

ETHICS POLICY

ARTICLE I

PURPOSES

1.1 Purposes. The purpose of the Ethics Policy of the San Antonio Conservation Society and San Antonio Conservation Society Foundation; hereafter collectively referred to as the “Society,” unless otherwise specified, is to guarantee compliance with the purpose for which the Society was founded and to ensure the highest standards of governance, ethical practice, and personal conduct. The intent of the policy is to assure that those to whom the policy applies put the interests of the organization above their personal interests, make decisions in the best interests of the Society, and are free of conflicts that may arise from either financial or personal interests that relate to Society transactions.

1.2 Applicability. This policy shall be applicable to Society members, Board of Directors (Board), and staff operating at the direction of or in support of the Society, unless otherwise specified. The Policy of the Society addresses particularly, but not exclusively, generally acceptable standards of personal conduct, confidentiality, integrity, and respect.

ARTICLE II

DEFINITIONS

2.1 Complaint. Formal report of a violation of the Ethics Policy as defined in Article III.

2.2. Complainant. The person making the Complaint via written Complaint form.

2.3. Respondent(s). The target or focus of a Complaint.

2.4. Ethics Review Board (ERB). The three-person panel who reviews and provides recommendations on Ethics and Whistleblower Complaints. Confidentiality is paramount in the reporting, investigating, deliberation, and record keeping of Ethics and Whistleblower Complaints. Access to any and all materials pertaining to a current or past Complaint is limited to the ERB, other specifically referenced action members listed in the Bylaws, Ethics Policy, or Whistleblower Policy. The President and Executive Director may serve as additional Non-voting members. The ERB shall consist of the following members:

- a. Voting Member Chairman: a former President, appointed by the President.
- b. Voting Member Vice-Chairman: Society First Vice President.
- c. Voting Member: Society Third Vice President.
- d. Non-voting members: Society President, Executive Director.

When the respondent of a Complaint is the Executive Director, the Society President shall perform the duties for the specific Complaint involving the Executive Director. If the Executive Director and the Society President are both the subject of the same Complaint, the Society's First Vice President shall perform the duties. When the respondent of a Complaint is the Chairman of the ERB, the ERB Vice-Chairman shall perform the duties as the ERB Temporary Chairman for the specific Complaint involving the ERB Chairman. When the respondent of a Complaint is any of the above listed Voting members of the ERB, the Society President shall perform the duties of the third Voting member on the ERB as necessary for the specific Complaint involving either of the applicable voting members. The President and Executive Director shall serve as an additional voting member of the ERB should any of the other members of the Board be the subject of the Complaint.

ARTICLE III

ETHICAL STANDARDS OF MEMBERS

3.1. General and Personal Conduct. It should be accepted that adherence to the law provides only a minimum standard for the behavior of Society members, Board of Directors (Board), and staff operating at the direction of or in support of the Society. While the Board is ultimately responsible for overseeing and ensuring that the Society complies with all its legal obligations and for detecting and remedying wrongdoing by management, all members, and staff operating at the direction of or in support of the Society, should be committed to carry out their responsibilities in support of the Society in an ethical and effective manner.

3.2. Participation. Members have a responsibility to faithfully carry out their respective duties. Whether elected, appointed, employed, or volunteer, individuals have an obligation to fulfill the vision and mission of the Society as well as the specific duties/description of any office they may hold. Individuals should carefully consider any potential obligations they may take on as a result of agreeing to serve in particular office.

3.3. Misrepresentation. Members shall not engage in conduct or actions that represent the organization in any manner inconsistent with the vision and mission of the Society. Members shall not use their respective affiliation with the Society for personal or financial gain.

3.4. Accountability. The Society, unless prohibited by local, state, or Federal law or regulation, or Society policies, shall make information about its operations, including governance, finances, programs, and activities widely available to the public. This shall include making information available on the methods the Society uses to evaluate the outcomes of its work and sharing the results of those evaluations. Members are accountable and responsible for their actions, individually as well as collectively.

3.5. Confidentiality. Members, Board, Officers, staff, volunteers, and contractors working for or on behalf of the Society are expressly prohibited from discussing personnel matters, including salary and compensation information, except those whose duties specifically require access, discussion, and or deliberation. Access, discussion, and or deliberation shall be specifically conducted in forums appropriate to such discussions such as formal meetings and interaction between members and staff as prescribed by Society Policy.

3.6. Legal Compliance and Public Disclosure. The Society must comply with all applicable Federal laws and regulations, as well as applicable laws and regulations of the State of Texas and the local jurisdictions in which the Society is based or operates. Members shall conduct themselves individually as well as collectively in accordance with same laws and regulations.

3.7. Effective Governance. The Board must protect the assets of the Society and provide oversight to ensure that its financial, human, material, and intangible resources are used appropriately to further the Society's mission. The Board is responsible for reviewing and approving the Society's mission and strategic direction, annual budget, and key financial transactions, compensation practices and policies, and fiscal and governance policies. However, all members, staff, and volunteers have a responsibility to faithfully follow the Society's practices and policies intended to carry out the Society's mission.

