



National Association of
Productivity & Organizing
— Professionals —

NAPO UNIFORM VOLUNTEER AGREEMENT

Policies related to volunteering for NAPO

Good governance is essentially good housekeeping, but with a lot more at stake. This document outlines six detailed NAPO policies and sign-off forms to fulfill non-profit governance best practices.

Please take the time to read through the policies and then acknowledge your receipt and understanding of this information by responding to a survey provided by NAPO Headquarters Team.

Do not hesitate to contact any member of the NAPO Headquarters Team or Board of Directors to address any questions or concerns.

NAPO would not be the organization that it is today without the contributions of its many dedicated and passionate volunteers!

Thank you for your service and support!

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Note: All NAPO national policies apply to all NAPO volunteer activities, including NAPO national Board of Directors, chapter Boards of Directors, BCPO® Board of Directors, committees, SIGs, task forces, councils, and commissions

ANTITRUST COMPLIANCE

Antitrust: Summary

NOTICE TO BE INCLUDED ON ALL NAPO and chapter Board/committee/task force/task team/SIG agendas or read before meetings. This summary can be added as a header on meeting agendas as appropriate.

“This meeting, as are all NAPO board, committee, SIG and chapter meetings, will be conducted consistently with NAPO’s Antitrust Compliance Policy. The full policy and one-page summary of that policy can be found in POINT’s Member Connect Community Library and on www.napo.net. Please be advised that the Policy applies not only while the meeting is in session, but also during breaks and particularly during receptions, meals and other social events surrounding the meeting. If you have not read the Policy summary, please do so. If you have any questions, please contact a member of the Board or HQ Team.”

Approved 8/1/16

Antitrust: Policy Statement

1.0 Antitrust Compliance Policy

The policy of the National Association of Productivity and Organizing Professionals (NAPO) is to comply strictly with the letter and spirit of all applicable federal, state and international competition and antitrust laws and regulations. It is expected that all individual members and member company representatives involved in Association activities and all Association staff will be sensitive to the unique legal issues involving associations and, accordingly, will take all measures necessary to comply with U.S. antitrust laws and similar foreign competition laws. The Association recognizes the potentially severe consequences of failing to comply with these laws.

While the Association brings significant, procompetitive benefits to participants in the profession and their suppliers, and customers, it must not be a vehicle for members to reach unlawful agreements regarding prices or other aspects of competition, or to boycott or exclude firms from the market.

2.0 Antitrust Violations Can Have Severe Consequences

Violations of the antitrust laws can have very serious consequences for the Association, its members and their employees.

2.1 Criminal Penalties

Antitrust violations may be prosecuted as felonies and are punishable by steep fines and imprisonment. Individual violators can be fined up to \$1 million and sentenced to up to 10 years in federal prison for each offense, and corporations can be fined up to \$100 million for each offense. Under some circumstances, the maximum fines can go even higher than the Sherman Act maximums to twice the gain or loss involved. The events that give rise to an antitrust violation often provide the basis for other charges, such as wire fraud, mail fraud, and making false statements to the government. Those charges, if proven, carry additional penalties.

The consequences of a criminal antitrust violation for an association or corporation include: exposure to follow-on treble damages suits, exposure to enforcement actions in other jurisdictions or countries, disruption of normal business activities, and the expense of defending investigations and lawsuits.

The consequences for an individual who commits an antitrust violation include: loss of freedom (jail), loss of job and benefits, loss of community status and reputation, loss of future employment opportunities, and exposure to litigation.

2.2 Civil Penalties

In contrast to criminal actions, civil cases can be initiated by individuals, companies, and government officials. They can seek to recover three times the amount of the damages, plus attorney's fees. Even unfounded allegations can be a significant drain on the financial and human resources of the Association and its members and an unproductive distraction from the Association's mission. For these reasons, the Association strives to avoid even the appearance of impropriety in all its dealings and activities.

3.0 Basic Antitrust Principles and Prohibited Practices

3.1 Antitrust Statutes

The principal federal antitrust and competition laws are the Sherman Act, the Clayton Act, the Robinson-Patman Act, and the Federal Trade Commission Act.

