



The National Association of  
**Women in Construction**  
**327 S. Adams Street**  
**Fort Worth, Texas 76104**

Pursuant to the requirements of the [Sarbanes-Oxley \(SOX\) Act](#), each chapter Board should review the SOX policies on an annual basis. Each chapter shall adopt the Code of Ethics, Conflict of Interest (with anyone with a conflict completing the form and attaching them to the minutes), Expense Reimbursement, Joint Venture, Record Retention / Document Destruction and Whistleblower Protection policies.

## Code of Ethics

As a member of the National Association of Women in Construction (NAWIC), when acting in my capacity as a member of the board/staff and where NAWIC matters are concerned, I will:

- Endeavor at all times to place the interest of NAWIC above my own.
- Be diligent in the performance of my duties, come prepared to all board meetings, and fulfill my obligations as a board member.
- Not seek or accept any personal financial gain from my membership on the board of NAWIC.
- Understand that any financial loan or financial gift from the association is prohibited.
- Seek to continually improve my knowledge of NAWIC and the nonprofit sector.
- Strive to establish and maintain dignified and honorable relationships with my fellow board members, the NAWIC staff, clients, and sponsors.
- Obey all laws and regulations and will avoid any conduct or activity that would cause harm to NAWIC.

## Conflict of Interest

**Background Information:** A conflict of interest policy and set of procedures, including a disclosure statement, need to be in place for the purposes of educating the board on its legal obligation of loyalty and on what constitutes a conflict of interest. Procedures need to be in place to disclose real and potential conflicts of interest, and appropriately deal with these disclosed conflicts in subsequent board discussion and voting. All board and senior management need to complete a conflict of interest statement on an annual basis. Board minutes need to reflect a member's abstention from discussion and voting on a topic that presents a conflict of interest.

Here are some reasons why real or potential conflicts of interest need to be disclosed:

- Legal standard of loyalty requires board members to put the financial interests of the nonprofit ahead of any personal gain. One way to achieve this is to identify those relationships and/or business dealings that either present a conflict of interest or have the potential for being a conflict of interest.
- By signing a letter indicating real or potential conflicts of interest, or stating that the individual has none, NAWIC has a record of those areas that may pose a conflict of interest for individual board members. NAWIC can then take steps to ensure that the individual board member does not take part in discussions or votes related to those areas.
- Transparency and full disclosure are very important in today's nonprofit environment.

Procedures for Dealing with Conflict of Interest:

- Conflict of interest letters are signed on an annual basis.
- When a board discussion addresses an area that has been identified as a conflict of interest, the individual involved is excused from the discussion and not permitted to vote. This is recorded in the minutes of the meeting.
- The board reserves the right to ask an individual who presents a very serious conflict of interest to resign from the board or be placed in a capacity that neutralizes a conflict of interest.

## Conflict of Interest (Individual)

Date: \_\_\_\_\_

Board Member Name: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Please complete and sign this annual conflict of interest statement. We appreciate your hard work on the NAWIC Board.

I, \_\_\_\_\_, state that I have the following personal, business, or professional relationships that may present a conflict of interest:

I have the following relationships or business interests that may pose a conflict of interest:

(List those relationships and businesses that might pose as conflict of interest)

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As a member of the NAWIC Chapter Board, I commit to placing the association's interest and gain ahead of my own, and will further commit to excusing myself from any discussion or votes related to those areas in which I may have a conflict of interest.

Signed: \_\_\_\_\_

Print Name: \_\_\_\_\_

## Expense Reimbursement Policy

NAWIC has an accountable plan for reimbursement of expenses per Internal Revenue Service (IRS) regulations. Chapter members will be reimbursed for expenses incurred on behalf of the chapter that are approved by the Chapter Board of Directors. Detailed accounting records must be kept to substantiate such reimbursements. The IRS requires that the following documentation be provided when requesting reimbursement.

Expense Reimbursement Request: Chapter members will be reimbursed for expenses incurred on behalf of the chapter that are approved by the Chapter Board of Directors. A check request form or other request for reimbursement will be filled out and signed by the member with all itemized receipts attached. All receipts should be detailed indicating line items ordered or purchased, not just the totals. Credit card statements are not considered sufficient documentation.

All expense reimbursements will be paid within 7 days of Chapter Board approval.

## Joint Venture Policy

This Joint Venture Policy of the National Association of Women in Construction requires that the Organization evaluate its participation in joint venture arrangements under Federal tax law and take steps to safeguard the Organization's exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

- A. **Joint ventures or similar arrangements with taxable entities.** For purposes of this policy, a joint venture or similar arrangement (or a "venture or arrangement") means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the Organization controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:
1. 95% or more of the venture's or arrangement's income for its tax year ending within the Organization's tax year is excluded from unrelated business income taxation [including but not limited to: (i) dividends, interest, and annuities; (ii) royalties; (iii) rent from real property and incidental related personal property except to the extent of debt-financing; and (iv) gains or losses from the sale of property]; and
  2. the primary purpose of the Organization's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

**B. Safeguards to ensure exempt status protection.** The Organization will: (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the Organization's exempt status is protected; and (b) take steps to safeguard the Organization's exempt status with respect to the venture or arrangement. Some examples of safeguards include:

1. control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the organization;
2. requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;
3. that the venture or arrangement does not engage in activities that would jeopardize the Organization's exemption; and
4. that all contracts entered into with the organization be on terms that are arm's length or more favorable to the Organization.

## **Whistleblower Protection Policy**

The Whistleblower protection policy is being implemented at the National Association of Women in Construction to comply with the Public Company Accounting Reform and Investor Protection Act of 2002 (Sarbanes-Oxley). This provision in the legislation applies to all organizations, not just publicly traded ones.

At the National Association of Women in Construction, any staff member or volunteer who reports waste, fraud, or abuse will not be fired or otherwise retaliated against for making the report.

The report will be investigated and even if determined not to be waste, fraud, or abuse, the individual making the report will not be retaliated against. There will be no punishment for reporting problems – including firing, demotion, suspension, harassment, failure to consider the employee for promotion, or any other kind of discrimination.

There are several ways to make a report of suspected waste, fraud, or abuse:

- Call the anonymous phone number at 800-552-3506 or call the NAWIC National President.
- Send an e-mail to [crissy@nawic.org](mailto:crissy@nawic.org) or to the NAWIC National President
- Submit a report in writing to the above address or to the NAWIC National President.

The National Association of Women in Construction will exhaust all efforts in investigating a report of waste, fraud, or abuse.

Here is how we will follow up to report on our findings:

- Provide the person filing a report with a summary of our findings.
- Take steps to deal with the issue addressed, including making operational or personnel changes.
- If warranted, contact law enforcement to deal with any criminal activities.