



CODE OF ETHICAL CONDUCT
Los Angeles County African American
Employees **Association**

**Adopted by the Executive Board
August 19, 2023**

To LACAAEA Executive Board and Committee Members:

LACAAEA holds itself to the highest ethical standards of honesty, integrity, trustworthiness, and fairness.

Ethics extends to all aspects of our association, including our interactions with each other inside the organization, with our members, and with the public.

This Code of Ethical Conduct provides detailed information as to the ethical standards of conduct required at LACAAEA. The Code applies equally to everyone because ethical lapses by any of us will affect all of us.

Please read the Code carefully and familiarize yourself with it. Every ethical situation you may encounter cannot be specifically addressed in such a document, and it is important that you seek additional information when needed.

Executive Board and Committee members shall annually sign a certification that they have read and will comply with the Code of Conduct and this Code of Ethics. The Executive Board of Directors shall take appropriate disciplinary and corrective action, including termination of service, for a member's failure to abide by the Code of Ethical Conduct.

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Purpose and Scope

The primary objectives and purposes of the LACAAEA is to serve and support the professional development needs of African American employees of the County of Los Angeles, to support the communities served by LACAAEA members, and to discourage bias through the thoughtful elevation of African American culture. The LACAAEA is designated as a public benefit corporation.

The members of the LACAAEA Executive Board are mindful of the positions of trust and confidence they hold. The Executive Board adopts this Code of Ethical Conduct to define standards of ethical conduct required of Executive Board and Committee members. The purpose of the Code is to ensure the proper administration of LACAAEA and to foster confidence in LACAAEA.

"Ethics" and "ethical conduct" are defined for purposes of this Code as conduct that complies with principles of honesty, integrity, trust, fairness, and duty in connection with LACAAEA's mission.

The Code provides specific guidance for common situations raising ethical issues. However, the Code does not specifically address every issue that Executive Board and Committee members will encounter. As to those other situations, the Code should be used and followed as a reference for standards of conduct and the basis for evaluation of facts and circumstances. The Code requires that additional information be requested when a user is unsure as to how the Code should be interpreted or when a user encounters an ethical issue not covered in the Code.

This Code is important:

1. To ensure legal compliance with ethics laws and regulations.
2. To further ethical business practices.
3. To establish an organization-wide culture and accountability for ethics.
4. To foster trust, credibility, and positive relationships between LACAAEA and all parties necessary for the effective performance of LACAAEA's mission.
5. To establish common ethical standards followed by everyone at LACAAEA, instead of leaving ethics to unguided and possibly inconsistent personal judgment and interpretation.
6. To mitigate the legal and business risks associated with ethical issues.
7. To confirm the process for reporting or raising ethical concerns or questions.
8. To identify resources for additional information concerning ethics and the applicable laws and regulations.

The Code shall not be construed as the sole source of ethics laws and regulations. Nothing in this Code shall exempt any person from any other applicable federal, state, or local law or regulation. The standards of ethical conduct in this Code are in addition to any such other laws and regulations.

General Ethical Standards

The following General Ethical Standards apply to LACAAEA Executive Board and Committee members:

1. Recognize and be accountable for all fiduciary responsibilities.
2. Comply with all applicable laws and regulations.
3. Conduct all LACAAEA business in a fair manner and be honest in all business dealings.
4. Strive to provide the highest quality of performance and assistance.
5. Avoid any activity which constitutes an actual conflict of interest or which could be perceived or interpreted as a conflict of interest by others.
6. Avoid exerting improper influence or being improperly influenced, and the appearance of improper influence or being improperly influenced.
7. Exercise prudence and integrity in the management of funds.
8. Report to an appropriate person an action which may constitute violations of this Code of Ethical Conduct.
9. Be responsible for maintaining professional competence.
10. Be respectful, professional, and courteous to all LACAAEA Executive Board and Committee members, LACAAEA members, and all persons and entities with which LACAAEA does business or may otherwise interact.
11. Maintain the confidentiality of all member information and all other confidential or privileged information so designated.
12. Report or seek additional information from an appropriate person, when necessary, concerning ethical questions and issues.

