

## **Report**

### **National Communication Association Ad-Hoc Ethics Committee**

**January 8, 2024**

#### ***Preamble to the NCA Credo for Ethical Communication***

Questions of right and wrong arise whenever people communicate. Ethical communication is fundamental to responsible thinking, decision making, and the development of relationships and communities within and across contexts, cultures, channels, and media.<sup>1</sup>

#### **Report Outline**

##### **I. Introduction**

##### **II. Details**

##### **III. Recommendations**

##### **IV. Conclusion**

##### **V. Appendices**

#### **I. Introduction**

As part of its mission statement, the National Communication Association (NCA) is “Dedicated to fostering and promoting free and ethical communication.”<sup>2</sup> The “NCA Ad-Hoc Ethics Committee” (“the Committee” herewith) was formed on December 20, 2023, to provide an advisory response relating to an allegation of possible unethical behavior by an NCA member (“Elected Member” herewith) who was, during the Committee’s tenure, also an elected member of NCA’s Executive Committee (hereafter “EC”).

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<sup>1</sup> Public\_Statement\_Credo\_for\_Ethical\_Communication\_2017. PDF ([www.natcom.org](http://www.natcom.org))

<sup>2</sup> <https://www.natcom.org/about-nca/what-nca>

The Committee consists of the following NCA members:

Kent Ono, Co-chair, University of Utah (former NCA President)

Isa Engleberg, Co-chair, Retired, Prince George's Community College (former NCA President)

Elizabeth Desnoyers-Colas, Georgia Southern University (IDEA Council Representative)

Ronald Jackson, University of Miami (former NCA President)

Spoma Jovanovic, Emerita, University of North Carolina, Greensboro (Communication Ethics Division Representative)

Megan Lambertz-Berndt, California Polytechnic State University (Communication and Law Division Representative)

Jeanetta Sims, University of Central Oklahoma (NCA 2nd/1st Vice President and Executive Committee Representative)

In December 2023, NCA President Walid Afifi appointed and charged the Committee with producing a "report of findings" and submitting that report by January 8, 2024. It is important to note that the NCA National Office was closed from December 23, 2023, through January 2, 2024. The Committee as a whole met via Zoom twice to discuss its charge, to comprehensively review the details of the specific case leading to the creation of the Committee, and to discuss issues relevant to the report. The Committee also conducted research relevant to the charge,<sup>3</sup> consulted one another in one-on-one

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<sup>3</sup> As a means of preparing to address the issues that arose in our examination of the case, we consulted references related to the behavior of a board member from a nonprofit organization or association. These included:

The NCA Credo for Ethical Communication. See Appendix.

Removing Board Member Websites. See Appendix.

In general, these websites stipulate that an officer, contractor, member, or director may be removed by a two-thirds vote of the Board of Directors.

v Nonprofit bylaws should outline the process of adding and removing members of your board of directors.

v Some nonprofits have codes of conduct or ethics for the board, and those documents can help determine what situations call for the removal of a director, and the procedure for doing so. First, ensure you follow the procedure outlined in your bylaws and in your state's law.

v [Among the grounds for removal] Engaging in illegal or unethical behavior can tarnish the organization's reputation and necessitate removal.

v Bylaws are the constitution of an organization, establishing the rules and regulations that govern its internal affairs. Within the bylaws, you will find detailed

conversations throughout, and worked diligently to write this report to meet its report deadline.

In order to discharge its responsibility, the Committee consulted with NCA's legal counsel, Jim Wilson, interviewed President Walid Afifi, reviewed NCA's governance documents, reviewed Robert's Rules of Order, studied allied professional organizations' governance documents, and studied additional documents it found relevant to carrying out the Committee's charge [See Appendices].

## II. Details

The Committee's approach to its task was to consider NCA's reputation and standing carefully, including but not limited to: the operational functions of elected leaders; interactions among NCA's elected officers, leaders, and members; NCA's members, member concerns, and member perceived/actual harms; and the larger culture of NCA as an organization.

As such, its first task was to understand what happened and what led to the creation of the Committee. Based on its interview with President Afifi, the Committee learned that

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provisions that pertain to board member appointments, roles, responsibilities, and the procedures for their removal.

Excerpts from Professional/Academic Association Bylaws re: Removing Members from association offices and committees. See Appendix.

v International Communication Association. There are separate procedures for removing an officer, division chair, and standing committee. All procedures are in the bylaws.

v American Psychological Association. "Membership in the Association may be terminated by the death of a member, resignation, dropping for nonpayment of dues, or as provided in the Ethics Committee's Rules and Procedures." Note: The Ethics Committee bylaws include procedures and rules, confidentiality, and review of the ethics code.

v American Historical Association. Bylaws for removal are only limited to nonperformance of duties.

v American Political Science Association. Removal from Office. "Any Council member can be removed on a vote of 2/3rds of the members of the Executive Committee and 75% of the Council; removal of a Council Member creates a vacancy which must be filled by the procedures described in section six of this Article."

*Robert's Rules of Order, Newly Revised*, 12<sup>th</sup> Edition, 2020. See below.

ChatGBT Bylaw Criteria for Removing a Nonprofit Association Board Member. An interesting list of criteria to consider for any nonprofit board developing bylaws to remove a board member. See Appendix.

no formal complaint had been filed against the Elected Member. It became known to members of the EC that a lawsuit, which has not yet been concluded, had been filed against the Elected Member by a colleague at the Elected Member's university. Public documents about the case were readily available on the Internet, which the Committee read thoroughly. The Committee learned the EC considered the matter prior to the 2023 NCA Annual Convention in National Harbor, Maryland. A related discussion then took place during the Executive Committee meeting at that Convention. Based on advice of NCA's legal counsel, it was decided that an ad-hoc ethics committee be formed to review the issue and provide an advisory report to the EC, at which point decisions about any NCA organizational response could be made.

The Committee began its work by reading NCA's Bylaws and other governance documents. It found that no process, procedure, or policy currently exists to address an ethics case like this one. Furthermore, the Committee consulted with NCA's legal counsel about the process for considering ethical cases like the one brought before us. Counsel advised that, if the Committee wished to undertake an investigation of the given case, it would have to do "due diligence," meaning all principals named in the lawsuit would have to be interviewed. Additionally, in lieu of an existing formal policy, Robert's Rules of Order could be used as a guide for conducting an investigation and making recommendations to NCA's governing bodies. According to Article VIII of NCA's Bylaws, "The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern NCA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order NCA may adopt."<sup>4</sup>

The Committee's charge is to "offer a recommendation as to whether allegations made in that lawsuit warrant" the removal of the Elected Member and to offer "any disciplinary action related to" the Elected Member's position.

