

LEADERSHIP

A member who is elected or appointed to one of these positions acquires a second set of rights and responsibilities, in addition to those which are theirs as a general member.

Rights

It is the right of NEWH, Inc. Leaders to:

- Receive adequate and competent direction and support from other leaders of the organization;
- Have the support and cooperation of the membership of the organization;
- Depend on the membership to accord them the courtesies of meeting protocol and group etiquette; and
- Expect support of the industry when organization sponsored events serve industry interests.

Responsibilities

As an NEWH, Inc. Leader it is their responsibility to:

- Know the duties of the position to which they were elected or appointed;
- Review the tenets and objectives of the organization;
- Review the NEWH, Inc. By-Laws and Board Handbook for policies of the organization and the position to which they were elected or appointed;
- Act with the care that a reasonably prudent person in a similar position would use to perform their duties under similar circumstances, and must perform their duties in good faith and in a manner they reasonably believe to be in the best interest of NEWH, INC.;
- Use disciplined judgment in making fiscal decisions;
- Refrain from engaging in personal activities which would injure or take advantage of NEWH, INC.;
- Not use their position of trust and confidence to further their private interests;
- Study and practice good leadership skills and techniques;
- Serve all members, not just a selected few; and
- Bring genuine interest, enthusiasm and sufficient time to their duties to discharge their responsibly.

They Will Not

- Realize secret profits or unfair gain through personal transactions with or on behalf of the NEWH, INC.;
- Compete with NEWH, INC. to its detriment;
- Usurp an opportunity of NEWH, INC.;
- Realize personal gain from use of material, non-public information; and
- Will avoid even the appearance of a conflict of interest.

NEWH, INC. CODE OF ETHICS

- Members of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. shall conduct themselves honorably so as to maintain the integrity of the organization. To that end, each member shall adhere to the following code of ethics:
- Each member shall hold membership in the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. as a privilege and a responsibility and shall abide by the By-Laws.
- Each member is obligated through personal and professional conduct to uphold and maintain beyond reproach the dignity of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC.
- Each member shall recognize and respect the professional standards of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. members and shall encourage the highest level of cooperation of the members.
- No member shall use the position as Officer, Director or member of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, Inc. to gain purely personal advantages in advertising, merchandising or promotion. Members are encouraged to use the initials NEWH after their names on business stationary and business announcements.
- The name NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. may be used officially only by the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. and its authorized chapters. An individual may, with the written approval of the NEWH, Inc. Board of Directors of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC., use the name of the organization in connection with the sponsorship or co-sponsorship of an industry activity.
- A member may not use the membership directory as a mailing list for commercial purposes nor permits its use by a nonmember for any purpose. NEWH mailing lists shall be available to other organizations within the Hospitality or related industries, only as approved by the NEWH, Inc. Board of Directors and are not to be used for commercial purposes. List members may request in writing that their names be deleted from any mailing list provided to another organization.
- Members who misrepresent their professional qualifications at any time will be subject to disciplinary action by



the Chapter Board of Directors.

- Any conduct which is detrimental to the best interests of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. may result in disciplinary action by the NEWH, Inc. Board of Directors.

NEWH BOARD CODE OF ETHICS

As a member of the Board of Directors of NEWH, Inc. or any of its chapters, I will:

- Represent the interest of all the people served by this nonprofit and not favor special interest inside or outside the organization;
- Not use the nonprofit or my service on the board for my own personal advantage or for the advantage of my friends, relatives or supporters;
- Keep confidential information confidential;
- Respect and support majority decisions by the board;
- Approach all board issues with an open mind, prepared to make the best decisions for everyone involved;
- Do nothing to violate the trust of those who elected or appointed me to the board or those served;
- Focus my efforts on the mission of this nonprofit and not on my personal goals;
- Never exercise authority as a board member except when acting in a meeting with the full board or as I am delegated by the board;
- Consider myself a “trustee” of this nonprofit corporation and do my best to ensure that it is well maintained, financially secure, growing and always opening in the best interest of those we serve;
- I have read, understand and agree to abide by this Code of Ethics.

