

CODE OF PROFESSIONAL CONDUCT
Board Of Directors
National Association of Telecommunications Officers and Advisors (NATOA)

I. STATEMENT OF COMMITMENT

- A. Service to NATOA on the Board of Directors is a trust bestowed by the membership. The highest obligation of all Board members is to fulfill that trust. To that end, all members of the Board of Directors must assume two paramount obligations; to serve the interests of the membership and to perform with integrity.
- B. All candidates for membership on the NATOA Board of Directors must agree, in writing, to uphold this Code of Conduct as a condition of nomination for service on the Board. Further, all elected or appointed Board members must at all times adhere to this Code of Professional Conduct during their tenure on the Board.
- C. Breach of this Code shall constitute a bar to election or grounds for removal.

II. PRINCIPLES OF PROFESSIONAL RESPONSIBILITY

- A. Board members have a special responsibility: (1) to advocate the core professional responsibilities and exemplify the guiding principles; (2) to evaluate Board members' performance in light of these principles; and (3) to seek others with strong ethical values and principles to work in the organization.
- B. To this end Board members are expected to:
 - 1. Fairly represent the interests of all the members served by NATOA;
 - 2. Serve with respect, concern, courtesy and responsiveness;
 - 3. Act with integrity without spite, bias or favoritism;
 - 4. Maintain confidences and not disclose confidential information;
 - 5. Approach all issues with an open mind, prepared to make the best decision for the whole organization;
 - 6. Exercise authority as a Board member only in the capacity of meetings of the Board or as delegated by the NATOA President;
 - 7. Strive to maintain a high level of professional knowledge and expertise on the issues fundamental to local governments concerning telecommunications and emerging technologies;
 - 8. Encourage the professional development of NATOA members, encourage communications with the membership, respecting the competence and views of others;

9. Accept responsibility to serve and work with the membership on the missions of NATOA and administer Board duties with competence and fairness;
 10. Contribute positively to a climate of mutual trust and respect by never violating the trust of the Board or those served by NATOA;
 11. Immediately disclose any actual, potential, or perceived conflict of interest. Promptly and voluntarily recuse oneself from Board discussion or actions in order to avoid an actual or appearance of a conflict of interest; and
 12. Deal fairly and impartially with all parties in the process of taking remedial actions described in this Code.
- C. NATOA's President, Executive Director, and/or a designee appointed by the President, Executive Director or Board to represent NATOA for a specific purpose, are the only authorized spokespersons for NATOA. Anyone not serving in these specific capacities shall not represent or attempt to represent themselves as an authorized spokesperson for NATOA.

III CORE ETHICS POLICY/CONFLICTS OF INTEREST

A. Core Ethics Policy

As articulated in Section I of this Code of Conduct it is necessary for members of the Board of Directors to hold the respect, trust, and confidence of the membership. One way that is accomplished is through the creation and enforcement of ethical guidelines for the conduct of Board members. It is the policy of the Board to uphold, promote, and demand the highest standards of ethics from its members for personal integrity, truthfulness, honesty and fairness in carrying out their duties as members of the Board. Board members must avoid any improprieties in their role as Board members and servants of the organization, including, but not limited to, theft, dishonesty or the appearance of impropriety. Board members must never use their position, knowledge or authority when representing themselves, or on behalf of, or when delegated by, the Board for personal gain or in breach of the trust of the organization or fellow Board members.

B. Conflicts of Interest

1. The purpose of the policy is to ensure that decisions about NATOA's operations and the use or disposition of NATOA's assets are made solely in terms of the benefits to NATOA and are not influenced by the possibility of private profit or other personal benefit accruing to the persons subject to this policy who take part in the decision. In addition to actual conflicts of interest, all persons subject to the policy are obliged to avoid actions that could be perceived or interpreted as being in conflict with NATOA's interests.

2. Conflicts of interest may occur when NATOA enters into transactions with either nonprofit organizations or for-profit enterprises. To avoid actual, potential, or even the appearance of conflicts of interest, persons subject to the policy should disclose any connection or relationship with persons, organizations or enterprises doing business with NATOA and refrain from participating in decisions affecting transactions between NATOA and the other person, organization or enterprise. The mere existence of a connection or relationship shall not prevent a transaction from taking place, however, so long as: (i) the relationship is disclosed; (ii) disinterested individuals make the necessary decisions; and (iii) the terms of the transaction are fair and reasonably comparable to those available in other commercial transactions where the parties are entirely independent of one another.
3. Board members of NATOA have a duty to be free from the influence of any conflicting interest when they represent NATOA or make recommendations with respect to dealings with third parties. They are expected to deal with members, suppliers, member companies, and all others doing business with NATOA on the *sole* basis of what is in the best interest of NATOA without favor or preference to third parties based on personal considerations.

