



## Code Of Conduct

**Adopted by the Board of Directors November 30, 2007**

*This Code of Conduct repeals and replaces the Code of Conduct of November 30, 2007, and the Conflict of Interest Policy last amended June 30, 2021*

**Amended September 20, 2021**

### **Reference:**

Bylaws, Article IV, Section 6, Subsection F  
Bylaws, Article IV, Section 6, Subsection G  
Bylaws, Article IV, Section 9

### **Preamble:**

The Montana Community Foundation (MCF) is committed to maintaining the highest level of integrity and the highest standards of ethical conduct in all of its activities and dealings. It is important for MCF directors, officers, and employees to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of MCF and that the appearance of conflict can be troublesome even though there is in fact no legal conflict of interest.

Conflicts occur because the many persons associated with MCF should be expected to have, and do in fact generally have, multiple interests and affiliations and various positions of responsibility within the community. In these situations, a person will sometimes owe identical duties of loyalty to two or more organizations. Conflicts are undesirable because they potentially place the interests of others ahead of MCF's obligations to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of MCF do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

The purpose of this Code of Conduct is to provide guidance to MCF's directors, officers, and employees so that MCF can maintain the highest level of integrity and the highest standards of ethical conduct. Each director, officer and employee of MCF is urged to review carefully this Code of Conduct and make every effort to adhere to it. Certain provisions of this Code of Conduct, as indicated, apply only to directors, officers, and management employees.

### **I. Gifts to Directors, Officers, and Employees:**

The acceptance by any director, officer or employee of money, services or any other thing of value offered by a representative, person or entity which (1) does business with MCF (or any person or entity which potentially could do business with MCF) or (2) has applied for a grant or potentially could apply for an upcoming grant from MCF is prohibited. The offer of any such benefit must be reported immediately to the Board Chair. Notwithstanding the forgoing, it is understood that an officer or employee of MCF may receive unsolicited gifts of modest value from persons doing business with MCF, such as Christmas gifts of modest value. It is also expressly understood that this Code of Conduct does not preclude business meals or nominal entertainment on an infrequent basis.

### **II. Confidentiality of Information:**

MCF's directors, officers, and employees owe a duty of loyalty to MCF. The duty of loyalty requires each director, officer and employee of MCF to respect the confidentiality of information gained in the course of Board activities or employment. No director, officer or employee shall



use information received in the course of serving MCF if the personal use of such information would be detrimental in any way to MCF.

### **III. Conflicts of Interest:**

#### **A. Directors:**

Any possible conflict of interest of any director (or member of the director's family) shall be fully disclosed to the other directors and made a matter of record. When any such possible conflict of interest becomes relevant to any matter requiring Board of Directors or committee action, it shall be called to the attention of the Board or committee and, if any question is raised as to whether a conflict of interest exists, the potentially interested person shall leave the meeting while the matter is discussed and voted upon. The remaining members shall decide whether a conflict of interest exists. If the remaining members determine that a conflict of interest exists, or if no such vote is taken because a conflict of interest clearly exists, the director shall not vote on the matter in which he or she (or a member of his or her family) has a possible conflict of interest, shall not use personal influence to affect the vote and shall leave the room during the final discussion and vote on the matter. However, any director who is excluded from voting because of such possible conflict of interest may answer any pertinent questions of other directors or committee members when the director's knowledge of the matter may assist the Board or committee in making its determination. Any vote approving a transaction that involves a possible conflict of interest should include a determination by the disinterested directors that the transaction is in the best interest of MCF and is fair in all respects to MCF. The minutes of the meeting shall reflect that a disclosure was made and the nature of the disclosure, that the interested director abstained from voting and left the room for the final discussion and vote, and that the interested director abstained from the action taken to determine whether a conflict of interest existed, if any.

#### **Annual Disclosure:**

In addition to disclosure as described above when a possible conflict of interest becomes relevant to any Board or committee action, Board members at least annually must generally disclose conflicts or potential conflicts.

#### **B. Officers and Management Employees:**

Each officer and management employee has a duty to make full disclosure to the Board of Directors of any possible conflict of interest (or that of a member of his or her family) regarding any matter as to which the officer or employee provides recommendations or advice to the Board of Directors.

#### **C. Types of Conflicts of Interest:**

A particularly important type of possible conflict of interest arises when a director, officer or management employee holds a direct or indirect financial interest in (or will receive a benefit from) a business firm furnishing services, materials, or supplies to MCF or that is seeking grant funds from MCF. A direct financial interest is the receipt of remuneration of any sort. An indirect financial interest exists if a party transacting business with MCF is an entity:

- (1) in which MCF's director, officer or management employee (or a member of his or her family) has a material financial interest;
- (2) with which MCF's director, officer or management employee (or a member of his or her family) has a substantial business relationship; or
- (3) of which MCF's director, officer or employee (or a member of his or her family) is an officer, director, general partner or employee.



