**** Code of Conduct and Ethics

Revised March 2014

**Article I. Purpose**

The Purpose of this Code of Conduct and Ethics is to confirm Knoxville Internationals Network (KIN)’s commitment to conduct its affairs with the highest integrity and to guide its conduct and dealings accordingly. KIN expects its Board members, officers, employees and members of established teams to adhere not only to applicable laws, rules and regulations but also to high ethical standards. Each of these persons is encouraged to read this Code carefully and to report any violations to the President of the Board or any other Board member. This Code is intended to supplement but not supplant any applicable state and federal laws governing conflicts of interest or other matters applicable to nonprofit and charitable organizations.

**Article II. Conflicts of Interest**

A. A conflict of interest occurs when a Board member, an officer, an employee, or team member (an “Interested Person(s) private interest interferes (actual) or appears to interfere (perceived) with the interest of KIN. A conflict can arise when (i) an Interested Person takes actions or has interests that may make it difficult to perform his or her duties for KIN objectively and effectively or (ii) an Interested Person, or a member of his or her family, receives improper personal benefits as a result of his or her position with KIN.

B. An Interested Person has a financial interest that may violate this Code if he or she has, directly or indirectly, through business, investment, or family (each example below a “Financial Interest”):

1. An ownership or investment interest in any organization or entity with which KIN has a transaction or arrangement;

2. A compensation arrangement with KIN or with any entity or individual with which KIN has a transaction or arrangement; or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which KIN is negotiating a transaction or arrangement.

C. Conflict of Interest Procedures.

1. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest to the Board or team with Board-delegated powers and be given the opportunity to disclose all material facts.

2. After disclosure to the Board of the Financial Interest and all material facts, the Board or team will discuss and determine whether a conflict of interest exists.

3. If a conflict of interest is found to exist, the Board or team will exercise due diligence to determine whether a transaction or arrangement more advantageous to KIN may be reasonably attained than that which gave rise to the conflict of interest. A majority vote of the Board or applicable team (only disinterested members being allowed to vote) shall determine whether to enter into the proposed transaction or arrangement.

4. If a conflict of interest does exist, the Interested Person shall voluntarily recuse himself or herself from participation in any decision concerning the proposed transaction or arrangement

5. All official actions by the Board and any teams pursuant to this Conflict of Interest policy shall be reflected in the appropriate minutes or records.

D. Violations of Conflict of Interest Policy

1. If the Board or team has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

2. If, after hearing the Interested Person’s response and after making further investigation as warranted by the circumstances, the Board or team determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Article III. Professional Courtesies**

KIN’s Board members, officers, employees, team members and volunteers should neither solicit nor accept gratuities, favors, goods, services, travel, lodging, entertainment or anything of monetary value from contractors, vendors or other individuals or organizations with whom KIN conducts business. This is not intended to preclude bona-fide KIN fund-raising activities.

**Article IV. Ethics**

A. All Board members, officers, employees, team members and volunteers of KIN act with honesty, integrity and openness whenever they represent the organization. KIN promotes a working environment that values respect, fairness and integrity.

B. KIN has a clearly stated mission and purpose, approved by the Board, in pursuit of the public good. All of its programs support that mission and all who work for or on behalf of KIN understand and are loyal to that mission and purpose. The mission is responsive to the constituency and communities served by KIN and benefits society at large.

C. KIN is seeks to be knowledgeable of and comply with all U.S. laws, regulations and applicable international conventions.

D. KIN manages its funds through responsible and prudent stewardship. Specifically, KIN:

1. Spends a reasonable percentage of its annual budget on programs in pursuance of its mission;

2. Spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management;

3. Compensates staff, and any others who may receive compensation, reasonably and appropriately;

4. Has reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs;

5. Does not accumulate operating funds excessively;

6. Prudently draws from reserve funds consistent with donor intent and to support the public purpose of the organization;

7. Ensures that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the organization; and

8. Ensures that all financial reports are factually accurate and complete in all material respects.

E. Openness and Disclosure
KIN provides comprehensive and timely information to the public, the media, and all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about KIN fully and honestly reflects its policies and practices. Basic informational data about KIN, such as the Form 990 and audited financial statements which are available to the public. All solicitation materials accurately represent KIN’s policies, practices, and programs. All financial, organizational, and program reports are complete and accurate in all material respects.