Given that:

- (1) NCA governance policies are silent about situations like this;
- (2) the timeframe allotted did not allow for a comprehensive interview process required to meet the Committee's standard of "due diligence";

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<sup>4</sup> The newest edition (2020) of Robert's Rules devotes Chapter 20 to Disciplinary Procedures. In addition to rules that apply to offenses within meetings, Section 6.2 deals with Removal from Office and Other Remedies for Dereliction of Duty in Office or Misconduct: "Offenses outside of meetings refer to members whose behavior tends 'to injure the good name of the organization, disturb its well-being, or hamper it in its work.' Behavior of this nature is a serious offense properly subject to disciplinary action, whether the bylaws make mention of it or not."

- (3) none of the Committee's members felt they had the legal expertise or interview training to conduct interviews of the principals;
- (3) an existing lawsuit relating to the specific case at hand is currently underway, and any of the Committee's discovery or findings could potentially impact that case and might, then, be subject to judicial review; and
- (4) acting without an existing formal policy would set a precedent that:
  - (a) NCA is willing to take action on cases of alleged unethical behavior or conduct with no written Formal Complaint;
  - (b) NCA is willing to take action on cases of alleged unethical behavior without a formal, agreed-upon bylaw, policy, or procedure in place;
  - (c) might lead NCA to deviate from the way it has handled past, similar cases of alleged unethical behavior by NCA leaders or members;
  - (d) NCA will respond to all allegations of unethical behavior or conduct, no matter where in the world said behavior or conduct has taken place,

the Committee decided to provide recommendations to NCA's EC and Legislative Assembly (LA) based on the information provided and the resources consulted, which appear in the Appendices. In light of the implication we have described relating to NCA's setting a precedence by acting without a formal complaint; without formal by-laws, policies, or procedures; without a careful review of how NCA has acted in the past with regard to allegations of unethical behavior or conduct; and without careful consideration of the appropriateness of NCA's extra-organizational and interstate jurisdiction, the Committee chose to forego in-depth fact-finding, investigating, and discovery through a law-like interview process. Instead, the Committee reviewed all available information in order to develop the following set of recommendations which are germane to the current situation and can serve as a guide for future next steps.

### **III. Recommendations**

The Committee offers a series of advisory recommendations. Although the Committee did not have time to create a bylaw, policy, or procedure, the language and resources from the recommendations could be used by members of a governing body to help create them. These recommendations hew closely to the content and language of bylaws, processes, and procedures of professional organizations found during the Committee's research.

#### **Recommendation 1: Create a Bylaw, Policy, and/or Procedure related to Elected Leader and Member Conduct**

The Committee recommends the creation of a bylaw, policy, and/or procedure that encompasses elected leaders and members. Such a document could be used to respond to allegations of unethical behavior or misconduct.

In cases relating to the ethical behavior of NCA leaders and members, many issues arise that should be taken into account:

*Complaint:* As with Title IX cases, for instance, an official, formal complaint by an NCA member should be lodged prior to the governing body's consideration of allegations of unethical behavior or misconduct. In the present case, no official, formal complaint was lodged. If no member files an official, formal complaint, but EC members nevertheless remain concerned, an EC member could take it upon themselves to lodge a formal complaint.

*Formal Litigation Processes:* If a leader or member becomes aware of litigation (civil or criminal) or some other public review process already underway, a complaint would nevertheless have to be made to the EC in order for it to begin the process of assessing alleged unethical behavior or misconduct.

*Recusal, Resignation, and Removal (Expulsion):* A governing document could specify that, if an official lawsuit is initiated relating to unethical behavior or conduct of an appointed or elected leader of the organization, and if that alleged behavior or conduct is of the sort that, were it found to be true in court, could damage the reputation of NCA, then the accused could officially be asked to recuse themselves from their position of leadership and/or not attend relevant NCA events or activities until after the litigation is ended.

Of course, the accused might not voluntarily heed the request and recuse themselves. If that were to happen, then the governing document could specify that a governing representative (i.e., NCA's President) could remove the accused temporarily until arbitration is complete. The hope here is that, if a leader (whether guilty of unethical behavior or conduct or not) understands their role as a leader of the association, and the potential reputational damage to the association of remaining in the leadership role during an arbitration process, then they would immediately and proactively step down to save NCA any damage associated with the possibility of being found guilty of unethical behavior or conduct. Of course, aside from unethical behavior or conduct, any governing document should make it possible for an NCA leader to be removed for other reasons, such as for not doing their job, for missing meetings without good reason or explanation, or for other justifiable reasons.

Recommendation 2: Create a Standing Ethics Committee or Conduct Review Board

The issue of which governing body—the EC or LA—should be charged with enforcing a governing document relating to allegations of leader or member unethical behavior or conduct is an important one. A standing ethics committee could be created that makes recommendations similar to the way the Committee in this instance is functioning. The standing ethics committee could either make a recommendation to the EC or LA, or it could be charged with conducting hearings, making decisions, and publicizing them. The composition of the committee could be set at an odd number (e.g., a seven-person committee) so as to ensure that committee votes would not end in a tie. Additionally, the

composition of that committee could be balanced between former/current leaders and other types of members. A standing committee should be reactive, not proactive, with regard to assessing cases of alleged unethical behavior or conduct. It should operate when cases are put in front of it and not go looking for cases to assess and adjudicate.

### Recommendation 3: Hire a Standing Ombuds

In the past, NCA has hired an ombuds to attend conferences and be the receptor of member questions, concerns, problems, and complaints. NCA should consider creating a similar permanent position of ombuds who could work with members facing problems. The International Ombuds Association provides a helpful definition of what an ombuds typically does.<sup>5</sup> Among other things, we envision the ombuds as serving as a resource for members facing problems, or who need help determining the options they have for addressing a critical issue or solving a problem. The ombuds would be familiar with NCA bylaws, policies, and procedures, as well as other institutional resources available to members to address problems as they emerge. This person should have experience addressing complex personnel matters, experience helping resolve conflicts amicably, be familiar and comfortable with confidentiality requirements of the position, and be approachable, professional, and trustworthy.

### Recommendation 4: Implement a Conduct Policy

While NCA has documents that articulate its IDEA values and that reflect professional standards for convention participants, no formal member or leader conduct policy exists. The absence of a policy is a missed opportunity for members and leaders to acknowledge overtly and aspire to a consistent set of behaviors. Such a policy could spell out what the expectations of leaders and members are, as well as offer a preview of the types of possible sanctions to be anticipated should the expected conduct not be followed. The policy could also offer examples of improper conduct (see Appendix F as an example). Additionally, it could offer a philosophy of leadership to help members in leadership positions recognize their fiduciary responsibilities and their role as custodians of the organization. In this way, leaders and members would be asked to hold themselves to a higher ethical standard than may be articulated by law. The policy could be read and signed during the annual membership renewal process.

