

CODE OF ETHICS AND CONFLICTS POLICY FOR VFW DEPARTMENT OF MICHIGAN OFFICERS, COUNCIL MEMBERS AND EMPLOYEES

The Veterans of Foreign Wars of the United States (“VFW”) is a Congressionally chartered, non-profit veterans’ organization. Its members, affiliated organizations (including Posts and Departments) and the general public look to the VFW to provide strong leadership on veterans’ issues and to develop and implement effective programs to promote patriotism, community service, youth development and a strong national defense. The VFW relies on all affiliated organizations to support those important responsibilities and adhere to certain standards in doing so. The VFW Department of Michigan, in supporting such responsibilities, shall maintain a reputation that is above reproach.

In order to sustain the Organization’s reputation and assure its continued success, the Department officers, Council Members, employees, as well as members who are in key leadership positions, elected or appointed (e.g., committee chairman) (collectively “VFW Department of Michigan Representatives”), are expected to conduct themselves in a professional manner and in accordance with the admonition in the organization’s Ritual to live lives of stainless integrity. To maintain the trust and confidence of members, donors, and the public, VFW Department of Michigan Representatives must adhere to the highest standards of honesty, integrity, and professional conduct and comply with the Code of Ethics. Violations may subject the Representative to disciplinary action pursuant to Article IX of the National Bylaws, and such other action as determined to be in the best interest of the Organization.

This Code of Ethics and Conflicts Policy is the policy of the VFW Department of Michigan and is intended to foster an environment that promotes ethical conduct in carrying out the mission of the organization by VFW Department of Michigan Representatives. While all VFW Department of Michigan Representatives must adhere to this Code of Ethics and Conflicts Policy, Council Members specifically have legal obligations to fulfill certain duties that are included in this policy, including the Duty of Care (making appropriate use of VFW Department of Michigan assets and ensuring that expenditures promote the good of the VFW Department of Michigan and those who benefit from its services), the Duty of Loyalty (making decisions that benefit the VFW Department of Michigan over any single Council Member as well as acknowledging and disclosing any conflicts of interest), and the Duty of Obedience (ensuring that the VFW Department of Michigan acts in accordance with its mission and Bylaws and adheres to all applicable laws and regulations).

VFW Department of Michigan Representatives shall be governed by the following rules of Personal Conduct and Professional Integrity, Accountability, and Conflicts of Interest. The Code of Ethics and Conflicts Policy and the requirements listed here cannot specifically address every conceivable situation, but that does not relieve VFW Department of Michigan Representatives of the responsibility for doing the right thing. It is important to comply with the spirit as well as the letter of this Code of Ethics and Conflicts Policy.

PERSONAL CONDUCT AND PROFESSIONAL INTEGRITY

All VFW Department of Michigan Representatives shall:

1. Display personal integrity, avoid misrepresentation, and always be honest with others; and
2. Treat all people with dignity, respect, and fairness; and
3. Act in a professional manner at all times, conducting business fairly and lawfully and resolving differences of opinion in a mature and respectful manner; and
4. Promote an environment where honesty and open communication are valued; and
5. Respect and protect confidential and privileged information; and
6. Refuse to engage in or tolerate any form of discrimination, harassment, or violence toward members, employees, volunteers, other officers, or anyone who comes in contact with the VFW Department of Michigan; and
7. Take responsibility for the safety of yourself and others; and
8. Act in a manner that reflects positively on the VFW Department of Michigan and refrain from behavior that could harm the VFW's reputation, always speaking highly of the Organization and its members; and
9. Promote the VFW and support the activities of the organization.

ACCOUNTABILITY

Members and donors have placed their trust in the leadership of the organization to use funds to best fulfill the mission of the VFW. To honor that trust, VFW Department of Michigan Representatives shall:

1. Use Department of Michigan's resources only for the benefit of the Department of Michigan and its mission and refrain from using Department of Michigan's resources for any purpose that does not benefit the organization; and
2. Ensure that travel, entertainment, and related expenses that are incurred on behalf of the Department of Michigan are reasonable and for the benefit of the organization, not for personal gain or interests; and
3. Make objective and informed decisions concerning the proper use of funds or assets of the organization; and
4. Protect and properly use the assets of the organization.

