**Association Corporate Counsel New Jersey Code of Conduct and Policy on Conflicts of Interest**

**For Board of Directors and Volunteer Leadership**

The Association Corporate Counsel New Jersey or the ACC New Jersey or the “Association”) is a not-for-profit, tax-exempt trade association formed to promote, develop, educate, and otherwise further the professional needs of in-house counsel in New Jersey. ACC New Jersey’s membership consists of attorneys who actively practice inside a corporation or other private-sector organization and do not hold themselves out to the public for the practice of law. The business and affairs of the association are managed under the direction of the ACC New Jersey’s Board of Directors (the “Board”). In addition, other volunteer leaders (e.g., chairs of ACC New Jersey’s, committees, initiatives and others) may arrange and direct programs, activities and projects. Henceforth, the term “Volunteer Leader” shall refer to and include ACC New Jersey’s volunteer leaders and Board.

**Code of Conduct:**

Volunteer Leaders (including *ex oficio* members of the Board) shall at all times abide by and conform to the following Code of Conduct in their roles with ACC New Jersey:

1. Each Volunteer Leader will abide in all respects by the rules and regulations of the Association (including but not limited to the Association’s Articles of Incorporation and Bylaws) and shall fulfill their duties in accordance with the applicable Statement of Expectations (found at Attachments A and B). In addition, each Volunteer Leader will ensure that, for the duration of their service to the Association, such membership shall remain in good standing at all times. Furthermore, each Volunteer Leader will at all times obey all applicable federal, state and local laws and regulations.

2. Volunteer Leaders will conduct the business affairs of the Association in good faith and with honesty, integrity, due diligence, and reasonable competence.

3. Except as the Board may otherwise approve or as otherwise required by law, no Volunteer Leader shall share, copy, reproduce, transmit, divulge or otherwise disclose any information identified by the Board as confidential and related to the affairs of the Association. Each member of the Board will uphold the strict confidentiality of all meetings and other deliberations of the Board.

4. Volunteer Leaders will exercise proper authority and good judgment in their dealings with Association staff, suppliers and the general public and will respond to the needs of the Association’s members in a responsible, respectful and professional manner.

5. No Volunteer Leader will use any confidential information provided by the Association or acquired as a consequence of the Volunteer Leader’s service to the Association in any manner other than in furtherance of his or her duties as a Volunteer Leader. Further, no Volunteer Leader will misuse Association property or resources and will at all times keep the Association’s property secure and not allow any person not authorized by the Board to have or use such property.

6. Each Volunteer Leader will perform his or her assigned duties in a professional and timely manner pursuant to the Board’s direction and oversight.

7. No Volunteer Leader shall speak for or on behalf of ACC New Jersey unless specifically authorized to do so by the Board.

8. Upon termination of service, a retiring Volunteer Leader will promptly return to the Association all documents, electronic and hard files, reference materials, and other property entrusted to the Volunteer Leader for the purpose of fulfilling his or her job responsibilities, or destroy or dispose of such records in a secure manner, in accordance with the Policy on Records Retention. Such return or disposal will not abrogate the retiring Volunteer Leader from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure as a Volunteer Leader.

**Conflicts of Interest:**

The Volunteer Leaders of ACC New Jersey must act at all times in the best interests of ACC New Jersey and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Volunteer Leaders shall communicate the potential conflict to the Board and, as required, remove themselves from all discussion and voting on the matter.

Specifically, Volunteer Leaders shall:

* avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of ACC New Jersey; while the receipt of incidental personal or third-party benefit may necessarily flow from certain ACC New Jersey activities, such benefit must be merely incidental to the primary benefit to ACC New Jersey and its purposes;
* not abuse their roles as Volunteer Leaders by improperly using their roles or ACC New Jersey's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a Volunteer Leader extends any further than that which it actually extends;
* not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect ACC New Jersey;
* not engage in or facilitate any discriminatory or harassing behavior directed toward ACC New Jersey staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to ACC New Jersey;
* not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to ACC New Jersey, without obtaining prior approval from the Board of Directors;
* provide goods or services to ACC New Jersey as a paid vendor only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board;
* not persuade or attempt to persuade any employee of ACC New Jersey to leave the employ of ACC New Jersey or to become employed by any person or entity other than ACC New Jersey while serving as a Volunteer Leader and for one year thereafter;
* assign all rights of ownership to works created by such member for the benefit of ACC New Jersey, and take any and all actions required by ACC New Jersey in furtherance thereof; and
* take no action to adversely impact the relationship between ACC New Jersey and any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with ACC New Jersey.

**Procedures for Review of Volunteer Leader Conduct**

1. Full disclosure, in writing, shall be made by the Volunteer Leader to the President, with a copy to the Executive Director, of all existing and potential conflicts of interest.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the President shall call a meeting of the Executive Committee to determine whether a conflict of interest exists. If so, the Executive Committee shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect ACC New Jersey’s best interests. Both votes shall be by a majority vote without counting the vote of any interested director.
3. Failure of a Volunteer Leader to comply with the directive of the Executive Committee, as well as failure to disclose any existing or potential conflict of interest, the matter will be reviewed by the full Board and may result in sanctions. Sanctions may include:
* Written reprimand to, or censure of, the Volunteer Leader (combined with any probationary period, if desired);
* Suspension of the Volunteer Leader from his or her role in ACC New Jersey for a designated period of time (combined with any probationary period, if desired);
* Permanent expulsion of the Volunteer Leader from his or her role in ACC New Jersey.