Recommendation 5: Require a Leadership Signature of Statement of Ethical Obligation  
Each elected and appointed NCA leader should sign a statement of ethical obligation affirming that they will abide by NCA's ethical communication principles as shared in the Credo.

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<sup>5</sup> <https://www.ombudsassociation.org/what-is-an-ombuds->

#### **IV. Conclusion**

The Ad-Hoc Ethics Committee supports the need to promote free, inclusive, and ethical communication as a means of solving various problems as they arise within the National Communication Association.

In all efforts and actions, NCA should strive to protect the reputation and standing of NCA and its members from unwarranted, inappropriate, or irrelevant complaints, while working equally hard to provide a mechanism and process for receiving complaints and allegations, working conscientiously and responsibly to address them, and seeking to provide relief whenever and wherever possible. Throughout such processes, NCA should seek to safeguard individual privacy, seek to maximize respect of all parties, and work to avoid (in the process) unfairly targeting or singling out members for investigation, while treating those who allege they have been harmed with tremendous care and support, offering help whenever possible.

The NCA should think carefully about its range of authority. We only have province over NCA. It may be overreach, and perhaps not the best use of our resources, to scour the world for instances of unethical behavior among NCA members. When matters are brought to our attention, we need to consider when, where, and how it allegedly happened, and how that behavior impacts our members. For example, although an alleged act might have happened on a college campus or in a social setting outside an NCA-sponsored event, the alleged behavior may constitute danger or rise to the level of harm to one or more members if those parties come to an NCA-sponsored event with this behavior still active. As a result, we need to do the following: (1) be clear about NCA being a zero-tolerance zone for any form of assault or discrimination, (2) offer a path for recourse to protect our members; and (3) do so with a spirit of care for and fairness to all parties.

In this report, we set forth several recommendations that reflect research and meetings within tight time constraints and that draw upon what we know about ethics and ethical communication.

We are not judges, nor juries in this deliberation. Instead, we hope we have provided useful research, thoughtful opinions, and relevant advisory recommendations to the EC and LA.

The members of the Ad Hoc Ethics Committee thank NCA for creating the Committee and seeking its opinions and recommendations. We have made every effort to untangle the issues and present recommendations that meet ethical standards.

We end with a quotation about the NCA Credo for Ethical Communication from the 2003 Carroll C. Arnold Lecture by Dr. Kenneth A. Andersen (University of Illinois, Urbana-Campaign). In his address, "Recovering the Civic Culture: The Imperative of Ethical Communication" he said:

Dealing with [ethical] issues requires far more than simply putting a credo on a wall or in a textbook. Rather, a credo must be given tangible reality in helping us to make tough choices. A credo is a statement of belief, of commitment. Actively considering and weighing any credo's principles seems to me to be a healthy process as we work through the most difficult of decisions, ones where laws do not determine action and where opinions will vary.<sup>6</sup>

## V. Appendices

### Appendix A: [NCA Credo For Ethical Communication](#)

### Appendix B: [Websites Removing Board Members 12.26.23](#)

### Appendix C: [Removal from Office in Professional Association Bylaws](#)

### Appendix D: [Robert's Rules of Order, Newly Revised, 12th Edition, 2020.](#)

### Appendix E: [Chat GPT Bylaws for Removing a Nonprofit Board Member 12.26.2023.lsa](#)

### Appendix F: [PRSA Code of Ethics](#)

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### Appendix A: [NCA Credo For Ethical Communication](#)

#### [Preamble](#)

Questions of right and wrong arise whenever people communicate. Ethical communication is fundamental to responsible thinking, decision making, and the development of relationships and communities within and across contexts, cultures, channels, and media. Moreover, ethical communication enhances human worth and dignity by fostering truthfulness, fairness, responsibility, personal integrity, and respect for self and others. We believe that unethical communication threatens the well-being of individuals and the society in which we live. Therefore we, the members of the National Communication Association, endorse and are committed to practicing the following principles of ethical communication.

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<sup>6</sup> [https://www.natcom.org/sites/default/files/annual-convention/NCA\\_Convention\\_Video\\_Archive\\_2003\\_Arnold\\_Lecture.pdf](https://www.natcom.org/sites/default/files/annual-convention/NCA_Convention_Video_Archive_2003_Arnold_Lecture.pdf).

## Principles of Ethical Communication

We advocate truthfulness, accuracy, honesty, and reason as essential to the integrity of communication.

- We endorse freedom of expression, diversity of perspective, and tolerance of dissent to achieve the informed and responsible decision making fundamental to a civil society.
- We strive to understand and respect other communicators before evaluating and responding to their messages.
- We promote access to communication resources and opportunities as necessary to fulfill human potential and contribute to the well-being of families, communities, and society.
- We promote communication climates of caring and mutual understanding that respect the unique needs and characteristics of individual communicators.
- We condemn communication that degrades individuals and humanity through distortion, intimidation, coercion, and violence, and through the expression of intolerance and hatred.
- We are committed to the courageous expression of personal conviction in pursuit of fairness and justice.
- We advocate sharing information, opinions, and feelings when facing significant choices while also respecting privacy and confidentiality.
- We accept responsibility for the short- and long-term consequences of our own communication and expect the same of others.

## Appendix B: Websites Removing Board Members 12.26.23

<https://groups.google.com/a/owasp.org/g/global-board/c/9aJXAi6ci1Q/m/yZf9Q1zMCQAJ?pli=1> (SECTION 2.04 Removal)

Any officer, contractor, member, or director may be removed by a two-thirds vote of the Board of Directors whenever, in its judgment, the best interests of the Foundation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer, agent, or director shall not of itself create contract rights, and such appointment shall be terminable at will."

<https://www.501c3.org/kb/adding-and-removing-nonprofit-board-members/>

Every set of compliant nonprofit bylaws should outline the process for adding and removing members of your board of directors. If yours has such provisions, it is absolutely critical to follow the process as prescribed. The governance and procedural requirements outlined in your bylaws are legally binding on your board. This means

failure to follow your bylaws can give rise to legal challenges by those affected by board decisions.

In the unlikely event your bylaws do not contain provisions for adding and removing board members, the bylaws need to be amended to include such before any further action is taken. The same holds true if you wish to change the process. CAUTION: Your bylaws should also contain provisions for how to make such amendments, so make sure you follow that process accurately, as well.

