



Code of Conduct

Rules of Engagement

While Directors of the Board of Directors have an obligation to uphold the organization's governing documents (bylaws, articles of incorporation, policies), many organizations have supplemented those documents by establishing a *code of conduct* for board members. The code of conduct guides a director in areas such as communications, linkage to staff, and taking positions.

For instance, in some cases directors presume they have authority that is not rightfully true, such as speaking out on issues or commenting on staff performance.

In this example, keep in mind that the *chief elected officer* speaks for the organization (and the chief staff officer is responsible for staff performance.) Thus, it is inappropriate to have directors initiate communications (email, calls, letters) that are contrary to the established positions and lines of authority.

The problem is compounded when directors use email as a campaign or communications channel that interferes with critical messaging and lines of authority.

The agreed upon code of conduct guides directors in their behavior, communications and expectations when representing the organization. This packet includes samples for adaptation.

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Code of Conduct Introduction 2-11.doc
2-11

BOARD MEMBER CODE OF CONDUCT

As a member of the Board of Directors, I will:

- listen carefully to my fellow Board members;
- carefully consider and respect the opinions of my fellow Board members;
- respect and support all majority decisions of the Board;
- recognize that all authority is vested in the Board;
- keep well-informed of developments relevant to issues that may come before the Board;
- participate actively in Board meetings and actions and not discuss elsewhere what I am unwilling to discuss in Board meetings;
- bring to the attention of the Board any issues I believe will have a significant effect on our organization or those we serve;
- attempt to interpret the needs of all those we serve to the Board of Directors;
- refer complaints directly to the proper level on the chain of command;
- recognize my job is to ensure that the organization is well-managed, not necessarily to manage the organization;
- represent all those whom this organization serves and not a particular geographic area or interest group;
- consider myself a "trustee" of the organization and do my best to ensure that it is well-maintained, financially secure, and always operating in accord with our stated objectives and in the best interests of those we serve;
- always work to learn how to do my job better; and
- acknowledge conflicts of interest between my personal life and my position on the Board, and abstain from voting or attempting to influence issues in which I am conflicted.

As a member of the Board of Directors, I will not:

- criticize fellow Board members or their opinions, in or out of the Board room;
- use the organization or my position for my personal advantage or that of my friends, relatives or associates;
- discuss the confidential proceedings of the Board outside the Board room;
- promise how I will vote on any issue before hearing the discussion and becoming fully informed;
- interfere with the duties of staff or undermine the authority of our chief staff executive to perform his/her duties; and
- speak for or on behalf of the organization unless specifically authorized to do so.

Name (please print)

Signature

Date

Leadership “Rules of Engagement”

The responsibilities of volunteer leaders are generally stated in the governing documents: bylaws, articles of incorporation and policies. The rules of engagement have been developed to communicate **cultural expectations and preferred behavior** for governance. *(Every organization has its own leadership expectations developed over time; this is a sample.)*

Timeliness and Courtesies

- Meetings start and end on time; arriving on time and staying until business is completed.
- Cell phones and digital distractions are off or on silent during meetings.
- Communications are acknowledged within 48 hrs of receipt; if a reply is pending, do so within 3 days and more immediately for urgent issues.
- Written reports and requested documents must be submitted in a timely manner.

Knowledge and Information

- Conduct business and make decision based upon *knowledge* --- not assumptions.
- Information, reports and financials will be read for understanding. If information is lacking, ask critical questions in advance of meetings so everyone is fully prepared.
- Agree that a lack of knowledge is not an excuse for not taking action or attendance.

Decorum and Protocol

- The organization operates in an environment of transparency.
- Conduct board business in front of all board members and speak up at meetings.
- Meeting decorum is respectful and no member will reproach another for speaking honestly.
- Factual information will not be withheld from the board by any director or staff member.
- Respect and give fair consideration to diverse and opposing viewpoints; realizing the impact of image and words when discussing and representing the Chamber.
- Accountability to any and all commitments by volunteers and staff is crucial.

