



NGAM National Guard Association of Michigan

Code of Ethics for the National Guard Association of Michigan

Adopted by the Executive Council on 8 April 2021

1. Overview.

A. **Goal.** To establish a set of principles and practices for the National Guard Association of Michigan (NGAM) Executive Council, committee members, employees, and other key personnel that will set parameters and provide guidance and direction for board conduct and decision making.

B. **Code.** Members of the NGAM Executive Council, committees, employees, and other key personnel are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities, in business and personally. Each individual pledges to accept this code as a MINIMUM guideline for ethical conduct.

2. Accountability.

A. Faithfully abide by the NGAM Articles of Incorporation, Bylaws, committee SOP's, and policy letters.

B. Exercise reasonable care, good faith, and due diligence in organizational affairs.

C. Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision making.

D. Fully disclose, at the earliest opportunity, in information that may result in a perceived or actual conflict of interest.

E. Remain accountable for prudent fiscal management to association members, the executive council, the nonprofit sector, and where applicable, to government and funding bodies.

F. Be a vested and engaged owner of NGAM, having intent for positive sustainment and growth of the organization for future success.

3. Professional Excellence.

A. Maintain a professional level of courtesy, respect, and objectivity in all NGAM activities

B. Strive to uphold those practices and assist other NGAM members of the executive council in upholding the highest standards of conduct.

4. Personal Gain.



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A. Exercise the powers invested for the good of NGAM, all members, and the professionalism of NGAM rather than for his or her personal benefit.

5. Equal Opportunity.

A. Ensure the right of all NGAM members to appropriate and effective services without discrimination of the basis of geography, political, religious, or socio-economical characteristics of the state or region represented.

B. Ensure the right of all NGAM members to appropriate and effective services without discrimination on the basis of NGAM's volunteer, elected officers, executive council, and staff make up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation, or disability, in accordance with all applicable legal and regulatory requirements.

6. Confidential Information.

A. Respect the confidentiality of sensitive information known due to board service.

7. Collaboration and Cooperation.

A. Respect the diversity of opinions as expressed or acted upon by the NGAM Executive Council, committees, and membership, and formally register dissent as appropriate.

B. Promote collaboration, cooperation, and partnership among association members.

By signing below, I acknowledge having received, read, and to understand the above policy.

Printed Name

Position/Committee

Signature

Date

Date



NGAM National Guard Association of Michigan

Statement of “Conflict of Interest” Policy for the National Guard Association of Michigan

Adopted by the Executive Council on 8 April 2021

1. Overview

A. Purpose. The purpose of this statement of “Conflict of Interest” Policy (the “policy”) is to protect the National Guard Association of Michigan’s (NGAM) interests when it is considering taking an action or entering into a transaction that could result in a private interest of an elected officer, executive council member, committee member, or other key person of the organization, in the form of a payment, award, or other compensation to an official serving NGAM representative; or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

B. Why is a policy necessary? As a nonprofit and charitable organization, NGAM is accountable to both government agencies and members of the public for responsible and proper use of its resources. Elected officers, executive council members, committee members, and other key personnel of the organization have an ethical duty to act in the best interests of NGAM at all times and may not use their positions for their own financial or personal gain.

Conflicts of interest must be taken very seriously since they can damage the NGAM reputation, disrupt the mission of the organization, and possibly expose both NGAM and affiliated individuals to legal liability if not appropriately handled. Even the appearance of a conflict of interest should be avoided as this could undermine public and member support for NGAM.

C. To whom does the policy apply? This policy applies to all elected officers, executive council members, committee members, and other key personnel of the organization. Key personnel can be any person, other than an elected officer or executive council member who has:

- (1). Responsibility or exercises influence over NGAM as a whole similar to the responsibilities, powers, or influence of an elected official or executive council member.
- (2). Manages NGAM, or a segment of NGAM that represents an activity, asset, income, or expense of NGAM; or
- (3). Alone or with other parties, controls or determines a portion of NGAM’s capital expenditures or operating budget.

