

ZOOLOGICAL SOCIETY OF MILWAUKEE COUNTY, INC.
CONFLICT OF INTEREST POLICY
(Adopted by the Board of Directors on August 9, 2011)

PURPOSE

The Zoological Society of Milwaukee County, Inc. (the “Society”), is committed to integrity and fairness in the conduct of all of its activities. All decisions of the Society’s directors, advisory bodies, consultants, advisors, officers, and individuals working as staff to the Society shall be made solely on the basis of a desire to promote the best interests of the Society. From time to time, potential conflicts of interest or the appearance of conflicts of interest inevitably will arise. The Society will deal with such conflicts of interest openly and in accordance with the following principles and procedures.

This Conflict of Interest Policy (the “Policy”) is intended to supplement, but not replace, any federal or state laws governing conflicts of interest applicable to nonstock organizations that are described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) and are public charities described in Code Section 509(a)(1). This Policy may be amended from time to time by the Board of Directors.

DISCLOSURE

Each director, officer, and employee of the Society will disclose to the Board of Directors all conflicts of interest, including but not limited to the following:

- Service as a board member, trustee, officer, partner, or employee of any organization that applies for a grant from the Society or to which the Society makes a grant;
- Service as a board member, trustee, officer, or employee of, or Material Financial Interest in, an organization with which the Society conducts or may conduct financial or business transactions (including vendor relationships);
- Similar service with or Material Financial Interest in any such organization by any Family Member of a director, officer, or employee; and
- Any other situation that may prevent the director, officer, or employee from acting impartially and in the best interests of the Society.

When in doubt as to the existence of a conflict of interest, individuals should err on the side of disclosure.

The term “Family Member” means (1) an individual’s spouse, domestic partner, ancestor, sibling, child, grandchild, great grandchild, immediate household member; or (2) the spouse of the individual’s sibling, child, grandchild, great grandchild, or immediate household member.

“Material Financial Interest” means ownership of 10% or more of the equity or profits interests of an entity.

The President/CEO shall determine the extent to which this Policy shall apply to any other person.

Service to Other Organizations

It is expected that directors, officers, and employees will exercise good judgment in avoiding service to organizations that are primarily interested in gaining from a relationship to the Society.

Special Situations

Individuals may be confronted with special situations that are not specifically addressed by this Policy. If any individual has a question as to the proper course of action, the matter should be disclosed to the Chair, the President/CEO, or the Board of Directors. The Chair, the President/CEO, or the Board of Directors, as the case may be, shall determine the appropriate handling of such special situations.

Disclosure Statement and Continuing Obligation

The *Conflict of Interest Disclosure Statement* in the form attached to this Policy shall be submitted to the President/CEO annually by each director, officer, key employee, and any other person determined by the President/CEO to be subject to this Policy. Any individual who has an actual or potential conflict of interest as to any proposed grant, transaction, or other matter shall disclose the conflict of interest to the Board of Directors or relevant committee before any Board of Directors or committee deliberations on the matter. When in doubt as to the existence of a conflict of interest, individuals should err on the side of disclosure. For purposes of this requirement, the term “key employee” shall mean an employee with authority to make administrative decisions on behalf of the Society and generally shall include those employees who are identified as key employees on the Society’s annual Form 990 and such other persons as shall be designated by the President/CEO.

All directors, officers, and employees are under a continuing obligation to make full disclosure to the Board of Directors of all situations involving either actual or potential conflicts of interest, whenever such situations may arise.

COMPLIANCE WITH EXCESS BENEFIT TRANSACTION RULES

In considering any decision regarding an organization or person with which a director, officer, or employee is affiliated, the Society shall avoid any transaction that results in any material direct or indirect economic benefit to the affiliated organization or person that would constitute an excess benefit transaction under Code Section 4958.

