



## **Association Corporate Counsel SW Ohio Code of Conduct and Policy on Conflicts of Interest for Board of Directors**

The Association Corporate Counsel Southwest Ohio Chapter (“ACC SWOH” 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 Greater Cincinnati. ACC SWOH’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 SWOH’s Board of Directors (the “Board”).

### **Code of Conduct:**

Board members (including *ex officio* members of the Board) shall at all times abide by and conform to the following Code of Conduct in their roles with ACC SWOH:

1. Each Board member 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 Attachment A). Furthermore, each Board member will at all times obey all applicable federal, state and local laws and regulations.
2. Board members 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 Board member 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. Board members 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. Each Board member will perform his or her assigned duties in a professional and timely manner pursuant to the Board’s direction and oversight.
6. No Board member shall speak for or on behalf of ACC SWOH unless specifically authorized to do so by the Board.
7. Upon termination of service, a former Board member will continue to adhere to obligations of confidentiality with respect to information acquired as a consequence of his or her tenure as a Board member.

### **Conflicts of Interest:**

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

Specifically, Board members shall:

- avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of ACC SWOH; recognizing that, while the receipt of incidental personal or third-party benefit may necessarily flow from certain ACC SWOH activities, such benefit must be merely incidental to the primary benefit to ACC SWOH and its purposes;
- not abuse their roles as Board members by improperly using their roles or ACC SWOH's contractors, services, equipment, materials, resources, or property for their personal or third-party gain;
- not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect ACC SWOH;
- not engage in or facilitate any discriminatory or harassing behavior directed toward ACC SWOH contractors, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to ACC SWOH;
- provide goods or services to ACC SWOH 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; and
- assign all rights of ownership to works created by such member for the benefit of ACC SWOH, and take any and all actions required by ACC SWOH in furtherance thereof.

## **Attachment A**

### **Statement of Expectations, Regarding Participation in Chapter Activities, for Members of the ACC SWOH 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.

#### **Responsibilities:**

**General duty:** To take on and execute a specific role within the chapter. The ACC SWOH 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 SWOH, we may expect/ask for different types of commitments.

#### **Specific duties:**

- Attend all regular and special meetings of the Board of Directors, and notify the President (or designee) if unable to attend.
- Attend one or more events with sponsors each year, as needed (i.e., social events, sponsor appreciation reception, etc.).
- Attend as many CLE programs, and social/networking events of the membership, as possible.
- Support ACC SWOH'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 SWOH'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.



**Association Corporate Counsel SW Ohio  
ACKNOWLEDGMENT AND DISCLOSURE FORM**

I have read the ACC SWOH Code of Conduct and Conflict of Interest Policy for Board of Directors (including Attachment A) set forth above and agree to comply fully with the terms and conditions at all times during my service to ACC SWOH. I understand that ACC is a tax-exempt organization and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes and not engage in activities or transactions that provide impermissible benefits to individuals or entities. I have disclosed all matters required to be disclosed pursuant to the Conflict of Interest policy. 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 SWOH's President and Administrator in writing.

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

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

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

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