<https://charitableallies.org/removing-board-members/>

## **2. The board member has violated policies of the organization or acted unethically or criminally.**

If a board member commits an ethical violation, sometimes the solution is to remove the board member from the board. Depending on the action of the board member, and whether it was done knowingly or unwittingly, there can be other steps taken to rein in a rogue board member. But if a board member has committed a serious ethical violation knowingly, many nonprofits find it best to part ways with that board member. This can be a board member who has a conflict of interest, or a board member doing something blatantly criminal like stealing money from the nonprofit. Some nonprofits have codes of conduct or ethics for the board, and those documents can help determine what situations call for the removal of a director, and the procedure for doing so.

First, ensure you follow the procedure outlined in your bylaws and in your state's law if you have a procedure for removing board members.

There are a variety of reasons a nonprofit executive could want to remove a board member, but we've split the reasons into 4 basic categories:

### **1. The board member has not completed their basic responsibilities (through negligence or blatant recklessness).**

When a board member doesn't fulfill their basic duties as a director, they can cause the nonprofit to incur unnecessary liability. Rather than putting the entire organization at risk, it can be best to part ways with a willfully negligent or reckless board member. An ineffective board can impact the ability of the nonprofit to perform its programs as well, potentially hurting your charitable mission.

### **2. The board member has violated policies of the organization or acted unethically or criminally.**

If a board member commits an ethical violation, sometimes the solution is to remove the board member from the board. Depending on the action of the board member, and whether it was done knowingly or unwittingly, there can be other steps taken to rein in a rogue board member. But if a board member has committed a serious ethical violation knowingly, many nonprofits find it best to part ways with that board member. This can

be a board member who has a conflict of interest, or a board member doing something blatantly criminal like stealing money from the nonprofit. Some nonprofits have codes of conduct or ethics for the board, and those documents can help determine what situations call for the removal of a director, and the procedure for doing so.

### **3. The board member is ready to roll off the board voluntarily.**

The most common scenario is that a board member is ready to leave a board of their own free will. This could be because they've served on the board for several years and they're ready to dedicate their time to other pursuits, or maybe they're ready to retire. Or they could simply feel that they could serve on another organization's board more effectively. Sometimes differences in opinion on the direction the organization should go can cause board conflict, making some directors want to stop serving on the board. Board members can also want to leave due to unforeseen circumstances like a family emergency. Whatever the reason, a board member could want to voluntarily leave before the end of their term.

### **4. The board member is causing divisions or breeding dysfunction within the board.**

The saying 'one bad apple can ruin the bunch' certainly applies here. While it's beneficial to have a variety of perspectives on a healthy board, if you have someone who is creating a culture of abuse or division, it can be best to part ways. If a board member is regularly disrespectful of others' opinions or constantly negative, it can impact the entire board. Serving on a board is a big responsibility, but your board members shouldn't dread meeting together regularly. Disagreement is perfectly healthy, but fear, shouting, and blatant disrespect have no place within a well-functioning board of directors.

### **Can a board member leave voluntarily? What is the process for a director resigning?**

The most common way that board members leave a nonprofit board is to not renew their term. Most nonprofits establish how long a board term lasts in their corporate documents. Some states have laws on the length of these terms, but the most common term length is 3 years. Many nonprofits allow board members to serve consecutive terms if they'd like, but if you have a board member who has served one term and does not want to renew, they can leave the board easily. When a board member leaves voluntarily, it's common (but not required by law) for them to help recruit their replacement.

If a board member wishes to leave the board prior to the end of their term, most nonprofits' bylaws allow the board member to formally resign. Usually, this resignation process simply involves the board member sending their resignation in writing to the rest of the board, whether it's via email or mail.

## How can I remove a board member?

First, ensure you follow the procedure outlined in your bylaws and in your state's law if you have a procedure for removing board members. If you need assistance in creating procedures for removing board members or updating your bylaws, [please contact us](#). In some cases, it could be appropriate to ask the board member to step down voluntarily. If he or she does not agree to step down after being asked, there are a few other avenues you could take.

Some organizations include a provision in their bylaws that allows for the removal of a board member if he or she is not present (or excused) for a certain number of board meetings consecutively. This is one reason it's important to keep written records of who is present at each board meeting.

Another way a director can be removed is by a board vote. Again, this procedure should be outlined in your bylaws. Most organizations require a quorum, which is when you have enough board members present at the meeting to make it a valid board meeting. From there, your board would take a vote on removing the director. In most bylaws, it requires either a majority of board members to vote yes, but some require  $\frac{2}{3}$  of board members to vote yes. If enough board members vote to remove this person, then the person is officially removed from your board. We recommend keeping written records of votes to ensure there is written evidence of the vote taking place.

If your nonprofit has [members \(which are different than board members\)](#), your bylaws may have a completely different process for removing a director from the board. In many voting member organizations, the only way to remove a director is through the members. The most common policy for member organizations is to call a meeting of members and notify the board member in writing that they will be voted upon during said meeting. From there, bylaws can require the majority of (or sometimes more) members to vote to remove the board member. Again, this will all depend on your organization's structure and unique set of bylaws.

If you are not a member or on the board of directors, removing a board member would be very unlikely unless the person has engaged in some sort of criminal conduct. Of course, criminal conduct should be reported to the proper authorities for investigation.

<https://www.onboardmeetings.com/blog/how-to-remove-a-board-member>

Removing a board member requires the board to reach a [vote of no confidence](#) and involves a thorough approach to ensure fairness and adherence to the organization's bylaws. The several circumstances that may warrant such action include:

- Conflict of interest: When a board member's interests conflict with the organization's best interests, it can undermine the board's integrity.
- Breach of fiduciary duty: Board members must act in the organization's best interests. If a member fails in this duty, removal from their board seat may be necessary.
- Non-participation: Board members should actively participate in board meetings and contribute to the organization's mission. Persistent non-participation can hinder progress.
- Violation of bylaws or policies: If a corporate board member consistently violates the organization's bylaws or policies, the board may discontinue their participation.
- Illegal activities: Engaging in illegal or unethical behavior can tarnish the organization's reputation and necessitate removal.
- Term limits: Some organizations impose limits on board membership to ensure fresh perspectives and opportunities for others to serve.

The process for removing a board member varies depending on the organization's unique bylaws and applicable laws. A comprehensive understanding of the specific requirements, as outlined in the organization's bylaws, and any legal obligations is essential. This understanding includes preparing and distributing a well-organized [board pack](#) containing relevant documents such as the organization's bylaws, the reasons for removal, and any evidence collected. Here are the steps involved in a board member's removal process.