F. Program Evaluation
KIN regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. KIN is committed to improving program and organizational effectiveness and developing mechanisms to promote learning from its activities and the field. KIN is responsive to changes in its activities and is responsive to the needs of those constituencies it serves.

G. Inclusiveness and Diversity
KIN is committed to inclusiveness and diversity in its Board members, officers, employees, team members and volunteers. KIN takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment and constituencies served.

H. Fundraising
When raising funds, KIN is truthful in its solicitation materials. KIN respects the privacy concerns of individual donors, expends funds consistent with donor intent, and discloses important and relevant information to potential donors. In raising funds from the public, KIN respects the rights of donors:

1. To be informed of the mission of KIN, the way the resources will be used and its capacity to use donations effectively for its intended purposes;

2. To be informed of the identity of those serving on KIN’s Board of Directors and to expect the Board to exercise prudent judgment in its stewardship responsibilities;

3. To have access to KIN’s most recent audited financial report;

4. To be assured their gifts will be used for the purposes for which they were given;

5. To receive appropriate acknowledgement and recognition;

6. To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by the law;

7. To expect professional and respectful conduct from KIN’s staff;

8. To be informed whether those seeking donations are volunteers, employees of the organizations or hired solicitors;

9. To have the opportunity for their names to be deleted from mailing lists that KIN may intend to share; and

10. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

**Article V. Confidentiality**

A. Respecting the privacy of our clients, donors, staff and volunteers and of KIN itself is a basic value of KIN. Personal and financial information is confidential and should not be disclosed or discussed with anyone without permission or authorization from the Executive Director or the Board. Care shall also be taken to ensure that unauthorized individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared.

B. Board members, officers, employees, team members and volunteers may be exposed to information which is confidential and/or privileged and proprietary in nature. Such information must be kept confidential during and after employment or volunteer service. Employees and volunteers, as well as Board members and officers, are expected to return materials containing privileged or confidential information at the time of separation from employment or expiration of service.

C. KIN Board members, officers, employees, team members and volunteers shall not disclose any of KIN’s documents or records (excluding publicly filed documents and report required by law or otherwise made available as provided in this Code) to anyone outside of KIN, and specifically not to any person or entity with a conflicting relationship to KIN. Additionally, payroll and benefit information, financial records and Board or team minutes can only be disclosed if specifically authorized by the Board and in conformance with legal and consent requirements.

**Article VI. Compensation**

A voting member of the Board or a team with Board-delegated powers that receives compensation, directly or indirectly, from KIN for services is precluded from voting on matters pertaining to that member’s compensation.

**Article VII. Periodic Reviews**

To ensure KIN operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Board. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable, based on competent survey data, and the result of arm’s length bargaining and

B. Whether partnerships, joint ventures, and/or arrangements with KIN conform to KIN’s written policies including this Code, are properly recorded, reflect reasonable investment or payments for goods and services, further KIN’s charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

**Article VIII. Use of Outside Experts**

When conducting periodic reviews as provided herein, KIN may, but need not, utilize outside advisors. If such outside experts are used, such use shall not relieve the Board of its responsibilities for ensuring periodic reviews are conducted.

**Article IX. Annual Statements**

Each Director, principal officer and member of a team with Board-delegated powers shall annually sign a statement affirming that he or she:

A. Has received a copy of this Code of Conduct and Ethics;

B. Has read and understands the Code;

C. Agrees to comply with such Code; and

D. Understands that KIN is a charitable organization and in order to maintain its tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

**Approved and Adopted on this the \_\_\_\_\_\_ day of April 2014.**

President \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Executive Director \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Acknowledgment**

I have read and received Knoxville Internationals Network (KIN)’s Code of Conduct and Ethics.

I understand agree to comply with the Code. I also understand that Knoxville Internationals Network (KIN) is a charitable organization and that in order to maintain its tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

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

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

 Position/Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_