



Conflict of Interest and Confidentiality Policy

ARTICLE I

PURPOSE

The purpose of the Conflict of Interest and Confidentiality Policy (the “Policy”) is to establish the expectations for leaders of Amplify Her (the “Organization”) regarding possible conflicts and use of confidential information. Actual or even perceived conflicts as well as misuse of sensitive information would undermine the Organization’s efforts. The Organization’s ability to maintain the integrity of the endorsement process and protect confidential information is essential to the Organization’s existence.

ARTICLE II

DEFINITIONS

1. **Candidate**

An individual who has both filed and declared to run for a city, state or federal elected office.

2. **Directors**

The individuals who serve as the Organization’s President, Borough Directors, Director of Engagement, Director of Policy, Director of Marketing and Creative Director and any other director role that is created subsequent to the adoption of the Policy.

3. **Interested Person**

Any individual who is a member of the Organization’s leadership team, including but not limited to the Founding Members, Borough Directors, President, Director of Engagement, Director of Policy, Director of Communications, Director of Marketing, Creative Director, members of the Youth Outreach team, and interns.

4. **Related**

Any individual who is the spouse, domestic partner or is in a committed relationship with an Interested Person. In addition, the parents, grandparents, aunts, uncles, siblings and half-siblings, natural or adopted children, grandchildren, first-cousins of an Interested Person or an Interested Person’s spouse, domestic partner or an individual to whom the Interested Person is in a committed relationship. For purposes of this paragraph, a “committed relationship” shall mean a romantic relationship that is not legally recognized.

5. **Sabbatical**

A leave of absence or period of time not to exceed twelve (12) months where an Interested Person is no longer active with the Organization’s leadership team. An Interested Person may be required to take a Sabbatical if a conflict of interest exists pursuant to Article III herein. Upon the conclusion of the Sabbatical, an Interested Person has the right to return to the position she held immediately prior to the Sabbatical. Notwithstanding the foregoing, an Interested Person may continue to participate in activities open to the general membership of the Organization during the Sabbatical.

6. **Staff Member**

An individual who is working on a Candidate's campaign, whether paid or unpaid. Examples include, but are not limited to: Campaign Manager, Field Director, Communications Director, Consultant, Strategist, Treasurer, Election Lawyer, Social Media or Digital Media Manager, and Volunteer Coordinator. An individual who is involved in a campaign solely as a volunteer and is not part of the campaign's strategy, day-to-day activities, management or hiring is not considered a Staff Member.

ARTICLE III

CONFLICT OF INTEREST

1. **Duty of Loyalty**

The Directors and other members of the Organization's leadership team shall refrain from using their position in the Organization or any knowledge obtained as a result of their involvement with the Organization to the detriment of the Organization or a Candidate, whether such Candidate is endorsed by the Organization or not.

2. **Duty to Disclose**

In connection with any actual or possible conflict of interest, an Interested Person must disclose in writing the existence of any involvement or relationship with a Candidate, campaign or political group and be given the opportunity to disclose all material facts to the Directors.

3. **Voluntary Self-Recusal**

Any Interested Person may recuse herself at any time from involvement in any decision or discussion in which the Interested Person believes she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

4. **Determining Whether a Conflict Exists**

(a) Conflict of Interest Per Se. A conflict of interest exists whenever an Interested Person is a Candidate, Related to a Candidate or is a Staff Member in a race that the Organization (i) will likely get involved in, as determined by its Directors and/or leadership, or (ii) has endorsed a Candidate.

(b) Case by Case Determination. The Directors have the right to determine, on a case by case basis, if an Interested Person's involvement in a campaign, political group or other political activity creates a conflict of interest. If such a determination is made, the Interested Person will be notified in writing and have the opportunity to speak to the Directors to address the alleged existence of a conflict at the next meeting of the Organization or by a conference call provided that at least 3/4 of the Directors (not including the Interested Person) participate in such call. A conflict of interest shall be deemed to exist if 3/4 of the Directors, not including the Interested Person, at such meeting or call vote in the affirmative or if the Interested Person concedes that there is a conflict of interest.