Signature: _____

Date: _____

Conflict of Interest/Disclosure Agreement

I. Application of Policy

This policy is intended to supplement, but not replace, federal and state laws governing conflicts of interest applicable to nonprofit corporations (NPC). It applies to board members and staff with significant decision-making authority. Persons covered under this policy, as well as their relatives and associates, are hereinafter referred to as "interested parties."

II. Conflict of Interest

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of NEWH, INC. There are varieties of situations that raise conflict of interest concerns including, but not limited to, the following:

A. Financial Interests - A conflict may exist where an interested party directly or indirectly benefits or profits as a result of a decision, policy or transaction made by NEWH, INC. Examples include situations where:

- NEWH, INC. contracts to purchase or lease goods, services, or properties from an interested party.
- NEWH, INC. offers employment to an interested party, other than a person who is already employed by NEWH, INC.
- An interested party is provided with a gift, gratuity, or favor of a substantial nature from a person or entity that does business or seeks to do business with NEWH, INC.
- An interested party is gratuitously provided use of the facilities, property, or services of NEWH, INC.
- NEWH, INC. adopts a policy that financially benefits an interested party.

B. Other Interests - A conflict also may exist where an interested party obtains a non-financial benefit or advantage that he/she would not have obtained absent his/her relationship with NEWH, INC. Examples include where:

- An interested party seeks to make use of confidential information obtained from NEWH, INC. for his/her own benefit (not necessarily financial) or for the benefit of another interested party.
- An interested party seeks to take advantage of an opportunity or enables another interested person or other organization to take advantage of an opportunity that he/she has reason to believe would be of interest to NEWH, INC.
- NEWH, INC. adopts a policy that provides a significant non-financial benefit to an interested party.

III. Disclosure of Potential Conflicts of Interest

An interested party is under a continuing obligation to disclose any potential conflict of interest as soon as it is known or reasonably should be known.

An interested party shall complete the Questionnaire attached as Appendix A to fully and completely disclose the material facts about any potential conflicts of interest. The disclosure statement and Affirmation of Compliance (Appendix B) shall be submitted upon his/her association as a board member of NEWH, INC. or one of its chapters, and shall be reviewed annually thereafter by the board member. An additional disclosure statement shall be filed whenever a potential conflict arises.

Disclosure statements will be submitted as follows. For board members, the disclosure statements shall be provided to the President of the board. The President's disclosure statement shall be provided to the Secretary of the board or its equivalent. Copies also shall be provided to the Executive Director of NEWH, INC.



In the case of staff with significant decision-making authority, the disclosure statements shall be provided to the Executive Director of NEWH, INC. In the case of the Executive Director, the disclosure statement shall be provided to the President of the Board.

In all cases, the recipient is the designated reviewing official responsible for bringing potential conflicts to the attention of the appropriate authorities. The recipient shall provide the Secretary of the Board of Directors copies and they shall file copies of all disclosure statements with the official corporate records of NEWH, INC.

IV. Procedures for Review of Potential Conflicts

Whenever there is reason to believe that a potential conflict of interest exists the Board of Directors shall determine the appropriate response. This shall include, but not necessarily be limited to, invoking the procedures described below with respect to a specific proposed action, policy or transaction. The designated reviewing official has a responsibility to bring a potential conflict of interest to the attention of the board promptly for action at the next regular meeting of the board or during a special meeting called specifically to review the potential conflict of interest.

Where the potential conflict involves an employee of NEWH, INC. other than the Executive Director, the Executive Director shall be responsible for reviewing the matter and may take appropriate action as necessary to protect the interests of NEWH, INC. The Executive Director shall report to the President the results of any review and the action taken. The President shall determine whether any further board review or action is required.

V. Procedures for Addressing Conflicts of Interest

Where a potential conflict exists between the interests of NEWH, INC. and an interested party with respect to a specific proposed action, policy or transaction, the Board of Directors shall consider the matter during a meeting of the board. NEWH, INC. shall refrain from acting until such time as the proposed action, policy or transaction has been approved by the disinterested members of the Board of Directors of NEWH, INC. The following procedures shall apply:

An interested party who has a potential conflict of interest with respect to a proposed action, policy or transaction of the corporation shall not participate in any way in, or be present during, the deliberations and decision-making vote of NEWH, INC. with respect to such action, policy or transaction. However, the interested party shall have an opportunity to provide factual information about the proposed conflict and/or action, policy or transaction. Also, the board may request that the interested party be available to answer questions.

