

# **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 the 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. This does not preclude differences of opinions, or the right or privilege of

representing one's own Neighborhood Association's views or interests. However, specifically for NWNW Board related activities, this requires a fiduciary obligation to honor the interests of the Board.

### 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 Community and 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 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. Our work environment includes: all media for communication; at all meetings and public events; and at the NWNW offices. 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 impedes one from doing their 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 specific procedure to address this will be as follows:

First, the complaint should be brought to the attention of the NWNW Board President (or if the President is the accused, to another officer of the Board) who will refer the matter to the NWNW Executive Committee (comprised of the Board's elected officers and the Treasurer) for evaluation. A complaint must include the alleged material violation of this Code of Conduct and Ethics summarized in a signed 250-word (maximum) written testimony which will be kept confidential. If the President or any member of the Executive Committee is a party of the complaint they will be recused, and the remaining committee members will select an alternate from the board. All situations, regardless of outcome, either a dismissal of the complaint or an escalation to a full review, will be documented by the NWNW Board Secretary, approved by the Executive Committee and the result documented in the board meeting minutes.

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. Prior to any hearing on any complaint, the parties shall be encouraged to request assistance through mediation. Mediation can be done by a committee, comprised of members from the Executive Committee and/or Board of Directors, that the complainant and the accused find mutually acceptable. If mediation is accepted, and is successful, the result will be documented and the case will be closed. If not, then the procedures will continue as described herein.

If the NWNW Executive Committee reviews the filed complaint and determines that it has validity, it shall then report its findings and recommendations to the NWNW Board of Directors at its next regularly scheduled meeting in Executive Session. At that time the entire board will have the opportunity to review and discuss the complaint as regards its validity. Any resulting motions will be put forward and voted on outside of Executive Session.

If the NWNW Board of Directors decides that there is no merit to the complaint, then the case will be recorded and closed. If the Board concurs that the complaint is valid, the President will refer the matter to 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 this time, if a formal apology is offered by the accused and is accepted by the complainant, then this will be recorded and the case closed (for purposes of repeated offenses, this will still be recorded the same as the first warning). If not, then 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 (or designated representative) 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. **Any party to a complaint under review will be recused from board deliberations and voting.** Each member shall announce their vote and the NWNW Board Secretary shall record the result. If the case is determined to not be valid, then the case is closed, and the results recorded. If not, then:

Two possible outcomes of a finding that the complaint was valid may occur. If the complaint is so egregious (physical threats, repeated harassment, sexual approaches, etc.) then the Board may find that a request for resignation is appropriate. For any lesser charge, a warning may be issued, and sent directly to the accused (definitely in writing, and if appropriate verbally), and the result recorded.

For a complaint that results in a warning to any member of the Board, a second complaint that is considered valid after adjudication by this same process will result in a request for resignation.

If the complaint results in a NWNW Board decision asking for a resignation from a board member, the offender's organization will have two (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, or until such time that a replacement shall be determined.

In all complaint questions involving ethics and conduct, the board will make the final relevant determinations. 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.

A decision by a majority [either a simple majority or 2/3<sup>rd</sup>] of the NWNW Board of Directors will be final.

## **APPEAL**

In the event the board makes a negative determination regarding one's membership, such member shall have an opportunity to appeal to the board for reconsideration. Such appeal must be made in writing to the board within fourteen (14) days [amount of time open to discussion] of the determination having been made. The board shall consider the appeal and render a final determination no later than thirty (30) days [amount of time open to discussion] after receipt of the appeal. A decision by the majority [is a majority a high enough bar for such a decision? Maybe 2/3<sup>rd</sup>?] of the board shall then be final.

JM: As the board may have already voted on this matter, perhaps an appeal must introduce some information or evidence that was not revealed/released/available. There must be a reason for the appeal to cause the board to re-vote.

**ACKNOWLEDGMENT**

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

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Signature

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Print Name

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Title

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Date