

NWNW CODE OF CONDUCT AND ETHICS

This Code of Conduct and Ethics is established for the purpose of ensuring that the Neighbors West Northwest (NWNW) board members maintain appropriate standards of ethical conduct in representing and managing the affairs of the organization. It is a statement of our principles that apply to all who are implementing the goals and activities undertaken by the NWNW board. We rely on one another's good judgment to uphold a high standard of integrity for ourselves. We expect all NWNW board members to be guided by both the letter and the spirit of this Code, as we are entrusted with accountability for our organization's well-being.

Board members for NWNW are expected to act professionally and respectfully towards each other, members of any neighborhood association, NWNW staff, members of the media, and with the public in general. Although we may disagree with each other, sometimes passionately, we must all work together and hold each other to a higher standard. It is far too easy for disagreements to devolve into insults and accusations, and we must hold each other accountable to avoid that behavior.

RELATIONSHIP TO EXISTING NWNW POLICIES

This Code of Conduct and Ethics is not intended to replace previously enacted policies. Rather, this policy supplements and incorporates by reference existing policies such as our conflict policy, executive compensation policy, and our policy of duty of loyalty. Board members have an obligation to review and comply with all current NWNW policies.

BOARD MEMBER FIDUCIARY DUTIES

Oregon law requires board members to act in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the board member reasonably believes to be in the best interests of the corporation. These fiduciary duties are summarized as follows:

1. Duty of Due Care

NWNW board members need not always be right, but they must always act with informed judgment in a respectful way. Board members must secure facts and ask questions to learn about and understand the many sides of our issues. Board members exercise active oversight through preparation and participation in board and committee meetings, seeking the advice of other professionals such as attorneys or accountants, and through diligent follow-up work.

2. Duty of Loyalty

When making decisions as a board, this nonprofit comes first. NWNW board members agree to strive to put aside personal, professional—and, in some cases, association-related—conflicts or allegiances to uphold the mission of NWNW. Decisions regarding funds and activities must promote the organization's public purpose rather than private interests.

3. Duty of Obedience

Board members must follow the organization's governing documents (Articles of Incorporation and bylaws)

as well as enacted policies. Board members must obey all applicable laws, such as those governing 501c3 tax-exempt organizations. In addition, board members agree to abide by the requirements as outlined in the Office of Civic Life Standards.

OTHER CONDUCT ISSUES

NWNW board members shall not make public statements representing the views of the organization without approval of the Board. Those approved statements about city and local topics shall remain neutral and fact based.

NWNW board members shall treat others with dignity and respect. Harassing, bullying, or abusive behavior will not be tolerated or used to intimidate other NWNW Board members, staff or members of the public in meetings or in written correspondence. Harassment is defined as unwelcome conduct of one individual or group on another individual or group that is severe or pervasive enough to create a work environment that a reasonable person would consider intimidating, hostile, or abusive. Examples include, but are not limited to; physical, sexual or verbal abuse, threatening, accusatory, humiliating or intimidating offensive behaviors, and conduct that stops you from doing your work.

ENFORCEMENT MECHANISMS

The use of good judgment based on high ethical principles will guide NWNW board members with respect to lines of acceptable conduct. However, if a situation arises that warrants more than a reminder from any NWNW board member (where it is difficult to determine the proper course of conduct, a witnessed violation or where questions arise concerning the propriety of certain conduct) the matter should be brought to the attention of the NWNW Board President who will refer the matter to the NWNW Executive Committee. The NWNW Executive Committee is the boards elected officers and the Treasurer. If any member of the Executive Committee is a party of the complaint, the remaining committee members will select an alternate from the board. All situations, regardless of outcome, either a dismissal or an escalation to a grievance, will be documented by the NWNW Board Secretary, approved by the Executive Committee and the result documented in the Board meeting minutes.

In all complaint questions involving ethics and conduct, the board will make the final relevant determinations. Any party to a complaint under review will be recused from board deliberations and voting. The resulting document(s) will be kept in a confidential, sealed NWNW Board Personnel file in the NWNW office. It will be available for viewing to current NWNW Board Members during NWNW office hours by appointment.

Any complaint must be submitted to the NWNW Board President by the complainant within forty-five (45) business days of the alleged incident. The complaint must be reviewed by the NWNW Board President and Executive Committee and responded to within sixty (60) calendar days from receipt of the complaint. The NWNW Executive Committee shall initially review any complaints filed against NWNW or one of its members to determine whether the filed complaint is valid. A complaint must include an alleged material violation of this Code of Conduct and Ethics summarized in a signed 250 word maximum written testimony which will be kept confidential. Prior to any hearing on any complaint, the parties shall be encouraged to request

assistance through Mediation.

If the NWNW Executive Committee determines that the filed complaint is valid, then it shall report its findings and recommendations to the NWNW Board of Directors at its next regularly scheduled meeting in Executive Session. Any resulting motions will be put forward and voted on outside of Executive Session.

If the NWNW Board of Directors concurs that the complaint is valid, the President will call a special meeting of the NWNW Board of Directors to resolve the complaint. Any party to the complaint will be given at least fourteen (14) days written notice of the time and place of the special meeting.

At the special meeting, any party to the complaint may present witnesses and any other information to the NWNW Board of Directors. Any member of the NWNW Board of Directors may present additional witnesses or information. Any party to the complaint and any member of the NWNW Board of Directors may ask a reasonable number of questions of each witness. The NWNW Board President shall, at their discretion, limit testimony and presentation of information to eliminate repetition or presentation of irrelevant information. After allowing all interested persons the opportunity to be heard, the Board shall vote. Each member shall announce publicly their vote and the NWNW Board Secretary shall record the result.

If the complaint results in a NWNW Board decision asking for a resignation from a board member, the offender's organization will have 2 months to put forward a replacement. The organization will be moved into non-subscribing membership status for one year if a replacement is not put forward.

A decision by the majority of the NWNW Board of Directors will be final.

ACKNOWLEDGMENT

I have received, read, understand and will comply with this Code of Conduct and Ethics.

Signature

Print Name

Title

Date