- The disinterested members of the Board of Directors may approve the proposed action, policy or transaction upon finding that it is in the best interests of NEWH, INC. The board shall consider whether the terms of the proposed action, transaction or policy are fair and reasonable to NEWH, INC. and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.
- Approval by the disinterested members of the Board of Directors shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance.
- The minutes of the meeting shall reflect that the conflict disclosure was made to the board, the vote taken and, where applicable, the abstention from voting and participation by the interested party. Whenever possible, the minutes should frame the decision of the board in such a way that it provides guidance for consideration of future conflict of interest situations.

VI. Violations of Conflict of Interest Policy

If the Board of Directors has reason to believe that an interested party has failed to disclose a potential conflict of interest, it shall inform the person of the basis for such belief and allow the person an opportunity to explain the alleged failure to disclose.



If the board decides that the interested party has in fact failed to disclose a possible conflict of interest, the board shall take such disciplinary and corrective action as the board shall determine.

APPENDIX A

NEWH, Inc. Conflict of Interest Disclosure Questionnaire

Please complete the questionnaire below, indicating any potential conflicts of interest. If you answer "yes" to any of the questions, please provide a written description of the details of the specific action, policy or transaction in the space allowed. Attach additional sheets as needed.

Financial Interests - A conflict may exist where an interested party, directly or indirectly benefits or profits as a result of a decision, policy or transaction made by NEWH, INC.

During the past 12 months (for each yes response, please describe on a separate page.):

1. Has NEWH, INC. proposed to contract or contracted to purchase or lease goods, services, or property from you or from any of your relatives or associates, or from an entity in which you hold a significant ownership interest? ☐ Yes ☐ No
2. Has NEWH, INC. offered employment to you (not applicable to existing staff) or to any of your relatives or associates? ☐ Yes ☐ No
3. Have you, or any of your relatives or associates, been provided with a gift, gratuity or favor of a substantial nature from a person or entity that does business or seeks to do business with NEWH, INC.? ☐ Yes ☐ No
4. Have you or any of your relatives or associates been gratuitously provided use of the facilities, property, or services of NEWH, INC.? ☐ Yes ☐ No
5. Have you, a relative or an associate, or an entity in which you hold a significant ownership interest, been in a position to benefit financially from an action, policy or transaction made by NEWH, INC.? ☐ Yes ☐ No

Other Interests - A conflict may also exist where an interested party obtains a non-financial benefit or advantage that he/she would not have obtained absent his/her relationship with NEWH, INC., or where his/her duty or responsibility owed to NEWH, INC. conflicts with a duty or responsibility owed to some other organization.

Please indicate if at anytime during the past twelve months (for each yes response, please describe on a separate page.):

1. Did you make use of confidential information obtained from NEWH, INC. for your own benefit or for the benefit of a relative, associate, or other organization? ☐ Yes ☐ No
2. Are you, a relative or an associate in a position to benefit in a non-financial way from an action, policy or transaction made by NEWH, INC.? ☐ Yes ☐ No

Name

Signature

Date



NEWH, Inc.
Conflict of Interest
Affirmation of Compliance

I have received and carefully read the Conflict of Interest Policy for board members and staff with significant decision making authority of NEWH, INC. and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that NEWH, INC. is a nonprofit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes without personal inurement (other than by salary) by board members or staff.

Except as otherwise indicated in the Disclosure Questionnaire and attachments below, I hereby state that I do not have any conflict of interest, financial or otherwise that competes with the interests of NEWH, INC, nor does any relative or associate have such a potential conflict of interest, nor shall I, any relative or associate inappropriately benefit from any action, policy or transaction made by NEWH, INC. in a manner that has not been previously disclosed.

If any situation should arise in the future that I think may involve me in a conflict of interest, I will promptly and fully disclose in writing the circumstances to the President of the Board of Directors of NEWH, INC. or to the Executive Director, as applicable.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (Please print)

Chapter

Signature

Date

Annual Review and Reaffirmation

Signature

Date

Signature

Date

Signature

Date