

A. Qualifying for the ATA Board of Directors

Individuals who become officers, directors, and "agents" of not-for-profit organizations are subject to the laws pertaining thereto, individually and collectively, and must conduct themselves in accord with these requirements.

All members of the ATA Board of Directors must review and sign the ATA's Code of Conduct and Conflict of Interest Statements.

Rules of Conduct:

1. Antitrust: The Sherman Act, the Robinson-Patman Act, the Clayton Act and the FTC Act are among the major federal antitrust laws prohibiting all contracts, combinations or conspiracies to restrain trade. Not-for-profit organizations which improperly deny or expel members, set standards, sponsor certification programs, endorse products or services or otherwise advantage or disadvantage individuals or organizations may find themselves in violation of antitrust laws. Even discussion of collective action, pricing or other issues that could lessen or increase competitive advantage can subject the association to litigation and fines.

Organization officers and directors must maintain control of meetings, at least to the degree that participants do not engage in conversation and/or activities which violate these laws.

2. Conflicts of Interest: State laws define this issue in different ways. However, all of these laws essentially prohibit individuals using their positions in not-for-profit organizations to advantage themselves of anyone other than "the membership." In other words, it must be the organization's purpose and the officer's and director's purposes to serve the "common good" of all or the majority of members, and they must not seek to advantage themselves or any minority at the expense of the majority.

Should Board of Directors members or any agents (committee member, staff, etc.) find themselves in a conflict of interest, they must announce/acknowledge their conflict and withdraw themselves from discussion of or voting on such issues.

Board of Directors members and staff shall remove themselves from circumstances that have the appearance of conflict of interest.

Board of Directors members and staff may seek exemption from this conflict of interest policy under certain specific circumstances by disclosure to the ATA Board of Directors.

Board of Directors members and staff who hold personal beliefs, values, or commitments that are contrary to the purposes of an organization are conflicted and shall declare their conflict.

3. Informed, Reasoned Decisions: All officers and directors shall make informed and reasoned decisions. Officers, directors, and staff shall be thoroughly informed, free of undue haste, actively involved in debate and deliberations, and aware of all related legal documents and implications before making decisions. They shall maintain documentation and require involvement of experts (e.g. accountants, lawyers, staff) whenever such perspective is required to make informed and reasoned decisions.
4. Supervision: Directors shall not manage the daily administrative affairs of the organization. However, Board of Directors members cannot completely delegate or avoid responsibility for conducting the business of the organization.

Directors shall require access to and maintain a working knowledge of the affairs, policies and assets of organizations.

5. Confidentiality: Board of Directors activities and discussions shall be conducted in a manner that encourages and ensures confidentiality and trust. Board of Directors members who fail to be candid and/or maintain confidences may be removed from the Board of Directors.

Board of Directors members and staff shall not regularly engage in discussions that must be kept from the members and/or other interested parties. Discussion of member applicants, staff compensation, and other sensitive matters shall be held confidential. Individuals presiding over Board of Directors, committee and other meetings shall avoid regular discussion of "confidential" issues.

B. American Thyroid Association (ATA) Board of Directors Code of Conduct Statement

As a member of the ATA Board of Directors, I will:

- listen carefully to my fellow Board members;
- carefully consider and respect the opinions of my fellow Board members;
- respect and support all majority decisions of the Board of Directors;
- recognize that all authority is vested in the Board of Directors;
- keep well-informed of developments relevant to issues that may come before the Board of Directors;
- participate actively in Board meetings and actions and not discuss elsewhere what I am unwilling to discuss in Board meetings;
- bring to the attention of the Board any issues I believe will have a significant effect on our organization or those we serve;
- attempt to interpret the needs of all those we serve to the ATA Board of Directors;
- refer complaints directly to the proper level on the chain of command;
- recognize my job is to ensure that the organization is well-managed, not necessarily to manage the organization;
- represent all those whom this organization serves and not a particular geographic area or interest group;
- consider myself a "trustee" of the organization and do my best to ensure that it is well-maintained, financially secure, and always operating in accord with our stated objectives and in the best interests of those we serve;
- always work to learn how to do my job better; and
- acknowledge conflicts of interest between my personal and professional life and my position on the Board of Directors, and abstain from voting or attempting to influence issues in which I am conflicted.

As a member of the ATA Board of Directors, I will not:

- be disrespectful of fellow Board members or their opinions, in or out of the Board of Directors room;
- use the organization or my position for my personal advantage or that of my friends, relatives or associates;
- discuss the confidential proceedings of the Board of Directors outside the Board room;
- promise how I will vote on any issue before hearing the discussion and becoming fully informed;
- interfere with the duties of staff or undermine the authority of our chief staff executive to perform his/her duties; and
- speak for or in behalf of the organization unless specifically authorized to do so.

Signature: _____ Date: _____