

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Board members must have loyalty to the association, unconflicted by loyalties to staff, other organizations, and any personal interest as a member of the association.
2. Board members must avoid conflict of interest as outlined in the MLA Board of Directors Conflict of Interest Policy as well as adhere to the following.
  - a. When the board is to decide upon an issue about which a board member has an unavoidable conflict of interest, that board member shall disclose all facts material to the conflict of interest.
    - i. Such disclosure shall be reflected in the minutes of the meeting.
    - ii. The conflicted person will abstain from discussion except to provide factual information.
    - iii. The conflicted person will refrain from voting and therefore may not be counted in determining the presence of a quorum for the purposes of the vote.
    - iv. In the event it is not entirely clear that a conflict of interest exists, the board member with the potential conflict will disclose the circumstances to the MLA president who shall determine whether a conflict of interest exists.
    - v. If the MLA president has reasonable cause to believe that a board member has failed to disclose actual or possible conflict of interest, he or she will inform the board member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
3. Board members may not attempt to exercise individual authority over the association.
  - a. Board members' interaction with the executive director or with staff must recognize the lack of authority vested in individual board members except when explicitly board-authorized.
  - b. Board members' interaction with association membership, the public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
  - c. Board members must distinguish clearly in their official statements between their personal philosophies and attitudes and those of the association. They must acknowledge and support the formal position of the Board even when they personally disagree.

- d. Board members will not use their board position to obtain employment or influence hiring decisions in the organization. Should a board member apply for employment, he or she must first resign from the board.
4. Board members shall refrain from accepting during their term of office any form of compensation from MLA for any purpose whatsoever, including, but not limited to fees for speaking at an MLA event, fees for consulting, scholarships, and monetary or other awards (except in the case of awards specifically intended for active leaders). This excludes reimbursement of expenses paid by MLA to the board member for expenses associated with MLA business.
5. Board members will respect the confidentiality appropriate to issues of a sensitive nature. They will not disclose confidential information that might be adverse to the interests of MLA and shall not disclose or use information relating to the business of MLA for personal profit or advantage.
6. Board members will be properly prepared for board deliberation and are expected to participate in all board meetings, unless otherwise excused.
7. Board members will share expertise and special knowledge of the external environment and agree to serve in an appropriate way on committees and task forces.
8. Each board member shall be required to review annually a copy of this policy and to acknowledge in writing that he or she has done so.

### **Agreement Covering MLA Board of Directors Code of Conduct**

I have reviewed, understand, and agree to observe MLA's *Board of Directors Code of Conduct Policy*. In accordance with this policy, I agree to disclose any relationships or potential relationships that could be construed as posing a conflict of interest relating to my service to the association. Both paid and unpaid affiliations will be disclosed.

I agree to bring these interests, as well as other interests that might arise or of which I might subsequently become aware, to the attention of the executive board when any such interest is germane to a topic under discussion. In addition to disclosing this potential conflict of interest, I shall neither vote on any matter related to this topic nor attempt to influence the votes of others.

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Name and position within the association

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Signature and Date