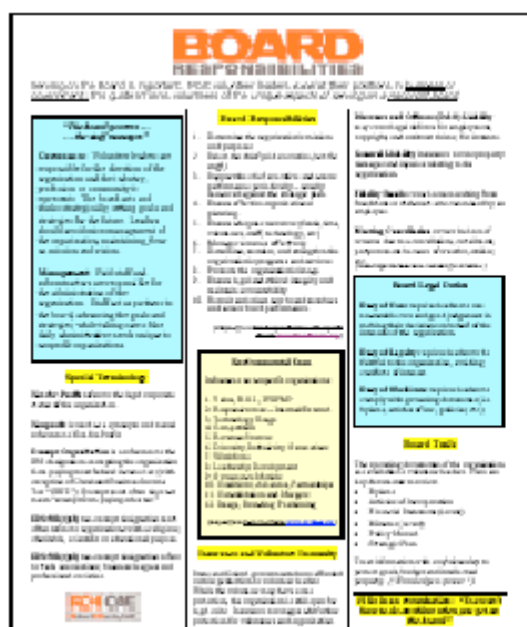
- Decisions and outcomes must benefit the organization, members and the community; without personal interests or conflicts¹
- Confidentiality of all proceedings and information is required.
- Decisions of the board are for the whole --- dissident opinions should be expressed only inside the board meeting.
- Rules of Order guide board discussions and directors should familiarize themselves with protocols of motions, speaking, authority, etc.

Organizational Traditions

- Attendance at an annual orientation, as well as the periodic board retreat, is expected.
- Board members are encouraged to be role models in making contributions to the Political Action Committee.
- Directors should reach out to members to determine their needs; and contact at least two prospects per quarter to invite them to join.

I am clear about my roles and responsibilities as a board member or volunteer and can conform to the Rules of Engagement as indicated.

Rules of Engagement General 7-09.doc
Adapted with Permission
Contact: Bob Harris, CAE --- bob@rchcae.com



2009 Laminated Board Responsibilities guide; \$9 each plus s/h. Order for board by e-mailing quantity and street address to bob@rchcae.com.

¹ Directors submit an annual conflict of interest statement.

Code of Business Conduct and Ethics

INTRODUCTION

We expect from each of our employees, directors, and officers complete and undivided loyalty and business conduct consistent with the highest ethical standards. Our organization's business has always been carried out in accordance with those standards, which call for a clear understanding of our policies at all levels.

The purpose of this Code of Business Conduct and Ethics is to help all employees, directors, and officers recognize and understand the ethical standards that must be practiced in the conduct of our business. Each employee, director, and officer must resolve to act honorably, with honesty and integrity, in compliance with all applicable laws and regulations, and in accordance with the highest moral and ethical standards of responsibility and accountability in all dealings with our customers, potential customers, business partners, suppliers, public officials, competitors, and each other. All persons subject to these policies should avoid any conduct or situation that violates or gives the appearance of violating these policies.

Understandably, all unethical business practices cannot be listed in this Code of Business Conduct and Rules. Therefore, the best guideline to follow is your own individual conscience and common sense in strict compliance with the law.

PURPOSE

The purpose of the Code of Business Conduct and Ethics is to promote:

- (1) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (2) Full, fair, accurate, timely and understandable disclosure in reports and documents the Organization files with, or submits to the Internal Revenue Service and any other regulatory body and in other public communications made by the Organization;
- (3) Compliance with applicable governmental laws, rules and regulations;
- (4) The prompt internal reporting to an appropriate person or persons of violations of this Code of Business Conduct and Ethics; and
- (5) Accountability for adherence to this Code of Business Conduct and Ethics.
- (6) Creating an internal culture in which all persons avoid any conduct or situation that violates or gives the appearance of violating this Code of Business Conduct & Ethics.

POLICIES

1. Employee Relations

Our policy is to provide good jobs and to operate under sound and legal personnel policies without regard to race, religion, national origin, sex, sexual orientation, age, physical or mental disability (as long as the employee/applicant is qualified for the job), or veteran status.

We are an Equal Opportunity employer and will recruit, select, train, promote, compensate, discipline, and release employees and take any and all other personnel actions based on each employee's qualifications and without regard to race, religion, national origin, sex, age, physical or mental handicaps (so long as the employee/applicant is qualified for the job), or veteran status. Compensation shall be in accordance with the employee's contribution to the Organization, and compensation decisions shall also be made entirely independent of the forgoing considerations.