In particular:

- a. Board members who deal with parties doing or seeking to do business with NATOA - or who make recommendations with respect to such dealings or pass judgment upon them - shall not own any interest in, or have any personal agreement or understanding with, such third parties that might tend to influence the decision of the employees with respect to the business of NATOA, unless expressly authorized in writing after the interest, agreement, or understanding has been disclosed.
- b. No Board member shall seek or accept, directly or indirectly, any personal payments, loans or services, excessive entertainment, or travel or gifts of more than nominal value from any individual or business concern doing or seeking to do business with NATOA. This provision, however, does not prevent authorized employees or senior officers from accepting or making use of hotel rooms or entertainment provided by a hotel on a complimentary or upgraded basis in connection with a NATOA conference, where such room or entertainment is part of the negotiations for, or part of the overall contract with the hotel or conference facility. Such use facilitates the conduct of NATOA business and thereby inures to the benefit of NATOA.
- c. No Board member shall do business with a close relative on behalf of NATOA unless expressly authorized in writing after the relationship has been disclosed.

- d. A Board member shall not be an employee of, or an agent of, or represent commercial entities regulated by local, state or federal agencies in the provision of video, information or communications systems services.
 - e. A Board member shall immediately report any change in his/her status as an employee of a local government and/or a person who provides professional advice on video, information or communications systems matters not adverse to the interests of local governments.
- 4. The requirement of freedom from conflicting interests extends to situations involving the close relatives of all Board members. Close relatives normally include spouse, parents, children, and brothers and sisters. Board members shall take reasonable steps to become informed of conflicting interests involving close relatives. For such known actual or potential conflicts of interests involving close relatives, Board members shall, prior to NATOA doing business with organizations with which the close relatives are affiliated either as employees or as holders of beneficial interests in excess of five percent of the total beneficial interests, disclose in writing all pertinent information.
 - 5. With regard to any Board deliberation, any Officer or Director who may have a conflict of interest, either real, potential or perceived, must disclose such conflict to the Board at the onset of such deliberation. Any Board member may raise a question of conflict of interest prior to or during consideration of an issue. The Board shall determine the outcome of such question, and may restrict debate, voting, or both by a majority of the remaining directors present. If a person is so recused from consideration or voting on any issue, their presence shall not be counted except as part of the quorum requirements.

IV. PROCEDURES FOR REVIEW AND ENFORCEMENT OF CODE OF PROFESSIONAL CONDUCT.

- A. The NATOA Board must be vigorous in insisting upon adherence to its declared principles. It follows, therefore, that unambiguous failure to observe these responsibilities and principles must be dealt with firmly. Appropriate remedies or sanctions may vary according to circumstances and may range from a verbal or written admonition to suspension or removal from the Board.
- B. Board members with specific ethical dilemmas or questions concerning these principles should have access to established sources of sensible, sympathetic and reliable advice. To that end, the NATOA President shall be the primary and initial point of contact. At the President's discretion, the President may appoint, when necessary, a person or committee to advise the President and/or Board on matters requiring further consideration and/or action.

C. As stated above, there should be a process for review of ethical dilemmas and questions that can be informally addressed for less than crucial, but still troubling, questions. However, for matters of greater moment, additional procedures should be employed. Therefore, the following procedures are established to assist in examining, evaluating and making final recommendations for Board and/or membership action concerning Officer or Director conduct:

1. The President shall receive all complaints regarding ethics and professional standards of conduct and determine the severity of the complaint.
2. Should the President determine that the complaint involves conduct minor in nature, he or she may resolve the complaint with a letter or notice advising the affected parties of the complaint and actions to be taken to correct the conduct.
3. Should the President determine the matter to be of greater severity, he or she may cause a fact-finding inquiry to be conducted. Such inquiry shall result in a written report and recommendation based on such fact-finding to the President.
4. The President shall forward the written report and accompanying recommendations to the Board for its consideration at its next regularly-scheduled or special meeting. Adoption of any or all of the recommendations shall require a 2/3 vote of the non-affected Board members. .
5. Within thirty days following such action by the Board, a Director so disciplined may submit a written appeal to the President. Such Director shall have the right to be heard by the Board at its next meeting, at which time the Board may modify or overturn its earlier decision. Any modification or rescission shall require a 2/3 vote of the non-affected Board members. Such determination shall be final.
6. Any actions taken pursuant to these procedures which affect the term or tenure of an Officer or Director must be communicated to the membership as soon as is reasonably practicable.
7. If any actions taken pursuant to these procedures result in a vacancy among the Officers or the Directors, a replacement may be named or elected consistent with the NATOA Bylaws.

D. In the event that a matter arises which affects the President, the President-Elect shall assume the role of the President in the procedures described above (IV) (C). In the event that the President and the President Elect are affected, the remaining members of the Board shall designate a special panel composed of Past Presidents to investigate and prepare a written report and recommendation for the Board. At the time the matter is

taken up by the Board, the Board shall designate a presiding officer pro tem to preside over that item of business.

As a member of the NATOA Board of Directors I agree to uphold my duties to the members of NATOA and to the Board. I agree to hold myself to these high standards and to expect the same from my fellow Board members. I agree to be bound by this Code of Conduct throughout the duration of my service to the NATOA members and to the Board.

Agreed this _____ day of _____, 200__

Name: _____
Printed Name

Signature: _____