- The Sherman Act in broad terms prohibits “every contract, combination . . . or conspiracy” in restraint of trade, as well as monopolizing, attempting to monopolize, or conspiring to monopolize any part of trade or commerce.
- The Clayton Act prohibits exclusive dealing and “tying” arrangements, as well as corporate mergers or acquisitions which may tend substantially to lessen competition.
- The Robinson-Patman Act prohibits a seller of goods from discriminating in price between different buyers when the discrimination adversely affects competition. This statute applies only to sales of commodities; it does not cover sales of services or intangibles.
- The Federal Trade Commission Act prohibits “unfair methods of competition” and “unfair or deceptive acts or practices” in or affecting commerce.

3.2 “Hard Core” Offenses (Criminal Prosecution Likely)

Certain antitrust violations are referred to as “hard core” or “per se” offenses. Conduct that falls in this category is automatically presumed to be illegal by the courts, and the absence of any actual harm to competition will not be a defense. Conspiracies falling in the hard-core category are likely to be prosecuted as criminal offenses, and include the following:

- *Price-fixing agreements:* Agreements or understandings among competitors (or potential competitors) directly or indirectly to fix, alter, peg, stabilize, standardize, or otherwise regulate the prices paid by customers are automatically illegal under the Sherman Act (“illegal per se”). An agreement among buyers fixing the price they will pay for a product or service is likewise unlawful. “Price” is defined broadly to include all price-related terms, including discounts, rebates, commissions, credit terms and warranty terms.

Agreements among competitors to fix, restrict, or limit the amount of product that is produced, sold or purchased, or the amount or type of services provided, may be treated the same as price-fixing agreements.

- *Bid-rigging agreements*: Agreements or understandings among competitors (or potential competitors) on any method by which prices or bids will be determined, submitted, or awarded are per se illegal. This includes rotating bids, agreements regarding who will bid or not bid, agreements establishing who will bid to customers, agreements establishing who will bid on specific assets or contracts, agreements regarding who will bid high and who will bid low, agreements that establish the prices firms will bid, and exchanging or advance signaling of the prices or other terms of bids.
- *Market or customer allocation agreements*: Agreements or understandings among competitors (or potential competitors) to allocate or divide markets, territories, or customers are always illegal.

3.3 Sensitive Activities

There are other activities that, though typically not subject to criminal prosecution, are nevertheless sensitive, and may lead to investigations or litigation.

- *Group boycotts*: An agreement with competitors, suppliers, or customers not to do business with another party may be found illegal as a boycott or “concerted refusal to deal.”
- *Exclusionary standard setting, certification or code of ethics*: Association standards-development, certification programs, and codes of ethics generally are procompetitive and lawful. Such activities may be found unlawful, however, if they have the effect of fixing prices or if they result in competitors being boycotted or unreasonably excluded from the market.
- *Vertical price-fixing agreements*: Agreements between suppliers and resellers that establish minimum resale prices may be unlawful.
- *Tie-in sales*: A supplier conditioning the sale of one product on the customer purchasing a second product may be unlawful.
- *Exclusionary membership criteria*: An association having membership criteria with the intent or effect of excluding and disadvantaging others is a red flag for careful legal review.

3.4 Other Activities

- *Joint research and development programs*: While not discouraged by the antitrust laws and potentially subject to some legislative protection, proposals for Association involvement in joint research and development programs undertaken by members must undergo legal or executive approval. Association research or statistical reporting programs, as opposed to joint research programs by members designed to equip participating members with a technological or other significant competitive advantage, are not as sensitive from an antitrust perspective, but still require legal or executive clearance.
- *Lobbying*: While the Association's right to lobby is subject to First Amendment protections, lobbying activities will be undertaken only after executive and legal review.

4.0 Guidelines for Meetings and Other Association Functions

Association meetings, conference calls, and other activities by their very nature bring competitors together, and although they generally are lawful and procompetitive, they also might

provide opportunities to reach unlawful agreements. It is important to remember that an antitrust violation does not require proof of a formal agreement. A discussion among competitors of a sensitive topic, such as the desirability of a price increase, followed by common action by those involved or present, could, depending on the circumstances, be enough to convince a jury there was an unlawful agreement.