CONFLICTS OF INTEREST

A potential conflict of interest arises when circumstances raise the possibility that a VFW Department of Michigan Representative or a family member (defined as spouse, sibling, parent, child, grandchild, in-law, or domestic partner) of such VFW Department of Michigan may receive a direct or indirect benefit or advantage that may cause the VFW Department of Michigan Representative to have dual or conflicting loyalties. Any arrangements or circumstances, including business interests, financial interests, employment, political or family relationships, which might dissuade a VFW Department of Michigan Representative from acting in the best interests of the VFW could give rise to a conflict of interest. A financial interest is not necessarily a conflict of interest. A VFW Department of Michigan Representative who has a financial interest in a particular matter will only have a conflict of interest if the Council determines that the financial interest is not in the best interest of the VFW. To avoid even the appearance of a conflict of interest that could tarnish the image of the VFW, no one serving as a VFW Department of Michigan Representative shall take

personal advantage of such leadership role by allowing a situation to exist that is, or may be perceived to be, a conflict of interest.

Examples of actual or potential conflicts of interest include, but are not limited to:

- Engaging directly or indirectly in a business transaction with the VFW Department of Michigan, including making a loan to or owing a debt or a financial obligation to the VFW Department of Michigan.
- Receiving, either currently or within the last 12 months, or potentially receiving, payment in cash or in-kind (e.g., extravagant gifts) from any business, entity, or person outside the VFW that transacts business or is seeking to transact business with the VFW Department of Michigan.
- Acting as a broker, finder, go-between, or otherwise for the benefit of a third party in transactions involving, or potentially involving, the VFW Department of Michigan or its interests.
- Holding a significant financial or controlling interest, or a position of influence, in any entity with which the VFW Department of Michigan does business or is seeking to do business (e.g., the VFW Department of Michigan's vendors, contractors, collaborators, or affiliates).
- Making or accepting referrals to or from outside providers or vendors of the VFW Department of Michigan, which may result in personal gain.

All VFW Department of Michigan Representatives must:

1. Make all decisions based upon the best interests of the VFW Department of Michigan; and
2. Refrain from the use of VFW Department of Michigan resources for personal gain or the appearance thereof; and
3. Timely disclose, in accordance with the disclosure procedures set forth below, any conflicts or potential conflicts of interest, as defined above, relating to any current or proposed transaction, strategy, relationship, arrangement, grant, program, or other activity in which VFW Department of Michigan is a participant; and
4. Refrain from influencing the selection of vendors who are directly or indirectly associated with the VFW Department of Michigan Representative or such VFW Department of Michigan Representative's family members, personal friends, or business associates; and
5. Avoid any conduct that could directly or indirectly benefit the VFW Department of Michigan Representative and refrain from using such positions, directly or indirectly, for private gain or to advance personal interest or that of any family member, personal friend, business associate, or other person with whom a personal relationship exists; and
6. Decline any extravagant gift, travel, entertainment, gratuity, favor, or extraordinary discounts on merchandise obtained in the performance of VFW Department of Michigan duties from anyone, and, under no circumstances, should any of the aforementioned affect business decisions. "Extravagant" or "extraordinary" means anything that might be deemed excessive in the normal course of business. Reasonable entertainment and travel provided by vendors or associated organizations that directly relate to VFW Department of Michigan business is acceptable. Any staff member who questions the appropriateness

of the gift, travel, entertainment, favors, or discounts must disclose it to their manager before accepting any such gift, travel, entertainment, favors, or discounts. In the case of management staff, disclosure should be made to the Department Adjutant or Department Quartermaster depending on the chain of command.

7. Ensure that outside employment and other activities do not adversely affect the performance of VFW Department of Michigan duties; and
8. Avoid any situation that may have an appearance of a conflict of interest.

DISCLOSURE REQUIREMENTS AND PROCEDURES FOR REVIEW

Each VFW Department of Michigan Representative has a duty to disclose in good faith to the Council the material facts of any actual or potential conflicts of interest of such VFW Department of Michigan Representative by completing the attached VFW Department of Michigan Code of Ethics Acknowledgment and Conflict of Interest Disclosure Form ("Disclosure Form") when any new activity or relationship arises, and as well as complete the Disclosure Form on an annual basis, prior to commencement of service for the VFW Department of Michigan. The appearance of a potential conflict does not necessarily mean that such an individual is prevented from voting on the matter at hand. Rather, the disclosure simply requires that the potential conflict be identified, the extent of the conflict discussed, and the determination made on whether the potential conflict is significant enough to warrant recusal on a particular matter.