Our policy prohibits any activity or conduct which does not respect the safety, dignity, and privacy of fellow colleagues and employees. The Organization also prohibits any activity or conduct which may constitute harassment or which may create a hostile work environment. Such behavior is unethical, unlawful, and will not be tolerated.

2. Proprietary Information

The business and technical information developed and acquired by our Organization is among its most valuable assets. The value of these assets can be unwittingly destroyed by casual dissemination or the unauthorized release of such information to third parties not affiliated with our Organization.

Our proprietary information includes:

- Intellectual property, such as trademarks, trade secrets, and copyrights;
- Business and marketing plans;
- Customer lists;
- Internal memoranda and correspondence;
- Research and other technical reports;
- Internal data bases;
- Personnel records and salary information;
- Bid prices and cost information; and
- Unpublished financial data and reports.

Proprietary information includes data developed or purchased by us or entrusted to us by business partners, suppliers or customers.

All persons are responsible for ensuring that our Organization's proprietary information is properly used, employing adequate controls and safeguards. Sensitive information should be stored and protected on a need-to-know basis, precluding unauthorized access, use or removal. The removal of any files or records from our Organization's premises, except by persons specifically authorized to do so, is strictly prohibited. Any unauthorized use or disclosure of proprietary information violates our policy and is illegal with possible civil and criminal penalties.

Also, no persons may attempt to acquire through improper means any trade secrets or other confidential information of a competitor. Improper means include industrial espionage, urging competitors or customers to disclose confidential information, hiring our competitors' personnel to obtain confidential information or any other means that are questionable, unethical or illegal. In addition, persons should never accept or examine any document, paper or other information that appears to be confidential information of another individual or Organization.

3. Conflicts of Interest

No person should have any personal interest that is incompatible with the loyalty and responsibility owed to our Organization. Persons should avoid any situation that might create an appearance of impropriety, which might make it advantageous to place personal interests above workplace responsibilities, or which could cast doubt on an individual's ability to act with objectivity and independent business judgment with regard to the best interests of the Organization. Although it is not possible to identify every particular activity that might give rise to a conflict of interest, some of the more common circumstances and practices that might result in conflicts are set forth below:

a. Acceptance of Payments, Loans, Gifts, etc.

Persons should avoid accepting any payments, loans (except from a recognized lending institution on terms generally available to the public), non-monetary gifts of more than a nominal value, or excessive entertainment from third parties in connection with any business dealings on our behalf.

b. Dealing with Business Partners, Suppliers and Customers

All persons are expected to maintain impartial relationships with our business partners, suppliers, members, and customers. Employees must be motivated solely to achieve Organization goals and objectives and to acquire goods and services and make sales transactions on terms most favorable to our Organization. In addition, no person should have an interest in any business partner, supplier or customer except where such interest has been fully disclosed to our President for a determination as to the materiality of such interest and the propriety of transacting business with such business partner, supplier, member, or customer.

c. Dealing with Competitors

No person may serve as an officer, director, employee or consultant of another Organization or organization, which is a competitor of our Organization.

d. Corporate Opportunities

Persons are prohibited from taking for themselves personally opportunities that are discovered through the use of Organization information or position without the consent of the Chairman or President. No person may use corporate property, information or position for improper personal gain, and no employee may compete with the Organization directly or indirectly. Persons owe a duty to the Organization to advance its legitimate interests when the opportunity to do so arises.

This policy supplements the existing Board of Directors Conflict of Interest Policy.

4. Compliance with Law

All persons must respect and obey the laws of the cities and states in which we operate. Although not all persons are expected to know the detail of these laws, it is important to know enough to determine when to seek advice from managers, supervisors, or other personnel.

5. Illegal or Improper Payments

No personal payments of any kind, whether of money, services or property, may be offered or made directly or indirectly to any public official (including employees or agents of, or consultants to, governmental organizations) or to any employee, agent or representative of any organization seeking or doing business with our Organization. Bribes, kickbacks or the giving of anything of value to obtain business concessions to any individual or organization are prohibited. Normal and properly authorized business expenses such as reasonable business travel and entertainment, non-cash gifts of nominal value provided openly and according

to established business practice, and products, demonstrations or visits to the Organization operations, are permitted.

