
**Minnesota Music Educators Association Board of Directors
Code of Conduct and Conflict of Interest Policy**

Approved January 11, 2008

Directors' Code of Conduct

The Board expects ethical and professional conduct from itself and its members. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as a representative of the Minnesota Music Educators Association (MMEA).

1. Directors have an absolute duty of complete, undivided loyalty to MMEA.
 - This duty supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs
 - This duty supersedes the personal interest of any director acting as an individual consumer of MMEA's services.
2. Directors must faithfully abide by the Articles of Incorporation, By-laws and policies of MMEA, and exercise reasonable care, good faith and due diligence in organizational affairs.
3. Directors must avoid engaging in transactions with MMEA from which the director will benefit.
 - There must be no self-dealing or any conduct of private business or personal services between any director and MMEA except as procedurally controlled to assure openness, competitive opportunity and equal access to otherwise "inside" information.
 - Directors must not use their positions to obtain, for themselves or for other family members, employment within MMEA.
 - Should a director be considered for employment, s/he must withdraw from the Board of Directors prior to the consideration of his/her candidacy by the hiring authority.
4. Directors may not attempt to exercise individual authority within MMEA except as explicitly authorized by the Board or as set forth in Board policies.
 - Directors' interaction with the executive director or with staff must recognize the lack of authority in any individual director.
 - Directors' interaction with the public, press or other entities must recognize the same limitation and the inability of any director or directors to speak for the Board unless specifically authorized to do so.
5. Directors agree to respect confidentiality related to information obtained as a director (e.g. student health information or personnel decisions).
6. Directors will deal with outside entities or individuals, with clients and staff and with each other in a manner reflecting fair play, ethics and straightforward communication

Conflict of Interest Policy

The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization, or (c) an organization in or of which a director of MMEA is a director, officer, or legal representative, or in some other way has a material financial interest unless:

1. That interest is disclosed or known to the Board of Directors,
2. The Board approves, authorizes or ratifies the action in good faith,

3. The approval is by a 2/3 majority of directors (not counting the interested director),
4. At a meeting where a quorum is present (not counting the interested director).

The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Examples of actual or apparent conflicts of interest to be avoided include:

- Applying to perform at a Midwinter Clinic that takes place during your term on the MMEA Board of Directors.
- Presenting a session at the Midwinter Clinic (during your term on the MMEA Board) representing an organization that sells services or products to music educators and with which you have a financial stake or are being paid for your services as a clinician (i.e. Showcase Sessions).
- Using your board position to influence membership consumer activities (i.e. “as MMEA president, I endorse ABC Company reeds as the product of choice”).

MMEA generally avoids payment of clinician honoraria to current members of the Board or Council of Chairs. If program requirements, including skills or experience of the clinician, availability of the clinician, and geographic limits or preferences could lead to selecting a current member of the Board or Council as a clinician, the Executive Committee must approve the honoraria payment and clinician selection.

Board Members Annual Statement Concerning Possible Conflict of Interest

The undersigned person acknowledges receipt of a copy of the MMEA “Resolution Concerning Conflict of Interest” dated ___/___/____. By my signature affixed below I acknowledge my agreement with the spirit and intent of this resolution and I agree to report to the President of the Board of Directors any possible conflicts (other than those stated below) that may develop before completion of the next annual statement.

_____ I am not aware of any conflict of interest

_____ I have a conflict of interest in the following area(s)

Signed _____

Print Name _____

Date _____

Materials are adapted from Carver Governance, Management Assistance for Nonprofits, Minnesota Charities Review and the National Council of Nonprofit Associations.