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1.0 PURPOSE

The purpose of this Code of Conduct & Ethics Policy (hereinafter "Policy" or "Code of Conduct" or "Code") is to define and describe SHPE's expectations, requirements, and guiding principles for appropriate behavior and action for SHPE Representatives.

2.0 SCOPE

This Code of Conduct applies to the individuals working and volunteering for SHPE, including permanent full-time and part-time employees, contractors, temporary staff, National Board Members, members, and volunteers.

3.0 DEFINITIONS

Term	Definition
CEO	Chief Executive Officer
Ethics	Set of moral rules that govern how businesses operate, how business decisions are made and how people are treated.
Proper Authority	The power or right to give orders, make decisions, and enforce policies, rules, and processes as directed in SHPE's bylaws, governing documents, policies and procedures, employee handbook, job descriptions, etc.
SHPE Representative	All individuals working and volunteering for SHPE, including permanent full-time and part-time employees, contractors, temporary staff, National Board Members, members and volunteers.

4.0 POLICY DIRECTIVES

The Code serves as a code of conduct and ethics for all SHPE Representatives. The expectations, requirements, and guiding principles that comprise the Code are derived from, and are designed to ensure full compliance by SHPE Representatives with any/all the fiduciary duties imposed upon 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.

Checks and balances are built into the Code and are designed to strike the proper balance between: 1) ensuring full compliance with the legal obligations described above; 2) ensuring the integrity and efficacy of the Code; and 3) protecting SHPE Representatives, through the use of reasonable due process procedures against patently false, malicious or groundless accusations that could result in significant business or personal harm if not properly handled.

4.1 Ethics

4.1.1 Ethical Guidelines

SHPE Representatives shall always abide by and conform to the following Code in their respective capacities:

1. Each SHPE Representative shall comply with all aspects of the Code and all other rules of SHPE (including but not limited to the organization's Articles of Incorporation, Bylaws, Policies and Procedures, provisions within the Employee Handbook if applicable, etc.). SHPE Representatives will at all times, obey any/all applicable federal, state and local laws and regulations.
2. SHPE Representatives will conduct the business affairs of SHPE in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as authorized and directed by the CEO and/or National Board Chair, a SHPE Representative shall not share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information (defined as but is not limited to, any data or information that is proprietary, is a trade secret, or gives SHPE a competitive advantage) related to the affairs of SHPE. Each SHPE Representative shall uphold strict confidentiality of all meetings and other deliberations and communications.
4. SHPE Representatives will exercise proper authority and good judgment in their dealings with members, volunteers, stakeholders (e.g., representatives of SHPE's Industry Partnership Council) vendors, and the general public and will respond to the needs of the members, volunteers and other stakeholders in a responsible, respectful and professional manner.
5. SHPE Representatives shall not use or otherwise abscond with any data/information provided by SHPE or acquired by the SHPE Representative's as a consequence of the SHPE Representative's service to SHPE in any manner other than in furtherance of his or her duties/responsibilities to SHPE. SHPE Representatives shall not misuse or abuse or damage SHPE property or resources; and shall at all times keep SHPE's property and resources secure; and shall prohibit any unauthorized person to have or use such property or resources.
6. SHPE Representatives will perform their assigned duties in a professional and timely manner pursuant to the National Board of Directors and CEO's direction and oversight. The National Board of Directors is responsible for governance of the organization, and direction and oversight of the National Board of Directors and the CEO. The CEO is fully responsible for oversight, direction, and management of all staff and any/all remaining SHPE Representatives. .
7. Upon termination, expiration, and/or completion of service (i.e., termination of employment, agreement, and/or contract, retirement or expiration of National Board Member term limit, completion of a volunteer term) the SHPE Representatives will promptly return to SHPE any/all "property" (including but not limited to data/information, documents, electronic and /or hard/physical files, reference materials, and any/all other property and resources provided to the SHPE Representative during his/her term of employment, service, and/or engagement. Return of such property will not release the SHPE Representative from any/all continuing obligations and common law duties of confidentiality with respect to confidential information acquired/obtained as a consequence of his or her tenure with SHPE.
8. SHPE Representatives shall lead by example in serving the needs of SHPE and its Members, and in representing the interests and ideals of STEM-related industries at large.
9. SHPE Representatives shall not solicit or persuade or attempt to persuade: 1) any employee of SHPE to leave their employment with the organization or to become employed by another entity; 2) any Member, exhibitor, advertiser, sponsor, subscriber, vendor/supplier, contractor, or any other person or entity to terminate, curtail or not enter into a relationship with SHPE; or 3) any donor or sponsor to reduce the monetary contribution or other benefits to SHPE.
10. SHPE Representatives shall act in the best interests of SHPE at all times and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, SHPE Representatives will identify and