3.8. Strong Financial Oversight. The Society must keep complete, current, and accurate financial records. The Board should receive and review timely reports of the Society's financial activities. The Board shall institute and regularly review policies and procedures to ensure that the Society manages and invests its funds responsibly, in accordance with all legal requirements. Financial reports should also reflect how the Society has adhered to any restrictions placed on funds by donors or grant programs. Prudent financial oversight requires that the Board look beyond monthly or annual financial reports to consider how the Society's current financial performance compares with that of previous years and how its financial future appears. The Society shall ensure that investments of cash reserves and endowments are managed in accordance with good financial practices in order to protect the principal yet promote growth in a responsible manner for operations and programs.

3.9. Responsible Fundraising. The Society has the responsibility to acknowledge donor's contributions not only because of IRS requirements, but in order to help building donor's confidence in and support for the activities of the Society they help to fund. Solicitation materials and other communications addressed to donors and the public shall clearly identify the Society as the recipient and be accurate and truthful. The Society shall use contributions for purposes consistent with the donor's intent, whether as described in the relevant solicitation materials or as specifically directed by the donor. The Society may be legally responsible when those who solicit on its behalf engage in illegal or fraudulent practices. Beyond the legal requirements that may be applicable, the Society has many reasons to provide careful training and supervision to those who solicit donations on behalf of the Society. The donor's contact with the Society may be the donor's first, and sometimes only, direct contact with the Society. It is in the Society's best interest to ensure that fundraisers are respectful of a donor's concerns and do not use coercive or abusive language or strategies to secure contributions, misuse personal information about potential donors, or mislead potential donors in other ways. All those who solicit contributions on the Society's behalf, including volunteers or contractors, should be provided with clear materials and instructions on what information to provide to prospective donors, including the Society's name and address, how the donor can learn more about the organization, the purposes for which donations may be used, whether all or part of the donation may be tax-deductible, and who the donor can contact for further information.

3.10. Loyalty. While applicable to all members and staff, all Board members have a “duty of loyalty” that requires them to put the interests of the organization above their personal interests and to make decisions they believe are in the best interests of the Society and consistent with the vision and mission of the Society.

3.11. Social Media Applicability. The Society and its members shall follow and adhere to accepted good practices for use of social media. This includes the safeguarding of information contained and or used on social media platforms in support of the Society’s vision and mission. Great care should also be used when posting entries on personal or other sites/ platforms that pertain directly or indirectly to the Society. Refer to the Society’s Social Media Policy for specific policies, procedures, and guidelines beyond those contained in this policy.

ARTICLE IV

CONFLICTS OF INTEREST

4.1. Disclosure. Conflicts of Interest shall be handled in compliance with the Society’s current Conflict of Interest Policy. Conflicts of Interest cases may or may not be considered “ethical issues” per se. The Board of Directors when handling Conflict of Interest issues/ cases shall determine if there also exists an ethical issue or violation of the Ethics Policy. The Board shall decide how best to proceed in order to effectively and efficiently pursue the case while at the same time taking any and all actions which are in the best interests of the Society. This may include executing provisions of one or both policies.

ARTICLE V

NEPOTISM

5.1. It is recognized that employment of relatives in an organization can cause serious conflicts and problems with favoritism and employee morale. In these instances, all parties leave themselves open to charges of inequitable consideration in decisions concerning work assignments, performance evaluations, promotions, demotions, disciplinary actions, and discharge. Therefore:

- a. Board Members of the Society and their immediate families shall be excluded from consideration of employment by the organization.
- b. Employees may not hold a job over which a member of their immediate family exercises supervisory authority.
- c. When an immediate family member of an employee becomes a member of the Board, then the Board Member shall have no supervisory authority of that employee and shall recuse themselves when job evaluations, promotions, demotions, disciplinary actions, salary issues, or other such items are discussed and voted on.

Immediate family includes husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparents, grandchildren, or an individual who is not legally related but resides with an employee.

5.2. The Board reserves the right to resolve any conflict as necessary to protect the Society.

ARTICLE VI

GIFTS, GRATUITIES, & ENTERTAINMENT

6.1. Notwithstanding policies defined elsewhere which govern donations and gifts of property to the Society, in the conduct of the business of the Society, Officers, Board Members, and staff shall not solicit or agree to accept any gift for personal benefit.

ARTICLE VII

ELECTIONS

7.1. Campaigning - All election campaigns shall be conducted with professionalism as the guiding principle. This includes, but is not limited to, the following guidelines for campaign conduct:

- a. All campaigning shall be conducted in a spirit of fairness, honesty, and with discretion.
- b. There shall be no personal attacks or impugning of opponents' character.

