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# Texas Chapter International Society of Arboriculture

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## Board Code of Conduct

Directors shall conduct themselves in a manner which is ethical, business-like, lawful, and upholds the reputation of ISA and the Texas Chapter ISA. This includes proper use of authority and appropriate decorum when acting as Directors. Directors shall treat one another and staff members with respect, co-operation, and a willingness to deal openly on all matters.

1. Directors must have loyalty to the ownership that supersedes any loyalties to staff, other organizations, or any personal interest as a consumer of the organization's services.
2. Directors are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Directors shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Directors must avoid a conflict of interest with respect to their fiduciary responsibility.
  - 3.1. There must be no self-dealing or any conduct of private business or personal services between any Director and the association, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise "inside" information. Directors will annually, or when it becomes relevant, disclose their involvements with other organizations, vendors, or any associations that might be or might reasonably be seen as being a conflict.
  - 3.2. When the Board is to decide upon an issue, about which a Director has an unavoidable conflict of interest, that Director shall abstain without comment, from not only the vote, but also from the deliberation.
  - 3.3. Directors will not use their board position to obtain employment in the association for themselves, family members, or close associates. Should a Director apply for employment, he or she must first resign from the Board.
4. Directors will respect the confidentiality appropriate to issues of a sensitive nature.
  - 4.1. Directors will not communicate any matter designated as confidential to anyone who is not entitled to this information and will abide by the confidentiality of said confidential information in perpetuity.

5. Directors shall not attempt to exercise individual authority over the organization.
  - 5.1. When interacting with staff, Directors must recognize that individual directors have no authority to instruct or evaluate employees, and no authority to insert themselves into employee operations.
  - 5.2. The President or designate is the only person authorized to speak to the media on behalf of the Board. Directors shall not presume to speak for the board when interacting with the public. Directors shall only report actual board policy decisions when interacting with the public.
6. Directors shall be familiar with the incorporating documents, relevant legislation and regulations, by-laws, and governing policies of the Texas Chapter ISA as well as the rules of procedure and proper conduct of a meeting so that any decision of the board may be made in an efficient, knowledgeable, and expeditious fashion.
7. Directors will support the legitimacy and authority of board decisions, regardless of the Director's personal position on the issue.
8. Directors will be properly prepared for board meetings.
9. Directors will maintain an accessible email account and be able to communicate electronically. A director will notify the board if they will be unable to access email communication for longer than one week.
10. Directors will not share or post information on social media that compromises the Texas Chapter ISA's or the Board's reputation.
11. Directors shall attend meetings (in person or virtual) on a regular and punctual basis. A Director shall be deemed to have resigned after failure to attend two consecutive board meetings or a total of three board meetings within a three-year term of office following their induction as a Director at the Board meeting held at the Texas Chapter ISA Annual Conference.
12. Directors will take part in Board-scheduled activities for Board members.
13. Directors who attend business or associated social events as part of the Texas Chapter ISA Board, or as its designated representative, will behave in a manner above reproach. Events include but are not limited to the ISA Annual Conference, ISA Leadership Workshop, meetings with other ISA Components and industry related gatherings in which ISA or the Texas Chapter ISA is recognized.
  - 13.1. Directors will wear provided ISA clothing within the guidelines agreed upon by the Board.
  - 13.2. Directors will maintain a professional demeanor.
14. Directors traveling on Texas Chapter ISA business are expected to avoid impropriety, or the appearance of impropriety, in any travel expense. They must conduct Texas Chapter ISA business

with integrity, in compliance with applicable laws, and in a manner that excludes consideration of personal advantage.

15. A Director receiving an individual request for presentation as a representative of ISAT from ISA, any ISA Component or any other entity shall advise the Board. A Director submitting a presentation to ISA, any ISA Component or any other entity as a representative of the Board shall advise the Board.
16. **A Director will not condone activities that are unethical or may negatively impact the Texas Chapter ISA's reputation.**
17. Directors will sign their agreement to abide by this policy at the Board meeting held at the Texas Chapter ISA Annual Conference each year.
18. A Director who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next board meeting. The complaining party must be identified. If the complaining party is a Director, he or she and the respondent Director shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board. Directors who are found to have violated the Code of Conduct may be subject to censure and/or removed from the Board by a majority vote of the Board of Directors.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_