



CODE OF ETHICS

Introduction

The Montgomery Ohio Chamber of Commerce Code of Ethical Practices (the Code) sets forth guidelines to ensure that Montgomery Ohio Chamber of Commerce (the Chamber) employees, directors, and all related parties maintain the highest ethical standards in the conduct of Chamber affairs.

The Code is intended to serve as a basis for ethical decision making in the conduct of professional work. Secondly, it may serve as a basis for judging the merit of a formal complaint pertaining to a violation of the professional ethical standards.

The Code is important because it aids in preserving and honoring the Chamber's reputation. It also presents expectations and helps ensure that everyone has the same basic understanding of ethical business practices. Finally, it sets the state as to how the Chamber will operate as a business.

It is understood that some words and phrases in a code of ethics are subject to varying interpretations, and that any ethical principle may conflict with other ethical principles in specific situations. Questions related to ethical conflicts can best be answered by thoughtful consideration of fundamental principles, rather than reliance on detailed regulations.

The Code will be reviewed on an annual basis to keep it current with ethical standards of business practices.

Credo and Core Values

The Chamber believes that its word is its bond. It will not mislead people, and it will, to the best of its knowledge and abilities, provide truthful information at all times.

The Chamber is an equal opportunity employer and strives toward diversity. Employees are asked to follow the "golden rule," which means you should treat others as you wish to be treated. The Chamber utilizes an "open door" policy, and the inclusion of input from staff, directors, and

members is both encouraged and welcomed. Teamwork and cooperation among employees is valued, and creativity in initiative are encouraged.

Code Provisions

1. Accounting Procedures
 - a. The Chamber's accounting will conform to generally accepted accounting principles. All transactions will be reported accurately and timely, and documented in the Chamber's books and records. All transactions will be recording in a manner that will permit their audit and control. No false or deceptive entries will be made and all entries must contain appropriate descriptions of the underlying transactions. All funds must be retained in bank accounts, and no undisclosed or unrecorded funds or assets of the Chamber will be established for any purpose.
 - b. It is the responsibility of each employee to preserve the Chamber's assets, including its property, supplies, consumables, and equipment. No employee shall improperly use Chamber resources or permit others to do so. The use of Chamber material, equipment or resources for non-Chamber purposes is permitted only with the written approval of supervisors having the authority to permit such use. The foregoing is equally applicable to directors to the extent that they have custody or control of such property of the Chamber.
2. FCC and Communications Regulations
 - a. Communications that the Chamber sends out will follow of the state and federal laws and regulations that apply to mail, e-mail, and fax communications. Written material will not be libelous, plagiarized or slanderous.
3. Gifts, Favors, and Payments
 - a. Gifts, favors, and payments may be given to others at the Chamber's expense, or accepted by Chamber employees and directors, if they meet all of the following criteria:
 - i. They are consistent with acceptable business practice;
 - ii. They are of limited value;
 - iii. They are in a form that could not be construed as a bribe or payoff;
 - iv. They are not in violation of applicable laws and general ethical standards; and
 - v. Public disclosure of the facts will not embarrass the Chamber.
 - b. This provision applies to directors where any gift, favor, or payment is being made in order to influence the director's actions as a member of the Board or where acceptance of the gift, favor, or payment could create the appearance of a conflict of interest.
4. Political Activities
 - a. The Chamber encourages everyone to be active in citizenship affairs; the Chamber will not require staff, directors, or members to support a particular candidate or issue, in partisan political activities.
5. Respect for the Relationship of the Chamber with Local Chambers of Commerce and Their Members

- a. All interactions by Chamber staff or representatives with other chambers and their members will be conducted with the utmost consideration of the special relationship that exists between the Chamber and all other chambers.
6. Rules of Conduct
- a. Confidential Information
 - i. It is the responsibility of all Chamber employees to maintain sensitive information in the strictest confidence. Employees may have possession of, access to, or participate in collecting and/or disseminating information or material that is confidential. Such material may include, but is not limited to: membership and committee lists, hardware and software, business plans, strategies and procedures, product and services information, accounting information, salary or benefit information, and personnel information. The misuse, unauthorized access to, or mishandling of confidential information is strictly prohibited and will subject an employee to discipline.
7. Conflicts of Interest
- a. It is the responsibility of each employee and director to advise the Chamber's Executive Director of any actual or potential conflict of interest, as well as any affiliation with public or privately held enterprises, including for-profit and non-profit entities, which may create a potential conflict of interest, embarrassment to the Chamber, or inconsistency with applicable law, Chamber policies, or values.
 - b. Employees and directors should avoid any situation that involves or may involve a conflict between their personal interest and the interest of the Chamber. As in all other facets of their duties, employees dealing with clients are to act in the best interest of the Chamber. Each employee should make prompt and full disclosure to his or her supervisor of any potential situation that may involve a conflict of interest. Such conflicts include, but are not limited to:
 - i. Ownership by employee or director (or by a member of their immediate family) or more than five (5) percent interest in any outside enterprise, which does or seeks to do business with, or is a competitor of, the Chamber;
 - ii. Serving as a director, officer, partner, consultant, or in a managerial or technical capacity with an outside enterprise that does or is seeking to do business with the Chamber. Only a motion of the Board can approve exception to this;
 - iii. Acting as a broker, finder, go-between or otherwise for the benefit of a third party in transactions involving or potentially involving the Chamber or its interests; and
 - iv. Undertaking any other arrangements or circumstances, including family or other personal relationships, which might dissuade the employee or director from acting in the best interest of the Chamber.
8. Personnel Issues
- a. Hiring and advancement are based on the position to be filled and the qualifications of the applicant or employee. Terms and conditions of employment, including employee benefits and services, working conditions and advancement, are provided without regard to race, religion, sex, sexual orientation, age, color,

marital status, or national origin. Disabilities that do not affect a person's ability to perform essential job functions, or that can be reasonable accommodated, are not considered in employment decisions. Harassment is also unacceptable and will not be tolerated.

