



BOARD MEMBERS CODE OF CONDUCT

Hometown Hero Outdoors has adopted the following Code of Conduct that all Board members, agree to adhere to by signing below:

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

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with the Hometown Hero Outdoors. Members of the board 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. Nevertheless, conflicts may arise from time to time.

- 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 Hometown Hero Outdoors and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- b. It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board member receives compensation from Hometown Hero Outdoors such compensation will be determined by and approved by the full Board in advance.
- c. Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.
- d. Any Board 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.
- e. All conflicts disclosed to the Board 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 Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.
- f. Any new Board member will be advised of this policy during board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
- g. This policy shall also apply to any Board member's immediate family or any person acting on his or her behalf.

2. Prohibition Against Sexual Harassment

Hometown Hero Outdoors strives to maintain an environment that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct towards is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Board Officers.

3. Confidentiality

Board members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone without prior Board approval (outside of annual fiscal money in/out report).



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4. Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings of the board a high priority.
- Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- Putting the interests of the organization above personal interests.
- Representing the organization in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all board and committee meetings.
- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.
- Observing established lines of communication and directing requests for information or assistance to the executive director.
- Meeting goals and timelines set forth individually by each board member or discussed at board meetings. Timelines not met can result in disciplinary action or dismissal from the board.

4. Chain of Command

Board members are expected to adhere to the organization's chain of command. In turn, Board Members are also expected to refer members or field staff to the chain of command; specifically for filled complaints:

- Member < Field Staff
- Field Staff < Team Lead
- Team Lead < Regional Director
- Regional Director < Field Staff Director
- Field Staff Director < Appropriate Board Member and/or Officer of the Board

Organizational suggestions regarding process/procedure and decision making must adhere to the chain of command. Board business regarding decisions made or processes are to be discussed amongst the board prior to discussion of those outside the Board.

5. Breach of Code of Conduct

Board members may be subject to disciplinary actions or removal from the Board, as a result of non-adherence to the Board Code of Conduct; in accordance with the corporation's bylaws, Article V, Section 5, C & D.

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of Hometown Hero Outdoors, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the organization's governing documents.

Signature

Date: