

**POLICY 180****CODE OF ETHICS**

Approval Date: Approved March 2011

Revision Date(s):

**POLICY**

The National Rural Economic Developers Association is committed to maintaining an ethical and transparent organization.

The Board of Directors shall maintain a Code of Ethics for Board members, staff, and volunteers. All Board members shall be given a copy of the Code of Ethics pledge, and shall be expected to sign the code on an annual basis, agreeing to adhere to the provisions of that code. A copy of the annual ethics pledge is found on the last page of this policy.

The Code of Ethics policy and provisions shall be discussed in orientation sessions for new Board members, management services, staff, and volunteers.

**Code of Ethics for Organizational Management**

1. Conflicts of Interest
  - a. Every individual serving on the Board of Directors as well as all key employees are required to sign the organization's Conflict of Interest Annual Disclosure Form.
  - b. In this respect, all real or perceived conflicts of interest must be brought to the attention of the appropriate level of management for consideration and possible action.
2. Disclosure of financial information as required by federal and state law.
  - a. It is the policy of the organization that all regulations that require certain financial documents to be disclosed to the general public and shall be followed as required by federal and state law.
3. Confidentiality of information.
  - a. It is the policy of the organization that financial information provided to the organization from members, and customers shall be safeguarded and subject to absolute confidentiality.
  - b. Information includes, but is not limited to:
    - i. Bank information and account numbers;
    - ii. Credit card information;
    - iii. Social Security information;
    - iv. Credit information.
4. Due diligence.
  - a. It is the policy of the organization that appropriate due diligence shall be followed in all decisions and actions that shall affect the organization. Additionally, all decisions and actions shall be made in the best interest of the organization taken as a whole, and no individual shall benefit personally at the expense of the organization.
5. Applicable federal and state nonprofit laws.
  - a. It is the policy of the organization that it shall comply fully with all current federal and state nonprofit laws.
6. Accurate and timely financial reporting.
  - a. The accounting and financial reports shall be accurate and prepared on a timely basis and distributed to Board of Directors members as soon as practicable.

- b. Monthly statements shall include, but not be limited to:
      - i. The Statement of Financial Position (Balance Sheet);
      - ii. The Statement of Activity (Income Statement);
      - iii. Actual versus budget data;
7. Financial statements.
  - a. The organization shall require an independent review that shall be performed by an independent accounting firm of Certified Public Accountants as recommended by the Finance & Audit Committee and approved by the Board of Directors.
  - b. The financial statements shall be prepared under the supervision of Association Management, Ltd. (AML) Chief Financial Officer who shall be required to have expertise in nonprofit accounting and auditing procedures.
  - c. The organization shall engage the services of a Certified Public Accounting firm with expertise in nonprofit accounting to prepare the annual IRS Form 990.
  - d. The Finance & Audit Committee shall make recommendations to the Board of Directors concerning the potential rotation of the CPA firm and/or managing partner performing the annual review on a five year basis.
8. Management letter.
  - a. If the organization receives a management letter accompanying the annual review of the financial statements, the management letter shall be distributed to Board members and AML with the expectation of confidentiality.
9. Meeting with auditors.
  - a. The Finance & Audit Committee may meet with representatives of the CPA firm performing the annual review as soon as practical after completion of the review to examine the financial statements, IRS Form 990, and any comments or problems identified by the CPA firm. The Board of Directors is charged with fully discussing the reviewed financial statements and management letter issues.
10. Effective internal controls.
  - a. To protect the assets of the organization, AML shall develop and maintain an effective internal control plan for the organization's Finance & Audit Committee.
11. Committees.
  - a. The policies and procedures of the organization apply to all committees to ensure the operations and activities of such are consistent with those of the organization.
12. Alcohol and controlled substances.
  - a. It is the policy of the organization to prohibit possession, sales, use, or being under the influence of illegal drugs or alcohol while engaged in the business of the organization.
  - b. Alcohol and drug abuse shall not be tolerated. Violations of this policy may result in disciplinary action or termination.
  - c. Use of alcohol at appropriate organization events is allowed with the prior approval of the Board of Directors during the budget process or in other board action.

### **Violations of the Code of Ethics**

1. All Board of Directors members and AML employees are expected to report any violations of this code to the Board President. Violations may result in reprimands and possible terminations.

**PROCEDURE**

1. The AML Account Executive shall administer the Code of Ethics policy of the organization.
2. The AML Account Executive shall make the Board President aware of any reported violations of the Code of Ethics.
3. The Board of Directors shall annually approve a code of ethics pledge for Board members. All Board members shall be given a copy of the code of ethics pledge, and shall be expected to sign the pledge on an annual basis, agreeing to adhere to the provisions of that pledge.
4. The organization shall include a discussion of the code of ethics in orientation sessions for new Board and staff members and volunteers and shall regularly address adherence to the code in their ongoing work.

**Annual Code of Ethics Pledge for Board Members**

1. As a member of the National Rural Economic Developers Association (NREDA) Board of Directors, I **shall**:
  - Listen carefully to fellow Board members and the NREDA outsourced management services staff;
  - Respect the opinion of other Board members;
  - Respect and support the majority decisions of the Board of Directors;
  - Recognize that all authority is vested in the Board of Directors when it meets in legal session and not with individual Board members;
  - Keep well-informed of developments that are relevant to issues that may come before the Board of Directors;
  - Participate actively in Board meetings, committees, and actions;
  - Be informed regarding association issues and industry developments;
  - Forcefully advocate for your views when policies are being determined; once association position is adopted, fully support it;
  - Call to the attention of the Board of Directors any issues that I believe shall have an adverse effect on National Rural Economic Developers Association or those that the Board of Directors serves;
  - Refer member or outsourced management services staff complaints to the Board President;
  - Recognize that the Board member's job is to ensure that NREDA is well managed, not to manage NREDA;
  - Vote to hire the best possible company to manage NREDA;
  - Represent all constituents of National Rural Economic Developers Association and not a particular geographic area or special interest groups;
  - Review agendas and supporting materials prior to meetings;
  - Suggest new members for the association and/or for the Board and committees, assist in involving them;
  - Consider myself a "trustee" of NREDA and do my best to ensure that NREDA is well maintained, financially secure, growing and always operating in the best interest of persons served;
  - Always work to learn more about the Board member's job and how to do it better; and;
  - Declare any conflict of interests between my personal life and my position on the NREDA Board of Directors, and avoid voting on issues that appear to be a conflict of interest.
  
2. As a member of the NREDA Board of Directors I **shall not**:
  - Be unduly critical, in or outside of the Board meeting, of other Board members or staff members, or their opinions;
  - Use NREDA or any part of NREDA for unfair personal advantage or the unfair personal advantage of my friends or relatives;
  - Discuss the confidential proceedings or distribute the proprietary documents of the Board of Directors outside the Board meeting;
  - Assert authority as a Board member except when participating in a meeting of the Board or as unless delegated by the Board;
  - Promise, prior to a meeting, how I shall vote on any issue in the meeting; and
  - Interfere with duties of the AML Account Executive or undermine the Account Executive's authority.

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