



## **Board of Director Code of Ethics**

### **Preamble**

Seattle Management Association is a not-for-profit association formed to promote, develop, educate, and further the professional development of the association's membership.

The Board's code of ethics serves as a code of conduct for individuals in their capacity as board members. The principles and requirements that comprise the code are based on and are designed to ensure full compliance by Seattle Management Association and its officers, directors, and employee(s) if any, with the fiduciary duties imposed on such individuals by state corporate law, federal tax code's prohibition on private inurement and private benefit, and other requirements of federal tax exemption, common law due process requirements, federal and state antitrust and unfair competition law, state tort law, and other legal precepts and prohibitions. At the same time, the code and procedures are not designed to supplant courts of law in the resolution of disputes. Moreover, the checks and balances built into the code are designed to strike a balance between ensuring compliance with the legal obligations and ensuring the integrity and efficacy of the code and the protection of board members, through the use of reasonable due process procedures, against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled.

### **Board of Directors Code of Ethics**

Members of the board (including ex officio members of the board) shall at all times abide by and conform to the following code of conduct in their capacity as board members:

Each member of the Board of Directors will abide in all respects by the Seattle Management Association Members' Code of Ethics and all other rules and regulations of the association (including but not limited to the association's articles of incorporation and bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, or employee) in the association remains in good standing at all times.

Furthermore, each member of the Board of Directors will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.

Members of the Board of Directors will conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and reasonable competence.

Except as the Board of Directors may otherwise require or as otherwise required by law, no board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the association and each member of the board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors.

Members of the Board of Directors will exercise proper authority and good judgment in their dealings with association staff, suppliers, and the general public and will respond to the needs of the association's members in a responsible, respectful, and professional manner.

No member of the Board of Directors will use any information provided by the association or acquired as a consequence of the board member's service to the association in any manner other than in furtherance of his or her board duties. Further, no member of the Board of Directors will misuse association property or resources and will at all times keep the association's property secure and not allow any person not authorized by the Board of Directors to have or use such property.

Each member of the Board of Directors will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the board's direction and oversight.

Upon termination of service, a retiring board member will promptly return to the association all documents, electronic and hard files, reference materials, and other property entrusted to the board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Board of Directors.

The Board of Directors dedicates itself to leading by example in serving the needs of the association and its members and also in representing the interests of public service.

No member of the Board of Directors shall persuade or attempt to persuade any employee of the association to leave the employ of the association or to become employed by any person or entity other than the association.

Furthermore, no member of the Board of Directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the association to terminate, curtail, or not enter into its relationship to or with the association, or to in any way reduce the monetary or other benefits to the association of such relationship.

The Board of Directors must act at all times in the best interests of the association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the conflict and, as required, remove them from all discussion and voting on the matter. Specifically, board members shall follow these guidelines:

- Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the association; while the receipt of incidental personal or third-party benefit may necessarily flow from certain association activities, such benefit must be merely incidental to the primary benefit to the association and its purposes;
- Do not abuse board membership by improperly using membership or the association's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; board members shall not represent to third parties their authority extends any further than that which it actually extends;
- Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the association;
- Do not engage in or facilitate any discriminatory or harassing behavior directed toward association staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the association;
- Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to:
  - Provide special treatment to such donor with respect to matters pertaining to the association without fully disclosing such items to the Board of Directors.
  - Provide goods or services to the association as a paid vendor to the association only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board.

This Code of Ethics was adopted by the Seattle Management Association Board of Directors in April, 2014.