

Associated Dog Clubs of New York State, Inc.

Policy Manual

Association Policies

These policies of the Associated Dog Clubs of New York State, Inc (hereafter “Association”) may be modified by a majority vote of the Board of Directors as necessary.

Email Policy

Adopted by the Board of Directors on 26Jul2020

On the Association annual dues notice, a space will be provided to indicate agreement to receive email notices. It is the responsibility of the Club Member Delegate or the Associate Member to ensure that the email address that is on file with the Association is current. In the event that the Club Member Delegate or Associate Member does not agree to email communications, paper notices will be mailed via US Postal Service 1st class mail.

Non-Discrimination Policy

Adopted by the Board of Directors on 26Jul2020

The Associated Dog Clubs of New York State, Inc (Association) does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. We are committed to providing an inclusive and welcoming environment for all members of our staff, volunteers, subcontractors, vendors, and members.

Association Privacy Policy

Adopted by the Board of Directors on 26Jul2020

The Association maintains a list of members that includes: name, address, phone number, and email address. The Association requests, but does not require, that each member club provide the following information annually: member name, zip code, phone number, and email address

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of their members. The information is not maintained in an online site and is not publicly available. The list will be updated each time a club or one of those members requests a change. The information will not be shared with anyone except the Association lobbyist. The information will only be used to communicate with Association members and to provide data to law makers regarding the number of Association members in their district and in the Association. Anyone wishing not to receive communications directly from the Association may request that they be removed from the list at any time.

Animal Rights vs Animal Welfare – Definition

Adopted by the Board of Directors on 26Jul2020

Animal Rights: Any individual or organization that believes: non-human animals are entitled to the possession of their own existence and that their most basic interests, such as the need to avoid suffering and should be afforded the same consideration as similar interests of human beings. Animals should live free from use in medical research, hunting, and other services to humans.

Animal Welfare: Any individual or organization that believes: the treatment that an animal receives is covered by other terms such as animal care, animal husbandry, and humane treatment. Protecting an animal's welfare means providing for its physical and mental needs.

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Conflict of Interest Policy

Adopted by the Board of Directors on 26Jul2020

Article I

Purpose

The purpose of this Conflict of Interest Policy (“Policy”) is to protect the interests of Associated Dog Clubs of New York State, Inc. (the “Association”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or other Interested Person, as such term is defined in this Policy. The Association’s directors, officers, and other Interested Persons, must act in good faith and in the Association’s best interests, rather than in their own interests or the interests of any other person or entity. This Policy is designed to ensure that the Board of Directors (“Board”) and committees make decisions in an objective manner without undue influence by officers, directors or other Interested Persons, and sets forth the procedures for monitoring, reporting, review and oversight of and review, approval or ratification of any action taken in connection with, conflicts of interest transactions. The Association encourages individuals to avoid conflicts of interest in appearance and in fact. This Policy is intended to supplement but not replace any applicable state and federal law (“Applicable Law”) governing conflicts of interest applicable to not-for-profit corporations. To the extent there is a conflict or inconsistency between the provisions of this Policy and Applicable Law, the provisions of Applicable Law shall govern.

Article II

Definitions

Section 2.1 Affiliate. An affiliate of the Association is a person, entity, or member club that is directly or indirectly, through one or more intermediaries, controlled by, in control of, or under common control with the Association.

Section 2.2 Interested Person. Any director, officer, member of a committee with Board-delegated powers, or key person, or the family, as defined below, of any such individual, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2.3 Financial Interest. A person has a financial interest if the person, or a family member has, directly or indirectly, through business, investment, an actual or potential ownership or investment interest in, or any compensation arrangement with, any entity with which the Association; (i) has a transaction or arrangement; (ii) is in negotiation for a transaction or arrangement or; (iii) is likely to be in direct competition.

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Section 2.4 Family. A spouse, ancestor, child, grandchild, great-grandchild, sibling, half-sibling, or a spouse of the individual's child, grandchild, great-grandchild, sibling or parent.

Section 2.5 Key Person. Any person, other than a director or officer who; (i) has responsibilities, or exercises powers or influence over the corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the corporation, or a segment of the corporation that represents a substantial portion of the activities, assets, income or expenses of the corporation; or (iii) alone or with others controls or determines a substantial portion of the corporation's capital expenditures or operating budget.

