

**CHARLES VILLAGE CIVIC ASSOCIATION, INC.  
BOARD OF DIRECTORS  
CODE OF ETHICS**

The purpose of this Code of Ethics (this “Code”) is to ensure that the Board of Directors (the “Board” or individually, each a “Director”) of the Charles Village Civic Association, Inc. (“CVCA”) acts ethically, legally and in the best interest of the organization. The CVCA has as its mission the promotion of the interests of its members which the Board believes necessitates the highest form of ethical conduct by the Board in fact and appearance. The Board has adopted this Code to help Directors recognize and address ethical issues; foster a culture of integrity, accountability, and legal compliance; and effectively carry out their fiduciary obligations to the CVCA. This Code establishes standards of conduct that every Director must fully understand and agree to adopt.

**I. Personal and Professional Responsibility**

Each Director is expected to perform his or her duties in good faith, with honesty, integrity, and openness in all dealings as a representative of the CVCA. The Board owes the organization a duty of care and a duty of loyalty. The duty of care shall provide that each Director owe: a duty to become informed of all business information reasonably available before making a business decision; a duty to consider alternative courses of action before choosing a particular course; a duty to investigate and prevent mismanagement when evidence comes to light which would alert an ordinarily prudent person to potential problems within the organization; and a duty to refrain from conduct that would injure the organization’s stakeholders or deprive them of advantage. The duty of loyalty shall provide that each Director put CVCA’s interest ahead of those of the Director’s other business, professional, or personal interests in all matters involving CVCA. More specific aspects of the duty of loyalty as it pertains to conflicts of interest, CVCA opportunities, confidentiality, and other matters are considered below.

**II. Conflicts of Interest**

It is extremely important that the Board exercise great care in dealing with actual or perceived conflicts of interest.

Directors should disclose to the Board and avoid participating in decisions regarding situations where their personal and professional relationships may create actual or apparent conflicts of interest with CVCA. A conflict of interest occurs when the personal interests of a Director or of a member of a Director’s immediate family interfere with, has the potential to interfere with, or appears to interfere with: (a) the interest or activities of CVCA; or (b) the ability to carry out the Director’s duties and responsibilities to CVCA.

A Director should immediately: (a) disclose to the Board President the existence and circumstances of any transaction or relationship that a Director reasonably believes could give rise to an actual or apparent conflict of interest with CVCA; (b) refrain from using personal influence to encourage CVCA to take action or decline to take an action involving such transaction or relationship; and (c) recuse himself or herself from participation in any discussions or decisions regarding such transaction or relationship with directors, officers, or employees of CVCA.

Examples of situations which give rise to actual or apparent conflicts of interest include, but are not limited to, the following:

- Consulting or other financial relationships with CVCA other than reimbursement of expenses in connection with Board service;
- Receipts of gifts, entertainment, travel, honoraria, compensation, rewards, or other remuneration from any party that has a financial relationship with CVCA in excess of the \$50;

- Engaging in business or professional activity or holding positions of responsibility, whether for compensation or as a volunteer service, with organizations that are known to oppose actions approved by the CVCA;
- Seeking or accepting employment, consulting or other engagements, payments, loans, or services from CVCA or the representative of any grantee or vendor doing, or seeking to do business with CVCA;
- Making public pronouncements on public policy issues personally or on behalf of other organizations where the pronouncements are adverse to public pronouncements of CVCA; or
- Any of the above when done by the Director's agent, spouse, committed partner, sibling, parent or child or any business owned, in whole or in part, by any of the foregoing.

Please refer to the Conflict of Interest Policy attached hereto as Appendix B for any questions regarding conflicts of interest.

