



CODE OF CONDUCT / ETHICS / CONFLICT OF INTEREST POLICY

Dracut Access Television, Inc. (DATV)

Date Approved: 10/26/2020
Date Reviewed:
Date Revised: New Policy

I. STATEMENT OF COMMITMENT

- A. It is the intent of DATV to strive for the highest ethical conduct from all Board members, Officers, and Staff.
- B. Service to DATV as Board members, Officers, and Staff is a position of trust and confidence bestowed by the membership and the community, in fulfilling the mission and goals of the organization. The highest obligation of all Board members, Officers, and Staff is to fulfill that trust. To that end, all Board members, Officers, and Staff must assume two paramount obligations; to serve the interests of the membership and the community and to perform with integrity.
- C. Board members, Officers, and Staff must observe high standards of business and personal ethics in the conduct of their duties and responsibilities.
- D. All candidates for employment, membership on the DATV Board of Directors, or as an Officer must agree, in writing, to uphold this Code as a condition of employment or nomination for service as a Board member or Officer and/or for continued service as a Board member, Officer, or Staff, if employment or service began prior to adoption of this Code. Such signed written acknowledgment shall be submitted each year. Further, all elected or appointed Board members and Officers, and all Staff, must at all times adhere to this Code during their tenure as Board members, Officers, or Staff.
- E. Breach of this Code shall constitute a bar to election or grounds for removal or termination.

II. GUIDING PRINCIPLES

- A. Board members and Officers have a special responsibility: (1) to advocate and exemplify the guiding principles; (2) to evaluate Board members' and Officers' performance in light of these principles; and (3) to seek others with strong ethical values and principles to work in the organization.
- B. Board members, Officers, and Staff are expected to:
 - 1. Fairly represent the interests of the community and members served by DATV;
 - 2. Serve with respect, concern, courtesy, and responsiveness;

3. Serve as a positive representative of and good will ambassador for DATV;
 4. Act with integrity without spite, bias, or favoritism;
 5. Maintain confidences and not disclose confidential information;
 6. Approach all issues with an open mind, prepared to make the best decision for the whole organization;
 7. Board members and Officers shall exercise authority as a Board member or Officer only in the capacity of meetings of the Board, as authorized by the Articles of Organization and Bylaws, and/or as delegated by the DATV President;
 8. Accept responsibility to serve and work with the community and membership on the missions of DATV and administer Board and Officer duties with competence and fairness;
 9. Contribute positively to a climate of mutual trust and respect by never violating the trust of the Board, Officers, Staff, or those served by DATV;
 10. Immediately disclose any actual, potential, or perceived conflict of interest. Promptly and voluntarily recuse oneself from Board discussion or actions in order to avoid an actual or appearance of a conflict of interest; and
 11. Deal fairly and impartially with all parties in the process of taking remedial actions described in this Code.
- C. DATV's President, Executive Director, and/or a designee appointed by the President, Executive Director, or Board to represent DATV for a specific purpose, are the only authorized spokespersons for DATV. Anyone not serving in these specific capacities shall not represent or attempt to represent themselves as an authorized spokesperson for DATV.

III. CODE OF ETHICS / CONFLICTS OF INTEREST

A. Core Ethics Policy

As articulated in Section I of this Code of Conduct, it is necessary for Board members, Officers, and Staff to hold the respect, trust, and confidence of the community and membership. One way that is accomplished is through the creation and enforcement of ethical guidelines for the conduct of Board members and Officers. It is the policy of the DATV to uphold, promote, and demand from Board members, Officers, and Staff the highest standards of ethics for personal integrity, truthfulness, honesty and fairness in carrying out their duties on behalf of DATV. Board members, Officers, and Staff must avoid any improprieties in their role as Board members, Officers, and Staff, including, but not limited to, theft, dishonesty, or the appearance of impropriety. Board members, Officers, and Staff must never

use their position, knowledge, or authority when representing themselves, or on behalf of, or when delegated by, the Board for personal gain or in breach of the trust of the organization or fellow Board members, Officers, and Staff.

B. Conflicts of Interest Policy

1. The purpose of the policy is to ensure that decisions about DATV's operations and the use or disposition of DATV's assets are made solely in terms of the benefits to DATV and are not influenced by the possibility of private profit or other personal benefit accruing to the persons subject to this policy who take part in the decision. In addition to actual conflicts of interest, all persons subject to the policy are obliged to avoid actions that could be perceived or interpreted as being in conflict with DATV's interests.
2. Conflicts of interest may occur when DATV enters into transactions with either nonprofit organizations or for-profit enterprises. To avoid actual, potential, or even the appearance of conflicts of interest, persons subject to the policy should disclose any connection or relationship with persons, organizations, or enterprises doing business with DATV and refrain from participating in decisions affecting transactions between DATV and the other person, organization, or enterprise. The mere existence of a connection or relationship shall not prevent a transaction from taking place, however, so long as:
 - a. the relationship is disclosed;
 - b. disinterested individuals make the necessary decisions; and
 - c. the terms of the transaction are fair and reasonably comparable to those available in other commercial transactions where the parties are entirely independent of one another.
3. Board members, Officers, and Staff have a duty to be free from the influence of any conflicting interest when they represent DATV or make recommendations with respect to dealings with third parties. They are expected to deal with members, suppliers, and all others doing business with DATV on the sole basis of what is in the best interest of DATV, without favor or preference to third parties based on personal considerations.

In particular:

- a. Board members, Officers, and Staff who deal with parties doing or seeking to do business with DATV - or who make recommendations with respect to such dealings or pass judgment upon them - shall not own any interest in, or have any personal agreement or understanding with, such third parties that might tend to influence the decision of the employees with respect to the business of DATV, unless expressly authorized in

writing by the Board of Directors after the interest, agreement, or understanding has been disclosed.

