

AAJA CODE OF CONDUCT

AAJA board members are not merely representatives of the organization but its stewards and its ambassadors, as well. AAJA expects of its board of directors, individually and collectively, the highest degree of principles, ethics and professionalism. In that spirit, the AAJA board agrees that:

- 1) Board members must act in the best interest of AAJA and its mission.
 - a. In instances when AAJA's interests conflict with personal and professional beliefs or values, board members must disclose the conflict and, if need be, recuse themselves from deliberation or action on the matter in question.
- 2) Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any board member and AAJA except as procedurally controlled to assure openness, competitive opportunity and equal access to otherwise "inside" information.
 - b. Board members must not use their position to obtain for themselves or for their family members employment within AAJA.
 - c. Should a board member be considered for employment or compensated services, he/she must temporarily abstain from board deliberation, voting and access to applicable board information.
- 3) Board members must, at all times, show respect and courtesy toward one another and toward the executive director and the rest of the national staff.
 - a. Board members recognize the important distinction of speaking personally as one member of the board and speaking for the collective body or AAJA as a whole;
 - b. Board members will fully learn the structure of AAJA, including the roles and responsibilities - those distinct, as well as those shared -- of the elected national officers, the governing board, the advisory board, and the executive director and his/her staff. Board members must observe/respect those roles/responsibilities as defined by the bylaws, board policies and other board or staff decision.
- 4) Board members will deal with outside entities or individuals, with clients and staff and with each other in a manner reflecting fair play, ethics, and straightforward communication.

AAJA CONFLICT OF INTEREST

The Board shall not enter into any contract or transaction with (a) one or more of its board members, (b) a director/board member of a related organization, or (c) an organization of which an AAJA board member serves as a director, officer, or legal representative, or in some other way has a material financial interest unless the criteria below are met:

1. That interest is disclosed or known to the Board of Directors,
2. The Board approves authorizes or ratifies the action in good faith,
3. The approval is by a majority of directors (not counting the director with a vested interest), and
4. At a meeting where a quorum is present (not counting the director with a vested interest).

The member with the conflict of interest may be present for discussion and to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect these requirements have been met.