

## **Board of Directors Code of Ethics**

Members of the Board (including ex officio members of the Board) shall at all times abide by and conform to the following code of conduct in their capacity as Board members:

### **I. Code of Conduct**

1. Each member of the Board of Directors will abide in all respects by the MSAE Members' Code of Conduct and all other rules and regulations of the Association (including but not limited to the Association's Articles of Incorporation and Bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the Association remains in good standing at all times. Each member of the Board of Directors will at all times obey all applicable federal, state, and local laws and regulations.
2. Members of the Board of Directors will conduct the business affairs of the Association in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Members of the Board of Directors will exercise proper authority and good judgment in their dealings with Association staff, suppliers and general public and will respond to the needs of the Association's members in a responsible, respectful, and professional manner. Board members will prepare for meetings and pose agenda questions in advance of the meeting.
4. The Board of Directors dedicates itself to leading by example in serving the needs of the Association and its members, and in representing the interests and ideals of the Association industry at large.

### **II Confidentiality**

1. Except as the Board of Directors may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Association and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors.
2. At termination of service, a retiring Board member, upon request, will return to the Association all documents, electronic and hard files, reference materials, and other property entrusted to the Board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring Board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Board of Directors.

3. No member of the Board of Directors will use any information provided by the Association or acquired as a consequence of the Board member's service to the Association in any manner other than in furtherance of his or her Board duties. Further, no member of the Board of Directors will misuse Association property or resources and will at all times keep the Association's property secure and not allow any person not authorized by the Board of Directors to have or use such property.

### **III Conflict of Interest**

- 1 The Board of Directors must act at all times in the best interests of the Association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter.

Specifically, members of the Board of Directors shall:

- avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Association;
- not abuse their Board membership by improperly using their Board membership or the Association's staff, services, equipment, resources, or property for their personal or third-party gain or pleasure;
- not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
- not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Association, without disclosing the conflict;
- not engage in or facilitate any discriminatory or harassing behavior directed toward Association staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Association;
- not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Association without fully disclosing such times to the Board of Directors; and
- provide goods or services to the Association as a paid vendor to the Association only after full disclosure.

### **III Commitment and Consent to Serve**

I will use my best efforts to regularly participate in MSAE events, programs and activities and will perform assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.

I understand that there is not financial reimbursement for my participation as an MSAE Board member.

I agree to abide by the Member Code of Conduct and by this Board Code of Ethics.

If, for any reason I find myself unable to carry out the above duties as best as I can, or am unable to attend 75% of the scheduled board meetings, I agree to discuss with the President my future obligations in serving on the Board of Directors.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Approved 12/8/06