ArkMEA
PROPOSED November 2020
Code of Conduct for Board Members

Rationale or Purpose
In order to ensure smooth and appropriate governance of the Association, it is necessary to delineate a set of protocols and procedures.

Policy Statement
1. It is the policy of the Association that ArkMEA Board members and other members of the Association governance structure agree to the procedures provided below as a part of their fiduciary responsibility. ArkMEA Board members recognize that the chief function of ArkMEA at all times is to serve the best interests of our members and to further our mission of music education, and Executive Board Members will exercise whatever discretionary authority they have under the law to carry out the mission of the organization.
2. ArkMEA Board members shall sign a statement certifying their agreement with this policy.

Procedures

1. General Conduct as Board Members
   a. Commitment. Board members are expected to become familiar with and committed to the major responsibilities of a governing nonprofit board:
      i. Setting mission and purposes
      ii. Nominating the president-elect/president
      iii. Supporting the president-elect/president
      iv. Monitoring the executive board’s performance
      v. Insisting on strategic planning
      vi. Ensuring adequate resources
      vii. Ensuring good management
      viii. Preserving institutional independence
      ix. Relating to the membership and community.
   b. Performance of Duties.
      i. Each board member will perform his or her assigned duties in a professional and timely manner pursuant to the board’s direction and oversight.
      ii. All board members should carefully prepare for, regularly attend, and actively participate in board meetings and committee assignments.
      iii. Each board member will use his or her best efforts to regularly participate in professional development activities, and will keep well-informed about developments relevant to issues that may come before the board.
      iv. Board members shall accept and abide by the legal and fiscal responsibilities of the board as specified by ArkMEA’s constitution, bylaws, and state statutes and regulations.
      v. Board members must refrain from actions and involvement that might prove embarrassing to ArkMEA and resign if such actions or involvement develop.
      vi. Board members shall consider themselves to be “trustees” of ArkMEA and do their best to ensure that the Association is well-maintained, financially secure, growing, and always operating in the best interests of those we serve.
c. Functioning within the Association Structure.
   i. Board members will refrain from attempting to exercise individual authority over ArkMEA.
   ii. Board members are expected to learn and consistently to use designated institutional channels when conducting board business.
   iii. New board members are expected to devote time to learn how the institution functions—its uniqueness, strengths, and needs, and its place in the field of music education.
   iv. Board Members are expected to exercise good judgment in their dealings with other ArkMEA board members, members, vendors, and the general public. In particular, board members shall not engage in or facilitate any discriminatory or harassing behavior directed toward other ArkMEA board members, members, meeting attendees, presenters, collaborators, exhibitors, advertisers, sponsors, vendors, or others in the context of activities relating to ArkMEA.
   v. Board Members should respond to the needs of ArkMEA's members in a responsible, respectful, and professional manner.

d. Communication. Board members recognize that members of the Association have a right to know how their Association is operating, and that such knowledge is achieved through the process of disseminating accurate minutes in accordance with generally accepted parliamentary procedure.

e. Fiscal Support of the Association. Board members are expected to annually renew their membership.

f. Conflicts of interest:
   i. Board members shall not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such person with respect to matters pertaining to ArkMEA without fully disclosing such items to the board.
   ii. Board members shall avoid any interest or activity that is in conflict with the conduct of his or her official duties.
   iii. Board members shall declare conflicts of interest between their personal or professional life and their position on the board, avoid using their board membership or ArkMEA’s services, equipment, resources, or property for their personal advantage or that of their friends, relatives or other third parties, and abstain from voting or discussion when appropriate, all in accordance with ArkMEA’s conflict of interest policy.
   v. All engagements with outside organizations or organizational members of the ArkMEA family, undertaken by ArkMEA members, where the engagements could be seen as linked to their positions on the board, should be undertaken in the context of their fiduciary responsibility to ArkMEA.