It is understood that a director, officer or employee may be a direct or indirect party to a transaction with MCF which might create or provide the appearance of a conflict of interest, as above defined, if all the above disclosure and other requirements are met and if the transaction is fair to MCF.

**Definition of Family:** A reference in this Code of Conduct to a person's "family," includes:

- a. The person's spouse;
- b. The person's domestic partner;
- c. The person's parent, sibling, children (including adopted children), stepchild, and grandchild; and
- d. The spouse or domestic partner of person's parent, sibling, child (including an adopted child), stepchild, and grandchild.

**IV. Use of MCF's Services, Property or Facilities for Personal Purposes:**

No director, officer, or employee shall make use of MCF's services, property or facilities for any purpose that is not related to MCF's charitable purposes.

**V. Political Activities:**

No director, officer or employee of MCF in the name of MCF or under the color of the official capacity or authority of MCF shall:

- (1) participate or become actively involved in any political campaign or in any other type of political activity, or
- (2) provide financial support for, or make contributions to or for the benefit of any political candidate, political party, or political action committee or provide financial support for or make contributions in support of any other political objective.

Notwithstanding the foregoing, MCF recognizes that each of its directors, officers, and employees has the right as a citizen to become involved in his or her individual capacity in the political process in Montana and on a national and local basis. Any such participation or involvement by any person in a political campaign or other type of political activity or any contribution to or any other financial support of a political candidate or any other type of political contribution or support shall only be carried on or provided in an individual capacity.

**VI. Anti-Harassment:**

No director MCF shall harass another director, officer, or employee of MCF.

Harassment consists of unwelcome conduct, whether verbal, physical, visual, that is based on a person's protected status, or any other characteristic protected by law. Sexual harassment may include subtle and not so subtle behaviors, may be directed toward individuals of the same or different gender, and may include explicit sexual propositions, sexual innuendo, commentary about an individual's body, sexual prowess or sexual deficiencies, sexually oriented "kidding" or "teasing;" "practical jokes," jokes about obscene printed or visual material; staring, leering or whistling; insulting or obscene comments or gestures and physical contact such as patting, pinching or brushing against another person's body.

Directors, officers, or employees who believe they have been subjected to harassment by a director of MCF or have witnessed such behavior should immediately report this information to the Chair or the Vice Chair of the Board of Directors.



## **VII. Committee Members, Advisors and Members of Advisory Committees:**

The provisions of this Code of Conduct applying to directors also shall apply to any person who is not a director but who is at any time serving as a member of any committee, a committee advisor, or a member of an advisory committee.

## **VIII. Compliance with Code of Conduct:**

Each director, officer, and employee of MCF shall receive a copy of the Code of Conduct. Each such person shall be required to complete the disclosure statement and also shall certify that he or she has read the Code and agrees to comply with all standards and requirements set forth herein.

IN WITNESS THEREOF, we have hereunto subscribed our names.

DocuSigned by:

A blue rectangular box containing a handwritten signature of "Kelly Bruggeman".

10/21/2021

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Kelly Bruggeman, Board Chair

DocuSigned by:

A blue rectangular box containing a handwritten signature of "E. Edwin Eck".

10/19/2021

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E. Edwin Eck, Board Secretary



## **MONTANA COMMUNITY FOUNDATION**

I, \_\_\_\_\_, hereby state that I have read the Code of Conduct of the Montana Community Foundation (MCF). I agree to comply with all provisions of the Code of Conduct during the period of my employment or tenure with MCF.

If I become aware of an actual or potential conflict of interest, I will notify and disclose the circumstances to the Chair of the Board.

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



## MONTANA COMMUNITY FOUNDATION

### DISCLOSURE

#### I. Director

Name: \_\_\_\_\_

#### Spouse

Name: \_\_\_\_\_

#### Children

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#### Spouses of Children

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II. List below all public and/or private companies or partnerships in which any individuals listed above in Section I currently have a material financial interest, employment, Board membership, or any other direct relationship that creates an actual or apparent conflict of interest as defined in the Code of Conduct.

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#### Individual

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III. List below all 501(c)(3) organizations or sub-divisions of government in which any individual listed above in Section I currently have any direct relationships with, such as employee, officer, director, fund campaign chair or section leader, or special event planning which presents an actual or apparent conflict of interest with MCF.

#### Organization

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#### Individual

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**Signed:** \_\_\_\_\_

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