disclose the conflict and, as required, remove himself or herself from any/all discussion and/or voting on the matter. Specifically, SHPE Representatives shall:

- avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of SHPE; while the receipt of incidental personal or third-party benefit may necessarily flow from certain organization activities, such benefit must be merely incidental to the primary benefit to SHPE and its purposes;
- not abuse their position and/or title within SHPE by improperly using their status or SHPE's staff, services, equipment, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a SHPE Representative extends any further than that which it actually extends;
- not engage in any outside business, professional, or other activities that will directly or indirectly adversely affect/impact SHPE;
- not engage in or facilitate any discriminatory or harassing behavior/actions directed toward SHPE Representatives, event attendees, exhibitors, advertisers, sponsors, vendors/suppliers, contractors, or others in the context of activities relating to SHPE;
- not solicit or 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 SHPE without fully disclosing such items to the National Board Chair and the CEO; and
- provide goods or services to SHPE as a paid vendor to the organization only after full disclosure to, and advance approval by, the National Board Chair and the CEO, and pursuant to any related procedures adopted by the organization.

4.1.3 Code of Conduct and Disciplinary Action

The Code shall be honored by all persons participating in SHPE activities and representing SHPE when interacting with external organizations or individuals to uphold and advance the integrity, honor and dignity of SHPE. Inappropriate and unethical behavior considered violations of the Code include, but are not limited to, the following:

- unlawful possession or use of illegal weapons and illegal drugs;
- abuse of alcohol or drugs;
- contribution to the delinquency of a minor;
- harassment, physical or verbal abuse, or physically threatening others;
- engaging in, promoting or otherwise facilitating behavior that endangers the life, health, safety or well-being of others;
- embezzlement, fraud, or inappropriate use of SHPE resources;
- inappropriate internal and external communications regarding SHPE business or activities;
- engaging in, promoting or otherwise facilitating conduct otherwise prohibited by this Code, additional SHPE policies and procedures, or applicable law; and
- conduct unbecoming of a SHPE Representative.

4.1.2 Board Agreements and Policies

Each National Board Member is required to complete and sign the Annual Board Member Commitment Agreement and the Conflict of Interest Policy, which includes an Annual Disclosure Statement, as well as other agreements, acknowledgment forms, and/or policies, etc reasonably requested to be signed in connection with the National Board Member's term of service. Annually, at the National Board Meeting in June, each Board Member shall complete and submit the following agreement/acknowledgement forms/policies:

Appendix A -

- **National Board Member Commitment Agreement**
- Acknowledgment of SHPE's Conflict of Interest Policy
- Annual Disclosure Statement
- Confidentiality and Invention Agreement

- Any other agreements and/or acknowledgment forms deemed appropriate by the National Board

5.0 POLICY ADHERENCE

SHPE Representatives are to adhere to and follow the requirements of this policy.

Failure to adhere to the requirements of this Policy may result in disciplinary actions for Board members per SHPE’s Bylaws and policies. The CEO and staff may experience disciplinary actions, up to and including employment termination, for unethical behavior.

