NASDCTEc Board of Directors' Meeting
APPROVED CODE OF ETHICS
April 7, 2009

Preamble

The **National Association of State Directors of Career Technical Education Consortium (NASDCTEc)** is a not-for-profit, tax-exempt nonprofit association formed to promote, develop, educate, and otherwise further the cause of career technical education in the United States. The business of the association is managed under the direction of the NASDCTEc board of directors. The board's code of ethics serves as a code of conduct for association volunteers in their capacity as board members. It is intended to supplement but not replace any applicable state codes of ethics applicable to members of the board.

The principles and requirements that comprise the code and procedures are based on and are designed to ensure full compliance by NASDCTEc and its officers, directors, and employees with the fiduciary duties imposed on such individuals by state corporate law, the federal tax code's prohibition on private inurement and private benefit, and other requirements of federal tax exemption, common law due process requirements, federal and state antitrust and unfair competition law, state tort law, and other legal precepts and prohibitions.

The checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code as well as the protection of board members, through the use of reasonable due process procedures, against patently false, accusations that could result in significant industry or personal harm if not properly handled.

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 of the board) shall at all times abide by and conform to the following code of conduct in their capacity as board members:

1. Each member of the board of directors will abide in all respects by the NASDCTEc *Code of Ethics* and all other rules and regulations of the association (including but not limited to the association's articles of incorporation and bylaws) and will ensure that their membership in the association remains in good standing at all times. Furthermore, each member of the board of directors will obey all applicable federal, state and local laws and regulations related to the execution of their duties.

2. Members of the board of directors will conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and competence.

3. 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 the association and each member of the board will uphold the strict confidentiality of all meetings and other deliberations and communications of the board of directors. Clarification of what constitutes a confidential matter will be determined in the board materials prior to a board meeting or by the board chair during the course of a meeting if warranted.

4. Members of the board of directors will exercise proper authority and good judgment in their dealings with association staff, suppliers, and the general public and will respond to the needs of the association's members in a responsible, respectful, and professional manner.

5. No member of the board of directors will use any information provided by the association or acquired as a consequence of the board member's service to the association in any manner other than in furtherance of his or her board duties. Further, no member of the board of directors will misuse association property or resources and will at all times keep the association's property secure and not allow any person not authorized by the board of directors to have or use such property.

6. Each member of the board of directors will use his or her best efforts to regularly participate in professional development activities directly related to association activities and will perform his or her assigned duties in a professional and timely manner pursuant to the board's direction and oversight.

7. Upon termination of service, a retiring board member will promptly return to the association documents, electronic and hard files, reference materials, and other property entrusted to the board member for the purpose of fulfilling his or her job responsibilities if requested by the Board at which time the board will specify the parameters of the request. Such return will not abrogate the retiring board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the board of directors.

8. The board of directors dedicates itself to leading by example in serving the needs of the association and its members and also in representing the interests and ideals of the association and its entities at large.

9. No member of the board of directors shall persuade or attempt to persuade any employee of the association to leave the employ of the association or to become employed by any person or entity other than the association. Furthermore, 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 the association to terminate, curtail, or not enter into its relationship to or with the association, or to in any way reduce the monetary or other benefits to the association of such relationship.

10. As consistent with the NASDCTEc Conflict of Interest Policy, the board of directors must act at all times in the best interests of the association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will immediately identify the conflict and, as required, recuse themselves from all discussion and voting on the matter. Specifically, board members shall follow these guidelines:

- Do not 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 the association.

  Because board members may have preexisting relationships of a professional and/or personal nature with entities or individuals that have business with the association, an exception is provided to allow for the acceptance of gifts from these individuals or entities that are not substantial in nature and/or when it is clear from the circumstances that the motivation for the action is a personal relationship. The meaning of substantial in nature will be consistent with the applicable state laws or industry standards under which the board member operates.

  If a gift is substantial in nature the board member must disclose this gift to the board and may unilaterally recuse themselves from discussion or votes related to that entity or individual.

  If after a full review the board determines that a gift of a substantial nature has been received by a board member that presents a conflict of interest and the board member in question chooses not to unilaterally recuse themselves from discussion related to that entity or individual the board may: ask the member to provide a public explanation of the circumstances of the relationship; ask the board member with the conflict of interest to recuse themselves from the related discussion and/or vote; ask the member to sever ties with the entity or individual in question.

- Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the association; while the receipt of incidental personal or third-party benefit may necessarily flow from certain association activities, such benefit must be merely incidental to the primary benefit to the association and its purposes;

- Do not abuse board membership by improperly using board membership or the association's 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 the association;

- Do not engage in or facilitate any discriminatory or harassing behavior directed toward association staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the association;

- Under no circumstances shall a board member solicit 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 the association.

- Provide goods or services to the association as a paid vendor to the association only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board.

Board members will refrain from trying to influence the board to engage in a business enterprise with an entity in which they have a financial interest. The board may consider a relationship with a business in this situation, but the board member with the relationship to the business must disclose the business relationship to the board and recuse themselves from consideration and debate on that matter.