### **III. Statement of General Principles**

The Board has developed and adopted the following general principles to guide its members. Each Director will:

1. Not use CVCA or his/her service on this Board for personal advantage or for the advantage of friends, relatives or supporters;
2. Adhere to the provisions of CVCA's By-laws and its Articles of Incorporation (the "Charter");
3. Represent the interests of all people served by CVCA and not favor a particular geographic area or special interests inside or outside the organization. This accountability supersedes any conflicting loyalty such as that to community advocacy or interest groups and membership on other boards or staffs;
4. Adhere to local, state, and federal laws and regulations that apply to nonprofit organizations and to CVCA's mission;
5. Respect the confidentiality appropriate to issues of a sensitive nature. Confidentiality includes the commitment of members to internal review of grievances or concerns before sharing these with the public;
6. Approach all Board issues with an open mind, prepared to make the best decisions for everyone involved;
7. Do nothing to violate the trust of those elected to the Board and of those whom CVCA serves;
8. Focus efforts on the mission of CVCA;
9. Only exercise authority as a Director when acting in a meeting with the full Board, or as delegated to the Board, or as explicitly set forth in Board policies.
  - Directors' interactions with public, press or other entities must recognize this limitation and must not speak for the Board except to repeat explicitly stated Board decisions; and
10. Consider oneself as a "trustee" and "ambassador" of CVCA and do the best to ensure that it is well-maintained, financially secure, growing and always operating in the best interests of those whom we serve;
11. Not furnish bribes, gifts or anything of value to governmental, regulatory or referring agencies or of such agencies' personnel to improperly induce favorable action;

12. Be truthful in solicitation materials for funds from the public and from individuals. In raising funds from the public, Directors will respect the rights of donors, as follows:

- To be informed of the mission of CVCA, the way the resources will be used and their capacity to use donations effectively for their intended purposes;
- To exercise prudent judgment in its stewardship responsibilities;
- To have access to CVCA most recent financial reports;
- To be assured gifts will be used for the purposes for which they were given;
- To receive appropriate acknowledgement and recognition;
- To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by the law;
- To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature;
- To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share; and
- To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

#### **IV. Legal Compliance**

The Board is knowledgeable of, and complies with the letter and spirit of all laws, regulations, agreements or requirements that govern its operation and activities. Competent legal counsel is sought when legal questions arise.

#### **V. Violation of Code of Ethics**

1. If any Director has reasonable cause to believe (a "Reporting Director") that another Director has violated this Code of Ethics policy (an "Alleged Violating Director"), such Reporting Director shall advise the President of the Board who in turn shall inform the Alleged Violating Director of such alleged violation and the basis for such belief and afford such Alleged Violating Director an opportunity to explain the alleged violation.

2. If, after hearing the response of the Alleged Violating Director and making such further investigation as may be warranted in the circumstances, the Board determines that such Alleged Violating Director has in fact violated the Code of Ethics policy, the Board may take appropriate disciplinary and corrective action, which may include removal of such Alleged Violating Director from the Board. Removal of any Board member shall require the same percentage vote of the Board members (excluding the Alleged Violating Director) required by the Bylaws to remove a Board member for "good cause" in accordance with Article III, Section 8 of the Bylaws, as amended or restated from time to time.

#### **VI. Responsible Stewardship**

The Board will ensure the responsible and prudent managing of CVCA's funds.

#### **VII. Openness and Disclosure**

CVCA will provide comprehensive and timely information to the public, the media, and all stakeholders and is responsive in a timely manner to reasonable request for information. All information about CVCA will fully and honestly reflect the policies and practices of the organization. Basic informational data about CVCA will be posted on the CVCA website or otherwise made available to the public. All solicitation materials will accurately represent the organization's policies and practices. All financial, organizational, and program reports will be complete and accurate in all material respects.

#### **VIII. Inclusiveness and Diversity**

CVCA has a policy of promoting inclusiveness and diversity. The Board shall take meaningful steps to promote inclusiveness and diversity in its Board recruitment.

**Appendix A**

**CHARLES VILLAGE CIVIC ASSOCIATION, INC.  
BOARD OF DIRECTORS  
CODE OF ETHICS' ACKNOWLEDGEMENT**

This is to acknowledge that I have received a copy of the Charles Village Civic Association, Inc. ("CVCA") Code of Ethics and understand that it contains important information on my privileges and obligations as a member of the Board of Directors.

I acknowledge that I am expected to read, understand and adhere to the CVCA Code of Ethics. I have read the CVCA Code of Ethics and agree to be bound by the terms and conditions contained therein. I am certifying my commitment to adhere to the CVCA Code of Ethics. I have read the Code of Ethics and know of no current violations, unless previously discussed and vetted with the President of the Board.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date