



# Officer and/or Director Oath of Office and Code of Conduct

*Effective Date:* May 31, 2016  
*Review Date:* April 30, 2020  
*Replaces:* New

Approved May 14, 2016

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All Officers and Directors will sign this document at the beginning of their term of office. This document will be kept on file, and maintained for at least five (5) years following the completion of the appointed or elected term of office or the termination of the term of office by resignation or action under section 4.11 of the by-laws. Any violation of this Oath of Office and Code of Conduct shall be reported to the Board in writing.

By signing this document I \_\_\_\_\_ accept the office to which I have been appointed and/or elected and agree to the following:

**As an Officer and/or Director of the Feather River Rail Society, I swear to uphold the following Oath of Office:**

- Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of the organization;
- Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner;
- Respect and support the organization's by-laws, policies, Code of Conduct, and decisions of the Board and membership;
- Keep confidential all information that I learn about clients, personnel, donors, members and any other matters specifically determined by the board to be matters of confidence;
- Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of the organization;
- Immediately declare any personal conflict of interest that may come to my attention; and
- Immediately resign my position as director of the Board in the event that I, or my colleagues on the Board, have concluded that I have breached my 'Oath of Office'

**As an Officer and/or Director of the Feather River Rail Society, I commit to conducting myself in a manner that models the high standards of accountability incumbent upon the leaders of a California Non-Profit Corporation by:**

- Supporting the objectives of the organization;
- Serving the overall best interests of the organization rather than any particular constituency;
- Bringing credibility and goodwill of the organization;
- Respecting the principles of fair play and due process;
- Demonstrating respect for individuals in all areas related to cultural, diversity, linguistic and life circumstances;
- Giving respect and fair consideration to opposing views;
- Demonstrating due diligence and dedication in preparation and attendance at meetings, special events and in all activities on behalf of the organization;
- Ensuring that the financial affairs of the organization are conducted in a responsible and transparent manner with due regard for my fiduciary responsibilities and public trusteeship;
- Avoiding real and perceived conflict of interest;
- Conforming with the bylaws and policies approved by the Board;
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the organization's business.

**Officer/Board of Directors Policy – Conflict of Interest**

In addition to following the Feather River Rail Society Code of Ethics, Officers and Directors shall act at all times in the best interest of the organization rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the organization in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Members of the Board shall serve without remuneration unless authorized by the Board of Directors. No director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate families or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

**Furthermore, as an Officer and/or Director of the Feather River Rail Society, I will not:**

- o Criticize fellow Officers or Board Members, or their opinions, outside of the Board Room;
- o Use the organization, or my position, for my personal advantage or that of my friends, relatives or associates;
- o Discuss the confidential proceedings of the Board outside of the Board Room;
- o Promise how I will vote on an issue before hearing the discussion and becoming fully informed on issues;
- o Interfere with the duties of staff, or undermine the authority of the employee's ability to perform his/her duties, except as provided in the terms of reference for any standing committee on which I serve; and,
- o Speak for, or on behalf of, the organization unless specifically authorized to do so, and this includes making statements on social media.

Print First and Last Name: \_\_\_\_\_ Term of Office: \_\_\_\_\_

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

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

Date of Last Service: \_\_\_\_\_ Five Year Expiration Date: \_\_\_\_\_

**Refusal to Sign**

In witness hereof \_\_\_\_\_ has on \_\_\_\_\_ refused to sign this Board of Director/Officer Oath of Office and Code of Conduct form accepting his/her appointment/election as an Officer/Director of the Feather River Rail Society and therefore the appointment/election of

\_\_\_\_\_ is declared invalid.  
(Printed Name)

Witness: \_\_\_\_\_ Signature: \_\_\_\_\_  
(Printed Name)

Witness: \_\_\_\_\_ Signature: \_\_\_\_\_  
(Printed Name)

Witness: \_\_\_\_\_ Signature: \_\_\_\_\_  
(Printed Name)