Article III

Conflicts of Interest

Section 3.1 Conflict of Interest. Conflicts of interest arise whenever the Association's interests come into conflict with a financial or personal interest of an Interested Person, or when an Interested person's personal or financial interest could be viewed as affecting his or her objectivity or independence in fulfilling their duties to the Association. Examples of situations where Conflicts of Interest may arise include but are not limited to the following:

- (a) A compensation arrangement or other interest in a transaction with the Association;
- (b) a compensation arrangement or other interest, in or affiliation with an entity, or individual that:
 - (i) sells goods or services to, or purchases goods or services from, the Association;
 - (ii) competes with the Association; or
 - (iii) the Association has, or is negotiating, or contemplating negotiating, any other transaction or arrangement with;
- (c) an Interested Person having the ability to use his or her position, or confidential information or the assets of the Association, to his or her (or an affiliated party's) personal advantage or for an improper or illegal purpose;
- (d) an Interested Person soliciting or accepting any gift, or other favor where such gift might create the appearance of influence over the Association (other than gifts of nominal value);
- (e) an Interested Person acquiring any property, or other rights in which the Association has, or the Interested Person knows, or has reason to believe at the time of acquisition that the Association is likely to have, an interest;
- (f) an Interested Person having been indebted to the Association, other than for amounts due for ordinary travel and expense advances;

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(g) any other circumstance that may, in fact or in appearance, make it difficult for the Interested Person to exercise independent, objective judgment or otherwise perform effectively.

Article IV

Procedures

Section 4.1 Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence of his or her Financial Interest and all material facts to the Board. Such disclosure shall be made at such time as it arises.

Section 4.2 Determining Whether a Conflict of Interest Exists. Any person who has disclosed a Financial Interest and all material facts related thereto, shall not participate in any Board and/or Board committee deliberations and vote regarding the existence and resolution of a conflict of interest except to provide any additional information relevant to the financial interest. The remaining Board members shall decide, by majority vote, if a conflict of interest exists and shall document its conclusions as to whether a conflict of interest exists with regard to such disclosure in its meeting minutes.

Section 4.3 Procedures for Addressing a Conflict of Interest. Once the disinterested members of the Board have determined that a conflict of interest exists with respect to a particular transaction or arrangement:

(a) The Board, or a disinterested person or committee appointed by the Chair of the Board when appropriate, shall investigate alternatives to the proposed transaction or arrangement. In making its determination, the Board, disinterested person, or committee, will consider, without limitation:

(i) alternative transactions to the extent available;

(ii) the Association mission and resources;

(iii) the possibility of creating an appearance of impropriety that might impair the confidence in, or the reputation of the Association;

(iv) whether the conflict may result in any private inurement, excess benefit transaction or impermissible private benefit under applicable laws governing non-profit organizations. If undertaken by a committee or disinterested person, the determination and underlying findings shall be reported to the Board.

(b) After exercising due diligence, the Board shall determine whether;

(i) the proposed transaction is fair, reasonable and in the Associations best interest,

(ii) the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest and

(iii) that the transaction will not result in a detriment to the Association reputation or a violation of applicable law.

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(c) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors or committee members whether the transaction or arrangement is in the Association best interest and for its own benefit and whether the transaction is fair and reasonable to the Association and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) The Interested Person shall leave the room while the matter giving rise to the conflict is deliberated and voted on and only disinterested Directors or committee members may vote to determine whether to approve the transaction or arrangement, although the Interested Person may provide the Board or committee with information related to such transaction prior to such deliberations. To the extent permitted by Applicable Law and the Association governing documents, Interested Persons may be counted in determining the presence of a quorum at a meeting of the Board or committee where a potential conflict of interest has been disclosed.

Section 4.4 Violations of the Conflicts of Interest Policy.

(a) If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take such action as it considers appropriate, including dismissing such Interested Person from the Board if warranted.

Section 4.5 Records of Proceedings. When the Board convenes to address a disclosed conflict of interest, the Board shall maintain records of the proceeding which shall contain the following:

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; a general statement as to the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest, in fact, existed.

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, a summary of the content of the discussion that contains the type of information regularly reported in Board or committee minutes and identifies whether any

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alternatives to the proposed transaction or arrangement were considered; and a record of any votes taken in connection therewith.