5. **Procedures to Address a Conflict of Interest**

(a) Candidates. Any Interested Person who is a Candidate in a race that the Directors have determined that the Organization will likely get involved in shall: (i) not be present during or participate in any discussions pertaining to the Organization's decision to get involved in such race or the screening and endorsement process with respect to any Candidate in such race, (ii) be removed from any of the Organization's communication pertaining to that Candidate's race, (iii) not be given any information provided by an opponent or an opponent's campaign in such Candidate's race that is otherwise not publicly available, and (iv) go on a Sabbatical nine (9) months prior to such Candidate's primary or special election date.

(b) Staff Members and Individuals Related to Candidates.

1. Pre-Endorsement. Any Interested Person who is a Staff Member for a Candidate or is Related to a Candidate in a race that the Directors have determined that the Organization will likely get involved in shall: (i) not be present during or participate in any discussions pertaining to the Organization's decision to get involved in such race or the screening and endorsement process with respect to any Candidate in such race, (ii) be removed from any of the Organization's communication pertaining to that Candidate's race, and (iii) not be given any information provided by an opponent or an opponent's campaign in such Candidate's race that is otherwise not publicly available.

2. Post-Endorsement. Any Interested Person who is a Staff Member for a Candidate or is Related to Candidate in a race that the Organization will make or has made an endorsement shall go on a Sabbatical: (i) nine (9) months prior to the primary or special election date for that Candidate's race or (ii) on the date that an endorsement is announced in such Candidate's race, whichever is later. Notwithstanding the foregoing, the Sabbatical requirement will not apply if the Interested Person is a Staff Member or is Related to the Candidate that will be endorsed by the Organization or if the Organization has concluded that it will not endorse any Candidate in such race.

(c) Other Conflicts of Interest. If the Directors have determined that a conflict of interest exists pursuant to Paragraph 4(b) of this Article III, the Interested Person shall either (i) cease any activity that is the source of the conflict of interest, (ii) step down from her official duties with the Organization, or (iii) follow any other recommendations put forth by the Directors at such time.

(d) Continuing Involvement with the Organization. Any Interested Person who has a conflict of interest may continue to participate in non-endorsement activities of the Organization (e.g., youth outreach or volunteering with our other campaigns) and retain the ability to cast a ballot as an active voting member. An Interested Person may resume full leadership activities immediately once the conflict of interest has ceased to exist.

6. **Violation of Conflict of Interest Policy**

If the Directors have reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, the Directors shall inform the Interested Person of the basis for such belief and provide the Interested Person an opportunity to explain the alleged conflict in writing.

ARTICLE IV

CONFIDENTIALITY

1. **Definition of Confidential Information**

Confidential Information shall mean: (i) the Organization's proprietary information regarding the governance, structure, marketing, strategy and financial records of the Organization, (ii) documents created by the Organization's leaders in such capacity and documents prepared for the Organization's endorsement and outreach processes as well as any other documents created to further the Organization's goals, (iii) information not publicly available pertaining to Candidates or campaigns and any information that has been shared by a Candidate or campaign with the Organization for the purposes of obtaining an endorsement or other support from the Organization, (iv) lists of names and/or contact information obtained by the Organization through sign-in sheets at events or social media, (v) the Organization's database of members and volunteers (v) internal correspondence including communication taking place over e-mail, social media messaging or apps such as Slack, and (vi) any other information that is sensitive in nature and that is not publicly available.

2. Use of Confidential Information

One of the Organization’s most valuable assets is its Confidential Information. All Interested Persons shall use the Confidential Information solely in connection with the Organization’s purpose and not for the furtherance of an Interested Person’s personal or political objectives. Confidential Information shall not be disseminated to third parties without the prior consent of the majority of the Directors serving at such time.

3. Breach of Confidentiality

The Directors, acting by a majority, may request in writing that an Interested Person step down from their official capacity with the Organization in the event that an Interested Person has disclosed Confidential Information without obtaining the prior consent as explained in Paragraph 2 of this Article IV.

ARTICLE V

AMENDMENTS

Notwithstanding anything to the contrary, this Policy may be amended at any time with the approval of at least a majority of the Directors serving at such time.

Initially adopted on: December 11, 2019

Signature: _____

Name: _____

Title: _____

Date: _____