Prohibited Transactions

LACAAEA Executive Board and Committee members shall not engage in the following Prohibited Transactions:

1. Utilizing any property, resources, information, or opportunity of LACAAEA for personal gain.
 2. Falsifying or failing to record proper entries on any books or records of LACAAEA.
 3. Knowingly becoming party to, or condoning, any illegal activity.
 4. Authorizing payment of any amount on behalf of LACAAEA, or for any purpose, other than that explicitly disclosed in the original request for payment.
 5. Directly or indirectly seeking or accepting gifts, money, property, or other benefit that would influence or appear to influence the conduct of duties.
 6. Engaging in or conducting outside activities or offices of financial or personal interest that may conflict with the impartial and objective execution of LACAAEA business activities.
 7. Selling or providing goods or services to LACAAEA without disclosure.
 8. Utilizing the services of relatives or close personal associates for LACAAEA business without disclosing such relationship prior to execution and obtaining the appropriate approval.
 9. Engaging in activities involving dishonesty, fraud, deceit, or misrepresentation.
 10. Engaging in outside employment with any providers of supplies or services to LACAAEA.
 11. Engaging in outside employment that would interfere with or hamper expected performance at LACAAEA.
 12. Engaging in other activities which compromise or appear to compromise one's objectivity in the conduct of one's duties.
 13. Releasing to any third person plan member information or other confidential or privileged information so designated.
 14. Engaging in any other conduct prohibited by this Code of Ethical Conduct or applicable laws and regulations.
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Fiduciary Duties

Fiduciary Duties of Executive Board and Committee members

A fiduciary is someone acting on the behalf of another based on an expectation of trust. A nonprofit's Executive Board of Directors is the central decision-making body for the organization. It has ultimate responsibility and accountability for the organization's actions. A nonprofit Executive Board of Directors individually has three fundamental fiduciary duties: a duty of care, a duty of loyalty, and a duty of obedience.

The duty of care means that the Executive Board member actively participates, attends Executive Board meetings, is educated in the industry, provides strategic direction, and oversees management, if applicable.

The duty of loyalty requires the Executive Board member to operate in the interest of the nonprofit and not to use the position to further personal agenda.

The duty of obedience requires the Executive Board member to know the state and federal laws and regulations that apply. This includes the regulations and guidance issued by the Internal Revenue Services. Obedience to governing documents requires a deep understanding of the operating documents (bylaws, rules, Executive Board manuals). Finally, obedience requires that the Executive Board not act outside the scope of the organization's legal documents

Executive Board members must exercise these duties in good faith.

To perform their fiduciary duties, each member of the LACAAEA Executive Board shall diligently attend to the Executive Board's business and shall not leave to the other members of the Executive Board control over the administration of the affairs of such Executive Board.

Conflicts of Interest

LACAAEA Executive Board and Committee members and staff shall avoid conflicts of interest, including the appearance of conflicts of interest, in all aspects of their work for LACAAEA and shall comply with applicable laws and regulations relating to conflicts.

Gifts, Honoraria, Travel & Loans

The Executive Board and Committee members shall observe the following limitations on gifts, honoraria, travel, and loans.

Gifts - All Executive Board and Committee members are prohibited from receiving gifts from any source. Items that would be considered common courtesies, such as business meals, entertainment, or gifts of a nominal value. Entertainment is considered a common courtesy if there is a legitimate business purpose to attend, the business person providing the entertainment will be present,

GIFTS OF A NOMINAL VALUE — gifts that are generally valued at \$50.00 or less per gift and \$150.00 per source per calendar year, excluding:

- Items that you pay market value for or promptly return
- Promotional items with logos
- Food items that are meant to be shared, e.g., food baskets

Honoraria

An honorarium is a payment given to a professional person for services for which fees are not legally or traditionally required. All Executive Board and Committee members are prohibited from receiving honorarium from any source. In an example, an association of African American students at a community college extends an invitation for the LACAAEA President to speak at one of their events on public service careers. Since this is related to the LACAAEA's mission, the President accepts. The Association offers an honorarium to the LACAAEA President. The President must decline and should do so in writing.

Prizes

Executive Board and Committee members can accept a prize awarded at an event for participation in a competitive activity or based on a random drawing.

Travel

Executive Board and Committee members should not accept any free travel from any person, and all business travel, if any, must be reserved through the Executive Board-approved processes.

