

## **BOARD OF DIRECTORS CODE OF CONDUCT**

Membership on the Board of Directors of the Reidsville Chamber of Commerce ("Chamber") carries certain duties and responsibilities. This Code of Conduct outlines some of those duties and responsibilities.

### **CONFIDENTIALITY**

Chamber Board members, in the course of their service to the Chamber, will at times come to know information that, if revealed to the public or even another Chamber member, could be embarrassing to a Chamber member, harmful to the interests of the Chamber, or even create legal liability for the Chamber. All information acquired by a Chamber Board member concerning Chamber personnel matters, financial matters, legal matters, member status issues, or any other item of Chamber business designated by the President or Chairman of the Board as being confidential in nature, therefore shall be held in the strictest of confidence and shall not be divulged to any outside party, including Chamber members, without prior authorization by the President or Chairman of the Board.

### **REPRESENTATION OF THE CHAMBER**

Ordinarily, only the President and Chairman of the board may sign contracts, correspondence, and other documents on behalf of the Chamber as well as speak to the media or any public agency, governmental official, or community organization on behalf of the Chamber. Other Chamber Board members, Chamber members or Chamber staff may only do so upon the express direction by the President or Chairman of the Board, or upon a resolution of the Executive Committee or Board of Directors. Under no circumstances shall any Board member or Chamber member endorse any product, service, community organization, political candidate or ballot initiative on behalf of the Chamber or use or permit the Chamber's letterhead or other insignia to be used for such purpose.

### **CONFLICTS OF INTEREST**

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

### **POLICY DEVELOPMENT**

As a Board member, you are responsible for establishing all policy matters brought before you. The Board of Directors is the one and only source of policy decisions. Although your personal position or thoughts on an issue are important and can be helpful for the Board of Directors to hear all points of view, once the Board of Directors has taken an official position on a particular matter, you are requested to place your personal position aside for the good of the organization.

WHAT IS POLICY? Policy is a formal statement of position in the name of the Reidsville Chamber of Commerce.

A policy statement may be:

- A. Advisory to our membership and the community at large, as on a public question such as support for - or opposition to - a ballot proposition.
- B. A statement of a course of action to be taken by the Chamber, such as a plan to secure the construction of a cultural arts or a convention center for Reidsville.

**WHO MAKES POLICY?** In nearly all cases, policy is recommended to the Board of Directors. Such recommendations are made by the Chamber's standing committees (e.g., Government Affairs Committee) concerning matters within their field of interest, or by special committees or Task Forces appointed by the Board to study a specific issue (e.g., Building Task Force).

In many cases, standing committees have subcommittees which have been assigned specific fields of interest (e.g., Taste of Newport Marketing Committee). Policy formulation then begins with the studies and reports of these subcommittees to the standing committee. The Chairman of the committee making the report to the Board is expected to make the main argument before the Board in support of his committee's recommendation. Where desirable, he may bring expert witnesses from the committee to assist the Board in study of the issue. Arrangements for any guest to be invited to a Board meeting should be made well in advance with the President.

**PUBLICITY ON COMMITTEE ACTION** Publicity on a committee policy recommendation before it has been approved by the Board of Directors is forbidden.

**ACTION IN SUPPORT OF POLICY** Action to carry out policy approved by the Board of Directors is a function of Chamber management, working with the Executive Committee, the Chairman of the standing committee and staff.

### **COMPUTERS, INTERNET ACCESS and E-MAIL**

Chamber computers are to be used for business purposes only. All files and records stored on Chamber computers are the property of the Chamber. Use of Chamber computers for personal advertising or soliciting is not permitted, and copying of any Chamber files for personal use is strictly prohibited. Electronic mail messages are to be used for business purposes only and are considered Chamber property. Inappropriate, offensive, off-color or sexually-related messages and Web browsing are prohibited. The Chamber maintains the right to access all data on the computer and E-mail systems at any time with or without prior notice.

### **POLICY AGAINST HARASSMENT**

The Chamber does not tolerate unlawful harassment of any of its staff members. Any form of harassment which violates federal, state or local law, including, but not limited to harassment related to an individual's race, religion, color, sex, sexual orientation, national origin, ancestry, citizenship status, marital status, pregnancy, age, medical condition (cancer related or HIV/AIDS related), or physical or mental disability is a violation of this policy. For these purposes the term "harassment," includes slurs and any other offensive remarks, jokes, other verbal, graphic, or physical conduct.

In addition to the above listed conduct, "sexual harassment" can also include the following examples of unacceptable behavior:

- unwanted sexual advances;
- offering employment benefits in exchange for sexual favors;
- visual conduct -- leering, making sexual gestures, displaying of sexually suggestive objects or pictures, cartoons or posters;
- verbal sexual advances or propositions;
- verbal abuse of a sexual nature, graphic verbal commentaries about an individual's body, sexually degrading words used to describe an individual suggestive or obscene letters, notes or invitations; or
- physical conduct -- touching, assault, impeding or blocking movements.

**Note that this policy is a "zero-tolerance" policy. Any violation of this policy will be treated as a disciplinary matter – do we have something regarding Board discipline or is this it? , regardless of whether it constitutes illegal harassment under the law.**

A Chamber Board member who feels that he or she is being harassed by a Board member should immediately notify the Chairman of the Board, the President of the Chamber, or the Chamber's General Counsel.(Do you have one?) A Chamber staff member will not be penalized in any way for reporting a harassment problem.

All complaints of harassment which are reported will be investigated as promptly as possible. All complaints of harassment which are reported will be treated with as much confidentiality as possible, consistent with the need to conduct an adequate investigation.

Harassment of Chamber staff members in connection with their work by Chamber members or outsiders may also be a violation of this policy. Any such harassment should be reported immediately, and appropriate action will be taken. Harassment of Chamber members by Chamber Board members or staff members is also prohibited.

**VIOLATIONS OF CODE OF CONDUCT**

Violations of this Code of Conduct may result in disciplinary action, including the removal of a Board member from office.

**ACKNOWLEDGMENT OF RECEIPT**

I acknowledge that I have received a copy of the Reidsville Chamber of Commerce Code of Conduct for Board of Directors, and that I am responsible for reading and following it.

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
DATE

\_\_\_\_\_  
PRINTED NAME