atlantaisrael.org
shalom@atlantaisrael.org

Conflict of Interest Policy

ADOPTED BY THE BOARD OF DIRECTORS • JULY 20, 2026

Article I Purpose

The purpose of this Conflict of Interest Policy is to protect the tax-exempt interest of Atlanta Israel Coalition, Inc. (AIC) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or volunteer, or might result in a possible excess-benefit transaction under Internal Revenue Code Section 4958. This policy supplements, but does not replace, applicable Georgia state and federal laws governing conflicts of interest for nonprofit and charitable organizations.

Article II Definitions

1. Interested Person. Any director, officer, or member of a committee with governing-board-delegated powers who has a direct or indirect financial interest.
2. Financial Interest. A person has a financial interest if, directly or indirectly through business, investment, or family, the person has: an ownership or investment interest in any entity with which AIC has a transaction; a compensation arrangement with AIC or with any party AIC transacts with; or a potential such interest or arrangement with any party AIC is negotiating with. *Compensation* includes direct and indirect remuneration and gifts or favors that are not insubstantial.
3. Family Member. Spouse, ancestors, siblings, children, grandchildren, great-grandchildren, and the spouses of siblings, children, grandchildren, and great-grandchildren.
4. Controlled Entity. Any entity in which an Interested Person and/or their Family Members own or control more than 35% of the voting power, profits interest, or beneficial interest.

Article III Procedures

1. Duty to Disclose. An interested person must disclose the financial interest and all material facts to the directors and committee members considering the proposed transaction.
2. Annual Disclosure Statement. Each director, officer, and committee member with board-delegated powers annually signs a statement affirming they have received, read, understand, and agree to comply with this policy, and understand AIC must engage primarily in activities that accomplish its tax-exempt purposes.
3. Pre-Vote Disclosure. At the start of each meeting, the chair asks members to disclose any conflict regarding any agenda matter.

4. Recusal. After disclosure and any discussion, the interested person leaves while the existence of a conflict is determined; the remaining members decide whether a conflict exists.
5. Addressing the Conflict. The interested person may present, then must leave during discussion and the vote. The chair may appoint a disinterested person or committee to investigate alternatives. Approval requires a majority of the disinterested directors present, finding the transaction in AIC's best interest and fair and reasonable.

Article IV Disinterested Director Voting Requirement

(a) Strict rule. No transaction, arrangement, or compensation package involving an Interested Person may be approved unless at least one genuinely disinterested director votes in favor. If the board has zero disinterested directors as to the matter, it cannot be approved until at least one disinterested director is seated and votes in favor.

(b) De minimis threshold. The disinterested-director-vote-in-favor requirement in (a) does not apply to any single interested-person transaction with a total value at or below five thousand dollars ($5,000), including any ordinary-course reimbursement of a director's out-of-pocket expense approved in the ordinary course. Below the threshold, approval requires only a majority of the disinterested directors. All other Article III procedures (duty to disclose, recusal, records) apply without exception regardless of amount, and no series of related transactions may be structured to evade the threshold.

Article V Compensation Review (IRS § 4958 Safe-Harbor Tracking)

A board member who receives compensation from AIC for services may not vote on that compensation. To satisfy the IRS rebuttable-presumption safe harbor, any compensation package must be: (1) approved in advance by an authorized body composed entirely of individuals without a conflict; (2) based on appropriate comparability data; and (3) contemporaneously documented in writing (terms, date approved, members present and voting, comparability data, and any conflicted member's actions).

Article VI Records of Proceedings

The minutes shall record the names of persons with a financial interest, the nature of the interest, any action to determine whether a conflict existed, the decision reached, who was present for discussion and votes, the content of the discussion (including alternatives), and the votes taken, explicitly noting the recusal and absence of the interested person.

Article VII Violations and Enforcement

On reasonable cause to believe a member failed to disclose a conflict, the board informs the member and allows a response. If it determines a failure to disclose, it takes appropriate disciplinary and corrective action, up to and including removal from the board.

Article VIII Annual Review

The board conducts an annual review of this policy and its execution to ensure AIC operates consistently with its charitable purposes and does not jeopardize its tax-exempt status.