Loans

Executive Board and Committee members may not receive a personal loan of any amount at any given time from an officer, employee, member, or consultant of LACAAEA or from any individual or entity that has a contract with LACAAEA, or may bid on a contract with LACAAEA.

Executive Board and Committee members are prohibited from soliciting any gift or any other consideration (including but not limited to money, service, gratuity, favor, entertainment hospitality, loan, or other thing of value) from anyone who is doing or is seeking to do business of any kind with LACAAEA.

Contracts

LACAAEA Executive Board and Committee members shall not be financially

interested, directly or indirectly, in any contract made between LACAAEA and any individual or entity. The making of a contract includes any participation whatsoever, including the development of the need for the goods or services subject to the contract, issuance of a Request for Proposals (RFP), Request for Information (RFI), purchase order, or other solicitation or contracting process, evaluations of prospective contracting parties, selection of contracting parties, negotiation of the terms of the contract, and performance of the contract.

LACAAEA Executive Board and Committee members shall not have any personal interest, direct or indirect, in the making of any investment by LACAAEA, or in the gains or profits from any investment. Executive Board and Committee members and staff shall not, directly or indirectly, for himself or herself, or as an agent or partner of others, sell or provide any investment product to LACAAEA.

LACAAEA Executive Board and Committee members shall disclose actual or potential conflict of interest, or the appearance of an actual or potential conflict of interest, to the Executive Board or the Committee Chair. Executive Board and Committee members and staff shall recuse themselves from involvement, consideration, and decision of a matter as to which the member has an actual conflict of interest. Executive Board and Committee members and staff should recuse themselves from consideration and decision of a matter as to which the member has a potential conflict of interest, or the appearance of an actual or potential conflict of interest.

Conflicts of Interest by Vendors

LACAAEA's contracts shall include appropriate provisions to ensure that there are no conflicts of interest during the contracting process and to prevent conflicts of interest during the term of the contract. Executive Board and Committee members should be alert to, and take other appropriate steps to prevent, actual or potential conflicts of interest by vendors in connection with the making or performance of contracts.

Contracting and Vendor Relationships

LACAAEA Executive Board and Committee members shall not have contact with individuals or entities who are seeking engagement by LACAAEA in response to an RFP, RFI, purchase order, or other solicitation or contracting process, except in accordance with the published terms of the contracting process or except for, and limited to, contact necessary in connection with ongoing LACAAEA business with an individual or entity.

LACAAEA's RFPs, RFIs, and other contract solicitations shall include notice that a "quiet period" will be in place from the beginning of the contracting

process until the selection of the successful party such that LACAAEA Executive Board and Committee members, as well as potential contracting parties, are instructed that contact between Executive Board and Committee members and staff, on the one hand, and all potential contracting parties, on the other hand, shall not occur, except as provided in the preceding paragraph. As part of the contracting process, potential contracting parties shall be required to disclose potential conflicts of interest.

LACAAEA Executive Board and Committee members shall participate in the contracting process only in accordance with established LACAAEA policies and procedures, and the published terms of the process. Executive Board and Committee members and staff shall not use or attempt to use influence outside of their individual authority to cause the organization to enter into a contract with any individual or entity. Executive Board and Committee members and staff may refer individuals or entities for consideration for contracting to the appropriate LACAAEA staff responsible for the particular procurement or contract process.

Vendor Testimonials

The LACAAEA brand is our most valuable asset. We must protect our brand only by using it with proper authorization. Beyond the products and services that carry the LACAAEA name that are made available by the Association. We do not use the LACAAEA brand or publicly endorse the products, services, or other offerings of other companies, unless approved in advance by the Executive Board.

LACAAEA's name and logos can only be used on approved products and services after undergoing a stringent due diligence process. Executive Board and Committee members are not authorized to provide any form of endorsement, testimonial, or reference for or to anyone who does or seeks to do business with us. Directors should disclose and obtain approval before proceeding with any form of endorsement or testimonial, as well as any staff or volunteer letter of recommendation.

MEDIA INQUIRIES — include requests for information through video, printed materials, telephone interviews, personal interviews, news conferences, graphics, photography, slides, speeches, and special events must be approved by the Executive Board.

