

SOUTH CAROLINA ASPHALT PAVEMENT ASSOCIATION, INC.

CONFLICTS OF INTEREST POLICY

ARTICLE I

Purpose

The purpose of this conflicts of interest policy is to protect the interest of South Carolina Asphalt Pavement Association, Inc. (hereinafter the “*Association*”) when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Association. This policy is intended to supplement but not replace Sections 33-31-831 or 33-31-832 of the South Carolina Code or other applicable state laws governing conflicts of interest applicable to the Association.

ARTICLE II

Definitions

1. Interested Person.

Any director, officer, or member of a committee with 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 in any entity with which the Association has a transaction or arrangement;
- b. a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

For purposes of clarity, a Financial Interest shall not be deemed to include the acquisition or ownership by an Interested Party, solely as a passive investor with no involvement in the operation of the business, of no more than two percent (2%) of the ownership of a Association, partnership, company, or other entity whose stock or ownership interest is publicly traded on a national securities exchange, the NASDAQ Stock Market or over-the-counter.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

ARTICLE III Procedures

1. Duty to Disclose.

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of his or her Financial Interest and all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists.

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he or she shall leave the 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 Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The President of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. In the event that the President is in a position of conflict, the Vice President will assume the foregoing responsibility.
- c. After exercising due diligence, the Board or committee shall determine whether the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest and for its own benefit and whether the transaction is fair and reasonable to the Association and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Prohibited Transactions.

Notwithstanding, anything in this policy to the contrary, an Interested Person shall not, during his or her period of service as a director, officer or member of a committee with Board-delegated powers and for a period of 12 months thereafter, invest, or receive an ownership interest, through stock, options, phantom stock or otherwise, in any entity or venture in which the Association maintains an ownership interest excepting the Association's investments in publicly traded securities including mutual funds. Provided, however, the Board of Directors, upon a vote of 75% of its members not counting the affected director, may waive the applicability of the above-described prohibition with respect to the 12-month period following a director's period of service as a director, officer, or member of a committee with Board-delegated powers.

5. Violations of the Conflicts of Interest Policy.

- a. If the Board or committee has reasonable cause to believe that a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE IV
Records of Proceedings**

The minutes of the Board and all committees with Board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
2. 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 in connection therewith.

ARTICLE V

Compensation Committees

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE VI Annual Statements

Each director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person—

- a. has received a copy of the Conflicts of Interest Policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII Periodic Reviews

To ensure that the Association operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether transactions with parties are properly recorded, reflect reasonable payments for goods and services, further the Association's charitable purposes and do not result in inurement or impermissible private benefit.

ARTICLE VIII Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.