LAA Board/Committee Member Code of Conduct and Expectations (Revised 01/13/22)

1. Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No Director or Committee Member shall derive any personal profit or gain, directly or indirectly (via friends, relatives, business associates), by reason of his or her service as a Board or Committee member. Directors and Committee Members shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board.

No Director or Committee Member shall solicit or accept, directly or indirectly (via friends, relatives, business associates), any gifts, gratuity, favor, entertainment, loan or any other thing of monetary value from a person who is seeking to obtain contractual or other business or financial relations with the Association.

No Director or Committee Member shall accept a gift or favor made with intent of influencing decision or action on any official matter.

When a conflict arises, the following steps shall be taken:

a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the Lowell Alumni Association and the Director or Committee Member's personal interests, the Director or Committee Member has a duty to immediately disclose the conflict of interest so that the rest of the Board or Committee's decision making will be informed about the conflict.

b) Any conflicts of interest, including, but not limited to financial interests, on the part of any Director or Committee Member, shall be disclosed to the Board or Committee when the matter that reflects a conflict of interest becomes a matter of Board or Committee action, and through an annual procedure for all Directors and Committee Members to disclose conflicts of interest.

c) Any Director or Committee Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.

d) All conflicts disclosed to the Board or Committee will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Director or Committee Member with a conflict abstained from the vote and was not included in the count for the quorum for that meeting.

e) Any new Director or Committee Member will be advised of this policy during board orientation and all Board and Committee members will be reminded of the Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.

2. Prohibition Against Harassment

The Lowell Alumni Association maintains an environment that is free from harassment. Harassment is interpreted as unwelcome conduct, comment, gesture, contact, or intimidating or offensive behavior likely to cause offense or humiliation, or an attempt through any means to control or instill fear in another Board or Committee member.

Any Director or Committee Member who engages in harassing or threatening conduct toward another board member is subject to removal from the Board or Committee.

Complaints alleging misconduct on the part of Directors or Committee Members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Executive Committee.

3. Confidentiality

Directors and Committee Members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff and members may be included in Board or Committee materials or discussed from time to time at or outside of meetings. Directors and Committee Members shall not disclose such confidential information to anyone. The President or Chair shall inform the Board or Committee Members of the confidentiality of an item when it is discussed.

4. Proper Decorum

Directors and Committee Members shall act with proper decorum, use professional language, and maintain respectful and courteous conduct in all Board and Committee meetings and in all communications to Board and Committee members. Although they may disagree with the opinions of others on the board or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors and committee members must focus on issues, not personalities, and conduct themselves with courtesy toward each other.

5. Active Participation

Directors and Committee Members members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, care, good faith and due diligence. This includes:

a) Putting the interests of the organization above personal interests.

b) Abiding by the Articles of Incorporation, Bylaws, and policies of the Lowell Alumni Association.

c) Attending all meetings of the Board or Committee in person, whenever possible, or via teleconference, unless excused.

d) Being prepared to discuss the issues and business on the agenda, having read all materials distributed before each meeting.

e) Cooperating with and respecting the opinions of fellow Board or Committee members, and leaving personal prejudices out of all Board or Committee discussions.

f) Approaching all Board or Committee issues with an open mind, prepared to make the best decisions for the Lowell Alumni Association.

g) Supporting actions of the Board or Committee even when the Board or Committee member personally did not support the action taken.

h) Respecting the diversity of opinions as expressed or acted upon by the Lowell Alumni Association Board, committees and membership.

i) Refraining from trying to influence other Board or Committee members outside of Board or Committee meetings that might have the effect of creating factions and limiting free and open discussion.

j) Maintaining a professional level of courtesy, respect, and objectivity in all Lowell Alumni Association activities.

k) Promoting collaboration, cooperation, and partnership among Board and Association members.

l) Being an advocate for the Lowell Alumni Association and its mission wherever and whenever the opportunity arises in their own personal and professional networks.

m) Representing the Lowell Alumni Association in a positive and supportive manner at all times and in all places.

n) Voluntarily resigning from his/her position if convicted of a felony.

o) Not attending meetings or representing the organization while under the influence of drugs or alcohol.

p) Refraining from attempting to supervise officers and staff in the performance of their administrative functions, except that the Board, as a whole, may monitor the results and ensure that procedures are consistent with Board policy.

q) For Directors, making an annual financial contribution to the Lowell Alumni Association of at least $100. ("Giving or getting" an additional $150 is encouraged, but not required.) This expectation does not apply to Directors who are full-time students.

r) For Directors, actively serving on one or more committees.