Use of LACAAEA Position, Resources, and Information

LACAAEA Executive Board and Committee members shall not use their position or status with LACAAEA property, funds, or other resources, or LACAAEA information, including member information, for any personal purpose or gain, to secure any special privilege or exemption for himself or

herself or any other individual or entity, or to assist or further the interests of any other individual or entity except in the normal course of LACAAEA's business. LACAAEA position, resources and information are to be exclusively used for LACAAEA business.

Executive Board and Committee members shall not, directly or indirectly, for himself or herself, or as an agent or partner of others, borrow or use any of the funds or deposits of LACAAEA, except to make authorized payments.

Personal Conduct and Communication

LACAAEA Executive Board and Committee members and staff shall adhere to the following standards in their personal conduct in performing their work on behalf of LACAAEA:

1. Executive Board and Committee members shall conduct themselves in accordance with this Code of Ethical Conduct.
2. Executive Board and Committee members and staff shall abide all applicable laws and regulations.
3. Executive Board and Committee members and staff shall act in a manner consistent with LACAAEA's mission and shall follow all LACAAEA policies and procedures.
4. Executive Board and Committee members and staff shall treat similarly situated individuals and entities in a similar way, absent good cause, in the conduct of LACAAEA's business and decision-making to ensure consistency and fairness.
5. Executive Board and Committee members and staff shall treat each other and all others in a respectful, professional, courteous, and civil manner.

A Executive Board member shall not correspond with a non-LACAAEA person or entity using LACAAEA letterhead unless the communication is authorized by the Executive Board. Copies of all written communications from a Executive Board member to a current service provider, or person or entity related to a current service provider, relating to LACAAEA's business (other than purely personal or social correspondence) shall be distributed to all members of the Executive Board. A copy of any written communication (other than purely personal or social correspondence, routine announcements, generally distributed newsletters, and the like) received by a Executive Board member from a current LACAAEA service provider, or person or entity related to a current service provider, shall be distributed to all Executive Board and Committee member. For purposes of this paragraph, the terms

"communication" and "written communication" include email and other forms of electronic communication as well as physical or hard copy forms of communication.

Political Activities

LACAAEA Executive Board and Committee members may work on individual candidate and ballot campaigns, and attend campaign events, should they so wish. They may make campaign contributions using personal funds, subject to applicable campaign finance laws. No LACAAEA funds, property, technology, letterhead, logo, or other resources may be used by LACAAEA Executive Board and Committee members to support personal political activities. In their roles as LACAAEA Executive Board and Committee members, such persons may not solicit political contributions to a candidate or ballot campaign from other Executive Board and Committee members. LACAAEA Executive Board and Committee members may not use their influence or make any threats or promises to secure a vote or financial or other support for a candidate or ballot campaign. LACAAEA Executive Board and Committee members may use their LACAAEA position to identify themselves when making an endorsement, provided that no statement may be made, or action taken directly or indirectly indicating that the person represents.

LACAAEA in making the endorsement or that the endorsement is supported by or represents the position of LACAAEA, except when providing information authorized by the Executive Board. Nothing in this section is intended to impose any limitation on the personal political activities of LACAAEA Executive Board and Committee members not permitted by California law.

Reporting

Reporting of ethical issues is an important element of ensuring compliance with ethical requirements. Any concerns by Executive Board and Committee members about possible violations of this Code of Ethical Conduct or other ethical issues shall be reported to the President and Vice-President.

Enforcement

Each LACAAEA Executive Board member and Committee member is responsible for communicating, implementing and enforcing the Code of Ethical Conduct. Violations of any of the provisions of the Code will be handled in accordance with Executive Board Regulations, Bylaws, and policies and applicable law.

Training

LACAAEA Executive Board members will provide training to new Executive Board and Committee members on this Code of Ethical Conduct as part of orientation. The Code will be circulated to all Executive Board and Committee members at least every two years.

Review of Code

This Code shall be reviewed by the Executive Board every three years. All Executive Board and Committee members shall monitor applicable laws, regulations, and best practices on an ongoing basis and shall request amendment of the Code when deemed necessary and appropriate. This Code may be amended by action of the Executive Board at any time.

LACAAEA Code of Ethical Conduct (Adopted by the Executive Board August 2023)