Employees of NGAM are also responsible for disclosing any potential conflicts of interests, both realized or perceived for any monetary compensation or award that falls outside of the employee contract or is listed as a benefit of employment. Employees are held responsible for promoting the organization and are expected to foster outside relationships. These relationships must be for the benefit of the organization and be approved by the executive council, unless otherwise stated in the employee contract.



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2. Identifying Conflicts of Interest

A. What is a conflict of interest? A conflict of interest arises when an elected officer, executive council member, committee member, key person, an immediate relative, or associated business:

(1) stands to gain a financial benefit from an action NGAM takes or a transaction into which NGAM enters; or

(2) has another interest that impairs, or could be seen to impair, the independence or objectivity of the individual in discharging their duties to NGAM.

Immediate relatives include parents, spouses, children (natural, by marriage, or adopted), brothers or sisters (whole, half, by marriage, or adopted), grandchildren, great grandchildren, or any of the same relation for the spouse of a NGAM representative.

An associated business includes any business or organization outside of NGAM that the individual could have a role in and could directly benefit from by influencing a partnership with NGAM.

B. What are some examples of potential conflicts of interest? It is impossible to list all the possible circumstances that could present conflicts of interest. Potential conflicts of interest include situations in which an elected officer, executive council member, committee member, key person, an immediate relative, or associated business:

(1) has ownership of investment interest in any third party that NGAM deals with or is considering dealing with;

(2) serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that NGAM deals with or is considering dealing with;

(3) receives or may receive compensation, award, or other benefits in connection with a transaction into which NGAM enters;

(4) receives or may receive personal gifts or loans from third parties dealing with NGAM;

(5) serves in a leadership role of another nonprofit organization that is competing with NGAM for a grant, contract, or related business actions;

(6) has a close personal or business relationship with a participant in a transaction that NGAM is considering;

(7) would like to pursue a transaction being considered by NGAM for personal benefit

C. In any situation where a conflict is uncertain, err on the side of caution and disclose the potential conflict as set forth in Section 3 of this policy.



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D. A potential conflict is not necessarily a conflict of interest. A person has a conflict of interest only if the executive council decides a conflict exists due for the provided situation.

3. Disclosing Potential Conflicts of Interest

A. You must disclose, to the best of your knowledge, all potential conflicts of interest as soon as you become aware of the issue and always before any actions involving the potential conflict are taken.

B. An individual that is concerned about a possible conflict of interest can recuse themselves from any vote or actions related to the conflict without any further deliberations by the executive council. The individual can still provide limited discussion to the topic, if granted permission by the NGAM president and with full disclosure of possible bias to the executive council.

B. This policy will be reviewed annually and signed by all elected officers, executive council members, committee members, and other key personnel. This policy will also be reviewed and signed prior to assuming any initial duties to NGAM if outside of the annual cycle for review.

C. Policy reviews will take place at the first regular meeting after the annual conference.

D. All signed policies will be maintained on file by the Executive Director and/or NGAM staff for up to seven years after the completion of service to NGAM in a leadership role.

4. Determining if a Conflict of Interest Exists

A. After a disclosure of a potential conflict, the executive council shall determine if a conflict of interest exists. If the executive council requires deliberation or a vote on the conflict, the individual in question could be asked to leave the room, per the needs of the council. When a matter involving a conflict of interest comes before the council, the council may seek information from the individual with the conflict prior to beginning deliberation and reaching a decision on the matter. The individual must not attempt to influence improperly the determination of the executive council.

B. In determining whether a conflict of interest exists, the executive council shall consider whether the concern would cause a transaction entered by NGAM to raise questions of bias, inappropriate use of assets, or any other impropriety.

C. A conflict always exists in the case of a related party transaction – a transaction, agreement or other arrangement in which a related party has a financial interest and in which NGAM or any affiliate of NGAM is a participant.



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5. Procedures for Addressing a Conflict of Interest

A. NGAM may not enter into a related party transaction unless, after good faith disclosure of the material facts by the individual, the council determines that the transaction is fair, reasonable and in NGAM's best interest at the time of such determination.

