



**Ballou Alumni Association (BAA), Inc. • 3228 Pope Street, SE • Washington, DC  
20020**

### **DIRECTORS' CODE OF ETHICS AGREEMENT**

I have consented to act as a Director of the Ballou Alumni Association, Inc. (BAA) and I agree to comply with the following Directors' Code of Ethics throughout my term as a Director:

**Honesty and Good Faith** – I will act honestly and in good faith. I will do nothing to violate the trust of the members I serve.

**Care, Diligence and Skill** – I will exercise the degree of care, diligence and skill of a reasonably prudent person in comparable circumstances. I will make a concerted effort to attend all Board meetings. I will act responsibly and with due diligence to become familiar with the affairs of BAA and to uphold its Bylaws, Rules and Regulations, resolutions, policies, agreements and other legislation.

**Conflict of Interest** – I am not currently aware of any actual or potential conflict of interest, direct or indirect, with respect to any material contract, transaction, building deficiency claim, warranty claim, legal action, proceedings or any matter detrimental to BAA. If I become aware of any conflict, I will disclose the nature and extent of my interest in writing to the board at the first opportunity or at the next board meeting where such contract or transaction is first considered. I will not be present during discussion of the contract or transaction at a board meeting, vote or be counted in the quorum, and my disclosure shall be recorded in the minutes of the meeting. I will not promote my own interests or those of any member, family member, friend or contractor to the detriment of BAA. I will not seek any special benefits or privileges as a Director or Officer or accept any compensation either personally or on behalf of any other person except as permitted by a bylaw. I will act only in the best interests of BAA as a whole, and I will not favor the interests of any individual or group.

**Confidentiality** – I will not disclose to any person (including my spouse) information decided by the Board to be confidential or privileged or which reasonably ought to be deemed confidential. When in doubt, I will request determination by a resolution of the Board.

**Good Conduct** – At all times, I will conduct myself in a professional and businesslike manner at meetings of directors. I will approach all Board issues with an open mind, preparing to make the best decisions on behalf of BAA. I will avoid shouting, interrupting, monopolizing discussions, rude comments, disruptions or dirty tricks.

If my voice rises in pitch or volume, I will get it under control. I will act ethically with integrity and in accordance with legal criteria. I will comply with rules of good conduct and will deal with others in a respectful manner. I will comply with principles of good governance and procedural rules of order.

Support – I will abide by decisions of the majority of the Directors even though I may disagree and will not deprecate directors with whom I disagree, but I reserve the right to express my own views to owners upon nonconfidential issues.

Defamation – I will refrain from expressing any detrimental supposition, erroneous or defamatory statement about BAA or any member, director, officer, volunteer, staff or contractor of BAA. I shall only publicly state detrimental information in a manner which is accurate, unbiased and non-malicious.

Dirty Tricks – I will not use any “dirty tricks” in the course of an election, but will act honestly, honorably, fairly and in a straight-forward manner. I shall not seek election as a Director by trashing the reputation of any other person.

Minimize Conflict – I will attempt to prevent or minimize conflict and disruption and will promote good relations among persons involved in the BAA community. I will promote a first-class image for BAA.

Performance of Duties – I will commit the necessary efforts, will exercise the appropriate leadership and will assume such duties as may reasonably be required to fulfill my role as a Director or Officer. I will participate in conducting the Board’s business in the form of resolutions, policies, rules or by-laws as the circumstances require. I will comply with principles of good governance and procedural rules of order. I will become well-informed on issues and agenda items in advance of meetings. I will assist the Board to supervise, monitor and direct the ongoing daily management of BAA. I will duly consider the information and advice provided by others and will seek opinions, when appropriate, from experienced professionals when necessary to reach a proper decision.

Monitor Financial Health – I will pay particular attention to monitor the financial health and administration of BAA. I will assist in preparing or reviewing BAA’s annual Budget in a manner which appropriately reflects the actual financial needs of BAA. I will monitor any of such duties which have been delegated.

Scope of Authority – If I am elected or appointed as the President, Secretary, Treasurer or other officer of the Board, I will refrain from autocratic governance, but will act properly within the scope of my authority and in response to the will of the Board. I will never exercise authority as a Board member except when acting in a meeting of the Board or as I am delegated to do by the Board.

Binding Effect – I recognize that no Director is obligated to sign this Directors’ Code of Ethics Agreement, but I wish to assure my fellow Directors of my ethical commitment to perform my duties in BAA’s best interests. Any amendment or termination of my agreement to this

Directors' Code of Ethics shall be set out in writing attached hereto as Schedule "A" and shall promptly be presented to the Board in accordance with Article V, Section 5.04 of BAA's Amended & Restated Bylaws. This document shall constitute a non-confidential record of BAA.

Agreement - I hereby agree to comply with the provisions set out in this Directors' Code of Ethics Agreement.

\_\_\_\_\_ Signature

\_\_\_\_\_ Print Name of Director

DATED at this day \_\_\_\_ of \_\_\_\_\_, 20\_\_ .

WITNESS:

\_\_\_\_\_ Signature

\_\_\_\_\_ Print Name of Director

DATED at this day \_\_\_\_ of \_\_\_\_\_, 20\_\_ .