



CODE OF ETHICS FOR PDI-POA BOARD OF DIRECTORS

I. Purpose

It is the policy of Protocol and Diplomacy International - Protocol Officers Association (“PDI-POA”) that members of PDI-POA’s Board of Directors (“Board”) adhere to the following Code of Ethics (“Code”). The Code represents PDI-POA’s standards, designed reasonably to deter wrongdoing and promote ethical conduct, and shall not preempt any obligations that are imposed on members of the Board (“Board Directors”) under applicable federal, state rules, regulations or under other policies and/or standards of PDI-POA. At the same time, the Code is not designed to supplant courts of law in the resolution of disputes within the protocol and diplomacy profession.

PDI-POA is a not-for-profit, tax-exempt trade association formed to promote, develop, educate, and otherwise further the protocol and diplomacy profession. PDI-POA’s principal membership class consists of individuals, and other entities engaged in the art of diplomacy and protocol. Its business is managed under the direction of the Board. Code violations may result in sanctions imposed under the Procedures for Review of Board Director Conduct.

Board Directors affirm their endorsement of the Code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the Board.

II. Code of Ethics

Board Directors, including ex officio Board Directors, shall at all times abide by and conform to the following code of conduct in their capacity as Board Directors:

1. Each Board Director will abide in all respects by the Code and all other rules and regulations of PDI- POA (including but not limited to the PDI-POA’s articles of incorporation and bylaws) and will ensure that their membership in PDI-POA remains in good standing at all times. Furthermore, each Board Director will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of PDI-POA when requested to do so by those institutions and their persons set in authority as are required to uphold the law.

2. Board Directors will conduct the business affairs of PDI-POA in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Board Directors will maintain a high ethical and moral character, both professionally and personally, so that their behavior will reflect positively upon PDI-POA.
4. Except as the Board may otherwise require or as otherwise required by law, no Board Director shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of PDI-POA and each Board Director will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board.
5. Board Directors will exercise proper authority and good judgment in their dealings with PDI-POA staff, suppliers, and the general public and will respond to the needs of PDI-POA's members in a responsible, respectful, and professional manner.
6. No Board Director will misuse PDI-POA property or resources and will at all times keep the PDI- POA's property secure and not allow any person not authorized by the Board to have or use such property.
7. Each Board Director will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction of and oversight.
8. Upon termination of service, a retiring Board Director will promptly return to PDI-POA all documents, electronic and hard files, reference materials, and other property entrusted to the Board Director for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring Board Director from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Board.
9. The Board dedicates itself to leading by example in serving the needs of PDI-POA and its members and also in representing the interests and ideals of the protocol and diplomacy profession at large.

III. Conflicts of Interest

For the purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the PDI- POA organization.

No director or officer of the organization shall be disqualified from holding any office in the organization because of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No

transaction of the organization shall be voidable because of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

- The interest of such officer or director is fully disclosed to the board of directors.
- Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
- Payments to the interested officer or director are reasonable and do not exceed fair market value.
- No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

1. No Board Director shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with PDI-POA to terminate, curtail, or not enter into its relationship to or with PDI-POA, or to in any way reduce the monetary or other benefits to PDI-POA of such relationship.
2. The Board must act at all times in the best interests of PDI-POA and not bring harm to PDI-POA for personal benefit. When encountering potential conflicts of interest, Board Directors will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, Board Directors shall follow these guidelines:
 - a) Avoid placing (and avoid the appearance of placing) his or her own self-interest or any third- party interest above that of PDI-POA; while the receipt of incidental personal or third-party benefit may necessarily flow from certain PDI-POA activities, such benefit must be merely incidental to the primary benefit to PDI-POA and its purposes;
 - b) Do not abuse board membership by improperly using board membership or PDI-POA's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; Board Directors shall not represent to third parties that their authority as a Board Director extends any further than that which it actually extends;
 - c) Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect PDI-POA;
 - d) Do not engage in or facilitate any discriminatory or harassing behavior directed toward PDI- POA staff, members, officers,

directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to PDI-POA;

- e) Do 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 donor with respect to matters pertaining to PDI-POA without fully disclosing such items to the Board; and
- f) Provide goods or services to PDI-POA as an employee or paid vendor to PDI-POA only after full disclosure to, and advance approval by, the Board in accordance with any conflict of interest procedures adopted by the Board.

By accepting your appointment to PDI-POA's Board of Directors, you acknowledge that you have read, understand and agree to the foregoing Code of Ethics and Conflicts of Interest Policies.

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