Article V

Statements

Section 5.1 Statement. Each Director, officer, member of a committee with Board-delegated powers, and Key Person shall sign a statement which affirms that such person has:

- (a) received a copy of this Policy;
- (b) read and understood this Policy;
- (c) agreed to comply with this Policy;
- (d) understands that the Association is a nonprofit organization and that in order to comply with New York State law and to maintain its federal not-for-profit it must engage primarily in activities which accomplish one or more of its purposes; and
- (e) disclosed activities and Financial Interests which may result in a conflict of interest.

Section 5.2 Conflicts of Interest Disclosure Statement. Each director, officer, member of a committee with Board-delegated-powers and Key Persons shall sign the Conflicts of Interest Disclosure Statement then used by the Board of Directors for purposes of providing the Board with the information needed to implement this Policy. All such disclosures shall be presented to the Chair of the Board of Directors. A form of the disclosure is attached to this policy.

Article VI

Compensation

Section 6.1 Fixing Compensation. The Board shall have the authority to fix the compensation of directors for services in any capacity.

Section 6.2 Majority Vote Required. The fixing of compensation of officers shall require the affirmative vote of a majority of the entire Board.

Article VII

Periodic Review

Section 7.1 Periodic Review. To ensure that the Association operates in a manner consistent with 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 Board may, but need not, seek the assistance of outside advisors in conducting such review. The review may be written or oral. The review shall consider the level of compliance

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with the policy; the continuing suitability of the policy; and whether the policy should be modified and improved.

Conflict of Interest Statement

Name: _____

Date: _____

1. Please identify, to the best of your knowledge, any and all entities of which you are an officer, director, trustee, member, owner or employee and with which the Association has a relationship:

2. Please identify, to the best of your knowledge as an officer of the Association, any and all transactions in which the Association is a participant and in which you have, or might have, a financial or personal interest:

3. Have you or any Family member (as defined in the Conflict of Interest Policy) had or engaged in, or do you know of any other Interested Person, or their Family that has engaged in, any of the following:

		Yes	No
a)	A direct or indirect interest (financial or otherwise) in a transaction, agreement or any other arrangement and in which the Association or any Affiliate of the Association participates?		
b)	A compensation arrangement or other interest in a transaction with the Association		
c)	A compensation arrangement or other interest in, or affiliation with, any entity or individual that: (i) sells goods or services to, or purchases goods or services from the Association; (ii) competes with the Association; or (iii) with whom/which the Association		

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	has or is negotiating or contemplating negotiating any other transaction or arrangement?		
d)	Used your/their position or confidential information or the Association's assets to your/their (or an affiliated party's) personal advantage or for an improper or illegal purpose.		
e)	Solicited or accepted any gift or favor where such gift or favor might create the appearance of influence for you/them (other than gifts or favors of nominal value or tokens of respect or friendship unrelated to any transaction)		
f)	Acquired any property or other rights in which the Association has, or you/they know or have reason to believe at the time of acquisition that the Association is likely to have an interest.		
g)	An opportunity related to the activities of the Association that is available to the Association or to you/them unless the Board has made an informed decision that the Association will not pursue that opportunity.		
h)	Indebtedness to the Association other than for amounts due for ordinary travel and expense advances.		
i)	Any other circumstances that may, in fact or in appearance, make it difficult for you/them to exercise independent, objective judgment or otherwise perform effectively.		

If you answered yes to any of the above, please describe the relevant facts:

To Be Completed by Directors Only:

		Yes	No
a)	Have you received and/or do you have a relative who has received more than \$10,000 in direct compensation from the Association or an Affiliate of the Association in any of the last		

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	three fiscal years (not including reasonable compensation or reimbursement for services as a director)?		
b)	Do you have a financial interest in and/or are you an employee of, any entity that has made payments to or received payments from, the Association or an Affiliate of the Association in excess of \$10,000 over the last three years? If so, what is, or was, the nature of your financial interest or relationship?		
c)	Do you have a relative who has a financial interest in and/or who is an officer of any entity that has made payments to or received payments from the Association or an Affiliate of the Association in excess of \$10,000 over the last three years (which payments do not include charitable contributions)? If so, what is, or was, the nature of your relative's financial interest or relationship?		

If you answered yes to any of the foregoing, please describe the relevant facts:

The answers to the foregoing questions are stated to the best of my knowledge and belief.

I also acknowledge that I have received a copy of, read and understood the conflict of interest policy, and agree that I have adhered, and will continue to adhere to such policies.

Additionally, I understand that in order to maintain its Federal not-for-profit, the Association must engage in activities that accomplish one or more of its purposes.

Date: _____

Signature: _____

Print: _____