



Massachusetts Water Works Association, Inc.
Board of Directors Code of Ethics Policy
(Adopted September 18, 2012)

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 will abide in all respects by the MWWA Code of Ethics and all other rules and regulations of the association (including but not limited to the association's articles of incorporation and bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the association 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 the association 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 will conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as the board of directors 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 the association and each member of the board will uphold the strict confidentiality of all meetings and other deliberations and communications of the board of directors.
4. Members of the board of directors will exercise proper authority and good judgment in their dealings with association staff, suppliers, and the general public and will respond to the needs of the association's members in a responsible, respectful, and professional manner.
5. No member of the board of directors will use any information provided by the association or acquired as a consequence of the board member's service to the association in any manner other than in furtherance of his or her board duties. Further, no member of the board of directors will misuse association property or resources and will at all times keep the association's property secure and not allow any person not authorized by the board of directors to have or use such property.
6. The board of directors must act at all times in the best interests of the association 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 shall follow these guidelines:
 - o Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the association; while the

receipt of incidental personal or third-party benefit may necessarily flow from certain association activities, such benefit must be merely incidental to the primary benefit to the association and its purposes;

- Do not abuse board membership by improperly using board membership or the association's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; board members shall not represent to third parties that their authority as a board member 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 association;
- Do not engage in or facilitate any discriminatory or harassing behavior directed toward association staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the association;
- 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 the association without fully disclosing such items to the board of directors; and
- Provide goods or services to the association as a paid vendor to the association only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board.

Acknowledgment and Acceptance

I _____, board member of the Massachusetts Water Works Association.Inc., acknowledge that I have reviewed and agree to abide by the code of ethics policy as established and approved by the MWWA Board of Directors on September 18, 2012

Signature

Date