



## OREGON OLDTIME FIDDLERS' ASSOCIATION (OOTFA)

### DIRECTORS AND OFFICERS CODE OF CONDUCT with/AGREEMENT

The Directors and Officers of OOTFA acknowledge and accept the scope and extent of our duties as Directors and Officers. We have a responsibility to carry out our duties in an honest and businesslike manner and within the scope of our authority, as set forth in the Articles of Incorporation and Bylaws of OOTFA, and state and federal laws governing operation of non-profit corporations. We are entrusted with and responsible for the oversight of the assets and business affairs of OOTFA in an honest, fair, diligent and ethical manner. As Directors and Officers, we must act within the bounds of the authority conferred upon us and with the duty to make and enact informed decisions and policies in the best interests of OOTFA and its members. The Board of Directors has adopted the following Code of Conduct and our Directors and Officers are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflict of interest that follow:

#### Directors and Officers will:

- A. Act in the best interests of and fulfill their obligations to OOTFA.
- B. Act honestly, fairly, ethically and with integrity.
- C. Conduct themselves in a professional, courteous; non-harassing, respectful manner.
- D. Comply with all applicable laws, rules and regulations.
- E. Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated.
- F. Act in a manner to enhance and maintain the reputation of OOTFA.
- G. Disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director or Officer has or may have a conflict of interest.
- H. Make available to and share with fellow Directors and Officers information as may be appropriate to ensure proper conduct and sound operation of OOTFA.
- I. Respect the confidentiality of information relating to the affairs of OOTFA and its members, acquired in the course of their service as Directors and Officers, except when authorized or legally required to disclose such information.
- J. Not use confidential information acquired in the course of their service as Directors and Officers for their personal advantage.

If a Director's or Officer's conduct or habits are such as to reflect discredit upon the association or if other good cause exists, the Director or Officer may be removed from office by an affirmative vote of two-thirds of the members of the Board of Directors at any regular meeting of the Board or at any special meeting called for that purpose. No such vote upon removal of a Director or Officer shall be taken until the Director or Officer has been advised of the reasons for such removal and has had opportunity to submit to the Board of Directors a statement relative to the removal, either oral or written. If the Director or Officer affected is present at the meeting, he/she shall leave the place where the meeting is being held after his/her statement has been submitted and prior to the vote upon the matter of his/her removal. Directors or Officers who have been removed from office will not be provided coverage under our Director's Liability Insurance.

Directors and Officers will annually sign a confirmation that they have read and will comply with this Code.

**I have reviewed and will adhere to the Directors and Officers Code of Conduct.**

DATE \_\_\_\_\_

NAME \_\_\_\_\_

***By typing/printing your name above, it will be considered your Electronic Signature and an acceptance of this agreement.***