CMC Conflict of Interest Policy
Adapted: October 17, 2009

1. Purpose

(a) Purpose: The purpose of this policy is to protect the integrity of the Colorado Mountain Club and to comply with IRS regulations by:

(1) Defining and forbidding certain conflicts of interest that if left unchecked tend to compromise the ability of CMC Officials and Employees to perform their duties without improper financial or other influence.

(2) Defining and discouraging certain actions that may create an appearance of impropriety that undermines member and public trust in the accountability and loyalty of CMC Officials and Employees.

(3) Protecting the integrity of the CMC by providing standards of conduct and guidelines for CMC Officials and Employees to follow when their private interests conflict with their CMC duties.

(4) Fostering public trust by defining standards of honest non-profit operation and prohibiting the use of a CMC position for private gain.

(5) Providing for a procedure through which CMC Officials and Employees may affirmatively declare themselves free of real or apparent conflicts of interest, or may declare such conflicts when they arise so that further action can be taken as appropriate.

(b) Legislative Intent: It is the intent of the State Board to:

(1) Prohibit CMC Officials and Employees from acting on any matter in which he or she may have a conflict of interest.

(2) Establish aspirational guidelines to encourage CMC Officials and Employees to avoid any appearance of impropriety.

(3) Require adherence to any provision of state or federal law that imposes a higher standard of conduct than this policy.

2. Conflicts of Interest Prohibited

(a) Conflict Prohibited: No CMC Official or Employee shall make or participate in the making of any Official Action in which he or she knows or should have known that he or she would have a Conflict of Interest.
(b) Disclosure Required: Each CMC Official or Employee shall disclose any Conflict of Interest and disqualify him or herself from participating in the relevant action as described below in the “Disclosure and Recusal Procedure.”

3. Use of CMC Office or Confidential Information for Financial Gain.

(a) Use of Position for Gain Prohibited: No CMC Official or Employee shall use his or her CMC office or position for financial gain. This does not apply to Employees compensated at their approved salary level.

(b) Use of Confidential Information for Financial Gain Prohibited: No CMC Official or Employee shall use or disclose confidential information as a result of holding his or her CMC office or position, to obtain financial gain, whether for personal gain; gain for his or her relative; gain of any property or entity in which the official or employee has a substantial interest; or gain for any person or for any entity with whom the CMC Official or Employee is negotiating or has any arrangement concerning prospective employment.

4. Duty to Maintain the Confidentiality of Privileged Information.

(a) Duty of a CMC Official or Employee: No CMC Official or Employee shall disclose privileged or confidential information without a public majority vote granting the permission of the State Board, State Council or Group Council or similar body that holds the privilege.

(b) Duty of a CMC Employee: No CMC Employee shall disclose privileged or confidential information, obtained as a result of holding his or her office or position, unless the Employee has first received approval of the CMC CEO.

5. Employment of Relatives.

(a) No CMC Official or Employee shall appoint, hire or advocate the appointment or hiring by the CMC of any person who is his or her relative. In the event that a CMC Official or Employee is concerned that the Official or Employee’s decision to appoint, hire or advocate the appointment or hiring by the CMC of a person who is the Official or Employee’s relative may cause an appearance of violating this section, the Official or Employee may request that the CMC CEO make such decision on the Employee’s behalf. Group Council Chairs with power of appointment may request the Group Council Vice Chair (or equivalent) to make such a hiring or appointment decision on their behalf.

(b) The CMC may enter into Transactions with companies, corporate or other business organizations that employ a relative of a CMC Official or Employee, provided that:

(1) The Official or Employee does not participate in the decision making that leads to hiring or approving the transaction with the company, corporation or other business organization that employees his or her relative; or
(2) The business organization is a publicly traded corporation that provides its services or products to the CMC on non-discriminatory terms justified by the market facts and circumstances of each Transaction; or

(3) The company, corporation or business organization has been doing business with the CMC for at least one year prior to the date the CMC Official or Employee’s relative became employed by the company, corporation or other business organization, and the CMC Official’s or Employee’s relative is not directly employed upon matters involving the CMC and does not have his or her compensation tied in any manner to the success of the company, corporation or other business organization, or its ability to obtain business or earn compensation from the CMC.

6. Appearances of Impropriety Discouraged.

(a) These guidelines are intended to established ethical goals and principles to help CMC Officials and Employees determine if their actions may cause an appearance of impropriety that will undermine the trust of members or the public in CMC operations.

(b) A CMC Official or Employee who determines his or her actions may cause an appearance of impropriety should consider, but is not required to, disclose and recuse as prescribed by the “Disclosure and Recusal Procedure,” in the following circumstances:

(1) If a CMC Official is an employee or a state or federal government entity with a substantial interest in any transaction with the CMC;

(2) If a CMC Official or Employee has a close friend with a substantial interest in any Transaction with the CMC, and the Official or Employee believes the friendship would prevent such person from acting impartially with regard to the particular Transaction;

(3) If a CMC Official or Employee has an interest in any Transaction with the CMC that is personal or private in nature that would cause a reasonable person in the community to question the objectivity of the CMC Official or Employee.


