

CODE OF CONDUCT

FOR BOARD OF DIRECTORS AND STAFF

I. INTRODUCTION

Membership on the Board of Directors or employment as a staff member of the Windsor Chamber of Commerce ("Chamber") carries certain duties and responsibilities. This Code of Conduct outlines some of those duties and responsibilities.

II. CONFIDENTIALITY

Chamber Board members and staff will from time to time come to know information that, if revealed to outsiders, or even to Chamber members, could be highly embarrassing to a Chamber member or staff member, harmful to the interests of the Chamber, or even create legal liability for the Chamber. All information acquired by a Chamber Board member or staff member concerning Chamber personnel matters, financial matters, legal matters, member status issues, or any other item of Chamber business designated by the President/CEO or Chair 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/CEO or Chair.

III. REPRESENTATION OF THE CHAMBER

Ordinarily, only the President/CEO or Chair 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/CEO or Chair, or upon a resolution of the Executive Committee or Board of Directors. Under no circumstances shall any Board member, Chamber member or staff 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.

IV. CONFLICTS OF INTEREST

Chamber Board members and staff members owe a high fiduciary duty to the Chamber. Therefore, no Chamber Board member or staff 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.

V. 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.

VI. 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, regardless of whether it constitutes illegal harassment under the law.

A Chamber staff member who feels that he or she is being harassed by another staff member or by a Board member should immediately notify the President/CEO, the Chair, a member of the Chamber Board Executive Committee. 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.

VII. 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 or the termination of a staff member's employment.

ACKNOWLEDGMENT OF RECEIPT

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

Signature

Printed Name

Date
