

American Small Manufacturers Coalition

CONFLICT OF INTEREST POLICY

(Effective: October 22, 2004)

The American Small Manufacturers Coalition (ASMC) is a not-for-profit corporation. As a recipient of public funding and support from foundations, businesses and individuals, the ASMC must strive to ensure that its activities, as well as those of its directors, officers, employees, consultants and independent contractors, are conducted in compliance with appropriate standards of ethics, loyalty, honesty, integrity, and fair dealing. To this end, the Board of Directors of the ASMC (the "Board"), for themselves and for the ASMC's officers, employees, consultants, and independent contractors, has adopted a formal Conflict of Interest Policy designed to preclude any material conflict of interest or impropriety with respect to the duties and activities of such persons or entities relating to the ASMC. The ASMC's current Conflict of Interest Policy is set forth below.

Statement of Policy

1. Policy Statement. The directors, officers, employees, consultants, and independent contractors of the ASMC, in all transactions related to their duties on behalf of the ASMC, or on behalf of those entities served by the ASMC, shall adhere to the standards of ethics, loyalty, honesty, integrity, and fair dealing described herein and shall at all times act in the best interests of the ASMC.
2. Disclosure of Conflict of Interest.
 - (a) An officer, director or employee of the ASMC who is a party to or who is interested in a project must disclose the nature and extent of the interest to the Board, and must Abstain from the Board's deliberations concerning the project, all as more fully set forth in Section 3 below. Any member of an organization is a Party in Interest.
 - (b) A consultant or independent contractor of the ASMC who is a party to or who is interested in a project, as more fully described in paragraph (c) below, shall immediately disclose the nature and extent of the interest to the Board.
 - (c) An officer, director or employee of the ASMC or a consultant or independent contractor of the ASMC (any such person being a "Covered Person") shall be deemed to have an Adverse Interest and to be subject to the requirement for disclosures as described in paragraphs (a) and (b) above if any of the following conditions are met:
 - (i) The Covered Person has a financial interest in a project;
 - (ii) A member of the immediate family of the Covered Person has an interest in a project;

- (iii) A Covered Person has an employer-employee, partnership, agency, lender or borrower, fiduciary or legal or beneficial ownership relationship with a party to or a person financially interested in a project; or
 - (iv) A matter which might reasonably be expected to influence a Covered Person in the discharge of the Covered Person's official duties concerning a project.
 - (d) The Board shall take such action, which is necessary in light of the facts revealed by the disclosure, to avoid a conflict of interest or impropriety with regard to a project.
 - (e) The disclosure statement of the Covered Person, and the action by the Board, shall be made a part of the minutes at its next regular or special meeting.
 - (f) In the event any Covered Person as to whether he, she or it would be considered "interested in a project" under Section 2(a) above, such Covered Person shall make full disclosure concerning the potential conflict of interest to the Chairman of the Board and to the uninterested members of the Board. The uninterested members of the Board shall then determine by majority vote whether a conflict of interest exists and shall advise the inquiring Covered Person.
3. Obligation to Abstain in the Event of an Adverse Interest. In the event of an Adverse Interest requiring disclosure by a Covered Person under Section 2(a), such Covered Person, after first having disclosed the Adverse Interest as described above, shall:
- (a) Refrain from participating in the deliberations concerning the matter presenting the conflict;
 - (b) Abstain, in the case of a director, from voting on the matter presenting the conflict; and
 - (c) At the request of the Board member chairing the meeting, leave the meeting room during the deliberations and vote with respect to the matter presenting the conflict.
4. Prohibited Activities.
- (a) No Covered Person may solicit, accept or receive from a person, firm, corporation or other business or professional entity or organization a gift, loan, gratuity, favor or service that might influence his or her position in the discharge of his or her official duties concerning a project or another activities of the ASMC. However, acceptance of food and refreshment of nominal value on infrequent occasions in the ordinary course of a luncheon or dinner meeting or other meeting shall not be deemed a "gift, loan, gratuity, favor or service" for purposes of this section.
 - (b) No officer, director, employee, consultant, or independent contractor of the ASMC may directly or indirectly use for personal gain any information not available to the public concerning a project which comes to him, her or it as a result of affiliation with the ASMC, nor may such person or entity provide that information to others not directly connected with the ASMC's investigation concerning the feasibility, development or establishment of a project.

- (c) No officer or employee shall engage in any employment, consulting, advisory or similar activity which is in material conflict with the interests of the ASMC.

5. Communication and Affirmation of Policy.

- (a) The ASMC shall deliver a copy of this policy to each of its officers, directors, employees, consultants, and independent contractors. A copy of this policy, or a summary thereof, shall be included in the documentation of each proposed project which the ASMC funds.
- (b) All Covered Persons shall be given a copy of this policy and deliver to the Secretary of the ASMC positive written affirmation of adherence to the policy by executing the Acknowledgment and Acceptance of Conflict of Interest Policy attached hereto.
- (c) Each member of the Board shall provide the ASMC's Secretary with an annual Financial Interest Disclosure Statement in the form from time to time required by the ASMC. Although such information will be made available to the members of the Board, it will otherwise be treated as confidential.
- (d) Any candidate for election to the Board shall be given a copy of this policy in advance of election and shall affirm his or her support of it prior to election; and any newly elected officers, newly hired employees or newly retained consultants or independent contractors shall be advised, prior to election, hiring or retention, of this policy and each shall affirm his or her support or its support thereof prior to election, hiring or retention.

6. Remedies. The failure to make any required disclosure under this policy or any other breach of this policy is grounds for disciplinary action by the ASMC against the Covered Person, which disciplinary action may include removal from the Board or termination of the individual's employment, consulting or other contract or arrangement, and is grounds for disapproval of an application or rescission of a project by the ASMC. The remedies provided herein shall be in addition to any other legal remedies available to the ASMC.

Acknowledgment and Acceptance of Conflict of Interest Policy

I have read and understand the Statement of Policy regarding conflicts of interest. I acknowledge that there are no current transactions or activities, which may represent a potential competing or conflicting interest, as defined in the Statement of Policy. Further, I acknowledge that I must disclose to the Secretary of the ASMC any transaction or activities of the ASMC or me which might be covered by the Statement of Policy regarding Ethical Conduct and Conflicts of Interest. Finally, I understand that failure to comply with the Statement of Policy will damage the ASMC and its activities, and the remedies set forth in the Statement of Policy are appropriate.

Date: _____

Signature: _____

Print Name: _____

For the FY2012 Year of Service

American Small Manufacturers Coalition
FINANCIAL INTEREST DISCLOSURE STATEMENT
(All information concerns the period 10/1/11 through 9/30/12)

I the undersigned member of the **Board of Director** of the American Small Manufacturers Coalition (“ASMC”), in compliance with the ASMC Conflict of Interest Policy, hereby report the following:

1. Ownership Interests.

At any time during the past calendar year, I or my spouse had an Ownership Interest in the following for-profit and non-profit businesses:

*Ownership interest means an equity interest in ant business in which the person reporting or his or her spouse actively works or an investment in a business which is equal to at least 10% of the total equity interest in the business. This applies only to businesses whose activities are related to the American Small Manufacturers Coalition’s mission which is defined to include businesses whose purpose is manufacturing or serving manufacturing.

2. Offices and Positions

At any time during the past calendar year, I or my spouse was a director, officer, partner or employee of the following for profit and non-profit businesses:

Date: _____

Signature: _____

Print Name: _____