### 1. Review the Bylaws and Legal Requirements

Bylaws are the constitution of an organization, establishing the rules and regulations that govern its internal affairs. Within the bylaws, you will find detailed provisions that pertain to board member appointments, roles, responsibilities, and the procedures for their removal.

In addition to the organization's bylaws, it's crucial to consider legal requirements concerning board member removal. Acts governing nonprofit organizations, corporations, or other entities may impose certain obligations and restrictions.

### 2. Document Reasons for Removal

Accumulate tangible evidence substantiating the allegations or concerns regarding the board member's actions or behaviors. It can include source documents like financial records, meeting minutes, emails, or witness statements.

A separate body may exist in organizations with a complex governance structure, known as the [board of supervisors](#). They serve an oversight function, monitoring the actions of the board of directors or trustees. Effective documentation demonstrates the

decision to remove is grounded in facts and due process, reducing the risk of disputes or legal repercussions.

### 3. Notify the Board Member

After carefully documenting the reasons for considering the removal of a board member, the next step in the process is notifying the board member in question. This notification is a formal acknowledgment of the concerns and an indication of the organization's intent to proceed with their removal.

This step must be executed respectfully and formally through written communication. In addition, where applicable, the [corporate governance committee](#) may be involved to add an extra layer of oversight to ensure the process remains fair and just.

### 4. Hold a Board Meeting

This meeting is a forum for thoroughly discussing the concerns and the proposed removal. It's essential to conduct this meeting with the utmost professionalism and transparency. Ensuring all board members have a comprehensive board pack containing relevant documents is vital to facilitate informed decision-making.

Allow for an open discussion where board members can express their views, ask questions, and seek clarification. Encourage a constructive dialogue that explores all perspectives.

### 5. Vote on the Removal

Once the board meeting has been convened and a comprehensive discussion of the concerns and proposed removal has occurred, the next crucial step is to formally vote on removing the board member in question.

This vote is the peak of the deliberation process and must follow the organization's bylaws and applicable legal requirements. Regardless of the outcome, maintain a respectful and professional atmosphere during and after the vote.

## **Appendix C: Removal from Office in Professional Association Bylaws**

[https://osclg.org/wp-content/uploads/2023/09/2020\\_Bylaws.pdf](https://osclg.org/wp-content/uploads/2023/09/2020_Bylaws.pdf)

### **International Communication Association**

SECTION 8. REMOVAL OF AN OFFICER. Any elected officer of the Association may be removed from office by the following procedure: at least ten percent of the Active Members of the Association must sign a petition to the Executive Director requesting a special election, and including nominations for the office in question. The Executive Director then will arrange an extraordinary election within 60 days at the Association's

expense, with the challenged officer(s) included on the ballot. The result of the election becomes effective immediately.

Any elected officer of a Division may be removed from office by the following procedure: at least one-third of the listed members of the Division must sign a petition to the Executive Director of the Association requesting a special election, and including nominations for the office in question. The Executive Director arranges an extraordinary election within 60 days at the Division's expense, with the challenged officer(s) included on the ballot. The result of the election becomes effective immediately. The Chairperson for each qualifying Division (see Sections 1 and 6) shall be a member of the Board of Directors for the ensuing year.

Any elected officer of an Interest Group may be removed from office by the following procedure: at least one-third of the listed members of the Interest Group must sign a petition to the Executive Director of the Association requesting a special election, and including nominations for the office in question. The Executive Director arranges an extraordinary election within 60 days at the Interest Group's expense, with the challenged officer(s) included on the ballot. The result of the election becomes effective immediately. The Chairperson for each qualifying Interest Group (see Sections 1 and 6) shall be a non-voting member of the Board of Directors for the ensuing year.

**SECTION 2. STANDING COMMITTEES.** Standing Committees may be established or discontinued by the Board of Directors through majority vote. A Standing Committee shall have no less than three members appointed by the President with the advice and consent of the Board of Directors. The duties and responsibilities of each Standing committee, its structure, procedures for selection of its Chair, and terms of office of its Members, shall be determined by the Board of Directors when the Standing Committee is established. The charge of a Standing Committee may be changed or removed by the Board of Directors through majority vote.

<https://www.mla.org/About-Us/Governance/MLA-Constitution>

### **Modern Language Association**

The Executive Council may remove any appointed trustee by a unanimous vote of those present at a meeting called for the purpose and shall fill any vacancy arising from the death, resignation, or removal of any trustee.

<https://www.apa.org/about/governance/bylaws/rules-20>

### **American Psychological Association<sup>7</sup>**

#### 20-1. Ethics Committee

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<sup>7</sup> Note that APA and PRSA are concerned about how their members represent the association and participating colleges to their clients as practicing professionals. Unlike these two organizations and the colleges that belong, we do not "certify" our graduates. Be that as it may, both documents can be useful in setting up standards for NCA.

**20-1.1** The Ethics Committee shall consist of seven APA members and one public member, each elected for a term of three years. At least one member of the committee shall be an early career psychologist.

#### 20-2. Procedures and Rules

**20-2.1** The Ethics Committee shall conduct as much of its business as is practical through correspondence. In addition to regular meetings, the Chair is empowered to call a physical meeting of the Committee on not less than two weeks' notice if circumstances require.

**20-2.2** The Ethics Committee shall maintain a central file of material concerning ethical complaints and cases. The director of the Ethics Office shall have custody of the records of the Ethics Committee.

**20-2.3** The Ethics Committee shall establish rules that govern its own procedures, subject to the approval of the Board of Directors acting for Council, and information about these rules may be communicated to any person inquiring about them.

The Ethics Committee is empowered to (a) investigate on its own behalf; (b) make use of other trusted persons to conduct investigations for it; (c) with the approval of the chief staff officer, employ counsel; and (d) expend funds in other ways that are germane to its purpose, subject only to the approval of the chief staff officer.

#### 20-3. Confidentiality of Cases

**20-3.1** Dissemination of any information concerning cases processed by the Ethics Committee shall be governed by the provisions of the APA Bylaws, notably Article XI, Section 5.

#### 20-4. Review of the Ethics Code

**20-4.1** The Ethics Committee shall have the responsibility from time to time of initiating a review of the latest formally adopted version of the ethics code or of any part of the code and proposing necessary changes or additions. In carrying out such a review, the Ethics Committee may set up such ad hoc committees as it finds necessary.

#### 10-10. Termination of Membership

**10-10.1** Membership in the Association may be terminated by the death of a member, resignation, dropping for nonpayment of dues, or as provided in the Ethics Committee's Rules and Procedures.