1. Representing ArkMEA: ArkMEA board members who provide professional services to adult professional in-service meetings or organized association meetings shall not receive an honorarium. Keynote addresses, clinics/workshops, association board meetings, planning meetings and work sessions are opportunities for ArkMEA members to advocate for music education, improve music instruction, provide scheduling/logistical assistance and further the audacious goal of ArkMEA. The contracting organization should provide travel, meals and accommodations for the ArkMEA members.

2. Representing Sponsors: ArkMEA board members who attend professional development in-service meetings, organized association meetings, or other gatherings concerned with music education for the purpose of promoting a product, professional service, or soliciting for a for-profit venture for themselves or others shall be sponsored by themselves or a company. The contracting organization shall not provide travel, meals, accommodations or other monetary considerations if, at any time, the ArkMEA board member is involved in the above-mentioned activities.
Participation by the ArkMEA board member shall be billed as a sponsored presenter and not as an ArkMEA official. Reference to ArkMEA board positions held may be included in the biography.

3. Guest Conducting and Adjudicating: ArkMEA board Members who work with students and/or musicians in an honors ensemble or festival situation may receive an honorarium for their professional services to students. The conditions surrounding the receiving of an honorarium must constitute an event in which the ArkMEA board member is not representing ArkMEA, but is a music professional providing service to participating musicians. The schedule of an adjudicated festival, honors groups or performance event does not put the ArkMEA board member in a situation to further the goals of ArkMEA because the member is working with musicians and/or students.

4. Integrity of the Board Member: It is the responsibility of each ArkMEA board member to assess each particular event in relationship to items #1, #2, and #3 of this section (2.f.v). An event that may be questionable should be discussed with the ArkMEA President, who may later enlist the insight of other ArkMEA board members and/or NAfME officials. All events to which ArkMEA board members are invited should be communicated to the ArkMEA President.

g. Use of ArkMEA Resources
   i. Board members will not misuse ArkMEA property or resources and will at all times keep ArkMEA’s property secure and not allow any person not authorized by the Executive Board to have or use such property.
   ii. Upon termination of service, a retiring board member will promptly return to ArkMEA all documents, electronic and hard files, reference materials, and other property entrusted to the director for the purpose of fulfilling his or her job responsibilities. Shared Google files will be updated to remove members who are no longer serving on the board. Retired board members are not relieved of their continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the ArkMEA board.

2. Meetings
   a. General. Unless agreed upon by all participants in a meeting and supported by the president, the following applies to all meetings of the ArkMEA, as well as to ArkMEA committees. Meeting procedure will adhere to the following, except when explicitly suspended by the group. Board members agree to:
      i. Interact in a consistently respectful and professional manner. During board meetings and in all communications members will:
          1. Present their own ideas as personal opinions, recognizing their own biases and unique contexts, and support their ideas with relevant facts or data whenever possible. Maintaining clarity and conciseness of presentation is a highly desirable form of respect.
          2. Limit the frequency and length of their remarks so that all board members have an opportunity to express their opinions.
          3. Attend carefully to the person who has the floor, asking clarifying questions as necessary to ensure their understanding.
          4. Support efforts by the president or other person running a meeting to maintain order.
          5. Prepare for meetings by reviewing specific agenda items and the supporting materials supplied concerning them.
          6. Obtain adequate information concerning proposals to enable informed decisions.
7. Bring to the attention of the board any issues they believe will have an adverse effect on ArkMEA or those we serve.
8. Convey and interpret the needs of members and others to the ArkMEA including, but not limited to, those in their geographical areas, and the actions of the ArkMEA to the members.

ii. Hold confidential specific portions of board meetings in confidence, as follows:
   1. ArkMEA meetings are open to the membership. Some content and discussion at ArkMEA meetings must be confidential. In such cases, the President will note that an issue is confidential and unless the Executive Board decides otherwise, all procedures and safeguards provided herein shall apply.

