

Amend by substitution

H. CODE OF ETHICAL CONDUCT

The NEA-Alaska Board of Directors (the “Board”) adopts the following Code of Ethical Conduct (the “Code”) for all members serving on the Board (“Director” or “Directors”). This Code is intended to focus the Board and Directors on areas of fiduciary responsibilities and ethical risk, provide guidance to Directors in recognizing and resolving potential ethical issues, provide mechanisms to report unethical and/or concerning conduct, and help foster a culture of trust, honesty, and accountability. All Directors are subject to and must comply with this Code.

Policies cannot anticipate every situation that may arise. Directors are encouraged to bring questions about particular circumstances that may implicate one or more provisions of this Code to the attention of the President, Executive Director, or General Counsel for consultation and advice.

Directors are required to comply with this Code at all times. Each Director shall review and acknowledge this Code by the September board meeting and/or within fifteen (15) days of being seated as a Director.

1) Board of Directors Rights

All Directors on the NEA-Alaska Board of Directors shall have the following rights:

- a) Right to information necessary to carry out fiduciary duties.
- b) Right to contact officers to discuss NEA-Alaska affairs.
- c) Right to ask for additional information
- d) Right to ask questions and express views during Board deliberations
- e) Right to have objections noted
- f) Right to due process if confronted with an alleged violation of the Code

2) Fiduciary Responsibilities

The Board represents the interest of all NEA-Alaska members. The responsibilities of every individual Director, and the full Board, in performing this oversight function include the following fiduciary responsibilities:

a. Duty of Care: A Director’s duty of care refers to the responsibility to exercise appropriate diligence in overseeing the management of NEA-Alaska, making decisions and taking action in a manner to ensure prudent use of all assets, such as people, facilities, and goodwill. The duty of care requires:

- 1. Exercising reasonable care in work as a Director (i.e., the care that a reasonably prudent person would take).
- 2. Being actively engaged in and attending meetings.
- 3. Discharging duties and acting honestly and in good faith at all times.

4. Staying informed about matters before the Board.
5. Coming to meetings prepared by reviewing meeting materials, being aware of key issues on the agenda, and paying attention to fundamental governance decisions within the authority of the Board.
6. Exercising independent judgment in considering and making decisions on matters brought before the Board.
7. Advancing the mission of NEA-Alaska through action of the Board.
8. Compliance with all NEA-Alaska governing documents and policies which establish the rules under which NEA-Alaska operates.
9. Compliance with all applicable local, state, and federal laws.

b. Duty of Loyalty: A Director's duty of loyalty refers to the responsibility to ensure that all NEA-Alaska's activities and transactions are advancing its mission. The duty of loyalty requires a Director to:

1. Act in the best interest of NEA-Alaska.
2. Act only to advance the interest of NEA-Alaska, and not to advance the Director's personal interest or the interest of a local association or specific subset of NEA-Alaska members.
3. Avoid conflicts of interest between the Director and NEA-Alaska or taking any action that creates the appearance of impropriety.
4. Disclose any actual or potential conflict of interest.
5. Maintain the confidentiality of sensitive deliberations and discussions.
6. Respect executive session confidentiality.
7. Provide NEA-Alaska members with information that is complete and accurate.
8. Disclose and offer first to NEA-Alaska any opportunity learned through Board service before seeking personal or external benefit.
9. Supporting the final determination of the Board even when you, as an individual Director, did not vote in favor of that determination.

3. Active Board Participation:

Directors are expected to exercise the duties and responsibilities of their positions with integrity, professionalism, collegiality, and care. This includes:

- a. Making attendance at all Board meetings a high priority

- b. Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand
- c. Cooperating with and respecting the opinions of fellow Directors, leaving personal prejudices out of all Board discussions, and supporting actions of the Board even when the Director personally did not support the action taken
- d. Putting the interests of NEA-Alaska above the Director's personal interests
- e. Representing NEA-Alaska in a positive and supportive manner at all times and in all places
- f. Showing respect and courteous conduct in all Board and Board committee meetings
- g. Maintaining executive boundaries by refraining from intruding on administrative issues that are the responsibility of management, except to monitor the implementation of Board directives and ensure that procedures are consistent with Board policy
- h. Directing Board requests for information or assistance to the Executive Director or their identified designee.

