



GREAT FALLS **HISTORICAL SOCIETY**

Great Falls Historical Society

Governance and Ethics Policy

Great Falls Historical Society, Virginia is an unincorporated association organized and operating in the Commonwealth of Virginia. (Hereinafter “GFHS”) The purpose of GFHS is the preservation and collection of local historical information along with its dissemination. Such information includes papers, letters, artifacts, photographs, tapes and digital recordings. The GFHS also prepares, sells and publishes books, pamphlets, postcards and other items concerning history and conducts public education programs.

A Board of Directors elected by its members manages GFHS and utilizes its members and other volunteers to help implement its purposes.

GFHS has and will continue to conduct its activities under the highest legal and ethical standards. In this regards, the following are principles of the organization, which will memorialize and bind all existing and future Board members, members, and volunteers. All future Board members shall be

given a copy of this policy prior to assuming their position along with other Board policies adopted. This policy shall be posted in the appropriate place on the website.

General Rule

GFHS expects the organization, the Board, association members and volunteers to conduct themselves in an ethical and business-like manner. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting on behalf of GFHS as a Board and/or committee member. Violations, actual or potential, of this policy shall be immediately reported to the President and General Counsel. Violators of the policy may be subject to removal from the Board and/or expulsion from the Society.

Confidentiality

Board members, members and other volunteers may come in contact with confidential information or be in possession of property, proprietary or otherwise, owned by GFHS or being created in the course of any activity in which the organization is engaged.

In order to ensure confidentiality and proprietary ownership of property, both tangible and intangible, each member of the Board shall not disclose, make any use of, except for the benefit of the GFHS, lecture upon or publish, any of the GFHS' Proprietary Information which may be produced except as GFHS may otherwise consent or be authorized.

The term "Proprietary Information" shall mean any and all confidential knowledge, data or any other proprietary information pertaining to GFHS including data, programs, source code, web site designs, web site processes, computer code, passwords, user ids, member information, mailing lists, customer lists, information regarding research, marketing plans, merchandising and selling, banking, financial records, and budgets and financial statements.

Maintenance of Records

Each Board member shall keep and maintain and preserve adequate and current written and electronic records or material of all work done of behalf of GFHS, such records and materials shall be the sole property of GFHS at all times. In addition, each board member shall comply with the GFHS *Document and Record Retention* policy.

Conflict of Interest

Directors should avoid conflicts between their personal interests and those of GFHS. Any situation that involves, or may reasonably be expected to involve, a conflict of interest should be disclosed promptly to the President and General Counsel. A “conflict of interest” can occur when a director’s personal interest is, or may appear to be, adverse to the interests to GFHS. Personal interests may include, but are not limited to, outside activities, financial or other business interests, or personal or charitable relationships.

Business Opportunity

Directors have a duty to advance the GFHS business interests when the opportunity to do so arises. Directors may not compete or use opportunities that are discovered through the use of GFHS information or resources for their own personal benefit or for the benefit of outside persons or entities unless GFHS has already been given the opportunity and has determined that it will not pursue that opportunity.

Solicitation

Board Members shall not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such person with respect to

matters pertaining to the association without first fully disclosing such items to the President and General Counsel.

Return of Property

Each Board member agrees that all files, accounts, records, materials, documents, drawings, pictures, photographs, models, books, forms, studies, data, recordings, catalogues, equipment, software or any other property tangible or intangible whether of a public nature or not, are and shall remain the sole and exclusive property of the GFHS. Upon leaving the Board, a person shall promptly surrender and deliver to GFHS all of the foregoing property, and will not take any Proprietary Information which was produced or obtain during the course of service.

Adopted this _____ day of _____, 201_

(Board Member, Association Member, Volunteer, etc.)

Great Falls Historical Society

P.O. Box 56

Great Falls, VA 22066