Notice of the death of a member or formal resignation should be forwarded to APA Central Office. Resignation will ordinarily be accepted forthwith, except while a member is under scrutiny by the Ethics Committee. While under such scrutiny, a member may

be permitted to resign under stipulated conditions in accordance with provisions in the Ethics Committee's Rules and Procedures.

A member is dropped from membership in the Association after nonpayment of dues by January 1 of the year after dues have been unpaid for one year, except while a member is under scrutiny by the Ethics Committee. Members dropped after nonpayment of dues will be considered voluntary resignations from the Association.

**10-10.2** A member may resign from any division by not paying the dues or assessment of that division in connection with the annual Association dues statement.

#### 10-11. Reinstatement or Readmission

**10-11.1** The membership of a person who has voluntarily resigned may be fully reinstated at any time by the payment of all current dues. Prior to such reinstatement, the person must indicate any prior unethical conduct and make the ethics affirmation in accordance with the procedures of Association Rule 10-4 and is subject to investigation by the Ethics Committee as provided in its Rules and Procedures for applicants. Reinstatement is effective as of the current year. The period of voluntary resignation shall not be counted towards the years needed to attain dues-exempt status. When fully reinstated, the person's membership dates from the original year of election. This option shall not be available to a former member who was under scrutiny by the Ethics Committee at the time membership was terminated.

**10-11.2** The membership of a person who has voluntarily resigned or who has been dropped for nonpayment of dues may also be reinstated upon payment of dues for the current year. Reinstatement is effective as of the current year. The period of nonpayment of dues shall not be counted toward the years needed to attain dues-exempt status. This option can be used only once and shall not be available to former members who were under scrutiny by the Ethics Committee at the time membership was terminated.

**10-11.3** A person whose membership has been terminated under the provisions of Article II, Section 17 of the APA Bylaws or who has resigned while under the scrutiny of the Ethics Committee may request reinstatement of membership under the conditions stated in Article II, Section 18. Accordingly, the Membership Board will automatically inform the Ethics Committee of all such reinstatement requests and the Ethics Committee shall be responsible for furnishing the Membership Board with a recommendation as provided in its Rules and Procedures.

**10-11.4** Ordinarily, individuals who have previously resigned or been expelled from membership must reinstate into the previously held membership status and dues category and may not reapply as a new member. Exceptions regarding the membership status and dues category of reinstating members may be made by the chief staff officer or the Membership Board.

<https://www.historians.org/about-aha-and-membership/governance/constitution-and-bylaws>

### **American Historical Association**

Article VIII: Committees

**13.** Bylaw pursuant to Article VIII: All AHA committee members are subject to removal based on the nonperformance of duties as outlined in relevant committee documents. Upon the recommendation of the committee chair or staff liaison, the committee's appointive body can by a 2/3 vote remove a member of the committee for nonperformance of assigned duties. Before making such a recommendation, the committee chair or staff member must give the nonperforming committee member a warning in writing, pointing out the ways performance has been insufficient, and indicating how performance can be improved.

[https://www.apsanet.org/Portals/54/governance/APSA%20Bylaws\\_2017.pdf?ver=2017-08-18-122510-0079](https://www.apsanet.org/Portals/54/governance/APSA%20Bylaws_2017.pdf?ver=2017-08-18-122510-0079).

### **American Political Science Association**

Removal from Office Any Council member may be removed on a vote of 2/3rds of the members of the Executive Committee and 75% of the Council; removal of a Council Member creates a vacancy which must be filled by the procedure described in section 6 of this Article.

## **APPENDIX D: Robert's Rules of Order, Newly Revised, 12 Edition, 2020**

### **Chapter XX: Disciplinary Procedures, pp. 608-633**

p. 608

In most societies it is understood that members are required to be of honorable character and reputation, and certain types of association may have particular codes of ethics to enforce. . . .

. . . an organization or assembly has the ultimate right to make and enforce its own rules, and to require that members refrain from conduct injurious to the organization or its purpose.

. . . Punishment that a society can impose generally fall under the headings of censure, fine (if authorized in the bylaws) suspension, or expulsion.

If there is an article on discipline in the bylaws, it may specify a number of offenses outside meetings for which these penalties can be imposed on a member of the organization. Frequently, such an article provides for their imposition on any member

found guilty of conduct described, for example, “as tending to injure the good name of the organization, disturb its well-being or hamper it in its work.”

p. 612-613

61.22 If improper conduct by a member of a society occurs elsewhere than a meeting, the members generally have no first-hand knowledge of the case. Therefore, if disciplinary action is to be taken, charges must be preferred and a formal trial held before the assembly of the society, or before a committee—standing or special—which is then required to report its findings and recommendations to the assembly for action.

## **62 Removal from Office and other Remedies for Dereliction of Duty in Office or Misconduct.**

p. 619

If, however, the bylaws provide that officers shall serve *only* a fixed term, such as for two years” . . . an officer can be removed from office only for cause—that is, neglect of duty in office or misconduct—in accordance with the procedures described in 63, that is, an investigating committee must be appointed, charges must be preferred, and a formal trial must be held.

**Note:** Robert’s Rule then devotes 15 pages to Investigation and Trial.

## **Appendix E: Chat GPT Bylaws for Removing a Nonprofit Board Member 12.26.2023.lsa**

Prompt: Wording in bylaws to remove a nonprofit board member for various reasons

### **ChatGPT**

Drafting language to remove a nonprofit board member in the bylaws requires careful consideration to ensure fairness, transparency, and adherence to legal and ethical standards. Below is a sample provision that you might consider. However, it's crucial to consult with legal counsel to tailor the language to your specific organization's needs and the legal requirements of your jurisdiction.

### **Sample Bylaw Amendment: Removal of Board Members**

#### **Article X: Removal of Board Members**

##### **Section 1: Grounds for Removal**

Any Board member may be removed from office, with or without cause, by a two-thirds (2/3) majority vote of the remaining Board members if the Board determines that the member:

1. Has engaged in conduct materially and seriously prejudicial to the best interests of the organization.
2. Has violated the organization's code of conduct, ethics policy, or any other policies in place.
3. Has failed to fulfill the duties and responsibilities of a Board member as outlined in these bylaws.
4. Is unable to fulfill the duties of a Board member due to prolonged absence, incapacity, or other justifiable reasons.

## **Section 2: Procedures for Removal**

- a. **Initiation of Removal:** The process for removal may be initiated by any Board member or officer by submitting a written notice to the Board outlining the reasons for the proposed removal.
- b. **Investigation:** Upon receipt of the written notice, the Board shall conduct a fair and impartial investigation, affording the member in question an opportunity to respond to the allegations.
- c. **Special Meeting:** A special meeting shall be called to address the removal, and the Board member in question shall be given an opportunity to present their case before the Board.
- d. **Vote:** A two-thirds (2/3) majority vote of the remaining Board members present and voting shall be required to effectuate the removal.

