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**TAINTER/MENOMIN LAKE IMPROVEMENT ASSOCIATION, INC.**  
**CODE OF ETHICS**

**CONFLICT OF INTEREST STATEMENT:** Every member of the TMLIA Board of Directors and any of its Committees has a duty of loyalty to the interests, purposes and goals of the TMLIA in his or her participation with the TMLIA. As more specifically prescribed in this Code of Ethics, each member shall disclose to TMLIA any personal and/or financial interest, which he or she may have in any matter pending before TMLIA and, at a minimum, refrain from participation in any decision on such matter. The term ‘member’, wherever used in this document, shall mean the TMLIA Board of Directors and members of any TMLIA committees.

**TMLIA CODE OF ETHICS POLICIES**

**1. VOTING**

A member shall not vote on matters where the member, his or her family, or personal or professional colleagues of the Board of Directors are interested.

**2. HOLDING MEMBERSHIP IN OTHER NON-PROFITS**

A member shall disclose potential conflicts due to memberships with other non-profit organizations dedicated to similar goals, as soon as the member discovers a potential conflict.

**3. PRIVACY AND CONFIDENTIALITY**

Members shall not use specific information gained from membership to further other organizations’ goals, without the Board of Director’s knowledge. Furthermore, members must recognize that some information gathered by the organization is confidential and shall not be shared with others. This is especially germane with regard to funding opportunities, organizational, personnel and financial information relative to TMLIA.

**4. AVOIDING INDIVIDUAL ACTION**

All actions in representation of TMLIA taken by members shall be via the Board of Directors or their sub-committees and in conformance with the guidelines or applicable procedures and resolutions of the TMLIA. Members should work for the organization as a whole and should not attempt to act in an individual capacity.

**5. COMMITTEE PROTOCOL**

All committee meetings shall be announced not less than one week in advance. All committee members must be notified along with the entire Board of Directors. Minutes of all meetings shall be prepared and distributed to the Board of Directors within one week of the meeting.

**6. COMPENSATION FOR PROFESSIONAL SERVICES**

As a general rule, the members shall not retain members or their firms for services for which they are compensated. However, there may be occasions when the special expertise of the members may be advantageous to the Board of Directors. In those circumstances the Board of Directors may approve the action and a full and complete accounting of the transaction shall be maintained in the files of TMLIA documenting the rationale for the costs associated with the transaction.

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## **7. GIFTS**

Members shall not accept gifts or gratuities from individuals or organizations doing business or seeking to do business with TMLIA.

## **8. COMPENSATION FOR PERSONAL SERVICES**

At times it will be advantageous for the TMLIA to pay members for personal expenses associated with the organization's mission. Approval for such expenditures shall come from the Board of Directors. The expenditure shall document that it is financially and substantively advantageous to the organization to provide reimbursement.

### **PROCEDURES FOR ADDRESSING REAL OR PERCEIVED CONFLICT OF INTEREST ISSUES**

1. A member shall disclose to the Board of Directors the existence of any real or apparent conflict of interest.
2. A member shall absent him or herself from board, sub-committee, task group, or resource group discussions where such member has a conflict of interest unless the entity requests information from such member.
3. No member shall vote on any issue where he or she has a real or perceived conflict of interest.
4. When the member reasonably believes that he or she has a conflict of interest or is uncertain regarding a potential conflict of interest, such member shall discuss the conflict with the Board of Directors President. The Board of Directors President shall seek the advice from the Board of Directors and provide that advice in writing to the member.
5. Any member may communicate with the Board of Directors President when that member reasonably believes that there is an apparent conflict of interest on the part of any member that has not been reported to the Board of Directors or acknowledged in any way. The Board of Directors President shall then discuss the matter with the affected member. In the event the affected member refuses to acknowledge or resolve the conflict of interest, such member may be removed from the discussion, removed from the Board of Directors or committee, or asked to resign as a member of the Board of Directors or committee. However, no member will be removed or asked to resign from the Board of Directors or committee unless the full Board of Directors has approved such action and the affected member has had the opportunity to address the full Board of Directors regarding the matter. If the apparent conflict directly involves the Board of Directors President, the member may communicate with any other Board member and that Board member shall bring the matter before the entire Board at the next scheduled Board of Directors meeting.

Adopted by the Board of Directors: January 12, 2010