(a) Affirmative Declaration: All CMC Officials and Employees are required to provide an affirmative annual declaration that they have received a copy of the CMC Conflict of Interest Policy, they agree to comply with the policy, and to their knowledge have no real or apparent conflicts of interest to report, using Part A of the CMC Conflict of Interest Disclosure Statement.

(1) CMC Officials: State Board Members, State Council Members and State Committee Chairs and Members shall complete Part A at the time they assume these roles or at the first meeting of the Board, Council or Committee each year; the forms shall be collected and maintained by the Secretary of the State Board. Group Council
members shall complete part A at the time they join the Group Council or at the first Group Council meeting of the year; the forms shall be collected and maintained by the Group Council Secretary. Group Committee Chairs and Members shall complete the forms at the time they join the Committee or at the first Committee meeting of the year; the forms shall be collected and maintained by the Committee chair.

(2) CMC Employees: All CMC employees shall complete Part A at the time they first become employed by the CMC, and again annually at the time of their annual performance review. The forms shall be collected and maintained by the CMC CEO.

(b) Disclosure: No CMC Official or Employee with a Conflict of Interest shall fail to give written notice of the interest to the CMC Board, State or Group Council, or State or Group Committee of which the person is a member, along with the CMC CEO, as soon as reasonably possible after the conflict has arisen. The CMC Official or Employee with a Conflict of Interest to Disclose shall make written notice using Part B of the CMC Conflict of Interest Disclosure Form.

(1) State Board Members, State Council Members and State Committee Chairs and Members with a Conflict of Interest to report shall complete Part B and provide it to the Secretary of the State Board. Group Council members and Group Committee Chairs with a Conflict of Interest to report shall complete Part B and provide it to Group Council Secretary. Group Committee Members with a Conflict of Interest to report shall complete Part B and provide it to the Committee chair.

(2) CMC Employees with a Conflict of Interest to report shall complete Part B and provide it to the CMC CEO. If the CMC CEO has a Conflict of Interest to report, he or she shall complete Part B and provide it to the Secretary of the State Board.

(c) Recusal: Having reported the Conflict of Interest, the CMC Official or Employee shall:

(1) Refrain from voting upon or otherwise acting in an official capacity in such Transaction;

(2) Physically absent himself or herself from the room in which a matter related to such Transaction is being considered; and

(3) Not discuss any matter related to such Transaction with any other member of the Board, Council or Committee of which the person is a member.

(d) Recusal by the Board, Council or Committee: The State Board, State Council, Group Council and any State or Group Committee may order the recusal of one of its members if that member has an obligation to recuse himself or herself as required by this policy and has failed to do so. Such an order is valid if reached after a majority vote of the members of the body, not including the member whose recusal is sought.

8. Definitions.
“Conflict of Interest” shall mean any situation in which a CMC Official or Employee:

(a) Has a substantial interest in any Transaction with the CMC;

(b) Has a relative with a substantial interest in any Transaction with the CMC;

(c) Has a substantial interest as an employee or affiliate of a company, corporation or other business organization with a substantial interest in any Transaction with the CMC;

(d) Has a substantial interest as an affiliate of a company, corporation or other business organization appearing on behalf of or employed by a person with a substantial interest in any Transaction with the CMC;

(e) Is an officer of an organization that has taken an official position on any Transaction with the CMC;

(f) Is on the board of directors of an organization that is substantially affected by a Transaction with the CMC;

(g) Is affiliated with a law, accounting, planning or other professional firm that has a substantial interest in any Transaction with the CMC; or

(h) Is an officer or director of any for-profit or not-for-profit organization which has a mission, interests or position contrary to those of CMC, or which could be considered to compete with CMC for members, contributions or grants.

“Employment” means providing personal services as an employee or an independent contractor, with compensation.

“Official Action” means any legislative, administrative or quasi-judicial act of a CMC Official or Employee, including, without limitation, participation in or influence over the decision-making process leading up to a vote or final determination.

“Employee” means any person holding any paid position of employment with the CMC, but shall not include consultants or contractors who have independent control over their work product.

“CMC Official” or “Official” means a State Board Member, State Council Member, State Committee Chair or Member, Group Council Member or Group Committee Chair or Member.

“Relative” means any person related to a CMC Official or Employee by blood, marriage or adoption, through the second degree of consanguinity, including, without limitation, the following: spouse, parents, parents-in-law, children, children-in-law, brothers and sisters, brothers and sisters-in-law, grandparents, grandchildren, aunts, uncles, cousins, nephews and
nieces. A separation between spouses shall not be deemed to terminate relationships described above which exist only because of marriage.

“Substantial Interest” means a situation including, without limitation, a financial stake in the outcome of a decision in which, considering all of the circumstances, would tend to influence the decision of a reasonable person faced with making the same decision.

“Transaction” means a contract of any kind; any sale or lease of any interest in land, material, supplies or services. A Transaction does not include any decision which is legislative in nature that affects the entire membership of a class or a significant segment of the community in the same manner of the affected Official or Employee.