

CODE OF CONDUCT — BOARD SAMPLE

Member of the Board of Directors agree:

To act in the best interests of, and fulfill their obligations to, organization and its constituents-members;

To act honestly, fairly, ethically and with integrity;

To conduct themselves in a professional, courteous and respectful manner;

To comply with all applicable laws, rules and regulations;

To act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;

To act in a manner to enhance and maintain the reputation of the organization;

To disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter, in which the director has or may have a conflict of interest;

To make available to and share with directors any information that may be appropriate to ensure proper conduct and sound operation of the organization’s governance and management;

To respect the confidentiality of information relating to the affairs of the organization acquired in the course of service, except when authorized or legally required to disclose such information;

To not use information acquired in the course of service for personal advantage;

To not violate any federal, state or local laws governing the organization and to understand and adhere with all governing documents applicable to the organization.

A director who has concerns regarding compliance with this Code of Conduct should raise those concerns with the Chairman of the Board and/or the Board Development Committee (nominating committee). In the extremely unlikely event that a waiver of this Code for a director would be in the best interest of the organization, it must be approved by the unanimous vote of the Board.

Directors will annually sign a confirmation that they have read and will comply with this Code.

Signature: _____ Date: _____