



AMERICAN THYROID ASSOCIATION BOARD AND COMMITTEE MEMBERS

Individuals who become officers, directors, and "agents" of not-for-profit organizations are subject to the laws pertaining thereto, individually and collectively, and must conduct themselves in accord with these requirements.

RULES OF CONDUCT

Antitrust

The Sherman Act, the Robinson-Patman Act, the Clayton Act and the FTC Act are among the major federal antitrust laws prohibiting all contracts, combinations or conspiracies to restrain trade. Not-for-profit organizations which improperly deny or expel members, set standards, sponsor certification programs, endorse products or services or otherwise advantage or disadvantage individuals or organizations may find themselves in violation of antitrust laws. Even discussion of collective action, pricing or other issues that could lessen or increase competitive advantage can subject the Association to litigation and fines.

Organization officers and directors must maintain control of meetings, at least to the degree that participants do not engage in conversation and/or activities which violate these laws.

Conflicts of Interest

State laws define this issue in different ways. However, all of these laws essentially prohibit individuals using their positions in not-for-profit organizations to advantage themselves of anyone other than "the membership." In other words, it must be the organization's purpose and the officer's and director's purposes to serve the "common good" of all or the majority of members, and they must not seek to advantage themselves or any minority at the expense of the majority.

Should Board of Directors members or any agents (committee member, staff, etc.) find themselves in a conflict of interest, they must announce/acknowledge their conflict and withdraw themselves from discussion of or voting on such issues.

Board of Directors members and staff shall remove themselves from circumstances that have the appearance of conflict of interest.

Board of Directors members and staff may seek exemption from this conflict of interest policy under certain specific circumstances by disclosure to the ATA Board of Directors.

Board of Directors members and staff who hold personal beliefs, values, or commitments that are contrary to the purposes of an organization are conflicted and shall declare their conflict.



Informed, Reasoned Decisions

All officers and directors shall make informed and reasoned decisions. Officers, directors, and staff shall be thoroughly informed, free of undue haste, actively involved in debate and deliberations, and aware of all related legal documents and implications before making decisions. They shall maintain documentation and require involvement of experts (e.g. accountants, lawyers, staff) whenever such perspective is required to make informed and reasoned decisions.

Supervision

Directors shall not manage the daily administrative affairs of the organization. However, Board of Directors members cannot completely delegate or avoid responsibility for conducting the business of the organization.

Directors shall require access to and maintain a working knowledge of the affairs, policies and assets of organizations.

Confidentiality

Board of Directors activities and discussions shall be conducted in a manner that encourages and ensures confidentiality and trust. Board of Directors members who fail to be candid and/or maintain confidences may be removed from the Board of Directors.

Board of Directors members and staff shall not regularly engage in discussions that must be kept from the members and/or other interested parties. Discussion of member applicants, staff compensation, and other sensitive matters shall be held confidential. Individuals presiding over Board of Directors, committee and other meetings shall avoid regular discussion of "confidential" issues.

AMERICAN THYROID ASSOCIATION (ATA) BOARD OF DIRECTORS CODE OF CONDUCT

BOARD MEMBER AGREEMENT

AS A MEMBER OF THE ATA BOARD OF DIRECTORS, I WILL:

1. listen carefully to my fellow Board members;
2. carefully consider and respect the opinions of my fellow Board members;
3. respect and support all majority decisions of the Board of Directors;
4. recognize that all authority is vested in the Board of Directors;
5. keep well-informed of developments relevant to issues that may come before the Board of Directors;
6. participate actively in Board meetings and actions and not discuss elsewhere what I am unwilling to discuss in Board meetings;
7. bring to the attention of the Board any issues I believe will have a significant effect on our organization or those we serve;



8. attempt to interpret the needs of all those we serve to the ATA Board of Directors;
9. refer complaints directly to the proper level on the chain of command;
10. recognize my job is to ensure that the organization is well-managed, not necessarily to manage the organization;
11. represent all those whom this organization serves and not a particular geographic area or interest group;
12. consider myself a "trustee" of the organization and do my best to ensure that it is well-maintained, financially secure, and always operating in accord with our stated objectives and in the best interests of those we serve;
13. always work to learn how to do my job better; and
14. Acknowledge conflicts of interest between my personal and professional life and my position on the Board of Directors, and abstain from voting or attempting to influence issues in which I am conflicted.

AS A MEMBER OF THE ATA BOARD OF DIRECTORS, I WILL NOT:

1. be disrespectful of fellow Board members or their opinions, in or out of the Board of Directors room;
2. use the organization or my position for my personal advantage or that of my friends, relatives or associates;
3. discuss the confidential proceedings of the Board of Directors outside the Board room;
4. promise how I will vote on any issue before hearing the discussion and becoming fully informed;
5. interfere with the duties of staff or undermine the authority of our chief staff executive to perform his/her duties; and
6. speak for or in behalf of the organization unless specifically authorized to do so.