4. Unacceptable Conduct

To ensure productive NEA-Alaska meetings and events and to foster an environment where all members are able to express their opinions and perspectives, Directors must treat each with the utmost respect and professionalism. Directors are prohibited from engaging in any behavior that physically threatens or harms another Director, Association member, or Association employee, or subjects another Director, Association member, or Association employee to public ridicule based on that Director, Association member, or Association employee's exercising their rights to vote or to express an opinion or perspective on a matter of Association business. The following conduct is a non-exhaustive list of conduct that is deemed to be unacceptable at all NEA-Alaska events and meetings:

- a. Discriminatory or harassing speech or actions, including cyber-bullying or cyber-harassment (e.g., using threatening messages or hate speech on social media, public forums, or in deliberative bodies, about event participants, other NEA-Alaska members, or NEA-Alaska positions).
- b. Harmful or offensive verbal or written comments or visual images about Directors or members based on race, color, ethnicity, religion, sex, age, national origin, sexual orientation, disability, gender identity or expression, or any other characteristic protected by law
- c. Stalking
- d. Sexual harassment, including but not limited to uninvited sexual attention, physical contact (for example, uninvited touching or groping), or communications.
- e. Actual or threatened physical assault

- f. Unauthorized use of NEA-Alaska resources for personal gain

5. Complaint and Investigation Procedure

NEA-Alaska will investigate all complaints alleging violations of the Code. NEA-Alaska has discretion to determine appropriate action following investigations of a complaint, including issuance of a warning or censure, suspension, or removal from the Board. Investigations and determinations will comply with due process requirements by providing the subject of an investigation with a copy of the complaint, an opportunity to respond to the allegations contained in that complaint and speak with the Investigation Committee or its designee, and an opportunity to appeal determinations made following the completion of an investigation.

A. Complaint. A complaint alleging a Director's violation of the Code may be filed by any NEA-Alaska member with the NEA-Alaska President or Executive Director. The issuer of the complaint shall identify themselves in the notice, but the President or Executive Director shall, if requested to do so by the issuer of the complaint, treat the complaint as anonymous and shall not, except in response to a legal mandate, reveal the name of the issuer. A complaint must be in writing, set forth the violation or violations of the Code with specificity, be signed and dated by the person making the complaint. No more than 5 days after receipt of a complaint, the President and/or Executive Director will provide a copy of the complaint to the NEA-Alaska Executive Committee and to the Director who is the subject of the complaint.

B. Investigation. No more than 5 days after its receipt of a complaint, the Executive Committee shall convene and select three members to serve as an Investigation Committee. The Investigation Committee shall investigate the complaint to determine whether it is more likely than not that a violation of the Code occurred. The Investigation Committee has discretion to delegate part or all of an investigation to legal counsel. The subject of the complaint may submit a written response to the complaint to the Investigation Committee, and may also request an opportunity to speak with the Investigation Committee as part of its investigation. Following the conclusion of its investigation, the Investigation Committee shall set forth its findings and conclusions in a written report and submit that written report to the Executive Committee and the subject of the complaint.

C. Determination. The Executive Committee shall review the report of the Investigation Committee and the written response of the subject of the complaint (if submitted). The Executive Committee may ask the Investigation Committee and the subject of the complaint to attend a hearing and respond to questions from the Executive Committee. Based upon the findings contained in the Investigation Committee's report, the complainant's written response, and a hearing, if any, the Executive Committee will determine whether or not a violation of the Code occurred. If the Executive Committee determines that a violation of the Code occurred, the Executive Committee shall set forth its determination in writing, and provide a copy

of its determination to the complainant. The determination will include appropriate action to remedy the violation, and shall specify a period of time during which the complainant must comply with that action to remedy their violation.

D. **Appeal.** The complainant may appeal the final decision of the Executive Committee to the full Board of Directors. Upon receipt of an appeal, the full Board of Directors will convene within 10 days for an appeals hearing to review the decision of the Investigation Committee, review evidence, and hear testimony from the complainant upon request of either party. The decision of the full Board of Directors shall be final.

E. **Hearing and Findings.** Following the conclusion of an investigation and appeal, if any, if the charged Director fails to comply with the Executive Committee's recommendations within the time provided, the Executive Committee shall recommend removal of the Director from the NEA-Alaska Board by three-quarters vote of the NEA-Alaska Board of Directors.