6. Political and Religious Contributions

All contributions by or on behalf of our Organization directly or indirectly, of money, services or property to any candidate or holder of federal, state, or local office or to any political organization, party or committee, or any religious organization are prohibited.

7. Antitrust Laws

Persons are expected to comply with the antitrust laws of the United States. It is contrary to our policy to have any discussion, communication, agreement or understanding with any competitor concerning prices, pricing policy, discounts, promotions, terms or conditions of sale, purchases, territorial markets, production costs, distribution or the like. Any understanding or agreement with another person to refrain from doing business with a business partner, supplier, member, or customer or any discrimination in prices or promotional allowances as between customers (except as set forth in the next paragraph) is against our policy. It is also against our policy to require that a customer adhere to any suggestions concerning resale prices or terms of resale or to engage in reciprocity (basing our purchases from a supplier upon the supplier's patronage of our Organization).

We emphasize that the antitrust laws of the United States are complex, and that the foregoing is necessarily set forth in general terms, as it is not possible to enumerate the full range of legal exceptions. It is recognized, however, in the case of our policy on prices and promotional allowances that a lower price may be given to a customer competing with one or more other customers when given in good faith to meet a competitor's allowance. Such exceptions, however, may be employed only upon the prior approval of our President.

8. Accurate Accounts, Invoices, Documents and Records

All our accounts, invoices, memoranda, and other documents and records must be prepared and maintained with strict accuracy and completeness. All assets, liabilities, revenues, and expenses must be recorded in the regular books of our Organization in a manner consistent with our policies and procedures. All employees shall give complete and accurate information in response to inquiries from the Board of Directors, our officers, and our independent auditors or legal counsel.

9. Financial Reports and Accounting Records

The Organization requires full, fair, accurate, timely, and understandable disclosure in reports and documents that are filed with, or submitted to, the Internal Revenue Service and other regulators, and in other public communications made by the Organization.

a. Accuracy and Completeness

Persons must ensure that the accounting and financial records of the Organization meet standards of accuracy and completeness. Reporting accurate, complete and understandable information about the Organization's business, earnings, and financial condition is an essential responsibility of all persons.

It is not the exclusive responsibility of the Organization's accounting personnel to ensure that the Organization's accounting and financial records are accurate and complete. If you have any reason to believe that any of the books and records are not being maintained in an accurate or complete manner, you are to report this immediately to your manager or the Organization's President. If you do not wish to discuss an issue with your manager, you may confidentially call the Secretary of the Board of Directors. Similarly, the Organization relies on employees to speak up if they feel that they

are being pressured to prepare or destroy documents in violation of the Organization's policy. Persons also should speak up if they become aware that any misleading, incomplete or false statement has been made to an accountant, auditor, attorney or government official in connection with any audit, examination or filing with a government agency.

b. Financial Statements and Accounts

Each person is responsible for ensuring that the financial information within his or her control is recorded accurately and in a timely manner. All transactions must be recorded appropriately to ensure full accountability for all assets and activities of the Organization, and to supply the data needed in connection with the preparation of the financial statements. If an employee is involved in the preparation of the Organization's financial statements, he or she must do so according to generally accepted accounting principles and other applicable accounting standards and rules, so that the financial statements fairly and completely reflect the operations and financial conditions of the Organization.

c. Covering Up Mistakes; Falsifying Records

Mistakes should never be covered up, but should always be immediately fully disclosed and corrected. Falsification of any Organization, customer, supplier or third party record is prohibited. In addition, no false, artificial, or deceptive statements or entries will be made in reports, business plans, books, records, accounts, documents, or financial statements, including the omission of entries if such omissions could be misleading.

10. Violations

Persons are expected to comply with this Code of Business Conduct and Ethics in all respects. Our management is charged with great responsibility to the members and to the public at large to see to it that our Organization's dealings and affairs accord with the highest standards of business practice and ethics. It is believed that the most effective way to carry out this responsibility is by strict enforcement of this Code of Business Conduct and Ethics. Accordingly, any person determined to have violated this Code of Business Conduct and Ethics, or who has permitted a subordinate to do so, shall be subject to disciplinary action, including but not limited to demotion or termination, recovery of damages and the filing of criminal charges. The Organization also reserves the right to discipline any person for conduct considered unethical or improper, even if such activity may not be specifically covered by this Code of Business Conduct & Ethics.

