

# HOUSTON CHAPTER

## BMW CCA

### CODE OF CONDUCT

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The Executive Committee and appointed Board members of the Houston Chapter BMW CCA acknowledge and accept the scope and extent of their duties as stipulated in the Bylaws of our organization. We acknowledge that we are entrusted with and responsible for managing the operations and for performing oversight of the assets and business affairs of the Houston Chapter in an honest, fair, diligent and ethical manner. We acknowledge our responsibility to carry out our duties in a courteous, respectful and businesslike manner and the duty to make and enact informed decisions and policies in the best interests of Chapter members and the affiliation with our national organization, the BMW CCA, and then adopt this official Code of Conduct.

#### **THE BOARD OF DIRECTORS WILL:**

1. Act in the best interests of, and fulfill their fiduciary obligation to the Houston Chapter BMW CCA and its members as a whole. Be responsible first and foremost to the welfare of the Chapter; and therefore will not work to advance personal agendas;
2. Act in a manner that brings credibility and general goodwill to the Chapter;
3. Demonstrate fairness and respect for all members; listen to and seek to understand their points of view, particularly if they are different than your own;
4. Promote collaboration, respect, and partnership among all members of the leadership team by maintaining open and inclusive communication, and an effective partnership with all;
5. Be “solution focused,” offering criticism only in a constructive manner, and not engaging in activities that could delay or impede the process of work, because of differences in opinion;
6. Dedicate sufficient time, energy, and attention to ensure the diligent performance of his or her assigned duties and effective participation in meetings and discussions;
7. Exhibit high standards by acting honestly, fairly, ethically and with integrity in all situations;
8. Conduct themselves in a professional, calm, courteous and respectful manner in both verbal and written communications avoiding the use of foul, profane or offensive language. Not initiate or participate in gossip, rumor, or unconstructive discussion that could impugn the character of others;

9. Avoid participation in written or verbal statements that could result in libel or slander, or which could potentially damage the reputation of the Houston Chapter or BMW CCA;
10. Act in good faith, responsibly, with due care, competence and diligence;
11. Act in a manner that consistently enhances and maintains the reputation and efficacy of the Houston Chapter leadership team, maintaining solidarity with fellow leaders in support of any decision that has been made in good faith. We will support each Chapter leadership decision, regardless of personal position on the issue, pledging to “disagree and commit” if need be. In public, we will sustain through word and deed any leadership team decisions, avoiding the appearance of splintered or fractured governance of the Chapter;
12. Disclose potential conflicts-of-interest regarding matters that come before the Executive Committee, avoid even the perception of impropriety. Avoid inappropriate obligations or entanglements; not solicit, provide, or accept favors, gifts, or special benefits in his/her role as a Chapter leader if such actions might obligate or appear to obligate that individual or the Chapter in any way;
13. Respect confidentiality of information relating to the affairs of the Chapter and its members, acquired in the course of their service as leaders, except when authorized or legally required to disclose such information.

Members of the Executive Committee are responsible to advise any appointed Board member(s) if their conduct appears to be in breach of the above Code of Conduct and, if necessary, to assist those members in achieving full compliance. Any Board member who consistently remains in non-compliance after consulting with the Executive Committee will be asked to resign his/her position.

In return for compliance with the above Code of Conduct, Board members should expect:

1. To have productive, inclusive and effective meetings, communications, and decisions;
2. To be treated fairly, honestly, ethically, with integrity and respect;
3. To have their opinions, concerns, and issues heard and given fair consideration;
4. To be kept included in and informed about Chapter business;
5. To be appreciated for their contributions to the Chapter.

Executive Committee members and appointed Board members will confirm annually that they have read and pledge to fully comply with this official Code of Conduct, as part of their acceptance of responsibilities associated with their elected or appointed office with the Chapter.