

Appendix A

CODE OF ETHICS PLEDGE & CONFLICTS REPORTING FORM

As a 501(c)(3) not-for-profit corporation domiciled in the State of New York, the Board of Directors of Broome County Arts Council, Inc. (hereinafter “the Council”) is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties of care, obedience and loyalty in pursuit of its charitable mission. As such, each and every member of board shall adhere to the following code of conduct:

Bylaws & Policies

- *Be aware of and fully abide by the constitution, bylaws, rules and regulations of the Council and policies of the corporation, pursuant to the Not-for-Profit Corporation Law (N-PCL) of the State of New York.*
- *Ensure compliance of the corporation with all laws, regulations and contractual requirements.*
- *Respect and fully support the duly made decisions of the board in accordance with their fiduciary duties of obedience and loyalty.*
- *Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to the N-PCL.*
- *Work diligently to ensure that the board fully assumes its role as a policy-making, governing body.*
- *View and act towards the Chief Executive Officer as the chief administrative officer with the sole responsibility for the day-to-day management of the organization, including personnel, and for implementation of board policies and directives.*

Informed Participation

- *Attend most, if not all, meetings of the board and assigned committees.*
- *Keep well-informed of all matters, including financial, that come before the board and/or assigned committees.*
- *Respect and follow the “chain of command” of the board and administration.*
- *Constructively and appropriately bring to the attention of the board, officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies.*
- *Oppose, on the record, board actions with which one disagrees or is in serious doubt.*
- *Appropriately challenge, within the structure and bylaws of the corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the corporation.*

- *Do not fully commit to others or self to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action duly taken.*
- *Act in ways that do not interfere with the duties or authority of staff.*

Conflict of Interest, Representation & Confidentiality

- *Represent the best interests of the corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the corporation. This includes those interests or conflicts that may pertain to another entity related to the Council.*
- *Conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the board, pursuant to N-PCL.*
- *Will not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the board member's affiliation with the Council.*
- *Publicly support and represent the duly made decisions of the board.*
- *Speak positively of the organization to the Council members, and all current and potential stakeholders and constituencies.*
- *Do not take any public position representing the Council on any issue that is not in conformity with the official position of the corporation.*
- *Do not use or otherwise relate one's affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election.*
- *Maintain full confidentiality and proper use of information obtained as a result of board service in accordance with board policy or direction.*

Interpersonal

- *Speak clearly, listen carefully to and respect the opinions of fellow board members and key staff.*
- *Promote collaboration and partnership among all members of the board*
- *Maintain open communication and an effective partnership with the Board's officer and committee leadership.*
- *Be "solution focused", offering criticism only in a constructive manner.*
- *Do not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the board because of differences in opinion or other personal reasons.*
- *Always work to develop and improve one's knowledge and skills that enhances one's abilities as a board member.*

Disclosure of Conflicts of Interests...

PLEASE CIRCLE 'YES' OR 'NO' AND ANSWER AS APPROPRIATED.

1. **Have you had a direct or indirect business relationship during the past fiscal year or current year with the Council through ownership of more than 35% with any person who is a current or former officer, director, trustee or key employee of the Council?**

Yes (please describe below) No

2. **Do you have a family member who had a direct or indirect business relationship with the Council during the past fiscal year or current year?**

Yes (please describe below) No

3. **Did you serve as an officer, director, trustee, key employee, partner or member of an entity (or a shareholder of a professional corporation) that did business with the Council during the past fiscal year, is currently or may be doing business in the current fiscal year?**

Yes (please describe below) No

According to the Conflict of Interest provisions in the Council's bylaws as presented below, please state any relevant disclosures that are not covered by the previous questions.:

Section 1. Duty of Care, Loyalty & Obedience. (a) All members of the Board of Directors shall exercise that same care that a reasonable person, with similar abilities, acumen & sensibilities, would exercise under similar circumstances at all times. A director, an

officer or employee will undertake to understand all, or substantially, all of the consequences of their actions or the omissions of their actions; (b) No officer, director or employee shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No officer, director or employee shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest; (c) No officer, director or employee shall disobey a majority decision of the Board of Directors; (d) All members of the Board of Directors, all Officers of the Corporation and all employees of the corporation are hereby bound to Fiduciary duty for and on behalf of the corporation, such that the interests of the corporation shall remain paramount to any and all of their personal interests whatsoever. All members of the Board of Directors, all officers of the corporation and all employees shall exercise their Fiduciary Duty at all times, especially when making a decision on behalf of the corporation.

Section2. Conflict of Interest. (a) A conflict of interest does exist when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Director of the Board, or business or agency from which such a Director derives an income or has authority in governance; (b) A member of the Board of Directors shall abstain from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest. Said board member shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board President or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that Director shall not be permitted to vote; (c) Each member of the Board of Directors shall annually sign the Code of Ethics as developed by the Board, which shall further explain the expected duties of all Board members and the methods to exercise their obligations under these bylaws; (d) The Corporation is dedicated to the development of a strong nonprofit sector and representatives of that sector may sit on its Board of Directors and still qualify for services offered by the Corporation. Participation as a member of the Board does not preclude an organization that the board member is affiliated with from receiving services. Affiliation includes, but not limited to an organization for which the board member is employed by, or is a member of its Board of Directors. . The receipt of services or the potential of receiving services may, however, constitute a conflict of interest from time to time as defined herein. In the event that such a conflict of interest is determined to compromise the individual Board member's ability to represent the Corporation's best interest regarding a specific issue or action before the board, the procedures stated in the Article are in force.

- 4. Did you have during the past fiscal year, have currently or anticipate having conflicts as defined in the bylaws that has not been previously disclosed herein?
Yes (please describe below) No**

(continued on following page)

Nature of Conflict(s):

Certification

I, the undersigned, certify that I have read and understand the Code of Ethical Conduct of the corporation. I agree that my actions will fully comply with the statements and intent of the Code of Ethical Conduct. I affirm that neither I, nor any member of my family or household, has had an interest or taken any action which counters the conflict of interests' policies of the organization or impedes my ability to act as a fiduciary and in the best interests of the corporation, except potentially those interests or actions as stated and fully disclosed above.

Board Member Name _____
[PRINT]

Signature _____

Date _____

Disclosure of Conflicts of Interests... *The IRS Form 990 requires the Council to publically disclose much of the information above.*