Employees will be expected to promptly disclose to our President any acts or transactions known to such employee that may be in violation of the Code of Business Conduct and Ethics. Failure to report any such acts or transactions following their discovery shall also be grounds for disciplinary action. No disciplinary action will be taken against any employee who provides information regarding conduct that the employee believes violates the Code of Business Conduct and Ethics. If you do not wish to discuss an issue with the Chief Executive Office, you may call the Secretary of the Board of Directors. All such calls will be handled in as confidential a manner as possible.

Receipt and Acknowledgment of the Code of Business Conduct and Ethics

I have received and acknowledge the Code of Business Conduct and Ethics adopted:

Date_____Signature_____

Person (please print)_____

Code of Conduct

The Board of Directors (the “Board”) has adopted the following Code of Conduct (the “Code”) for Directors.

Its purpose is to focus the Board and each Director on the duties and responsibilities to the Organization and on areas of ethical risk, to provide guidance to Directors to help them recognize and deal with ethical issues, provide methods to report unethical conduct and obtain advice on ethical issues and help foster a culture of honesty, trust and accountability.

Each Director must comply with both the letter and the spirit of this Code.

As representatives of the Organization, and as persons at the highest levels of responsibility and trust, Directors are expected by the Board to set a “tone at the top” of high ethics and proper behavior and to serve as individual examples to the investment community and to the public at large of Organization ethics and principles.

No Code or policy can anticipate every situation that may arise. Accordingly, the Code serves as a source of guiding principles for Directors. Directors are encouraged to bring questions about particular circumstances that may implicate the one or more of the provisions of this Code to the attention of the Chair of Organization and to its General Counsel. When in doubt, a Director should act according to the spirit of this Code and the ethical and conduct rules of Organization.

Standards of Conduct

Each Director is elected to contribute to the achievement of the mission of Organization in the best interest of its membership, the investment community and the investing public.

Each Director’s contribution shall be made with respect for law and with honesty, loyalty, prudence, diligence and fairness.

Each Director shall act in good faith in the best interest of Organization and shall exercise their duty to provide policy guidance and leadership to the management, employees and membership of Organization.

Directors shall comply and satisfy themselves that appropriate procedures and policies are in place for compliance by Directors and employees of Organization with rules, laws and regulations applicable to Organization, including the use of any nonpublic information.

Directors may not engage in any conduct or activity that is inconsistent with Organization’s best interests or that disrupt or impair Organization’s relationship with any person or entity with whom Organization has or proposed to have a business relationship.

A Director shall not conduct of personal business at a meeting of the Board nor advance their personal interests at the expense of Organization.

A Director shall, while encouraged to state his views on all matters under discussion by the Board, at all times act with dignity and treat fellow Directors and employees of Organization with respect and courtesy.

Disagreements should be directed to the issue and not to the individual who raises an opposing point of view.

All Directors shall conduct their professional life in a manner that befits the dignity of a Director of Organization and befits their obligation to provide leadership by example to others.

Scope of Authority

The Board of Organization is a collegial body and actions may taken on behalf of the Board and directions given to Organization management and employees only through the actions of the Board acting as a body at a meeting held upon proper notice and with the attainment of a quorum. A Director's authority is limited to those acts transacted during such a meeting of the Board. A Director may not act in an official capacity except in the context of a meeting of the Board unless specifically empowered to do so at a proper meeting of the Board.

A Director's primary obligation is to participate in the governance and policy making process of Organization and not to participate in its operations to further those policies. A Director does not have any individual authority to waive compliance with any policy of the Board nor to create any policy on behalf of the Board. Directors do not represent, in their service on the Board, any constituency or group, but shall perform their duties on behalf of the interests of Organization as a whole.

Conflicts of Interest

Directors have a paramount interest in promoting and preserving the interests of Organization. Directors should avoid to the extent possible any conflict between themselves and their other responsibilities and Organization. Directors may have board, employment, investment, personal and other relationships that may conflict to some degree or have the appearance of a conflict because of the differing interests of the organization or the investment or personal interest and Organization. Such conflicts must be disclosed to Organization when the Director joins the Board and whenever they develop as provided in the conflict of interest policy adopted by the Board as a part of this Code.

