

Society of Plastics Engineers
Operating Policy Number 008
Anti-Trust

Original Approval Date: July 14, 2001 by SPE Executive Committee

Original Effective Date: October 19, 2001

Revision Approval Date: 09/30/06; 08/20/16

Revision Effective Date: 09/30/06; 08/20/16

I. Scope:

- A. The purpose of the anti-trust policy is to protect SPE's interest, when members, volunteers or staff gather or communicate, by prohibiting anti-competitive behavior and unfair business practices. This policy is intended to supplement but not replace any applicable state or national laws governing anti-trust issues applicable to nonprofit and charitable corporations. This policy covers all SPE members, all SPE volunteers and all SPE Staff members.
- B. Antitrust laws prohibit agreements in restraint of trade, monopolization and attempted monopolization, anticompetitive mergers and tie-in schemes, and, in some circumstances, price discrimination in the sale of commodities, products, or services.

II. Responsibility:

- A. Establishing Body: The Executive Board is responsible for establishment of this policy.
- B. Amendment or Abolition:
 - 1. Qualified Body: The Executive Board is the only group authorized to change this policy. This authority may not be further delegated.
 - 2. Amendment or Abolition Mechanism:
 - a. This policy may be amended by a majority of the Executive Board voting at a properly called Executive Board meeting.
 - b. This policy may be abolished only after abolishment of Bylaw Article 3.6 by a two-thirds majority of the Executive Board voting at a properly called Executive Board meeting.
- C. Maintaining Body: The Bylaws and Policy Committee, together with the Staff at Headquarters, is responsible for the maintenance of this policy.

III. Operating Policy Definition:

- A. In any meeting under the aegis of SPE, formal or informal, of SPE members, volunteers, or staff, or in any SPE document, note, writing, or other communication, there can be:
 - 1. No discussion among members, volunteers, or staff, which attempts to arrive at any agreement regarding prices, terms or conditions of sale, distribution, volume, territories, or customers;
 - 2. No activity or communication which might be construed as an attempt to

prevent any person or business entity from gaining access to any market or customer for goods or services or any business entity from obtaining services or a supply of goods;

3. No activity or communication which might be construed as an agreement to refrain from purchasing or using any materials, equipment, services or supplies of or from any supplier; or
4. No other activity which violates anti-trust or applicable laws aimed at preventing unfair competition.

Society of Plastics Engineers
Operating Policy Number 003
Conflicts of Interest

Original Approval Date: September 29, 2007

Original Effective Date: September 29, 2007

Revision Approval Date: 07/27/15; 08/20/16

Revision Effective Date: 07/27/15; 08/20/16

I. Scope:

- A. The purpose of the conflicts-of-interest policy is to protect the SPE's interest when SPE is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, volunteer leader or staff member of the SPE. This policy is intended to supplement but not replace any applicable state or national laws governing conflicts of interest applicable to nonprofit and charitable corporations. This policy covers all SPE members, all SPE volunteers and all SPE Staff members.

II. Responsibility:

- A. Establishing Body: The Executive Board is responsible for establishment of this operating policy per SPE Bylaws Article 3.5.
- B. Amendment or Abolition:
1. Qualified Body: The Executive Board is the only group authorized to change this operating policy. This authority may not be further delegated.
 2. Amendment or Abolition Mechanism:
 - a. This operating policy may be amended by a majority of the Executive Board voting at a properly called Executive Board meeting.
 - b. This operating policy may be abolished only after abolishment of Article 3.5 by the Executive Board at a properly called Executive Board meeting.
- C. Maintaining Body: The Bylaws and Policy Committee, together with the Staff at Headquarters, is responsible for the maintenance of this operating policy.

III. Operating Policy Definition:

- A. Interested Person
1. Any Councilor, including Councilors-at-Large; member of a Society-level committee with Council-delegated powers; or Staff member who has a direct or indirect financial interest, as defined below, is an Interested Person. If a person is an interested person with respect to any parent or subsidiary or affiliate of the SPE, he or she is an interested person with respect to all entities in the system.
- B. Financial Interest
1. A person has a financial interest if he or she has, directly or indirectly, through business, investment, or family
 - a. an ownership or investment interest in any entity with which the SPE has a

- transaction or arrangement;
 - b. a compensation arrangement with the SPE or with any entity or individual with which the SPE has a transaction or arrangement; or
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the SPE is negotiating a transaction or arrangement.
2. Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.
 3. A financial interest is not necessarily a conflict of interest. Under this policy, a person who has a financial interest may have a conflict of interest only if the Council or appropriate committee decides that a conflict of interest exists. In general, an interest of more than one percent of a company's stock, or an equivalent amount of other financial instruments of a single company, may be considered a conflict of interest. Generally, holdings within mutual funds will not be considered as a financial interest.
- C. Duty To Disclose
1. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of any potential financial interest and must be given the opportunity to disclose all material facts to the chief staff executive, the Executive Board (in the case of potential conflicts of interest involving the chief staff executive or Staff), and members of Society-level committees considering the proposed transaction or arrangement.
- D. Determining Whether a Conflict of Interest Exists
1. After disclosure of the financial interest and all material facts, the Council, the Executive Board (in the case of potential conflicts of interest involving the chief staff executive or Staff) or committee shall determine, without the interested person present, if a conflict of interest exists or appears to exist. The remaining board or committee members shall decide if a conflict of interest exists.
- E. Procedures for Addressing the Conflict of Interest
1. An interested person may make a presentation at the Council or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
 2. The President of the SPE or chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Council or committee, as appropriate, shall determine whether the SPE can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Council or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the SPE's best interest and for its own benefit, and whether the transaction is fair and reasonable to

the SPE and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

F. **Violations of the Conflicts-of-Interest Policy**

1. If the Council or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Council or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including expulsion from the committee or the SPE, in accordance with SPE Bylaws and Policies.

IV. **Records of Proceedings:**

A. The minutes of the Council and Society-level committee meetings shall contain

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Council's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

V. **Compensation:**

- A. Officers, Councilors and Staff Members who receive compensation, directly or indirectly, from the SPE, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. Reimbursement of reasonable, actual expenses is not considered compensation.

VI. **Notifications:**

- A. This policy shall be posted on the SPE website.
- B. Members shall be reminded, at every Society-level meeting, of the necessity to adhere to this policy. It is suggested that members of affiliate groups (*e.g.* Sections, Divisions, The SPE Foundation) also be reminded.
- C. New members of the governance groups of the Society, and new SPE staff members, shall be provided a copy of this policy.

VII. **Periodic Reviews:**

- A. To ensure that the SPE operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as such an organization, periodic (at least biennial) reviews shall be conducted. The periodic reviews shall be the responsibility of the Executive Board, may be delegated to

disinterested SPE members, and at a minimum, shall include the following subjects:

1. whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining
2. whether acquisitions of property and services from any person result in inurement or impermissible private benefit
3. whether partnership and joint venture arrangements and arrangements with management service organizations (if any) conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the corporation's charitable purposes, and do not result in inurement or impermissible private benefit
4. whether agreements to provide charitable services and agreements with other service providers and third parties further the corporation's charitable purposes and do not result in inurement or impermissible private benefit.