



## **100.1 Code of Conduct**

The IAC board endorses this code of conduct for all IAC board members. While it is technically non-binding, board members are held accountable to the membership through the voting process.

- 100.1.1. With the exception of powers enumerated in the Bylaws, board members should recognize that a board member has no authority as an individual and that decisions can be made only in accordance with those Bylaws.
- 100.1.2. Board members should make reasonable efforts to attend IAC events.
- 100.1.3. Board members should encourage and respect the free expression of opinion.
- 100.1.4. Board members should work in good faith with staff and other board members as partners to achieve the IAC's purposes as stated in the Articles of Incorporation.
- 100.1.5. Board members should stay informed and involved about what is going on in the IAC and Board business.
- 100.1.6. Board members should actively promote fundraising activities to benefit the IAC.
- 100.1.7. Board members should conduct themselves in a way that minimizes any appearance of conflict of interest.

## **100.2 Fiduciary Duties**

In addition to the above considerations, board members must be on guard against any activity that could be considered a breach of fiduciary duty by a court of law. This includes, but is not limited to the following items:

- 100.2.1 The duty of **care**. Board members must exercise appropriate care and diligence when acting on behalf of the IAC.



**Policy and Procedures**  
**Section: 100**  
**Subject: Code of Conduct**

**Date: 13 November 2021**  
**Revision: 26**

---

- 100.2.2      The duty of **loyalty**. Board members must put the interests of the IAC ahead of their own interests.
- 100.2.3      The duty of **good faith**. Board members must act with honesty, good faith, and fairness when handling IAC obligations.
- 100.2.4.     The duty to **obey the law**. Board members must obey the law and ensure the IAC does as well.
- 100.2.5.     The duty of **oversight**. Board members must take their oversight responsibilities seriously so that IAC business is carefully managed.
- 100.2.6      The duty of **disclosure/candor**. Board members must be forthcoming and fully disclose all relevant details when handling IAC business.