Directors shall abide by the disclosure and conflict of interest policy adopted by the Board in good faith and to the letter and spirit of the policy.

Public Statements

Each Director may speak on behalf of Organization only as specifically authorized by the Board through its policy making role. Directors must be careful that any public statements made should be identified as personal opinion if there is any reasonable expectation that the statements may be interpreted as being made on behalf of Organization.

Political Activity

A Director as an individual is free to engage in political activity but such activity must be completely disassociated from their position as a Director of Organization. A Director must not use their status as a Director to further any political goal unless authorized by the Board to further the interests of Organization.

Use of Organization Property

With the exception of items of nominal value, a Director may use Organization property only in the furtherance of the interests of Organization.

Confidentiality

Directors shall maintain the confidentiality of information entrusted to them by Organization and any other confidential information about Organization that come to them for whatever source in their capacity as a Director, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information relating to Organization and shall not be disclosed to third-parties, including members of Organization, except as duly authorized by Organization.

Compliance, Reporting and Sanctions

Directors should promote ethical behavior and take steps to ensure that Organization encourages employees to talk to appropriate persons when in doubt about the best course of action in a particular ethical situation, encourages employees to report violations or suspected violations and assures employees making reports that there will not be retaliation.

Directors should report any suspected violations of this Code promptly to the Chair of Organization or to its General Counsel or both. Alleged violations will be investigated by the Board or by a person or persons designated by the Board and appropriate action taken in the event of a violation.

Sanctions may be imposed if there is a violation, commensurate with the degree of the violation, and may include cautionary admonition, private censure, request for remedial action, public censure, request for resignation, removal from office (by action of the membership) or such other action as the Board shall deem appropriate.

Code of Conduct CFA Sample Adapted 2-11.docx
Adaptation with Permission of CFA Institute

Code of Conduct *(Sample)*

Introduction

Members of the board of directors and staff carry certain duties and responsibilities for the well being of the organization. The Code of Conduct outlines some of those duties and responsibilities in accordance with governing documents¹.

I. Confidentiality

Board members and staff will have access to information, that if revealed to outsiders, could be damaging or sensitive to other members or staff, harmful to the best interests of the organization, or even create legal liability. Information provided to the board and staff may concern personnel, financial, contractual, membership or legal matters. It will often be confidential and is intended for use in decision making and governance. Information shall be held in the strictest of confidence and shall not be divulged to any outside party, including other members, without authorization of the board chair or organization executive director.

II. Conflicts of Interest

Board members and staff members owe a high fiduciary duty to the organization. Thus, no board or staff member shall maintain any business enterprise or other activity that directly conflicts with the interests of the organization. Staff members shall not solicit members for any reason that is not directly related to official business.

III. Violations

Violations of the Code of Conduct may result in disciplinary action in accordance with the governing documents. Discipline may include removal of a board member from office or termination of a staff member.

Acknowledgement of Receipt

I acknowledge that I have received and read a copy of the Code of Conduct and that I am responsible for compliance.

Signature

Date

Code of Conduct Sample.doc

¹ Governing documents include articles of incorporation, bylaws, policy manual, etc. Please address questions to the organization's board chair and/or executive director.

CODE OF CONDUCT FOR BOARD MEMBERS

WHEREAS, the Board of Directors (“Board”) of the Organization has the authority and responsibility to make decisions for the benefit of the entire tax exempt organization, and

WHEREAS, the Board wishes to ensure that it and its individual members (“Board Member”) maintain a high standard of ethical conduct in the performance of the organization’s business, and to ensure that the members maintain confidence in and respect for the entire Board, NOW,

THEREFORE, BE IT RESOLVED THAT the Board hereby adopts the following rules of conduct, standards of behavior, ethical rules, and enforcement procedures that are applicable to all members of the Board:

1. Board Members shall act in the best interests of the organization as a whole.

Board Members serve for the benefit of the entire membership, and shall, at all times, strive to do what is best for the organization as a whole. Board Members shall not use their positions as such for private gain, for example:

- A. No Board Member shall solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan, or any other thing of monetary value from a person who is seeking a contractual or other business or financial relationship with the organization.
- B. No Board Member shall seek preferential treatment by the board, any of its committees, or any contractors or suppliers.
- C. No Board Member shall accept a gift or favor made with the intent of influencing a decision or action on any official matter.
- D. No Board Member shall receive any compensation from the organization for serving on the Board.
- E. No Board Member shall willingly misrepresent facts to advance a personal cause or influence the Board or the membership to advance a personal cause.
- F. No Board Member shall use his/her position to enhance his/her financial status through the use of certain contractors or suppliers.

