



Adopted by the Board of Directors on October, 12, 2005

## **ASA-Houston Chapter CONFLICT OF INTEREST POLICY**

There exists between the members of the Board of Directors (individually, a “Director” and collectively the “Board of Directors” or the “Directors”) and the members (the “Members”) of the American Subcontractors Association – Houston Chapter (the “Association”) a fiduciary relationship that carries with it a strict and unbending duty of loyalty. The Board of Directors is responsible for administering the Association’s affairs honestly and economically, and exercising their best care, skill and judgment for the sole benefit of the Association. The giving of this service, because of the varied interests and backgrounds of the Directors, may result in situations involving a dual interest that might be interpreted as a conflict of interest. However, this service should not be rendered impossible solely by reason of a possible conflict of interest.

Potential conflicting interests exist between the Association and any organization or firm with which the Association does business, and between the Association and any organization or firm providing services similar to those services offered by the Association to its Members, non-members, and other organizations and firms. It is, of course, impossible to list every circumstance giving rise to a possible conflict of interest. However, they may include:

- ♦ a position of material financial interest in an outside concern from which the Association secures services or goods or which provides services competitive with the Association;
- ♦ any services or a consultative, managerial or directive nature provided to any outside concern that does business with or provides services competitive with the Association;
- ♦ any gifts, excessive or unusual entertainment, or other favors received from any outside concern that does or is seeking to do business with the Association or is a competitor of the Association.

If a Director becomes aware that he/she has a possible conflict of interest, he/she should immediately notify the President and the President-Elect. The President and the President-Elect shall review the situation and inform the Board of Directors of a potential conflict of interest situation when the potential conflict of interest rises to the level which warrants consideration by the Board of Directors. The Board of Directors shall provide an advisory opinion with respect to real or potential conflicts of interest in order to prevent a conflict that could operate to the detriment of the Association.

If the Board of Directors determines that a conflict exists, the Director with the conflicting interest will not be prevented from participating fully in discussions related to the issue or from answering pertinent questions of other Directors. However, the Board of Directors may request the interested Director to abstain from voting on matters related to the conflicting activity or association. Such vote shall be duly recorded.

This policy will be reviewed annually for the benefit and guidance of the Directors at an annual orientation or at the first Board of Directors meeting of the fiscal year of the Association. New Directors will be advised of the policy upon election.

*I have read, and agree to be bound by, the Conflict of Interest Policy adopted by the Board of Directors of the American Subcontractors Association – Houston Chapter (the “Association”). If I become aware that I have a possible conflict of interest, I will immediately notify the President and the President-Elect of the Association.*

Print: \_\_\_\_\_ Signature: \_\_\_\_\_ Date: \_\_\_\_\_

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American Subcontractors Association-Houston Chapter is a collective voice for a diverse membership committed to quality, safety, and ethics in construction. ASA-HC advocates for legislative reform and provides educational opportunities for the subcontracting community.