

# Code of Conduct

for the  
Policy and Technical Committee Members  
Of the Association of Metropolitan Planning Organizations

As a 501(c) 4 not-for-profit corporation incorporated in the District of Columbia, the Policy and Technical Committee Members of the Association of Metropolitan Planning Organizations (AMPO) is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties of care, obedience and loyalty in pursuit of its charitable mission. As such, Committee members are expected to adhere to the following Code of Conduct.

## *Bylaws & Policies*

- Members are expected to be aware of, and fully abide by, the bylaws, rules and regulations of AMPO and the adopted policies of the corporation.
- Committee members are expected to respect and support the duly made decisions of the Board in accordance with their fiduciary duties of obedience and loyalty.
- Committee members are expected to work diligently to ensure that the Committees execute their role as a policy and technical resource for the Board of Directors and general membership.

## *Informed Participation*

- Committee members are expected to make every effort to attend all meetings of their respective Committees and the Interest Groups of which they are members.
- Committee members are expected to keep well informed of all matters that come before their committee and/or Interest Groups on which they serve.
- Committee members are expected to constructively and appropriately participate in the decisions of the corporation by bringing to the attention of the Board, officers, and/or Executive Director any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and AMPO's constituencies and by opposing Board or Committee actions with which they disagree and to challenge, within the structure and bylaws of the corporation, those decisions that violate the legal, fiduciary or contractual obligations of the corporation.

## *Conflict of Interest, Representation & Confidentiality*

- Committee members are expected to represent the best interests of the corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith on behalf of the best interests of the corporation.
- Committee members will not seek nor accept, directly or indirectly, any financial advantage or gain that may be offered because of or as a result of the Committee member's affiliation with AMPO.
- Committee members will not use or otherwise relate one's affiliation with the Committee or corporation to independently promote or endorse political candidates or parties for the purpose

of election. This does not preclude a committee member from noting his/her committee appointment in a resume, biographical summary, or campaign literature.

- Committee members will maintain full confidentiality of information obtained as a result of committee service in accordance with relevant law, committee policy or direction. The intent of this guidance is to ensure that information of a confidential nature (e.g., personnel and financial matters) is appropriately safeguarded, while at the same time complying with any “Freedom of Information” statutes applicable to Board members. Members of the Association will have full access to all information except that discussed and/or acted upon in formally declared Executive Sessions of the Board.

#### ***Committee Relations and Personal Behavior***

- Committee members are expected to respect the work and recommendations of committees, AMPO members, staff and other Board members and to promote collaboration and partnership among all members of the Committee.
- Committee members are expected to maintain open communication and an effective partnership with the Committee’s leadership and staff.
- During deliberations, Committee members are expected to speak clearly, state their points succinctly and to be “solution focused”, offering criticism in a constructive manner.
- Prior to deliberation, Committee members are expected to keep an open mind and take the views of others into full account prior to casting their vote.
- Committee members are expected to exhibit the highest standards of personal, legal and ethical behavior during their service on the Committee.

#### ***Staff Relations***

- Committee members will recognize that the Executive Director is the chief executive officer of the corporation with the sole responsibility for the day-to-day management of the organization, including the assignment of personnel to carry out the work of the corporation.
- Committee members are expected to conduct themselves in a manner that does not interfere with the duties or authority of employees of the Association.
- In their actions toward employees of the Association, Committee members are expected to act in a manner that contributes to a positive and professional work environment. In dealing with employees of the Association, or in public when representing the Association, Committee members must never:
  1. use offensive language;
  2. suggest or engage in inappropriate behavior;
  3. behave in an abusive or discriminatory manner

#### **Certification**

I certify that I have received the Code of Conduct.

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Committee Member Signature

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Date