Disclosure Forms shall be submitted by employees to the Department Adjutant on an annual basis and any time a new activity or relationship arises that would require disclosure. Disclosure forms shall be submitted by officers and Council Members to the Department Adjutant (or to another VFW Department of Michigan staff person or office designated to receive and collate the Disclosure Forms) on an annual basis and any time a new activity or relationship arises that would require disclosure. The Department Adjutant shall maintain the Disclosure Forms on a permanent basis as part of the Department's books and records and the Department Adjutant shall report on conflicts annually to the Council. If a situation arises that requires the Council's immediate attention, the Department Adjutant shall timely report it to the Council.

It is the responsibility of the Council to enforce the Code of Ethics and Conflicts Policy. The Council, or a designated committee of Council Members, shall review the Quartermaster General's report on the Disclosure Forms and shall follow up on each potential conflict within one month of the VFW Department of Michigan Representative's initial submission of the Disclosure Form in order to determine if a conflict of interest exists. A VFW Department of Michigan Representative making a disclosure shall have the opportunity to disclose all material facts as part of this review process but may not participate in the Council's deliberations or in the Council's determination of whether a conflict of interest exists with respect to such disclosure.

Any person having a conflict or potential conflict shall keep confidential any information presented to the Council and/or any discussion or decision by the Council. If the Council determines that a conflict of interest exists, any interested person shall abstain from participating in discussions or decision-making on issues related to the matter in which the person has an interest.

A VFW Department of Michigan Representative, who in the course of conducting Council business discovers that such VFW Department of Michigan Representative has an actual or potential conflict, shall disclose the details of such actual or potential conflict immediately to the Commander-in-Chief in writing (and orally if the situation so requires) and shall abstain from discussions and voting related to transactions or arrangements that involve, or may involve, the

actual or potential conflict until a determination can be made by the Council regarding whether such VFW Department of Michigan Representative has a conflict of interest.

If a VFW Department of Michigan Representative believes another person within the organization may have a conflict of interest, the VFW Department of Michigan Representative shall promptly report the matter to the appropriate authority (Adjutant or Commander) for review or investigation by the Council, as necessary.

The minutes of the Council shall record the names of the persons who were found to have an actual or potential conflict of interest, the nature of the conflict, the nature of the follow-up, and the Council's decision as to whether a conflict of interest in fact existed. The minutes should also record both the names of the persons who abstained and of the persons who were present for discussions, any votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement if considered, and a record of any votes taken in connection with the determination.

If the Council has reasonable cause to believe a VFW Department of Michigan Representative has failed to disclose actual or potential 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 any further investigation warranted by the circumstances, the Council determines the person has failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action. Intentional violation of this Policy constitutes cause for termination or removal. If a conflict of interest cannot be resolved through abstention, the interested person may be terminated or asked to resign. Any proposed transaction in which a VFW Department of Michigan Representative has a conflict of interest must be approved by a majority of the members of the Council, not including the interested individual.

**VFW DEPARTMENT OF MICHIGAN CODE OF ETHICS
ACKNOWLEDGMENT AND CONFLICT OF INTEREST
DISCLOSURE FORM**

By signing this form, I acknowledge that I have read and understand the VFW Department of Michigan Code of Ethics and Conflicts Policy. I agree to adhere to the principles and standards of this Code of Ethics and Conflicts Policy.

I am currently aware of one or more interests or relationships that could give rise to a conflict of interest or otherwise violate the Code of Ethics and Conflicts Policy.*

I am not aware of any interests or relationships that could give rise to a conflict of interest or otherwise violate the Code of Ethics and Conflicts Policy.

I will disclose any such interest or relationship as soon as I am aware of it. I confirm that I will conduct myself in accordance with the principles and standards of the Code of Ethics and Conflicts Policy.

* If you are aware of any possible conflicts of interest or violations of the Code of Ethics and Conflicts Policy, please describe them here (attach pages if necessary):

My family members and/or I am related (through business or family) to the following board members, officers, committee members, personnel, vendors, consultants, customers/clients, key advisors, etc.: _____

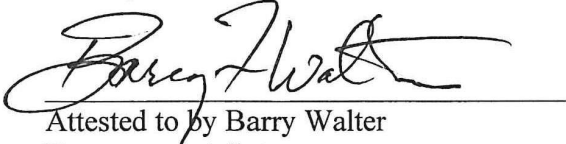
Date

Signature

Printed Name

Position or relationship with VFW Department of Michigan

This Department of Michigan Veterans of Foreign Wars Policy was reviewed and approved by
the Department Council of Administration on 11/10/2024

A handwritten signature in black ink, appearing to read "Barry Walter", is written over a horizontal line.

Attested to by Barry Walter
Department Adjutant