**SHEBOYGAN COUNTY HISTORICAL SOCIETY BOARD OF DIRECTORS**

**CODE OF ETHICS**

This Board of Directors code of ethics was adopted by the Sheboygan County Historical Society (SCHS) on \_\_\_\_\_ , 2014.

**Preamble**

The Sheboygan County Historical Society has been chartered as a nonprofit corporation under the laws of the State of Wisconsin. In accordance with Internal Revenue Code of 1986 Section 501(c)(3), the purposes of this corporation are limited to educational and public, not-for-profit activities. The Society’s purposes are the discovery, collection and preservation of information, records and objects relating to the history of the County of Sheboygan in the State of Wisconsin, and the dissemination of knowledge concerning the same.

The principles and requirements that comprise the code and procedures are based on and are designed to ensure full compliance by SCHS and its officers, directors, and employees with the financial oversight duties imposed on such individuals by state corporate law, the federal tax code's prohibition on private benefit, and other legal precepts and prohibitions. Members of the Board affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the Board.

**Board of Directors Code of Ethics**

Members of the Board (including ex officio members) shall at all times abide by and conform to the following code of conduct in their capacity as board members:

1. Members of the Board of Directors will conduct the business affairs of SCHS in good faith and with honesty, integrity, due diligence, and reasonable competence. Furthermore, each member of the Board of Directors 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 the SCHS when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
2. Except as the Board of Directors may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of SCHS and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors.
3. Members of the Board of Directors will exercise proper authority and good judgment in their dealings with staff, suppliers, and the general public and will respond to the needs of the SCHS’s members in a responsible, respectful, and professional manner.
4. No member of the Board of Directors will use any information provided by the SCHS or acquired as a consequence of the Board member's service to the SCHS in any manner other than in furtherance of his/her board duties. Further, no member of the Board of Directors will misuse SCHS property or resources and will at all times keep the SCHS’s property secure and not allow any person not authorized by the Board of Directors to have or use such property.
5. Each member of the Board of Directors will use his/her best efforts to regularly participate in professional development activities and will perform assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
6. Upon the end of their term of office, a retiring Board member will promptly return to the SCHS all documents, electronic and hard files, reference materials, and other property entrusted to the Board member for the purpose of fulfilling his/her job responsibilities. Such return will not abrogate the retiring Board member from his/her continuing obligations of confidentiality with respect to information acquired as a consequence of his/her tenure on the Board of Directors.
7. The Board of Directors dedicates itself to leading by example in serving the needs of the SCHS and its members and also in representing SCHS interests and ideals in the community at large.
8. No member of the Board of Directors 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 SCHS to terminate, curtail, or not enter into its relationship to or with SCHS, or to in any way reduce the monetary or other benefits to SCHS of such relationship.
9. The Board of Directors must act at all times in the best interests of SCHS and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, Board members shall follow these guidelines:
   * Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of SCHS; while the receipt of incidental personal or third-party benefit may necessarily flow from certain SCHS activities, such benefit must be merely incidental to the primary benefit to SCHS and its purposes;
   * Do not abuse Board membership by improperly using membership or SCHS staff, services, equipment, resources, or property for personal or third-party gain or pleasure; Board members shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
   * Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect SCHS;
   * Do not engage in or facilitate any discriminatory or harassing behavior directed toward SCHS staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to SCHS;
   * 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 SCHS without fully disclosing such items to the Board of Directors; and
   * Provide goods or services to SCHS as a paid vendor to the SCHS only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.