

**Lewis County Development Corporation  
Code of Ethical Conduct & Fiduciary Duty**

**Purpose:**

As a 501 (c) not-for-profit corporation domiciled in the State of New York, the Board of Directors of The Lewis County Development Corporation is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties of care, obedience and loyalty in pursuit of its mission. As such, members of the board shall adhere to the following code of conduct:

***Bylaws & Policies***

- Be aware of and fully abide by the mission, bylaws, and policies of the LCDC, pursuant to the Not-for-Profit Corporation Law (N-PCL) of the State of New York.
- Ensure compliance of the organization with all laws, regulations and contractual requirements.
- Respect and fully support the duly made decisions of the board in accordance with their fiduciary duties of obedience and loyalty.
- Respect and follow the “chain of command” of the board and administration.
- Respect the work and recommendations of the officers, advisors and/or committees who are duly charged and have convened and deliberated accordingly in the best interests of our organizations.
- Work diligently to ensure that the board fully assumes its role as a policy-making, governing body.

***Informed Participation***

- Attend meetings of the board and assigned committees.
- Keep well informed of all matters, including financial, that come before the board and or assigned committees.
- Oppose, on the record, board actions with which one disagrees or is in serious doubt.
- Appropriately challenge, within the structure and bylaws of the corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the organization.
- Do not fully commit to others or self to vote a particular way on an issue before participating in deliberation session in which the matter is to be discussed and action duly taken.
- Exercise reasonable care, good faith and due diligence in all organizational affairs.
- Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.

***Conflict of Interest, Representation & Confidentiality***

- 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. This includes those interests or conflicts that may pertain to another entity related to LCDC.
- Conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the board.
- Will not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because or as a result of the board member’s affiliation with LCDC.
- Publicly support and represent the duly made decisions of the board.
- Will not take any public position on any issue that is not in conformity with the official position of the corporation.
- Will not use or otherwise relate one’s affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election.
- Maintain full confidentiality of information obtained as a result of board service in accordance with board policy or direction.