7.2. Consent to Serve/ Code of Fair Campaign Practices. There are basic principles of decency, honesty, and fair play that every candidate has a moral obligation to observe and uphold. For the campaign and election of Directors and Officers of the Society, the candidates:

- a. Shall not use or permit the use of character defamation, whispering campaign, libel, slander, or scurrilous attacks on any candidate.
- b. Shall not use or permit any appeal to negative prejudice.
- c. Shall not use campaign material of any sort that misrepresents, distorts, or otherwise falsifies the facts, nor use malicious or unfounded accusations that aim at creating or exploring doubts.

ARTICLE VIII

PROCESSING OF COMPLAINTS

Process for Reporting and Disposing of Complaints.

8.1. Confidentiality. Failure to maintain confidentiality at all stages of the process could become the subject of another Ethics Policy violation. This shall apply to all parties involved in the Complaint, its investigation, or disposition.

8.2. Receipt of Complaints. Ethics Complaints should be completed on the appropriate form and submitted within 120 days of the alleged violation. Complaints must be submitted in writing by the Complainant even if the reporting of the Complaint originated orally and involved an intermediate supervisor.

8.3 Processing of Complaints:

- a. After receiving a signed Ethics Complaint Form, the Chair of the ERB shall notify the Board of the Complaint and advise the Executive Director to maintain a log of all Complaints received, including the source, date received, and date reported to ERB.
- b. The ERB may consult with the Society Legal Counsel at any time during the process.
- c. Within 10 days of initial receipt of the Complaint, the Ethics Review Board shall determine whether the Complaint has merit and whether additional investigation is necessary.
- d. The ERB shall notify the President of the Complaint within 10 days of receipt.
- e. If additional investigation is merited, the ERB shall coordinate such investigation within 30 days of receipt of the written Complaint.
- f. If the ERB determines that the Complaint has merit it shall forward the Complaint to the respondent together with notification that the respondent has 30 days to respond to the Complaint in writing.

8.4 At the Conclusion of the 30-Day Period, the Chair of the ERB shall:

- a. Circulate copies of the written response of the respondent to all members of the ERB (or if no response received, communicate this information to the ERB);
- b. Circulate a report of all other investigations, interviews, or research that has been gathered by the ERB during the process, to all members of the ERB; and
- c. Determine, in consultation with members of the ERB, whether additional investigation is necessary and coordinate such investigation.

8.5 Upon completion of the investigation, but not later than 90 days following receipt of the written Complaint, the ERB shall take one of the following actions:

- a. Dismiss the Complaint as frivolous, inconsequential, or as not attaining the required level of proof; or
- b. Find that the respondent acted properly and exonerate the respondent; or
- c. Find that the respondent did not act properly and uphold the Complaint.

8.6 If the ERB dismisses the Complaint for any of the above reasons stated in 8.5, the ERB shall send a confidential letter to the respondent indicating matters of concern were dismissed.

8.7 The ERB shall complete its work on the Complaint within 90 days following receipt of the written Complaint. If the ERB cannot complete its work within 90 days, it may request one additional 30-day extension from the President. If the extension is granted by the President, the ERB shall notify the Complainant and respondent of the extension.

8.8 Disposition of Complaints. The majority of Complaints may be concluded or disposed of by the ERB, unless the recommended action requires other formal action such as: action by the Board, action by the President, or other Officer of the Society as dictated by the Society Bylaws, or Federal, state, or local laws as applicable. The process shall be completed within 90 days of the receipt of the written Complaint unless extenuating circumstances occur. Any extenuating circumstances shall be recorded in the completed report. The ERB shall notify the respondent in writing of the final decision.

Disposition of a Complaint may take one or more of the following forms, but is not limited to:

- a. Reprimand of the respondent, with or without requiring an apology to the aggrieved party or Complainant as applicable;
- b. Reprimand of the respondent and require remedial action, failing which, a further penalty may be imposed;
- c. Reprimand of the respondent and recommend suspension of employment, volunteer position, or Board membership; or
- d. Reprimand of the respondent and recommend revocation of employment, volunteer position, or Board membership.

8.9. Appeals. The respondent may appeal the decision by submitting a written notification to the ERB within 10 business days of receiving the final decision. The appeal shall be referred to the Society Legal Counsel for resolution. The ERB shall notify respondent in writing of the final decision of the appeal.

8.10. Record Keeping and Correspondence. A copy of all Complaints with any related material shall be maintained in the confidential and secured Complaint File for seven years under the direct control of the Executive Director. All correspondence from the Society related to Ethics or Whistleblower Complaints shall be by certified mail with return receipt requested.

CHRONOLOGY

Adopted by the San Antonio Conservation Society Board of Directors April 9, 2014
Amended June 17, 2015; June 15, 2016; September 19, 2018; January 20, 2021

REFERENCES

- Code of Ethics
- Whistleblower Policy
- Ethics/ Whistleblower Complaint Form
- Consent to Serve/ Code of Fair Campaign Practices Form
- Social Media Policy