



## **PROFESSIONAL STANDARDS FOR BOARD MEMBERS**

I realize that to be the most effective advocate for the TASBO membership, we, as a board must function as a team. To this end, I pledge to do my best to adhere to the principles listed below. As a Board Member, I shall:

**ACT IN THE BEST INTERESTS OF TASBO AS A WHOLE.** Board Members serve for the benefit of the entire membership of TASBO rather than any particular constituency, and shall, at all times, strive to do what is best for TASBO as a whole and to promote and enhance the reputation and standing of TASBO. As such, Board Members shall not put items on the agenda for the purpose of advancing a personal or political cause.

**CARRY OUT MY RESPONSIBILITIES IN GOOD FAITH WITH REASONABLE CARE, HONESTY, AND DUE DILIGENCE.** Board members shall be informed, actively participate in Board discussions, regularly attend Board meetings, make every effort to attend educational meetings or webinars, and be responsible for setting TASBO strategic direction. Board members shall seek to inform and include all others in their discussions of substantive issues. Board Members shall not monopolize conversations and, while they have right to disagree, they shall not be disagreeable.

**COMPLY WITH GOVERNING DOCUMENTS AND RELEVANT LAW.** Board members shall use their best efforts at all times to make reasonable decisions that are consistent with the Articles of Incorporation, Bylaws, policies, and other governing documents of TASBO, and be familiar with all such documents. Board Members shall comply with all applicable laws, rules and regulations.

**REFRAIN FROM USING MY POSITION ON THE BOARD FOR MY PERSONAL ADVANTAGE.** Board members are not to engage in self-dealing or exploit opportunities for personal gain that may become available because of their position on the Board.

**MAINTAIN CONFIDENTIALITY.** Board Members shall at all times maintain the confidentiality of all legal, contractual, personnel, and similar confidential and non-public information entrusted to them or acquired during their service on the Board.

**DISCLOSE CONFLICTS OF INTEREST.** Board Members shall disclose any actual, perceived or potential conflict of interest and abstain from voting on items when a conflict of interest is applicable.

**BEHAVE PROFESSIONALLY.** Board members shall conduct themselves in a professional, courteous, respectful and businesslike manner at all meetings, TASBO functions, and at any time they are displaying the TASBO logo on their clothing or belongings or otherwise representing TASBO.

**TREAT OTHER BOARD MEMBERS WITH RESPECT.** Board Members shall not in any way harass, threaten, or otherwise attempt to intimidate any other Board Member, member, or staff. Personal attacks against other Board Members, members, management, employees, vendors, sponsors or guests are not consistent with the interests of TASBO.

**REFRAIN FROM MAKING PUBLIC STATEMENTS ON BEHALF OF TASBO UNLESS AUTHORIZED TO DO SO.** The President and Executive Director shall speak on behalf of the organization to members and to the public.

**COMPLY WITH ALL ASSOCIATION POLICIES ADDRESSING MY CONDUCT.** Such policies include the Harassment policy and the Conflict of Interest Policy.

#### **VIOLATION OF THE CODE OF CONDUCT**

Board members should report violations of the Code to the President and Executive Director of TASBO. Alleged violations will be investigated, and appropriate action taken in the event of a violation. Sanctions may be imposed by the Board commensurate with the degree of the violation and may include a cautionary admonition, a private letter of censure, a request for counseling or other remedial action, a request for resignation or such other action, including removal from office by vote of the Board, as the Board may deem appropriate.

Board members are expected to attend in their entirety all face-to-face, video and conference call meetings of the Board. Board members shall also make every effort to attend Board Knowledge Sessions, Annual and Summer Conference. If a Board Member misses two (2) meetings during one calendar year that are unexcused by the President, the Board shall have grounds to proceed with removal of the Board Member and that person will be replaced in accordance with the bylaws of the organization.