

INTERNATIONAL ASSOCIATION OF ASSESSING OFFICERS CONFLICT OF INTEREST POLICY

1. **Purpose.** The purpose of this conflict of interest policy (this “Policy”) is to protect the interests of International Association of Assessing Officers (“IAAO”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Interested Person (as defined below). All conflicts of interest are not necessarily prohibited or harmful to IAAO. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board members, is required.

2. Definitions.

(a) **Adverse Interest.** A person has an adverse interest if the person has through volunteer service, business, investment, or family: (i) a current or potential ownership or investment interest in, or a compensation arrangement with, any entity with which IAAO has or is negotiating a transaction or arrangement, or (ii) a fiduciary or similar duty to any entity with which IAAO has or is negotiating a transaction or arrangement. A common example of an adverse interest would be if a director of IAAO also is an owner of a business with which IAAO is transacting business or negotiating a transaction or arrangement.

(b) **Board.** The Board of Directors of IAAO or any committee of the Board of Directors of IAAO charged with the responsibility of overseeing this Policy.

(c) **Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial

(d) **Competing Interest.** A person has a competing interest if the person has through volunteer service, business, investment, or family: (i) an ownership or investment interest in, or a compensation arrangement with, any entity with which IAAO competes, or (ii) a fiduciary or similar duty to any entity with which IAAO competes. A common example of a competing interest would be if a director of IAAO also serves as a director of a competing association or is an owner or director of an association or business that competes with the Association, whether or not IAAO is transacting business with such other association or business.

(e) **Conflict of Interest.** A person has a conflict of interest if the person has either an adverse interest or a competing interest.

(f) **Interested Person.** Any director, officer or member of a committee who has a direct or indirect conflict of interest is an interested person.

3. Procedures.

(a) **Duty to Disclose.**

(i) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the adverse or competing interest to the Board. The interested person shall be given the opportunity to disclose all material facts to the Board.

(ii) Without limiting the foregoing, each director, officer or member of a committee shall annually disclose or update to the Board of Directors such person's interests that would likely give rise to adverse or competing interests.

(b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the adverse or competing interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest – Adverse Interest.

(i) An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board shall determine whether IAAO can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in IAAO's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Procedures for Addressing the Conflict of Interest – Competing Interest.

(i) An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the circumstances involving the possible conflict of interest.

(ii) If the Board determines (by a majority vote of the disinterested directors) that a competing interest exists and that IAAO would be harmed by the interested person continuing to serve, but such harm could be avoided by limiting the information provided to the interested person, the interested person agrees that the information provided will be so limited.

(iii) If the Board determines (by a majority vote of the disinterested directors) that a competing interest exists, that IAAO would be harmed by the interested person continuing to serve, and such harm could not be avoided by limiting the information provided to the interested person, the interested person agrees to resign from the Board, committee or other position, as applicable.

(e) **Violations of the Conflicts of Interest Policy.** If the Board has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings. The minutes of the Board shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have an adverse or competing interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- (b) 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 with the proceedings.

5. Compensation. A voting member of the Board who receives compensation, directly or indirectly, from IAAO for services is precluded from voting on matters pertaining to that member's compensation.

6. Annual Statements. Each director, officer, and member of a committee shall annually sign a statement which affirms such person has received a copy of this Policy, has read and understands this Policy, has agreed to comply with this Policy, and understands IAAO is tax-exempt and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its taxexempt purposes.

7. Periodic Reviews. To ensure that IAAO operates in a manner consistent with its status as an organization exempt from federal income tax, the Board shall at least every five years authorize and oversee a review of this Policy and its administration by Board. The review may be written or oral. The review shall consider the level of compliance with this Policy, the continuing suitability of this Policy and whether this Policy should be modified and improved.

CERTIFICATION

I certify that I have received a copy of the IAAO Conflict of Interest Policy, have read and understand the Policy and have agreed to comply with the Policy.

Signature _____ Date _____

Approved September 15, 2025