iii. Maintain in confidence all information the organization desires to keep confidential and that it treats as confidential, including issues and discussions at ArkMEA Board meetings that could damage individuals or the Association if shared outside the Boardroom.
iv. The obligation to maintain confidentiality continues indefinitely, not just until the board member's position expires or is terminated.
v. Allow the use of remote audio or video communications for all purposes in connection with any meeting within the ArkMEA Board’s subject matter jurisdiction so long as all members of the Board can hear each other and fully participate in ArkMEA discussions.
vi. Apply these protocols and procedures, policies and bylaws equally to virtual meetings:
   1. Grant permission by the ArkMEA President to individual board members to participate in live meetings via audio or video communications, in which case all procedures and protocol regarding virtual meetings shall also apply to that member.

vii. Authorize the taking of an action by written consent without a formal meeting if written consent to the proposed action is put forth and signed by all of the Chairs entitled to vote on the specific issue.
viii. Unless specifically prohibited by law, ArkMEA Board action may be proposed and approval given by use of electronic mail or other electronic means protected by generally accepted measures. An example of the use of this mechanism could be the solicitation of a routine, pro-forma approval of a legally mandated amendment to a benefit plan.
ix. Vote according to one’s individual conviction, challenge the judgment of others when necessary, yet be willing to support the decision of the ArkMEA Board and work with fellow ArkMEA members in a spirit of cooperation. Chairs should recognize that the President alone speaks for the ArkMEA Board.
x. Respect, uphold, implement, and support majority decisions of the ArkMEA Board.

b. Virtual Meetings. ArkMEA Board Members who participate virtually in a meeting agree to:
   i. Minimize all potential distractions, such as rattling papers or background noise, which can hinder effective communication. Whenever possible, they should mute their microphone except when actually speaking. Those in a meeting room should also minimize any unnecessary noises in the vicinity of the microphone(s) in the room
   ii. Ensure the confidentiality of virtual board meetings, so meetings are heard or seen only by members of the ArkMEA Board and guests invited by the President.
   iii. Introduce any participants in a virtual meeting who are not current Board members by announcing the presence of such guests as soon as they join any portion of a meeting, even when those portions of meetings have not been designated as confidential. Every member should have a clear understanding who is able to hear or see the meeting at all times.
   iv. All participants in a virtual meeting should identify themselves when speaking and speak clearly and distinctly.
3. Procedures for Reviewing Board Member Conduct. The Executive Board is responsible for self-governance including the investigation of any claims of misconduct made about a board member and disciplinary action for any claims of misconduct found to be valid. The board may modify these procedures for reviewing board member conduct from time to time. All members of the board consent to the implementation of the then current procedures if any claims of misconduct are made against them.

a. Complaints. Complaints about any board member may be made to the President or any other ArkMEA Executive Board member. Anyone receiving a complaint shall promptly forward it to the President for investigation. Complaints about the President shall be promptly forwarded to the Past President or, in the absence of the Past President, to the Executive Director.

b. Confidentiality. All complaints of misconduct will be kept confidential except to the extent necessary to conduct a thorough investigation. (1.a.)

c. Material Violation. A material violation of the Code of Conduct is one that results in material harm to ArkMEA or its affiliates.

d. Retaliation Prohibited. Direct or indirect retaliation of any kind by ArkMEA or its board members against any individual who makes, initiates or is involved in the making of a complaint is strictly prohibited. This prohibition on retaliation shall be strictly enforced by the board. Complaints made with knowledge that they are false are strictly prohibited. This prohibition on the making of knowingly false complaints shall be strictly enforced by the board.

e. Initial Determination. Upon receipt and preliminary review of each complaint, the President may conclude, in the President’s sole discretion, that the complaint: (a) contains factually unreliable or insufficient information, or (b) is patently frivolous or trivial. In such cases, the President may determine that the complaint does not constitute a potentially actionable complaint that would justify bringing it before the Executive Board for determination of whether there has been a material violation of the Code of Conduct. If so, such complaint shall be dismissed without prejudice by the President, and the President shall provide written notice to the person who submitted the complaint of its disposition. All such preliminary dispositions of complaints by the President shall be immediately reported in writing to all members of the Executive Board.