DEALING WITH CONFLICTS

Following an individual's disclosure of an actual or potential conflict of interest, the Board of Directors or relevant committee shall determine whether a conflict of interest exists and, if so, shall determine the proper course of action to address the conflict of interest. The proper course of action generally shall include abstention from any vote on the matter by the individual with the conflict of interest. If each of the directors or members of a committee, as the case may be, has a conflict of interest with respect to a matter to be considered by the Board of Directors or committee, then the Board of Directors shall develop an appropriate method of addressing the conflict of interest.

In general, after having fully disclosed any actual or potential conflict of interest, a director, officer, employee, or any other individual determined by the President/CEO to be subject to this Policy must:

- provide information requested by the Board of Directors or committee with respect to the conflict of interest;
- leave the room during the discussion and debate on the matter, if so requested by the Board of Directors, the other committee members (as the case may be), or the chair of the meeting;
- leave the room during the vote on the matter, if so requested by the Board of Directors, the other committee members (as the case may be), or the chair of the meeting; and
- abstain from any vote on the matter.

At all times all individuals affiliated with the Society shall act in a manner consistent with their fiduciary obligations to the Society and shall exercise particular care that no detriment to the interests of the Society (or appearance of such detriment) may result from a conflict between these interests and any personal interests the individual may have.

No purchase involving \$5,000.00 or more from any director or any entity of which the director is an officer, director, or partner shall be made without the prior approval of the Board of Directors.

Records of Proceedings

The minutes of meetings of the Board of Directors or any committee shall contain the names of the individuals who disclosed a conflict of interest, the actions taken by the Board of Directors or committee in response, and the abstention of the individual with the conflict of interest from the vote on the matter involved.

NO RETURN BENEFIT

No director, officer, or employee shall knowingly accept any material gift of goods or services when it could reasonably be inferred that the gift was intended to influence an official action by the Society.

**ZOOLOGICAL SOCIETY OF MILWAUKEE COUNTY, INC.
CONFLICT OF INTEREST ANNUAL DISCLOSURE STATEMENT**

To: President/CEO, Zoological Society of Milwaukee County, Inc.

As part of its Conflict of Interest Policy (the "Policy"), the Zoological Society of Milwaukee County, Inc. (the "Society"), requires that its directors, officers, and key employees disclose any actual or potential conflicts of interest. This disclosure statement assists in the implementation of that requirement.

Name: _____

Capacity: _____ Director
 _____ Officer
 _____ Key Employee
 _____ Other (please describe: _____)

DISCLOSURE

1. These are, to the best of my knowledge, the names of all corporations, companies, firms, or other business enterprises (a) with which I am affiliated (or with which any Family Member* is affiliated), as an employee, officer, director, trustee, or partner; or (b) in which I (or any Family Member*) have an ownership interest as a 10% or more owner if such entity is likely to do business with the Society. (If none, please check here _____.)

<u>Name of Business or Organization</u>	<u>Position or Relationship</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2. These are, to the best of my knowledge, the names of all not-for-profit, non-governmental, or governmental organizations with which I am affiliated (or with which any Family Member* is affiliated) as an employee, officer, director, trustee, or member of an advisory board or committee, if such entity is likely to apply for or receive a grant from the Society. (If none, please check here _____.)

<u>Name of Organization</u>	<u>Position or Relationship</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

3. I have set forth below any information concerning myself or any Family Member* not requested in the preceding paragraphs which I feel may present an actual or potential conflict of interest. (If none, please check here _____.)

* "Family Members" are (1) my spouse, domestic partner, ancestor, sibling, child, grandchild, great grandchild, immediate household member; or (2) the spouse of my sibling, child, grandchild, great grandchild, or immediate household member.

CERTIFICATION

I have read and understand the Zoological Society of Milwaukee County, Inc.'s Conflict of Interest Policy and agree to comply with it in good faith.

I certify that I have completed truthfully the above disclosure statement, and I agree to report to the Board of Directors any changes in the foregoing information as well as any possible conflict of interest that might develop before completion of my next disclosure statement.

Signature

Date