In order to fulfill its mission effectively, the International Reading Association requires the members of its Board of Directors to conduct themselves and perform their duties in good faith, with honesty, integrity, due diligence and competence. Board members agree to abide, in all respects, with this Code of Conduct and all other documents, rules and regulations that govern the Association, including, but not limited to, the Association’s Certificate of Incorporation and Bylaws as well as all applicable federal, state, and local laws and regulations.

Board members 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 comply with the Association’s Conflict of Interest Policy. Although the receipt of incidental personal or third-party benefit may flow from certain activities of the Association, such benefit must be merely incidental to the primary benefit to the Association and its purpose. The Association is exempt from taxation as a charitable organization under Internal Revenue Code Section 501(c)(3). To maintain this exemption, the Association cannot act for the benefit of a particular individual or entity. Such conduct, commonly referred to as “private inurement”, is improper. Sanctions can include personal liability for Board members, senior officers, and the individual receiving the improper benefit. Additionally, the Association could lose its tax-exempt status.

**Board of Directors Code of Conduct**

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 must act at all times with dignity and integrity. No member of the Board of Directors can engage in or facilitate any discriminatory or harassing behavior directed toward other Board members, the Executive Director, Association staff, members, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Association.

2. Each member of the Board of Directors will abide in all respects by the International Reading Association’s *Code of Conduct* 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 (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the Association remains in good standing at all times. Furthermore, each member of the Board of Directors will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to
provide the full cooperation of the Association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.

3. 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.

4. Except as the Board of Directors may otherwise require or as is 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.

5. 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.

6. 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.

7. No individual member of the Board of Directors will 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 individual member of the Board of Directors will 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.

8. Each member of 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 identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, Board members shall 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 the Association without fully disclosing such items to the Board of Directors;

- Place (or appear to place) one's own self-interest or any third-party interest above that of the Association.

- Provide goods or services to the Association as a paid vendor to the Association without full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.

9. The Board of Directors will dedicate itself to leading by example in serving the mission and needs of the Association and its members and also in representing the interests and ideals of literacy at large.