6.0 EFFECTIVE DATE AND RETENTION

This Policy is effective on the date of the “Effective Date” listed in the header of this document. It is effective for a period of two years, at which point it will be reviewed and updated (as appropriate) by the Owner.

7.0 APPROVAL

This Policy is approved for implementation.

Signature: 

Date: April 25, 2019

Title: National Board of Directors Chair

8.0 REVISIONS

REVISION HISTORY			
Version	Effective Date	Description of Change	Owner

**Society of Hispanic Professional Engineers (SHPE)
National Board Member Commitment Agreement**

I, _____ understand that as a member of the SHPE National Board, I have a legal and ethical responsibility to ensure that SHPE (or “the organization”) does the best work possible in pursuit of its mission and goals. I believe in the vision, mission, purpose, and values of the organization, and I will act responsibly and with prudence as a steward of the organization.

As part of my responsibilities as a National Board Member:

1. I will: interpret the organization's vision, mission, purpose, values, and to the Hispanic community, and community at large; represent the organization to the best of my ability at all times, and act as an advocate and ambassador.
2. I will attend at least 75% of all National Board meetings, including those of National Board Committees or Subcommittees to which I am assigned.
3. I will RSVP my attendance for all Board meetings or Board Committee meetings at least one day in advance to either the _____ National Board Chair (for Board meetings) or the Committee Chair (for Committees or Subcommittees) to which I am assigned
4. I understand that I will need to sign the following:
 - **National Board Member Commitment Agreement**
 - Acknowledgment of SHPE's Conflict of Interest Policy
 - Annual Disclosure Statement
 - Confidentiality and Invention Agreement
 - Any other agreements and/or acknowledgment forms deemed appropriate by the National Board
5. I will make a personal financial contribution each year of my term of service at a level that is meaningful but no less than the amount recommended by the National Board.
6. I will actively participate in one or more fund development and/or giving efforts/initiatives.
7. I will act in the best interests of the organization, and recuse myself from discussions and votes where I have or may have a conflict of interest.
8. I will stay informed about SHPE activities and SHPE current issues. I will ask questions and request information. I will participate in and take responsibility for actively participating the decision-making process on governance issues, Board policies and other Board-related matters.
9. I will collaborate and will work in good faith with all other Board Members and the CEO as towards achievement of our goals.
10. I will serve on a minimum of one Board Committee.
11. I may call the National Board Chair and CEO, should the organization fail to reasonably fulfill its commitment delineated below.

SHPE will:

1. Provide a National Board Meeting agenda; Board Committee reports/presentations, reference materials, and other relevant data/information/documents, as appropriate, in advance the Board meeting, ideally 7 days before.
2. Conduct a formal National Board Orientation prior to my initial onboarding as a Board Member; This Orientation will be offered in conjunction with the June Board Meeting. The Orientation will include but will not limited to: Vision, Mission, Purpose, Values, Board Member Job Description, Board Governance Documents (Articles of Incorporation, Bylaws, General Board Agreements, Acknowledgment Forms, Board Policies and Procedures, Board Code of Conduct, Board Calendar, List/Description of and Charters for Board Committees and Subcommittees, Annual Report (if available), Audited Financial Statements, Current Budget, Organizational Chart, Strategic Plan, Standard Board Meeting Agenda, Example of Board Minutes, Board Member and CEO Contact Information, Board and Committee/Subcommittee Term Limits,

Job Descriptions for all National Board Officers and CEO, Any/all Policies Applicable to the National Board Members (e.g., Media, Social Media), Travel Re-imbursement Policy, List of Abbreviations and Acronyms Commonly Used at SHPE, etc.

3. Will support me in the performance of my fiduciary duties by keeping me informed of governance-related matters and issues.
4. Conduct other annual training related to board service.
5. i Respond promptly and in a straightforward manner to questions that I feel are necessary to carry out my fiscal, legal and moral responsibilities to this organization.

Acknowledged and Affirmed:

Signature

Date

Name (Please Print)

National Board of Directors Chair

Date