

## **ETHICS POLICY**

Midland Community Diaper Bank (staff and board members), dedicate ourselves to carrying out the mission of this organization. We will:

1. Recognize that the chief function of the Midland Community Diaper Bank at all times is to serve the best interests of our constituency.
2. Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
3. Respect the structure and responsibilities of the board of directors, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board of directors.
4. Keep the community informed about issues affecting it.
5. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
6. Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.
7. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
8. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
9. Avoid any interest or activity that is in conflict with the conduct of our official duties.
10. Respect and protect privileged information to which we have access in the course of our official duties.
11. Strive for personal and professional excellence and encourage the professional developments of others.

## **CONFLICT OF INTEREST POLICY**

The Midland Community Diaper Bank, as a nonprofit tax-exempt organization, depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS as well as state corporate and tax officials, view the operations of the Midland Community Diaper Bank as a public trust which is subject to scrutiny by and accountability to such governmental authorities as well as to members of the public.

Consequently, there exists between the Midland Community Diaper Bank and its board, officers, and management employees a fiduciary duty which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of the Midland Community Diaper Bank honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Midland Community Diaper Bank. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Midland Community Diaper Bank or knowledge gained for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

This statement is directed not only to directors and officers, but to all employees who can influence the actions of the Midland Community Diaper Bank. For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning the Midland Community Diaper Bank.

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to the Midland Community Diaper Bank.
2. Persons and firms from whom the Midland Community Diaper Bank leases property and equipment.
3. Persons and firms with whom the Midland Community Diaper Bank is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting the Midland Community Diaper Bank.
6. Agencies, organizations, and associations which affect the operations of the Midland Community Diaper Bank.
7. Family members, friends, and other employees.

A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned above. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with the Midland Community Diaper Bank.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with the Midland Community Diaper Bank.
3. Receiving remuneration for services with respect to individual transactions involving the Midland Community Diaper Bank.
4. Using the Midland Community Diaper Bank time, personnel, equipment, supplies, or good will for other than the Midland Community Diaper Bank approved activities, programs, and purposes, except that minor, reasonable use is allowable at the discretion of the Executive Director or the Board.
5. Receiving personal gifts or loans from third parties dealing with the Midland Community Diaper Bank. Receipt of any gift is disapproved except gifts of nominal value which could not be refused without discourtesy. No personal gift of money should ever be accepted.

The areas of conflicting interest listed, and the relations in those areas which may give rise to conflict, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the trustees, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described above exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of the Midland Community Diaper Bank.

However, it is the policy of the board that the existence of any of the interests described shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Disclosure should be made according to the Midland Community Diaper Bank standards. Transactions with related parties may be undertaken only if all of the following are observed:

1. A material transaction is fully disclosed in the audited financial statements of the organization;
2. The related party is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The organization's board has acted upon and demonstrated that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive (or if she or he is the one with the conflict, then to the board chair), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the board chair.

Disclosure involving directors should be made to the board chair, who shall bring these matters, if material to the board.

The board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the Midland Community Diaper Bank. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of the Midland Community Diaper Bank and the advancement of its purpose.

### **CONFIDENTIALITY POLICY**

It is the policy of the Midland Community Diaper Bank that trustees and employees of the Midland Community Diaper Bank may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with the Midland Community Diaper Bank to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom the Midland Community Diaper Bank has authorized disclosure. Trustees and employees shall use confidential information solely for the purpose of performing services as a trustee or employee for the Midland Community Diaper Bank. This policy is not intended to prevent disclosure where disclosure is required by law.

Trustees, employees, volunteers and contractors must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and public transportation, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, trustees and employees should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving

confidential information on desks or otherwise in plain view and refrain from the use of speaker phones to discuss confidential information if the conversation could be heard by unauthorized persons.

At the end of a trustee's term in office or upon the termination of an employee's, volunteer's or contractor's relationship with the Midland Community Diaper Bank, employment, he or she shall return, at the request of the Midland Community Diaper Bank, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession.

### **NON-DISCRIMINATION AND ANTI-HARASSMENT POLICY**

The Midland Community Diaper Bank is committed to equal opportunity for all persons without regard to sex, age, race, color, religion, creed, national origin, marital status, disability or sexual orientation. It is the policy of the Midland Community Diaper Bank to comply with all federal, state and local laws and regulations regarding equal opportunity. In keeping with that policy, the Midland Community Diaper Bank is committed to maintaining a work environment that is free of unlawful discrimination and harassment. Accordingly, the Midland Community Diaper Bank will not tolerate unlawful discrimination against or harassment of any of our employees or others present at our facilities by anyone, including any supervisor, co-worker, vendor, client, or customer of the Midland Community Diaper Bank.

#### **Unlawful Discrimination and Harassment**

Unlawful discrimination includes treating someone less well in opportunities for work, promotions, shifts, overtime or other conditions of employment because of his or her race, national origin, sex, age, religion, disability or other protected attribute. Harassment consists of unwelcome or unwanted conduct, whether verbal, physical or visual, that is based upon a person's protected status. Examples of unlawful harassment include words, gestures, stories, jokes or nicknames that are derogatory, demeaning or insulting to a person based upon his or her race, national origin, sex, disability, age, religion or other protected attribute.

Sexual harassment deserves special mention. Sexual harassment consists of: Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute sexual harassment when (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment, (2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual, or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, or offensive work environment.