If a Volunteer Leader resigns while the Board is reviewing the conflict and directive of the Executive Committee, the matter will be closed.

The Code of Conduct and Conflicts of Interest Policy shall apply not only to all Volunteer Leaders, but also to all ACC New Jersey employees

On an annual basis, all Volunteer Leaders shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the ACC New Jersey Executive Committee, as well as all other conflict information provided by Volunteer Leaders.

**Attachment A**

**Statement of Expectations, Regarding Participation in Chapter Activities,**

**for Members of the ACC New Jersey Board of Directors**

**Description**: The Board of Directors functions as the chief governing body of the chapter. Board members shall have authority and responsibility for supervising the general operation of the chapter in the furtherance of its stated purpose, mission, and goals. Each Board Member is directly accountable to the President of the Board for performance of the stated duties.

**Responsibilities:**

**General duty:** To take on and execute a specific role within the chapter. The ACC New Jersey Board is a working board, and each Board member has an assigned role to play (e.g.: chairing a committee or special program, or playing a lead role in and/or running another chapter initiative). Because directors bring different skills and resources to ACC New Jersey, we may expect/ask for different types of commitments.

**Specific duties:**

* Participate in new Board member orientation session prior to the first Board meeting of member’s term on the Board.
* Attend all regular and special meetings of the Board of Directors, and notify the President (or designee) if unable to attend. We prefer in-person attendance whenever possible, but a phone bridge is made available for participation.
* Attend one or more special meetings with sponsors each year (i.e., focus group sessions, sponsor appreciation reception, etc.).
* Attend as many signature luncheon programs, and social/networking events of the membership, as possible.
* Participate in at least one community service or other outreach event each year.
* Support ACC New Jersey’s efforts to secure sponsorships and contribute to the development, approval, and monitoring of the chapter annual budget.
* Participate in the formulation of the chapter's strategic and/or short and long-range plans including annual goals and objectives, evaluate chapter policies and programs on a regular basis and make appropriate recommendations.
* Support ACC New Jersey’s efforts to recruit and retain members, and bring member issues and concerns to the attention of the Board of Directors for consideration and action.
* Any other non-specified duties necessary to further the business of the chapter as duly authorized by President and/or Board of Directors.

**Term of Office:** Up to three (3) years.  Limited to two consecutive terms.

**Qualifications:** Demonstrated leadership skills, strong business acumen, and a commitment to perform in an orderly and responsible manner all duties of the office.

**Attachment B**

**Statement of Expectations, Regarding Participation in Chapter Activities,
for ACC New Jersey’s Volunteer Leaders**

**Description**: Provides leadership to and manages the work of a Forum, committee, initiative, task force, or other project of ACC New Jersey.

**Responsibilities:**

**General duty:** To perform a specific role or duty for ACC New Jersey.

**Specific duties:**

* Collaborate with the appropriate member of the Board of Directors who oversees the Forum, committee, initiative, task force, or other project (hereinafter, “Activity”) to establish the expectations for the Activity.
* Collaborate with any co-chairs. Regularly communicate and/or meet with co-chairs to establish and revise goals and objectives, roles of all co-chairs, and appropriate timelines. Work with appropriate Board leaders or staff to implement the objectives of the Activity. Ensure appropriate follow-up occurs. Maintain records, as appropriate, to be able to pass on to next leaders.
* Work with chair(s) of Public Relations Initiative and ACC New Jersey staff to market and/or publicize efforts, as appropriate.
* Attend (or divide up responsibility with co-chairs for attending) regular and special meetings of the Board of Directors. Participation by teleconference call is sufficient.
* Attend as many signature luncheon programs, and social/networking events of the membership, as possible.
* Attend one or more special meetings with sponsors each year (i.e., focus group sessions, sponsor appreciation reception, etc.).
* Participate in at least one community service or other outreach event each year.
* Support ACC New Jersey’s efforts to secure sponsorships.
* Support ACC New Jersey’s efforts to recruit and retain members, and bring member issues and concerns to the attention of the Board of Directors for consideration and action.

**Term of Office:** One (1) year.  No term limits.

**Qualifications:** Demonstrated leadership skills, strong business acumen, and a commitment to perform in an orderly and responsible manner all duties of the office.

**Association Corporate Counsel New Jersey**

 **ACKNOWLEDGMENT AND DISCLOSURE FORM**

I have read the ACC New Jersey Code of Conduct and Conflict of Interest Policy for Board of Directors and Volunteer Leadership (including Attachments A and B) set forth above and agree to comply fully with the terms and conditions at all times during my service to ACC New Jersey. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the ACC New Jersey President and Executive Director in writing.

**Disclosure of Actual or Potential Conflicts of Interest:**

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**Signature:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Printed Name:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Date:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Adopted – January 29, 2015