- b. Board members, Officers, and Staff shall not seek or accept, directly or indirectly, any personal payments, loans or services, excessive entertainment, or travel or gifts of more than nominal value from any individual or business concern doing or seeking to do business with DATV, unless authorized in writing by the Board of Directors after full disclosure, and provided that such benefit facilitates the conduct of DATV business and thereby inures to the benefit of DATV.
 - c. Board members, Officers, and Staff shall not do business with a close relative on behalf of DATV unless expressly authorized by the Board of Directors in writing after the relationship has been disclosed.
 - d. Board members, Officers, and Staff shall not be an employee, agent, or representative of a local government or a commercial entity regulated by local, state, or federal agencies in the provision of video, information, or communications systems services, unless expressly authorized by the Board of Directors in writing after the relationship has been disclosed.
 - e. Board members, Officers, and Staff shall immediately report any change in his/her status as an employee, agent, or representative of a local government or a commercial entity regulated by local, state or federal agencies in the provision of video, information, or communications systems services.
4. The requirement of freedom from conflicting interests extends to situations involving the close relatives of Board members, Officers, and Staff. Close relatives normally include spouse, parents, children, and brothers and sisters. Board members, Officers, and Staff shall take reasonable steps to become informed of conflicting interests involving close relatives. For such known actual or potential conflicts of interests involving close relatives, Board members, Officers, and Staff shall, prior to DATV doing business with organizations with which the close relatives are affiliated either as employees or as holders of beneficial interests in excess of five percent of the total beneficial interests, disclose in writing all pertinent information.
 5. With regard to any Board deliberation, any Officer or Director who may have a conflict of interest, either real, potential, or perceived, must disclose such conflict to the Board at the onset of such deliberation. Any Board member may raise a question of conflict of interest prior to or during consideration of an issue. The Board shall determine the outcome of such question, and may restrict debate, voting, or both by a majority of the remaining directors present. If a

person is so recused from consideration or voting on any issue, their presence shall not be counted except as part of the quorum requirements.

6. In furtherance of this Conflict of Interest Policy all Board members, Officers, and Staff shall submit a signed Conflict of Interest Disclosure Form each year.

IV. PROCEDURES FOR REVIEW AND ENFORCEMENT OF CODE OF CONDUCT / ETHICS / CONFLICT OF INTEREST POLICY.

- A. The DATV Board members, Officers, and Staff must be vigorous in insisting upon adherence to its declared principles. It follows, therefore, that unambiguous failure to observe these responsibilities and principles must be dealt with firmly. Appropriate remedies or sanctions may vary according to circumstances and may range from a verbal or written admonition to suspension or removal from the Board or Office or termination of employment.
- B. Board members, Officers, and Staff with specific ethical dilemmas or questions concerning these principles should have access to established sources of sensible, sympathetic, and reliable advice. To that end, the DATV President shall be the primary and initial point of contact. At the President's discretion, the President may appoint, when necessary, a person or committee to advise the President and/or Board on matters requiring further consideration and/or action.
- C. As stated above, there should be a process for review of ethical dilemmas and questions that can be informally addressed for less than crucial, but still troubling, questions. However, for matters of greater moment, additional procedures should be employed. Therefore, the following procedures are established to assist in examining, evaluating, and making final recommendations for Board and/or membership action concerning Board members, Officers, or Staff conduct:
 1. The President shall receive all complaints regarding any violation of the Code and determine the severity of the complaint.
 2. Should the President determine that the complaint involves conduct minor in nature, he or she may resolve the complaint with a letter or notice advising the affected parties of the complaint and actions to be taken to correct the conduct.
 3. Should the President determine the matter to be of greater severity, he or she may cause a fact-finding inquiry to be conducted by disinterested Board members, the Executive Director, and/or other(s) as deemed appropriate by the President. Such inquiry shall result in a written report and recommendation based on such fact-finding to the President.
 4. The President shall forward the written report and accompanying recommendations to the Board for its consideration at its next regularly-

scheduled or special meeting. Adoption of any or all of the recommendations shall require a 2/3 vote of the non-affected Board members.

5. Within seven (7) days following such action by the Board, a Board member, Officer, or Staff so disciplined may submit a written appeal to the President. Such Board member shall have the right to be heard by the Board at its next meeting, at which time the Board may uphold, modify, or overturn its earlier decision. Any modification or rescission shall require a 2/3 vote of the non-affected Board members. Such determination shall be final.
6. Any actions taken pursuant to these procedures which affect the term or tenure of an Officer or Board member must be communicated to the membership as soon as is reasonably practicable.
7. If any actions taken pursuant to these procedures result in a vacancy among the Officers or the Board members, a replacement may be named or elected consistent with the DATV Bylaws.

- D. In the event that a matter arises which affects the President, the Treasurer shall assume the role of the President in the procedures described above (IV) (C). In the event that the President and the Treasurer are affected, the remaining members of the Board shall designate a disinterested member of the Board to investigate and prepare a written report and recommendation for the Board. At the time the matter is taken up by the Board, the Board shall designate a presiding officer *pro tem* to preside over that item of business.

As a member of the DATV Board of Directors and/or Officer, I agree to uphold my duties to the members of DATV and to the Board. I agree to hold myself to these high standards and to expect the same from my fellow Board members. I agree to be bound by this Code of Conduct / Ethics / Conflict of Interest Policy throughout the duration of my service to the DATV.

Signature _____ Date _____

Name (please print) _____

Title/Position _____

APPROVAL AND INTERPRETATION OF THIS POLICY WILL BE MADE BY:

Board of Directors

Date