CONFLICT OF INTEREST POLICY

This Conflict of Interest Policy of the American Thyroid Association, Inc.: (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. Definition of conflicts of interest. A conflict of interest arises when a person in a position of authority over the Organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
2. Individuals covered. Persons covered by this policy are the Organization's officers, directors, chief employed executive and chief employed finance executive.
3. Facilitation of disclosure. Persons covered by this policy will annually disclose or update to the Chairman of the Board of Directors on a form provided by the Organization their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members. At each Board of Directors' meeting there will be a verbal disclosure by each director, officer and staff present.
4. Procedures to manage conflicts. For each interest disclosed to the Chairman of the Board of Directors, the Chairman will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the Organization; or (d) ask the person to resign from his or her position in the Organization or, if the person refuses to resign, become subject to possible removal in accordance with the Organization's removal procedures. The Organization's chief employed executive and chief employed finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Chairman of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

ATA EXECUTIVE COMMITTEE

The Executive Committee is comprised of the Officers of the Board of Directors: President, Secretary/Chief Operating Officer, Treasurer, Past-President, the President-Elect (Secretary-elect and Treasurer-elect) and the Executive Director.



CONFLICT OF INTEREST POLICIES THAT PERTAIN TO OFFICERS OF THE ATA BOARD OF DIRECTORS (ATA EXECUTIVE COMMITTEE)

The Officers of the ATA Board of Directors (Executive Committee) will take the following steps during their terms of office to avoid actual or perceived conflicts of commitment and ensure their unimpeded active involvement in issues of importance to the Association:

1. Resign from consultancies with all pharmaceutical, laboratory diagnostic, and any other firms in the field of endocrinology and metabolism, or that otherwise interface with the Association;
2. Divest themselves of equities in such firms;
3. Accept no direct honoraria for lectures or other services from such firms; and
4. Simultaneously hold no other major leadership positions in other professional societies

ATA EXECUTIVE COMMITTEE (ATA OFFICERS) INTERACTION WITH INDUSTRY WILL BE PERMITTED AS FOLLOWS:

1. the appreciation by officers of the existence of perceived and real conflict of interest,
2. full and timely disclosure by the affected officer to the Association of such conflicts of interest,
3. full recusal of the officer from Association activities relevant to the industrial relationship
4. avoidance of personal inurement.
5. Reimbursement, or payment, by industry for reasonable travel costs associated with an activity are acceptable.

FINANCIAL DISCLOSURE & DUALITY OF INTEREST POLICY

STATEMENT OF POLICY

No Board of Directors member shall use his or her position, or the knowledge gained there from, in such a manner that a conflict between the interest of the ATA or any of its affiliates and his or her personal interests arises.

Each Board of Directors member has a duty to place the interest of the ATA foremost in any dealings with the organization and has a continuing responsibility to comply with the requirements of this policy.

Board of Directors or committee members may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the ATA.

If a Board of Directors member has an interest in a proposed transaction with the ATA in the form of a significant personal financial interest in the transaction or in any organization involved in the transaction or holds a position as trustee, director, or officer in any such organization, he



or she must make full disclosure of such interest before any discussion or negotiation of such transaction.

Any Board of Directors or committee member who is aware of a potential conflict of interest with respect to any matter coming before the Board of Directors or committee shall not be present for any discussion of or vote in connection with the matter.

The ATA President, Secretary, and Treasurer take the following steps during their terms of office to avoid actual or perceived conflicts of commitment and ensure their unimpeded active involvement in issues of importance to the Association:

1. Resign from consultancies with all pharmaceutical, laboratory diagnostic, and any other firms in the field of endocrinology and metabolism, or that otherwise interface with the Association;
2. Divest themselves of equities in such firms;
3. Accept no direct honoraria for lectures or other services from such firms; and
4. Simultaneously hold no other major leadership positions in other professional societies

FINANCIAL DISCLOSURE & DUALITY OF INTEREST STANDARDS

STATEMENT OF STANDARDS

Board of Directors members of the ATA shall submit monthly Conflict-of-interest Statements and, if not previously disclosed, shall make disclosure before any relevant Board of Directors or committee action.

Conflict-of-interest Statements shall be reviewed by the Secretary/COO, who will attempt to resolve any actual or potential conflict(s) and, in the absence of resolution, refer the matter to the ATA Board of Directors.

The statement will describe all of your relationships with companies that make products relevant to the decisions and discussions you engage in as a Director or officer on the ATA Board of Directors, specifying the type of relationship (e.g., consulting, paid speaking, grant support, equity, and patents) that you have with each company.

When uncertainty exists about the existence of conflict or about the perception of conflict of interest, the Officer or Director should bring the matter to the attention of the Board of Directors (or to a committee of senior members appointed annually for this purpose, by the President).