## **Section 3: Vacancy and Replacement**

- a. If a Board member is removed, the vacancy shall be filled as outlined in Article Y, Section 4 of these bylaws.
- b. The removed Board member shall have no further rights or privileges associated with their position on the Board.

## **Section 4: Right to Appeal**

The removed Board member shall have the right to appeal the decision in accordance with the procedures outlined in Article Z, Section 5 of these bylaws.

## **Section 5: Legal Compliance**

All removal proceedings shall comply with applicable federal, state, and local laws governing nonprofit organizations.

## **Section 6: Immunity**

No Board member who votes for the removal of another Board member shall be held personally liable for such a decision, provided the action is taken in good faith and in the best interests of the organization.

*Note: Sections and article names (Article X, Article Y, etc.) should be adjusted to match the structure of your existing bylaws. Seek legal advice to ensure compliance with relevant laws and regulations.*

Prompt: Are there samples of bylaws in a professional association to address the removal of an elected board member:

### **ChatGPT**

Certainly, here's a sample provision for the bylaws of a professional association to address the removal of an elected board member:

## **Sample Bylaw Amendment: Removal of Elected Board Members**

### **Article X: Removal of Elected Board Members**

#### **Section 1: Grounds for Removal**

Any elected Board member of the [Professional Association Name] may be removed from office, with or without cause, by a two-thirds (2/3) majority vote of the remaining Board members if the Board determines that the member:

1. Has engaged in conduct materially and seriously prejudicial to the best interests of the [Professional Association Name].
2. Has violated the organization's code of ethics or any other policies in place.
3. Has failed to fulfill the duties and responsibilities of a Board member as outlined in these bylaws.
4. Is unable to fulfill the duties of a Board member due to prolonged absence, incapacity, or other justifiable reasons.

## **Section 2: Procedures for Removal**

- a. **Initiation of Removal:** The process for removal may be initiated by any Board member or officer by submitting a written notice to the Board outlining the reasons for the proposed removal.
- b. **Investigation:** Upon receipt of the written notice, the Board shall conduct a fair and impartial investigation, affording the member in question an opportunity to respond to the allegations.
- c. **Special Meeting:** A special meeting shall be called to address the removal, and the Board member in question shall be given an opportunity to present their case before the Board.
- d. **Vote:** A two-thirds (2/3) majority vote of the remaining Board members present and voting shall be required to effectuate the removal.

## **Section 3: Vacancy and Replacement**

- a. If an elected Board member is removed, the vacancy shall be filled as outlined in Article Y, Section 4 of these bylaws.
- b. The removed elected Board member shall have no further rights or privileges associated with their position on the Board.

## **Section 4: Right to Appeal**

The removed elected Board member shall have the right to appeal the decision in accordance with the procedures outlined in Article Z, Section 5 of these bylaws.

## **Section 5: Legal Compliance**

All removal proceedings shall comply with applicable federal, state, and local laws governing professional associations and nonprofit organizations.

## **Section 6: Immunity**

No Board member who votes for the removal of an elected Board member shall be held personally liable for such a decision, provided the action is taken in good faith and in the best interests of the [Professional Association Name].

*Note: Sections and article names (Article X, Article Y, etc.) should be adjusted to match the structure of your existing bylaws. Seek legal advice to ensure compliance with relevant laws and regulations.*

Prompt: What are the ethical considerations when removing a board member from a nonprofit organization

**Chat GPT:** Removing a board member from a nonprofit organization is a serious matter and should be approached with careful consideration and adherence to ethical principles. Here are some ethical considerations to keep in mind:

**1. Due Process:**

- Ensure that the removal process follows the procedures outlined in the organization's bylaws. This may include providing the board member with notice of the impending action and an opportunity to respond.

**2. Transparency:**

- Maintain transparency throughout the process. Communicate openly with the board, staff, and stakeholders about the reasons for considering the removal and the steps being taken.

**3. Fairness:**

- Treat the board member fairly and equitably. Base the decision on documented evidence of actions or behaviors that are inconsistent with the organization's mission or harmful to its interests.

**4. Confidentiality:**

- Balance transparency with the need for confidentiality. Discuss matters related to the removal discreetly and avoid unnecessary disclosure of sensitive information that could harm the reputation of the individual or the organization.

**5. Conflict of Interest:**

- Ensure that those involved in the decision-making process do not have conflicts of interest with the individual being considered for removal. This helps maintain an unbiased and objective evaluation.

**6. Legal Compliance:**

- Adhere to all relevant laws and regulations governing nonprofit organizations. Violating legal requirements can lead to legal challenges and damage the organization's reputation.

**7. Documentation:**

- Maintain thorough documentation of the reasons for removal, any attempts at resolution, and the decision-making process. This documentation can be valuable if legal issues arise or if there is a need to justify the decision to stakeholders.

**8. Professionalism:**

- Conduct the removal process in a professional manner, treating the board member with respect and dignity. Avoid personal attacks and focus on the specific actions or behaviors that have led to the consideration of removal.

#### 9. **Alternative Resolutions:**

- Explore alternative resolutions before resorting to removal. This may include mediation, conflict resolution, or providing additional support and training for the board member to address any issues.

#### 10. **Consideration of Impact:**

- Evaluate the potential impact of the removal on the organization, including its relationships with stakeholders, its reputation, and its ability to fulfill its mission. Consider the broader implications and weigh the benefits against the potential harm.

Always consult legal counsel and seek guidance from the organization's governing documents to ensure compliance with specific rules and regulations governing board member removal in your jurisdiction and organization.

### **Appendix F: PRSA Code of Ethics**

#### **PRSA Code of Ethics**

The PRSA Code of Ethics applies to PRSA members. The Code is designed to be a useful guide for PRSA members as they carry out their ethical responsibilities. This document is designed to anticipate and accommodate, by precedent, ethical challenges that may arise. The scenarios outlined in the Code provision are actual examples of misconduct. More will be added as experience with the Code occurs.

PRSA is committed to ethical practices. The level of public trust PRSA members seek, as we serve the public good, means we have taken on a special obligation to operate ethically.

The value of member reputation depends upon the ethical conduct of everyone affiliated with the PRSA. Each of us sets an example for each other – as well as other professionals – by our pursuit of excellence with powerful standards of performance, professionalism and ethical conduct.

Emphasis on enforcement of the Code has been eliminated. But, the PRSA Board of Directors retains the right to bar from membership or expel from the Society any individual who has been or is sanctioned by a government agency or convicted in a court of law of an action that fails to comply with the Code.

