

Genesee County Fish and Game Protective Association, Inc. Executive Board of Directors Code of Ethics and Confidentiality Policy

Code of Ethics and Confidentiality:

In order to ensure compliance with applicable laws and to protect Genesee County Fish & Game Protective Association Inc., (GCF&GPA), its' members, officers, directors, staff, and committee members from potential legal problems regarding conflicts of interest, confidentiality and violation of fiduciary obligations, the Executive Board endorses and adopts the following statement of policy:

I. Duty of Care

Executive Board members are expected to actively participate in organizational planning and decision-making and to make sound and informed judgments.

II. Duty of Loyalty

Among the fiduciary obligations of an officer, director, staff member, or committee member of a Corporation is a duty of loyalty to the corporation. This includes supporting, and not opposing directly, or indirectly, or taking any other stance against, the policies and positions duly adopted by the GCF&GPA Executive Board of Directors.

As representatives of GCF&GPA, officers, directors, staff, and committee members are obligated to maintain this duty of loyalty in all manner of activities during their terms of office. This duty of loyalty is not intended to, nor should it; discourage debate within the Executive Board or committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process.

III. Duty of Obedience

Executive Board members must ensure that the organization complies with all applicable federal, state and local laws and regulations, and that it remains committed to its established mission.

IV. Confidentiality of Executive Board Discussions and Executive Board Documents

In order to encourage and foster open and candid discussion at its meetings, the Executive Board of Directors of GCF&GPA believes confidentiality must be maintained. It is the policy of the Executive Board of Directors that each director and staff member shall keep confidential any and all information relating to discussions at its meetings, including any and all materials, e.g. correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Executive Board. Disclosing any information concerning the discussion of the Executive Board action items during the Executive Board meeting is prohibited. Executive Board members acknowledge that any violation of this policy could cause harm and frustrate Executive Board deliberations. Therefore, any Executive Board member who violates this policy shall be subject to termination of his/her Executive Board position.

V. Conflicts of Interest

Another fiduciary obligation of a corporation officer, director, staff, and committee member is to avoid "conflicts of interest". A "conflict of interest" is generally defined as a transaction in which, because the individual is, either directly or indirectly, a party to the transaction or possible beneficiary of the transaction, there is or may be a conflict between the individual's fiduciary obligations to the corporation and the individual's personal or business interests. To avoid potential conflict of interest problems, GCF&GPA implements the following procedures:

1. In any transaction involving GCF&GPA and a GCF&GPA officer, director, staff, or committee member, and any corporation, partnership or other entity in which an individual is an officer, director, staff, or committee member has or expects or intends to have a financial or other beneficial interest, such individual, prior to any discussion or decision concerning the transaction, shall fully disclose to the Executive Board or the appropriate committee considering the transaction, the material facts of the transaction and the individual's interest or relationship.
2. Upon such disclosure, the individual shall take no further part in the meeting during which time the proposal is considered and voted upon.
3. After receiving such disclosure, prior to approving the transaction, the Executive Board or committee must conclude that the transaction is "fair to GCF&GPA and must approve the transaction without the participation or the vote of the interested individual.
4. The interested individual's presence at the meeting may be counted in determining whether a quorum of the Executive Board or committee is present, but that individual shall not vote on the transaction.

VI. Fiduciary Obligations as to Genesee County Fish & Game Protective Association Inc. Opportunities

Another fiduciary obligation prohibits an officer or director of a corporation from seizing a "corporate opportunity" for his or her company's benefit or his or her personal benefit.

This means that such an individual may not take advantage of a business opportunity in which the officer or director knows GCF&GPA has a genuine interest and where such an Association opportunity would be consistent with GCF&GPA purposes, mission and goals as a corporation.

Further, if the officer or director becomes aware of such an opportunity, he or she is obliged to so inform the Executive Board of Directors of the GCF&GPA and allow the Executive Board of Directors of GCF&GPA to act first.

VII. Participation in Deliberations and Actions

In any case in which there is a question of loyalty, conflict of interest, or corporate opportunity raised, the officer or director shall not participate in the meeting for the entire time the matter is discussed and voted upon.

I have read and understand the above expectations for the position of Director for the Executive Board of the Genesee County Fish & Game Protective Association, Inc. and agree to abide by this Code of Ethics and Duty of Confidentiality.