The above list of examples is offered for illustration purposes only, and is not intended to be exclusive.

2. Board Members shall comply with governing documents and relevant law. Board Members shall use their best efforts at all times to make reasonable decisions that are consistent with the Articles of Incorporation, Bylaws, and other governing documents of the organization, and to be familiar with all such documents. Board Members shall likewise comply with and make decisions that are consistent with all applicable laws, including, but not limited to,

refraining from discriminating against any person on the basis of race, color, religion, national origin, gender, family status, or mental or physical disability.

3. Board Members shall set high standards for themselves as members. Board members shall hold themselves to the highest standards as members of the organization, and shall in all ways comply with the provisions of the governing documents.

4. Board Members shall work within the organization's framework and refrain from unilateral action. Board Members shall at all times work within the framework and abide by the system of management established by the governing documents and the Board. The Board shall conduct business in accordance with state law and the governing documents, and shall act upon decisions duly made, and no Board Member shall act unilaterally or contrary to such decisions. Toward that end, no Board member shall seek to have any policy, contract, or action implemented that has not been duly approved by the Board, nor promise anything not approved by the Board to any person or entity, nor communicate with any member or employee outside the chain of command other than in their capacity as another member.

5. Board Members shall behave professionally at meetings. Board Members shall conduct themselves at all meetings, including board meetings, annual meetings of the members, and committee meetings, in a professional and businesslike manner. Personal attacks against other Board Members, members, management, employees, or guests are not consistent with the best interests of the membership and will not be tolerated. Language at meetings shall be kept professional. Though differences of opinion are inevitable, they must be expressed in a professional and businesslike manner.

6. Board Members shall maintain confidentiality when appropriate. Board Members shall at all times maintain the confidentiality of all legal, contractual, personnel, and management matters involving the organization. Board members shall also maintain the confidentiality of the personal lives of other Board members, members, and management staff.

7. Board Members shall disclose conflicts of interests. Board Members shall immediately disclose to the Board any perceived or potential conflict of interest regarding any aspect of the business operations of the organization consistent with the Conflict of Interest and Disclosure Policy adopted by the Board.

8. Board Members shall refrain from defaming anyone. Board Members shall not engage in defamation, by any means, of any other Board Member, member, or management staff member. The organization shall deem any Board Member who engages in defamation to be acting outside the scope of his authority as a Board Member.

9. Board Members shall refrain from harassment. Board Members shall not in any way harass, threaten, or otherwise attempt to intimidate any other Board Member, member, or management staff. The organization shall deem any Board Member who harasses, threatens, or otherwise attempts to intimidate other Board member, member, or management staff to be acting outside the scope of his authority as a Board Member.

10. Board Members shall refrain from interfering with management staff and contractors.

No Board member shall interfere with the duties of management staff or any contractor, vendor, or others working under the direction of management staff. All communications with contractors, vendors, or others must go through one designated Board Member or management, or must otherwise be in accordance with Board policy.

11. Violation of Code. Violations of the Code of Conduct shall be brought to the Hearing Board, which shall be comprised of designated Board Members appointed by the President of the Board. In addition, the Board may elect, at its sole discretion, to appoint as Advisory Hearing Board Members, other Board Members, as well as the organization's attorney, manager, and/or accountant. Any Board Member who violates this Code of Conduct agrees that the Board may seek injunctive relief against him/her, following a hearing before the Hearing Board, unless circumstances necessitate the issuance of injunctive relief prior to such hearing. The Board Member also agrees that the Board shall be relieved of posting bond as a condition to its injunctive remedy. Such Board Member must pay the attorney's fees incurred by the Board in any enforcement effort.

Sample – adapted with permission
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