**MARIN TENNIS CLUB**

**CODE OF CONDUCT AND ETHICS FOR BOARD MEMBERS**

The Board of Directors (the “Board”) has adopted this Code of Conduct and Ethics (the “Code”) for its Board of Directors (individually, each a “Director”). This Code is intended to help foster and ensure a culture of honesty and accountability, to focus Directors on areas of ethical risk and provide guidance to Directors to help them recognize and deal with ethical issues. All Directors must comply with both the letter and spirit of this Code and each Director acknowledges his or her obligations by signing a copy of this Code.

1. ***Representation***

Directors represent the entire membership as a whole and must view all issues from a global objective perspective. Directors must not have a specific agenda nor favor a specific subgroup or member segment in their deliberations.

***1. Diligence***

Directors have a duty to be adequately informed in preparation for decision-making and shall have a familiarity with the Club’s By-Laws and the rules and guidelines set forth in the Club’s League and Tournament and Play, as well as the Club’s programs, procedures, and financial statements.

***2. Attendance and Participation***

Directors are expected to attend and participate at Board meetings and committee meetings for which they are assigned to act as a liaison or as a Board representative. The repeated failure of a Board member to attend such meetings may result in that Board member being asked to resign from the Board.

***3. Loyalty***

Directors are to act in the best interests of the Club and its Members, and Directors shall refrain from using their position or information received from the Club for private gain or for the benefit of any third party.

***4. Confidentiality***

Directors have access to “Confidential Information” (as defined below) in the course of serving on the Board. Directors shall maintain the confidentiality of Confidential Information and shall take all reasonable efforts to safeguard against disclosure (inadvertent or otherwise) of any and all Confidential Information that is in their possession.

“Confidential Information” includes, but is not limited to, information and documents (including in electronic form) concerning Members, Club employees, independent contractors engaged by the Club, the Club’s current and future policies, financial information, operating systems, personnel information (salaries, performance ratings or disciplinary action), individual votes by specific Board members and any and all associated documents and information, that is to be kept confidential until such time as that such information or documents are not deemed confidential by the Board or if disclosure is authorized or legally mandated or if information is made public in meeting minutes.

In the event a Director is unclear if certain information or document is deemed and to be treated as Confidential Information, that Director shall request clarification from the Board President. In addition, Directors shall exercise due care to ensure that non-Directors do not overhear any discussion of Confidential Information.

***5. Compliance with Laws, Rules and Regulations***

Directors will comply, and oversee compliance by others affiliated with the Club, with the Club’s By-Laws, rules and guidelines set forth in the Club’s League and Tournament Play as well as any other laws, rules and regulations applicable to the Club.

Directors should set a model of positive behavior and fully comply with all rules and regulations. Directors are duty bound to ensure that all rules are followed. If a violation by a members, guest or staff is observed or Director is made aware of such, they must take action to correct. In most cases, the recommended action is to notify the General Manager or on-site manager and allow them to investigate or take corrective action. General Manager will report all such events to Board President.

***6. Acting in a Professional Manner; No Bullying or Harassment***

In his or her capacity as a Board member, Directors shall act in a professional manner when addressing another Board member or member of the Club. Directors shall not engage in any form of bullying or harassment against other members of the Board or of the Club.

***7. Reporting of any Illegal or Unethical Behavior***

Directors should promote ethical and behavior among the Members and take steps to ensure that others associated with the Club take the most ethical course of action in any particular situation. Directors are obligated to immediately report any illegal or unethical behavior relating to the Club to the Board President.

***8. Conflicts of Interest***

Directors must avoid conflicts of interest in accordance with their obligations as Directors. A conflicting interest may arise when (1) a Director’s personal interest is adverse or inconsistent with the interests of the Club; or (2) a Director’s financial or other interest, direct or indirect, may affect or might reasonably be thought by others to affect a Director’s judgment or conduct in matters that involve the Club.

In all cases, the basic test to determine whether or not a conflict of interest exists will be: In fulfilling his/her duties as a Director, is a Director acting in the best interests of the Club, and to the exclusion of consideration of personal preference or advantage to the Director or to his family or friends? The key to this policy is *disclosure.* Accordingly:

a. Directors are prohibited from having a financial or other interest, direct or indirect, that may affect or might reasonably be thought by others to affect Director’s judgment or conduct in matters which involve the Club.

b. Directors are prohibited from receiving remuneration for personal services or personal transactions which conflict with the Director’s professional commitments to the Club. Directors are specifically prohibited from personally profiting from any endeavor under the direction, auspices or on behalf of the Club.

c. Whenever the Director knows or has reason to believe that a conflict of interest situation exists, the Director’s first duty is to disclose the details in writing to the Board President. The proper course of action will vary from situation to situation, depending upon the nature and extent of the conflict.

d. The Club is not concerned with conflicts which are immaterial. The Board or its designee(s) will review all potential conflicts of interest and take appropriate action; for example, having that Board member recusing him or herself from matters involving an actual or perceived conflict.

***9. Failure to Comply***

A failure by any Director to comply with the laws or regulations governing the Club’s activities, this Code, decisions by the Board or any other Club code, policy or requirement, may result in removal from the Board. Directors should communicate any suspected violations of this Code promptly to the Board President. Any alleged violations will be investigated by the Board or its designee(s) and appropriate action will be taken.

I hereby certify that I read, understand, and will abide by this Code for Directors of the Club.

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Director Name Printed

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Director Signature Date