

## Board of Directors and Officers of the Corporation Code of Ethics

This board of directors and officers of the corporation code of ethics was adopted by the Washington Japanese Heritage Center (*Keisho Center*) Board of Directors on 21<sup>st</sup> day of May, 2016.

### Preamble

The Washington Japanese Heritage Center (*Keisho Center*) is a not-for-profit, tax-exempt organization formed to meet the needs of families residing in the Washington, DC, metropolitan area who want their children to continue to learn the language and culture of Japan. *Keisho Center's* board of directors' principal membership consists of individuals, engaged in promoting a natural learning environment where students develop their knowledge about current and traditional Japanese culture, Japanese history and Japanese language skills.

The business of *Keisho Center* is managed under the direction of the *Keisho Center* board of directors. The board's code of ethics serves as a code of conduct for *Keisho Center* volunteers and staff in their capacity as board members. Code violations may result in sanctions imposed under the Procedures for Review of Board Member Conduct.

The principles and requirements that comprise the code and procedures are based on and are designed to ensure full compliance by *Keisho Center* and its officers, board of directors, and employees with the fiduciary duties imposed on such individuals by state corporate law, the federal tax code's prohibition on private inurement and private benefit, and other requirements of federal tax exemption, common law due process requirements, federal and state antitrust and unfair competition law, state tort law, and other legal precepts and prohibitions including Equal Employment Opportunity and nondiscrimination laws. At the same time, the code and procedures are not designed to supplant courts of law in the resolution of disputes within the not-for-profit industry.

Moreover, the checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code on the one hand and, on the other, the protection of board of director members, through the use of reasonable due process procedures, against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled. Members of the board of directors affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the board.

## Board of Directors and Officers of the Corporation Code of Ethics

Members of the board of directors and officers of the corporation (including ex officio officers and members of the board) shall at all times abide by and conform to the following code of conduct in their capacity as board members:

1. Each member of the board of directors and officers of the corporation will abide in all respects by the *Keisho Center's Board Member's Code of Ethics* and all other rules and regulations of the organization (including but not limited to the organization's articles of incorporation and bylaws) and will ensure that their membership on the board of directors remains in good standing at all times. Furthermore, each member of the board of directors will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of *Keisho Center* when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
2. Members of the board of directors and officers of the corporation will conduct the business affairs of *Keisho Center* in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Members of the board of directors and officers of the corporation will ensure that *Keisho Center* promotes working relationships with board members, staff, students, families, and volunteers that are based on mutual respect, fairness, and openness.
4. Members of the board of directors and officers of the corporation will ensure that *Keisho Center* is fair and inclusive in its hiring policies and practices for all board, staff, and volunteer positions.
5. Members of the board of directors and officers of the corporation will ensure that *Keisho Center* is fair and inclusive in its student admissions policies and practices.
6. Members of the board of directors and officers of the corporation will ensure that *Keisho Center's* policies are in writing, clearly articulated, and officially adopted.
7. Members of the board of directors and officers of the corporation will ensure that the resources of *Keisho Center* are responsibly and prudently managed and will ensure that *Keisho Center* has the capacity to effectively carry out its programs.

8. Except as the board of directors and officers of the corporation may otherwise require or as otherwise required by law, no board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of *Keisho Center* and each member of the board of directors and officers of the corporation will uphold the strict confidentiality of all meetings and other deliberations and communications of the board of directors.
9. Members of the board of directors and officers of the corporation will exercise proper authority and good judgment in their dealings with *Keisho Center* staff, students, families, volunteers, and the general public and will respond to the needs of *Keisho Center's* members in a responsible, respectful, timely and professional manner.
10. No member of the board of directors or officers of the corporation will misuse *Keisho Center* property or resources and will at all times keep the *Keisho Center's* property secure and not allow any person not authorized to have or use such property.
11. Each member of the board of directors and officers of the corporation will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the board's direction and oversight.
12. Upon termination of service, a retiring board member or officer will continue to uphold the obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the board of directors or as an officer of the corporation.
13. The board of directors and officers of the corporation must act at all times in the best interests of *Keisho Center* and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, board members and officers of the corporation shall follow these guidelines:
  - Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of *Keisho Center*; while the receipt of incidental personal or third-party benefit may necessarily flow from certain *Keisho Center* activities, such benefit must be merely incidental to the primary benefit to *Keisho Center* and its purposes;



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- Do not abuse board membership or office appointment by improperly using board membership or office authority or *Keisho Center's* staff, services, equipment, resources, or property for personal or third-party gain or pleasure;
- Do not represent to third parties that their authority as a board member or officer of the corporation extends any further than that which it actually extends;
- Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the organization;
- Do not engage in or facilitate any discriminatory or harassing behavior directed toward *Keisho Center* staff, students, members, officers, directors, or others in the context of activities relating to *Keisho Center*; and
- Do 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 donor with respect to matters pertaining to *Keisho Center* without fully disclosing such items to the board of directors.

I affirm the endorsement of the code and acknowledge my commitment to uphold its principles and obligations by accepting and retaining membership on the board of directors.

\_\_\_\_\_  
NAME

\_\_\_\_\_  
DATE

I affirm the endorsement of the code and acknowledge my commitment to uphold its principles and obligations by accepting and retaining my appointment as an officer of the corporation.



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NAME

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OFFICER TITLE(S)