



Black Owned and Operated Movement

1003 North 10th Street, Unit 1
Killeen, Texas 76541
(254) 307-2411 or (254) 768-2843
blackownedmixer@gmail.com

B.O.O.M. Ethics and Conflict of Interest

*** ETHICS ***

Ethics are discipline communications of what is good and bad with moral duty and obligation. Ethics are a set of moral principles that governs the conduct of an individual or a group of professionals. Ethics are guiding philosophies that emphasize the consciousness of moral importance.

- Everyone is responsible.
- Tone at the top is essential.
- Honesty is still the best policy.
- Integrity is the measure of ethics.
- Communication is prevalent.
- Silence is not acceptable.

The Ethics of B.O.O.M. describes the characteristics and duties of individuals who members of B.O.O.M. Whether at work or not, off duty or on personal time, we are to conduct ourselves as professionals and comply with the values and ethics listed below.

Supportive – Patronize, Endorse and Advocate. As we seek to get support, we must promote the interest of others. When there is a need assist those, who are trying to get where we been and those who are where we want to be.

Unique – Sincere, Distinct and Peculiar. We need to understand that we are connected to a special group of people. We need to understand that we are treated unequally because others have determined they don't equally have what we have...

Professionalism – Value, Character and Care. We are advertising ourselves, our skills and qualities. As professionals, we are to use good judgement and polite behavior that comes with the responsibility of being a business owner and US citizen.

Peaceful – Calm, Humble and Transparent. We are to demonstrate the ability to avoid and/or resolve conflict.

Optimistic – We are to be open-minded when it comes to others. We need to hope and anticipate the best outcome for others and their businesses.

Respectful - Kind, Courteous and Dignified. Treat everyone better than material things. Lift people up, make them smile and let them know how valuable they are.

Teamwork – We must work together to build a successful economic and referral system and the achievements of B.O.O.M.

Trustworthy – We must be able to be relied upon by our members, businesses and community. Same goes for our services and products.

Honesty – Fair, Truth and Integrity. We must strive to be equal in helping everyone who wants to be helped. Our conduct needs to be straightforward; we must adhere to the facts and tell the truth.

Excellence – Greatness, Superior and Perfect. Everything we do must be done with an extremely high quality. This means give it your best in all you do.

Balance – Stability, Poise and Determined. We must possess and demonstrate a mental and emotional capacity to make decisions and judge things appropriately.

Original – Innovator, Pioneer and Leader. We are to be the first amongst others in providing new and different business opportunities and services to our members and customers. We must strive to be the first source and resource for business referrals.

Orderly – Consistent, Logical, and Regulated. We must be methodical in our business practices. We must put our members and customers first. Our behavior and actions must be regulated by our ethics.

Mindful – We are to maintain an awareness of our thoughts, feelings and surrounding environment. We must show resilience and use resistance to build strength physically, emotionally, and spiritually to overcome our challenges in business and life.

Violation of these ethics conflict with the interest of B.O.O.M. and cause for immediate actions in which you will receive a 30-day notice of termination with no refunds. These actions include cancellation of membership by the majority vote of the Board of Directors with the ruling decision of the President.

*** **CONFLICT OF INTEREST** ***

I. Purpose.

The purpose of the conflict of interest policy is to protect the B.O.O.M., interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member. This policy is intended to supplement but not replace any applicable state and federal laws or the B.O.O.M. Constitution or Bylaws.

The B.O.O.M. expects all members and associates to conduct themselves and their businesses in a manner that reflects the highest standards of ethical conduct, in accordance with all federal, state, and local laws and regulations. This includes avoiding real and potential conflicts of interests.

II. Definitions.

1. **Interested Person** – Any manager, director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest** – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a) An ownership or investment interest in any entity with which the B.O.O.M. has a transaction or arrangement,
 - b) A compensation arrangement with the B.O.O.M. or with any entity or individual with which the Organization has a transaction or arrangement,
 - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the B.O.O.M. is

negotiating a transaction. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

3. **Use of Outside Experts** – When conducting the periodic meetings, proceedings and reviews the B.O.O.M. may, but need not, use outside advisors.

III. Procedures.

1. **Duty to Disclose** – With any actual or possible conflict of interest, an interested person must disclose the existence of the conflict and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction.
2. **Determining Whether a Conflict of Interest Exists** – After disclosure of the conflict of interest, all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest** –
 - a) An interested person may make a presentation at the governing board or 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.
 - b) The President and/or board members shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the B.O.O.M., 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.
4. **Violations of the Conflicts of Interest Policy**
 - a) If the governing board, business owners, community or members has reasonable cause to believe a member 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.
 - b) If, after hearing the person's response and after making further discussion, as warranted by the circumstances, the governing board or

committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

IV. Work Ethics that are a Conflict of Interest.

Exactly what constitutes a conflict of interest or an unethical business practice is both a moral and a legal question. The B.O.O.M. recognizes and respects the individual member right to engage in activities outside of the organization which are private in nature and do not in any way conflict with or reflect poorly on the organization. It is not possible to define all the circumstances and relationships that might create a conflict of interest. Listed below are some direct conflicts of interest of B.O.O.M.

1. Simultaneous board membership by another/similar firm or business that is a competitor of or supplier to the B.O.O.M.
2. Borrowing money from customers or business, firms, or vendors other than recognized loan institutions.
3. Accepting substantial gifts or excessive entertainment from an outside organization or agency for lobbying.
4. Participating in civic or professional organization activities in a manner that divulges confidential information of B.O.O.M. members.
5. Misusing privileged information or revealing confidential data to outsiders.
6. Using one's position in the company or knowledge of its affairs in a way that deceives anybody for personal gains.
7. Engaging in practices or procedures that violate antitrust laws, commercial bribery laws, copyright laws, discrimination laws, campaign contribution laws, or other laws regulating the conduct of company business.

V. Records of Meetings and Proceedings.

To mitigate Conflict of Interest in B.O.O.M. there will be weekly/monthly/quarterly board meetings to discuss all matters of our operations in which we will address conflicts.

1. Minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest 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 governing board or committee'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 with the proceedings.

VI. Financial Conflict of Interest.

Some services that is provided by the B.O.O.M. may require compensations. The interested person can receive compensation if they give their personal fund as a representative, to a contracted customer, planned event, or charity donation of the B.O.O.M. All other compensations must go through the organization.

1. Managers, officers or members who receives compensation, directly or indirectly, from the B.O.O.M. for services is precluded from voting on matters pertaining to that person's compensation.
2. No managers, officers or employees whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the B.O.O.M. either individually or collectively, is prohibited from providing information to any committee regarding compensation.

VII. Signing of Agreement.

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of or have access to the B.O.O.M. Bylaws, Ethics and conflicts of interest policy,
2. Has read and understands all,
3. Has agreed to comply with all, and
4. Understands that all B.O.O.M. operating manuals will be updated in annually.



B.O.O.M. Bylaws, Ethics and Conflict of Interest Membership Agreement

1003 North 10th Street, Unit 1
Killeen, Texas 76541
(254) 307-2411 or (254) 768-2843
blackownedmixer@gmail.com

I, _____, have received a copy of or have access to the B.O.O.M. Bylaws, Ethics and Conflict of Interest Policy.

I have read and understands all the information in the B.O.O.M. Bylaws, Ethics and Conflict of Interest Policy.

I agreed to comply with all the information in the B.O.O.M. Bylaws, Ethics and Conflict of Interest Policy.

I understand that all B.O.O.M. operating manuals will be updated in annually.

Member Signature

Date