

Policy and Procedure Governing the Conduct of Officers and Directors of the Rockville Sister City Corporation

Duties and Conduct. Officers and Directors.

a. Officers and Directors upon taking office thereby agree to comply with the Articles of Incorporation, the Bylaws, the Policies and Procedures, the decisions of the Board of Directors, the rulings of the President, and Robert's Rules of Order.

b. A Director should participate actively in the affairs of the Corporation.

1. Regularly attend Board meetings—participate in at least half of the trailing twelve (12) months of meetings
2. Serve on or chair ad hoc and standing committees
3. Staff or lead activities and events
4. Lead administrative and support tasks germane to the Corporation
5. When tasked, represent the Corporation to external entities

c. Officers and Directors shall not engage in any conduct that injures or harms the RSCC, a member, Officer or Director in any way, including but not limited to projects, programs, exchanges, socials, events, Friendship City Relationships, Sister City Relationships and pending Relationships.

d. Officers and Directors shall fully and faithfully perform their duties and shall not perform duties outside the scope of their authority as determined by the Board pursuant to the Bylaws, Policies and Procedures.

e. Officers and Directors shall keep confidential all documents, discussions, communications and preliminary decisions that are designated as confidential at a Board meeting or Committee meeting.

f. Officers and Directors shall file any complaint or grievance relating to a member, Officer or Director with the Board, allowing the Board sufficient time to resolve such complaint or grievance.

g. Officers and Directors shall not engage in special activities related to RSCC, not assigned by the President of the RSCC, unless they have been approved in advance by the Board.

h. Officers and Directors use of social media, and all forms of promotion on behalf of the Rockville Sister City Corporation, requires that the RSCC Board has sole agency, having capacity to approve, administer, and monitor the content of any promotional information. Any Officer or Director seeking to establish a social media presence for the RSCC or its committees and

subcommittees shall first obtain authorization by the RSCC Board in advance , and shall make provision that appropriate members assigned by the RSCC Board to monitor or manage said media, website, etc., be provided all controlling passwords.

i. Officers and Directors making use of the RSCC logo, banner, or other graphics designed to identify the RSCC to any group or individual, must first receive authority from the RSCC Board in advance before the RSCC logo, banner, or other graphics is to appear on any social media website or in any printed document indicating an affiliation with the RSCC. An Officer or Director must receive RSCC Board authorization as well as written permission in advance by the copyright holder must be granted for the use of any copyrighted material(s) (logos, banners, or other graphics) appearing on any social media website or in any printed document indicating an affiliation with the RSCC.

j. Officers and Directors shall not obligate the RSCC Board, RSCC General membership or RSCC committees and subcommittees or propose or enter into any formal or informal contractual relation(s) with any outside person or entity without permission of the Board in advance.

k. Officers and Directors shall not use any social media, website or print document referencing the RSCC, in order to promote or infer RSCC approval of any incumbent political official or candidate for public office, in any matter not pertaining directly to the RSCC or to Sister Cities International.

l. Officers and Directors shall conduct themselves in a civil and professional manner in a Board meeting and other RSCC matters, consistent with the governing Bylaws and Policies and Procedures of the RSCC. Failure to adhere to these requirements, while serving as an Officer or Director is considered an infraction and may serve as grounds for Board disciplinary action. An infraction is defined as a violation of any policy or procedure listed in this document, Bylaws or other Policies and Procedures and may be brought to an Officer's or Director's attention in the form of a written document by the President. Following a first infraction, the offending Officer or Director shall be on notice that further infractions made by the Officer or Director shall be recorded in the Minutes of the RSCC Board. If there should be any further infractions by the Officer or Director, the Board may a.) suspend the Officer or Director for a period of time as determined by a majority vote of the Board or b.) the Officer or Director will be asked by the President to tender their resignation from the Board or c.) the Officer or Director will be subject to a termination for cause, by the number of Board member votes as prescribed in the RSCC Bylaws regarding Officer or Director termination.

m. Officers and Directors that are the subject of discipline may appeal to the Board for reconsideration. An appeal hearing, chaired by a member of the Board, agreed to by both parties, shall be conducted at a Special meeting called by the President.

Approved and adopted by Board of Directors, RSCC, May 15, 2018 (by unanimous vote).