f. Notice of Investigation. If a complaint is deemed by the President on a preliminary basis to be a potentially actionable complaint, the President shall provide a written notice to the board member, whose conduct has been called into question, advising the board member that an investigation is being initiated. The President shall also provide written notice to the person who submitted the complaint that the complaint is being reviewed by the Executive Board.

g. Review of Complaint. For each complaint that the President believes is potentially actionable, the President shall authorize an investigation into its specific facts or circumstances to whatever extent is necessary in order to clarify, expand or corroborate the information provided in the complaint and in order to assist the Executive Board in determining whether charges should be brought against the board member. The Executive Board may be assisted by NAFME staff,
legal counsel and outside experts, as needed, so long as all persons involved in the investigation agree to maintain the complete confidentiality of the investigation. The Executive Board or its agents may contact the person who submitted the complaint, the board member who is the subject of the charge, or any other persons who may have knowledge of the facts and circumstances surrounding the complaint.

h. Executive Board Determination. The Executive Board shall either dismiss the complaint with prejudice or prepare written charges against the board member. Written charges shall explain the alleged conduct and explain why the conduct constitutes grounds for disciplinary action. The Executive Board shall also produce a written report with the results of its investigation. The person who made the complaint shall be notified of the Executive Board’s determination but shall not be provided with a copy of any written charges or the report. The board member in question shall be notified of the Executive Board’s determination. Copies of written charges and the Executive Board’s report shall be provided to the President, the Executive Board, and the board member against whom the charges were filed.

i. Hearing. If the Executive Board recommends charges be brought, it shall hold a hearing, in person, by telephone or video conference. The President shall present the Executive Board’s report with the assistance of NAfME officials and/or legal counsel. The charged board member may present a defense and may be represented by legal counsel, at his or her own expense. The President shall determine the rules of evidence that shall apply to the hearing and may limit the presentation of oral or written testimony by witnesses. The charged board member may waive the right to a hearing in which case the Executive Board may deliberate based on its report.

j. Determination of Violation. Upon completion of its investigation and the hearing, the Executive Board shall determine by majority vote, upon a preponderance of the evidence, whether or not there has been a violation of the Code of Conduct and whether the board should impose sanctions. If the Executive Board finds there has been a violation, the Executive Board shall recommend an appropriate sanction. The Executive Board’s written recommendation shall be presented to the board.

k. Imposition of Sanctions. The board shall determine, by majority vote, the appropriate sanction to be imposed on any board member found to have violated the ArkMEA Code of Conduct. Sanctions may include a written reprimand, suspension from board membership for a period of time, or permanent expulsion from the board (if the Bylaws give the board the authority to remove a board member).

l. Resignation. If a board member who is the subject of a complaint voluntarily resigns in writing his or her position on the board during the pendency of a complaint, the complaint shall be dismissed without prejudice and without any further action by the Executive Board. In the event of a resignation, the person who made the complaint shall be notified in writing of the fact and date of the resignation and that the Executive Board has dismissed the complaint without prejudice.

m. Reinstatement. The reinstatement of an appointed board member who resigned will be determined by the current president. The reinstatement of an elected board member who resigned shall be determined by the membership.
Each Board Member’s signature hereto is also an indication of his or her agreement to abide by the standards of conduct at ArkMEA Board Meetings stated in the entirety of this document.

For Official ArkMEA Board Observers invited to attend both live and virtual meetings, your signature hereto is also an indication of his or her agreement to abide by the standards of conduct at ArkMEA Board Meetings stated in the entirety of this document.

Signed by:

Name______________________________________________________________

Date______________________________________________________________

Please sign this page and return to the current secretary.