC's bylaws and applicable law.



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ARTICLE IX – CONSTRUCTION AND AMENDMENT

This policy shall be construed consistently with WCC's bylaws, mission, and applicable state and federal law. The Board of Directors may amend this policy by simple majority vote at any regular or special meeting, with reasonable notice to Board or Director members.

Periodic Policy Review: The Board shall review this Conflict of Interest Policy and its effectiveness at least every three (3) years, and more frequently if circumstances warrant, to ensure continued alignment with WCC's governance practices and applicable law.



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APPENDIX: CONFLICT OF INTEREST DISCLOSURE AND ACKNOWLEDGMENT

Conflict of Interest Disclosure and Acknowledgment

I, _____ (print name), acknowledge that I hold the following position(s) with the World Concertina Congress:

- Officer (Title: _____)
- Board of Trustees Member
- Committee Member (Committee: _____)

Acknowledgment of Policy

I acknowledge and affirm that:

1. I have received and read the WCC Conflict of Interest Policy.
2. I understand the policy and my obligations under it.
3. I agree to comply with the policy.
4. I understand that WCC is a mission-driven organization and, if tax-exempt, must engage primarily in activities that further its charitable purposes.

Disclosure of Conflicts

I disclose the following actual or potential conflicts of interest of which I am aware:

Financial Interest or Potential Conflict	Entity/Person Involved	Nature & Details
(Example: vendor relationship, employment, family member interest)		

If you have no conflicts to disclose, write "None" in the box above.

Signature: _____

Date: _____

Printed Name: _____

To be returned to: WCC Secretary

Date Received by WCC: _____



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REVISION HISTORY

Revision	Date	Changes
1	02/02/2026	Initial comprehensive review; added terminology guidance, non-financial conflict acknowledgment, administrative guidance on insubstantial gifts, recusal procedure refinement, bylaw alignment check, and periodic policy review cycle