

LEON VALLEY AREA CHAMBER OF COMMERCE

P.O. Box 380193
LEON VALLEY, TX 78268
WWW.LEONVALLEYCHAMBER.ORG

Code of Ethical Conduct for Leon Valley Area Chamber of Commerce Directors

As a (503) non-profit corporation domiciled in the State of Texas, the Board of Directors for the Leon Valley Chamber of Commerce is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties of care, obedience and loyalty in pursuit of its charitable mission. As such and every member of the board shall adhere to the member code of conduct as well as the following code of conduct:

Bylaws & Policies

- Be aware of and fully abide by the constitution, bylaws, rules and regulation of the Leon Valley Chamber of Commerce and polices of the corporation, pursuant to the non-profit corporation law in the State of Texas.
- Ensure compliance of the corporation with all laws, regulations and contractual requirements
- Respect and fully support the duty made decisions of the board in accordance with their fiduciary duties of obedience and loyalty.
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly pursuant to the non-profit corporation law in the State of Texas
- Work dilently to ensure that the board fully assumes it role as a policy-making, governing body

Informed Participation

- Attended most, if not all meetings of the board and assigned committees. If absent from meetings, review the minutes gathered by the Chamber Secretary, sign and send to secretary by mail to our mailing address prior to next meeting.
- Keep well-informed of all matters, including financial, that come before the board and assigned committees.
- Respect and follow the “chain of command” of the board and administration
- Constructively and appropriately bring to the attention of the board, officers, committee chairs and/or appropriate staff any questions, personal view, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies.
- Oppose, on the record, board actions with which one disagrees or is in serious doubt.
- Appropriately challenge, within the structure and bylaws of the corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the corporation

- Do-not fully commit to others of self to vote a particular way on an issue before participating in deliberation session in which the matter is to be discussed and action duly taken
- Act in way that do not interfere with the duties or authority of staff

Conflict of Interest, Representation & Confidentiality

- Represent the best interests of the corporation at all times and to declare any and all duality of interest or conflicts of interest, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the corporation. This includes those interests or conflicts that may pertain to another entity related to Leon Valley Area Chamber of Commerce
- Conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the board, pursuant to the non-profit corporation law in the State of Texas
- Will not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because or as a result of the board member's affiliation with the Leon Valley Chamber of Commerce
- Publicly support and represent the duly made decisions of the board
- Speak positively of the organization to Leon Valley Chamber of Commerce members, and all current and potential stakeholders and constituencies.
- Do not take any public position representing Leon Valley Area Chamber of Commerce on any issue that is not in conformity with official position of the corporation
- Do not use or otherwise relate one's affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election
- Maintain full confidentiality and proper use of information obtained as a result of board service in accordance with board policy or direction
- Members shall refrain from conflicts of interest, and will recuse themselves (refrain from voting) on any vote for items that pose a conflict of interest

Interpersonal

- Respond in a prompt manner to calls, email and other correspondence from members, directors and board members.
- Speak clearly, listen carefully to and respect the opinions of fellow board members and key staff
- Promote collaboration and partnership among all members of the board
- Maintain open communication and an effective partnership with Board's officer and committee leadership

- Be “solution focused” offering criticism only in a constructive manner
- Do not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the board because of difference in opinion or other personal reasons.
- Work to develop and improve one's knowledge and skills that enhances ones' abilities as board member

Certification

I, the undersigned; certify that I have read and understand the Code of Ethical Conduct of the corporation. I agree that my actions will fully comply with the statements and intent of the Code of Ethical Conduct. I affirm that neither I, nor any member of my family or household, has had an interest or taken any action which counters the conflict of interest's policies of the organization or impedes my ability to act as a fiduciary and in the best interests of the corporation, except potentially those interests or actions a stated and fully disclosed below.

Board Member's Signature

Date

Disclosure of Conflicts of Interest.....

Nature of Conflict(s)

(Please attach on separate page if necessary)

Board Member name

(please print)

Date