B. If the related party has a substantial financial interest, the council may:

(1) prior to entering into the transaction, consider alternative transactions to the extent available;

(2) approve the transaction by a vote in accordance with the NGAM bylaws; and

(3) contemporaneously document in writing the basis for its approval, including its consideration of any alternative transactions.

6. Minutes and Documentation

A. The minutes of any council meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:

(1) the name of the interested party and the nature of the interest;

(2) the decision as to whether the interest presented a conflict of interest;

(3) any alternatives to a proposed contract or transaction considered by the board; and

(4) if the transaction was approved, the basis for the approval.

By signing below, I acknowledge having received, read, and to understand the above policy.

Printed Name

Position/Committee

Signature

Date



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Conflict of Interest Disclosure Statement

By signing below, I affirm that:

1. I have received, read, and understand the Statement of "Conflict of Interest" Policy for the National Guard Association of Michigan;
2. I agree to comply with the policy;
3. I have no actual or potential conflicts as defined by the policy or, if I have, I have previously disclosed them as required by the policy or I am disclosing them below to be on record.
4. If a new conflict or potential conflict arises, I will disclose the conflict to the executive council and follow the procedures found within the policy for any identified conflict.

Disclose in the box below, to the best of your knowledge:

1. any entity in which you participate with which NGAM has a relationship.
2. any transaction in which NGAM is a participant and you might have a conflicting interest;
3. any other situation which may pose a conflict of interest; and
4. any possible conflict of an immediate relative.

Printed Name

Position/Committee

Signature

Date



NGAM National Guard Association of Michigan

Whistleblower Policy for the National Guard Association of Michigan

Adopted by the Executive Council on 8 April 2021

- 1. Overview.** The National Guard Association of Michigan (NGAM) Code of Ethics and the **IRS Form 990, Section VI. Governance, Management, and Disclosure, Section B. Policies**, requires elected officers, executive council members, committee members, employees, and other key personnel to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As a representative of NGAM, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.
- 2. Reporting Responsibility.** It is the responsibility of all elected officers, executive council members, committee members, employees, and other key personnel to comply with the Code of Ethics and to report violations or suspected violations in accordance with this whistleblower policy.
- 3. No Retaliation.** No elected officer, executive council member, committee member, employee, or other key personnel who in good faith reports a violation of the Code of Ethics shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This whistleblower policy is intended to encourage and enable employees and others to raise serious concerns within NGAM prior to seeking resolution outside the organization.
- 4. Reporting Violations.** All elected officers, executive council members, committee members, employees, and other key personnel should share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, the NGAM President or NGAM Executive Director are in the best position to address an area of concern; however, if you are not comfortable speaking with either or you are not satisfied with their response, you are encouraged to speak with another elected officer or a trusted council member whom you are comfortable in approaching. All NGAM Executive Council members are required to report suspected violations of the Code of Ethics to the President, Executive Director, and/or the full council, who has specific and exclusive responsibility to investigate all reported violations.
- 5. Compliance.** The NGAM Executive Council is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code of Ethics. This investigation can be done by appointing a special committee, if needed, as per the NGAM Bylaws. The special committee shall advise the President, Executive Director, and Executive Council of all findings in a written and verbal report. The special committee shall have direct access to the President, Executive Director, Executive Council, all involved parties, and any evidence or data systems needed to research the complaint.
- 6. Accounting and Auditing Matters.** The audit committee, treasurer, and/or executive director shall address all reported concerns or complaints regarding NGAM accounting practices, internal controls, or auditing. If a special committee is needed, the committee will work at the discretion of the entire executive council and release results to the executive council for any further actions, if needed.



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7. **Acting in Good Faith.** Anyone filing a complaint concerning a violation or suspected violation of the Code of Ethics must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

8. **Confidentiality.** Suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

9. **Handling of Reported Violations.** The NGAM Executive Council will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reported will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

By signing below, I acknowledge having received, read, and to understand the above policy.

Printed Name

Position/Committee

Signature

Date

Date