9. Third Party Representatives of the Chamber

- a. All third party representatives of the Chamber are expected to adhere to the highest standards of ethical conduct.
- b. The list of the Chamber's active members, past members, and member prospects is a closely protected, proprietary record. The Executive Director must approve its utilization for any purpose. All vendors and agents of the Chamber with access to the list of members will use the contact information for the specifically described activity for which access was initially granted. This would include, but may not be limited to, new member acquisition, renewal contact and access for the purpose of marketing Chamber services and programs.
- c. The Chamber specifically prohibits unauthorized distribution or misuse of the membership roster

10. Board of Directors

a. Role of the Board of Directors

- i. The Board is the governing authority of the Chamber. It is responsible for managing the affairs of the Chamber and shall have the power to conduct, control, and manage the Chamber's affairs and property, including the approval of a yearly budget. The Board shall serve as the deliberative body of the Chamber in passing upon public questions or establishing policy on public matters. All actions of the Board, or committees thereof, shall be consistent with law, the Articles of Incorporation, the Chamber Bylaws, Board Policies, and the Chamber's Code.
- ii. It is the general policy of the Board that all major decisions be considered by the Board as a whole.

b. Duties of a Director

- i. Directors must perform their duties, keeping in mind their primary fiduciary duty to the members and the Chamber. In fulfilling their fiduciary duties, directors have three primary obligations:
 1. A Duty of Care – Directors shall perform their duties with the care that an ordinary prudent person in a like position would use under similar circumstances;
 2. A Duty of Good Faith – Directors shall take the necessary actions to be informed and exercise appropriate judgement;
 3. A Duty of Loyalty – Directors shall perform their duties in good faith, in a manner the director reasonably believes to be in, or not opposed to, the best interest of the Chamber.
- ii. In discharging their duties, a director should be entitled to rely on the honesty and integrity of the Chamber's Executive Committee and the Chamber's outside advisers and auditors.

11. New Member Recruitment, Member Retention, and Member Benefit Programs

- a. New Member Recruitment – Converting prospects to Chamber members requires ethical behavior in each of the following areas:

- i. Those promoting the Chamber to membership prospects, will, in all phases of the discussion, present an honest evaluation of the Chambers services and will never overstate or exaggerate the level of services, either to individual members of the business community in the aggregate.
 - ii. Chamber representatives will avoid at all times making unfounded or exaggerated promises, claims, or assertions related to Chamber activity. Representatives will also not mislead membership prospects.
 - b. Membership Retention
 - i. Dues Determination – Initial dues amounts, increases and decreases are negotiated individually and vary based on the value presentation to the prospect or member.
 - c. Member Benefit Programs
 - i. Presentation of Member Benefit Programs – When making claims or assertions relative to products and services promoted by the Chamber to its members or prospects, representatives of the Chamber will adhere to the practice of honest, ethical representation of facts and true capabilities of the programs.
12. Lobbying and Political Activities
- a. As the business advocate, the reputation of the Chamber as a credible, honorable, and knowledgeable representative of the business community is critical. At the same time, with this reputation comes the responsibility to pursue the Chamber’s mission to aggressively champion free enterprise, economic competitiveness and growth for the benefit of all Montgomery citizens.
 - b. Advocating on Behalf of Business
 - i. When engaged in lobbying activities, representatives of the Chamber will focus on their arguments on the merits of policy proposals, and will refrain from publicly attacking the character or motivations of other individuals involved in the process.
 - ii. Participation in lobbying and political activities is governed by a myriad of laws and regulations, and it is the responsibility of all Chamber employees in their area to know, comply with, and adhere strictly to both the letter and intent of all relevant laws and regulations.
 - iii. Employees representing the Chamber in these areas must accurately, fully, timely, and truthfully file all statements required by the Joint Legislative Ethics Commission (JLEC). Furthermore, given the legal obligations, as well as the knowledge required of both policy and politics, only persons registered with JLEC as official legislative agents of the Chamber, or attorneys authorized to represent the Chamber, should ever advocate on behalf of the Chamber to members of any executive, legislative, or regulatory branch official or agency.
 - iv. Given, too, the close scrutiny with which the activities of registered lobbyists are examined, it is incumbent upon employees of the Chamber to avoid even the appearance of impropriety. Promising anything of value to an elected official in exchange for a vote in any unlawful was attempting to influence the vote of an elected official is never acceptable.

13. Reporting Mechanism for Code Violations

14. Chamber directors and employees have the responsibility to report any violation or potential violation of the Code of which they become aware. This includes violations or potential violations that directors or employees themselves may have inadvertently or otherwise committed. Employees are strongly encouraged to work with their supervisors on matters concerning the interpretation and application of other Code and in making reports.
15. It is recognized, however, that under certain circumstances direct contact with and reporting to the Vice President of Administration of the President/CEO may be warranted. Under such circumstances, an employee should feel comfortable in contacting either of these individuals. The Chairman of the Audit Committee or the Chairman of the Board of Directors shall serve as an option if circumstances warrant.
16. Each employee who reports a violation or potential violation of the Code will, to the fullest extent practicable, remain anonymous. Under no circumstances will any employee be subject to any disciplinary or retaliatory action as a result of filing a report of violation or a potential violation of applicable law of this Code. Concerns should be reported to the Vice President of Administration or the President/CEO.
17. Directors and employees may make an anonymous report by submitting the report in writing.