Ethical practice is the most important obligation of a PRSA member. We view the Member Code of Ethics as a model for other professions, organizations and professionals.

#### **PRSA Member Statement of Professional Values**

This statement presents the core values of PRSA members and, more broadly, of the public relations profession. These values provide the foundation for the Code of Ethics and set the industry standard for the professional practice of public relations. These

values are the fundamental beliefs that guide our behaviors and decision-making process. We believe our professional values are vital to the integrity of the profession as a whole.

### **Advocacy**

We serve the public interest by acting as responsible advocates for those we represent. We provide a voice in the marketplace of ideas, facts, and viewpoints to aid informed public debate.

### **Honesty**

We adhere to the highest standards of accuracy and truth in advancing the interests of those we represent and in communicating with the public.

### **Expertise**

We acquire and responsibly use specialized knowledge and experience. We advance the profession through continued professional development, research, and education. We build mutual understanding, credibility, and relationships among a wide array of institutions and audiences.

### **Independence**

We provide objective counsel to those we represent. We are accountable for our actions.

### **Loyalty**

We are faithful to those we represent, while honoring our obligation to serve the public interest.

### **Fairness**

We deal fairly with clients, employers, competitors, peers, vendors, the media, and the general public. We respect all opinions and support the right of free expression.

## **PRSA Code Provisions of Conduct**

### ***Free Flow of Information***

Core Principle Protecting and advancing the free flow of accurate and truthful information is essential to serving the public interest and contributing to informed decision making in a democratic society.

#### **Intent:**

- To maintain the integrity of relationships with the media, government officials, and the public.
- To aid informed decision-making.

**Guidelines:**

A member shall:

- Preserve the integrity of the process of communication.
- Be honest and accurate in all communications.
- Act promptly to correct erroneous communications for which the practitioner is responsible.
- Preserve the free flow of unprejudiced information when giving or receiving gifts by ensuring that gifts are nominal, legal, and infrequent.

**Examples of Improper Conduct Under this Provision:**

- A member representing a ski manufacturer gives a pair of expensive racing skis to a sports magazine columnist, to influence the columnist to write favorable articles about the product.
- A member entertains a government official beyond legal limits and/or in violation of government reporting requirements.

***Competition***

Core Principle Promoting healthy and fair competition among professionals preserves an ethical climate while fostering a robust business environment.

**Intent:**

- To promote respect and fair competition among public relations professionals.
- To serve the public interest by providing the widest choice of practitioner options.

**Guidelines:**

A member shall:

- Follow ethical hiring practices designed to respect free and open competition without deliberately undermining a competitor.
- Preserve intellectual property rights in the marketplace.

**Examples of Improper Conduct Under This Provision:**

- A member employed by a “client organization” shares helpful information with a counseling firm that is competing with others for the organization’s business.
- A member spreads malicious and unfounded rumors about a competitor in order to alienate the competitor’s clients and employees in a ploy to recruit people and business.

***Disclosure of Information***

Core Principle Open communication fosters informed decision making in a democratic society.

**Intent:**

To build trust with the public by revealing all information needed for responsible decision making.

**Guidelines:**

A member shall:

- Be honest and accurate in all communications.
- Act promptly to correct erroneous communications for which the member is responsible.
- Investigate the truthfulness and accuracy of information released on behalf of those represented.
- Reveal the sponsors for causes and interests represented.
- Disclose financial interest (such as stock ownership) in a client's organization.
- Avoid deceptive practices.

**Examples of Improper Conduct Under this Provision:**

- Front groups: A member implements "grass roots" campaigns or letter-writing campaigns to legislators on behalf of undisclosed interest groups.
- Lying by omission: A practitioner for a corporation knowingly fails to release financial information, giving a misleading impression of the corporation's performance.
- A member discovers inaccurate information disseminated via a website or media kit and does not correct the information.
- A member deceives the public by employing people to pose as volunteers to speak at public hearings and participate in "grassroots" campaigns.

***Safeguarding Confidences***

Core Principle Client trust requires appropriate protection of confidential and private information.

**Intent:**

To protect the privacy rights of clients, organizations, and individuals by safeguarding confidential information.

**Guidelines:**

- A member shall: Safeguard the confidences and privacy rights of present, former, and prospective clients and employees.
- Protect privileged, confidential, or insider information gained from a client or organization.
- Immediately advise an appropriate authority if a member discovers that confidential information is being divulged by an employee of a client company or organization.

**Examples of Improper Conduct Under This Provision:**

- A member changes jobs, takes confidential information, and uses that information in the new position to the detriment of the former employer.
- A member intentionally leaks proprietary information to the detriment of some other party.

***Conflicts of Interest***

Core Principle Avoiding real, potential or perceived conflicts of interest builds the trust of clients, employers, and the publics.

**Intent:**

- To earn trust and mutual respect with clients or employers.
- To build trust with the public by avoiding or ending situations that put one's personal or professional interests in conflict with society's interests.

**Guidelines:**

A member shall:

- Act in the best interests of the client or employer, even subordinating the member's personal interests.
- Avoid actions and circumstances that may appear to compromise good business judgment or create a conflict between personal and professional interests.
- Disclose promptly any existing or potential conflict of interest to affected clients or organizations.
- Encourage clients and customers to determine if a conflict exists after notifying all affected parties.

**Examples of Improper Conduct Under This Provision:**

- The member fails to disclose that he or she has a strong financial interest in a client's chief competitor.
- The member represents a "competitor company" or a "conflicting interest" without informing a prospective client.

***Enhancing the Profession***

Core Principle Public relations professionals work constantly to strengthen the public's trust in the profession.

**Intent:**

- To build respect and credibility with the public for the profession of public relations.
- To improve, adapt and expand professional practices.

**Guidelines:**

A member shall:

- Acknowledge that there is an obligation to protect and enhance the profession.
- Keep informed and educated about practices in the profession to ensure ethical conduct.
- Actively pursue personal professional development.
- Decline representation of clients or organizations that urge or require actions contrary to this Code.
- Accurately define what public relations activities can accomplish.
- Counsel subordinates in proper ethical decision making.
- Require that subordinates adhere to the ethical requirements of the Code.
- Report practices that fail to comply with the Code, whether committed by PRSA members or not, to the appropriate authority.

**Examples of Improper Conduct Under This Provision:**

- A PRSA member declares publicly that a product the client sells is safe, without disclosing evidence to the contrary.
- A member initially assigns some questionable client work to a non-member practitioner to avoid the ethical obligation of PRSA membership.

<https://www.prsa.org/about/ethics/prsa-code-of-ethics>