In light of the costs involved in defending antitrust claims, even when they are without merit, it is necessary to conduct Association meetings in a manner that avoids even the appearance of improper conduct. Generally, the best way to accomplish this is by following regular procedures and avoiding competitively sensitive topics.

4.1 Meetings

Meetings of the Association will be conducted according to these procedures:

- Whenever feasible, written agendas will be prepared in advance. Agendas will not include any subjects that are identified in this Policy as improper for consideration or discussion.
- Meeting handouts and presentations should, whenever feasible, be distributed in advance of meetings.
- Meetings should follow the written agenda and not depart from the agenda except for legitimate reason, which should be recorded in the minutes. Informal or “off the record” discussions of business topics are not permitted at meetings or other activities of the association.
- Accurate and complete minutes should be prepared. The minutes should include the time and place of the meeting, a list of all individuals present and their affiliations, a statement of all matters discussed, and actions taken with a summary of the reasons therefor, and a record of any votes taken.

Because of their sensitive nature, certain topics will not be discussed at meetings of the Association unless otherwise advised by legal counsel. These prohibitions apply equally to all Association sponsored social functions or other informal Association gatherings. Off-limit topics include:

- prices or terms or conditions of sale;
- pricing practices or strategies, including methods, timing, or implementation of price changes;
- discounts, rebates, service charges, or other terms and conditions of purchase and sale;
- price advertising;
- what constitutes a fair, appropriate, or “rational” price or profit margin;
- whether to do business with certain suppliers, customers, or competitors;
- complaints about the business practices of individual firms;
- the validity of any patent or the terms of a patent license;
- confidential company plans regarding future product or service offerings; and
- any ongoing litigation.

The foregoing prohibitions will generally not be interpreted to preclude discussion of positive experiences with suppliers. In addition, with appropriate legal guidance, Association-sponsored educational sessions regarding determining true costs of doing business and identifying alternative pricing methodologies are permissible, provided that the Association's staff has reviewed the presenter's materials in advance, and provided further that there is no recommendation regarding a preferred pricing methodology.

5.0 Document and E-Mail Guidelines

Many antitrust investigations and lawsuits are fueled by poorly phrased or exaggerated statements in internal documents, with e-mails being a leading culprit. Common sense should be used when composing documents and e-mails. No matter how informal or private a communication is intended to be, it must be assumed that anything written in a document or e-mail is potentially discoverable in an investigation or lawsuit. As a general rule, nothing should be put in writing that you would not want read aloud to a prosecutor, plaintiff's lawyer, or jury composed of people who know nothing about you or your business.

Examples of statements that should be avoided:

- Language suggesting guilt (such as "read and destroy").
- Words of aggression or competitive exclusion (such as "dominate the market," "kill the competition," or "get rid of the discounters").
- Statements or speculation regarding the legality or legal consequences of any action of the Association, except appropriate, confidential and/or privileged discussions at meetings of the Board of Directors.
- Statements suggesting or advocating that members of the Association make joint decisions on pricing, production, capacity or other aspects of competition, such as references to "industry consensus," "industry understanding," "industry acceptance," or "rational competition."

6.0 Standards, Certification, and Codes of Ethics

Association standard-setting and certification programs and codes of ethics can be highly procompetitive and beneficial to suppliers and customers. Antitrust problems will arise, however, if a standard or certification program or a code of ethics is used as a device for fixing prices, restraining output, or chilling innovation, or if it has the effect of boycotting or unreasonably excluding competitors from the market.

Standards and certification programs and codes of ethics must serve identifiable public interests, such as preventing false or deceptive marketing practices, and they must do so in a manner that does not unreasonably restrict competition. Standards and certification programs and codes of ethics must not have the purpose or effect of unreasonably restraining price or quality competition, limiting output of products or services, or discouraging innovation. No one should be denied certification on grounds that he or she is a nonmember of any association or organization, a "discounters," or a foreign competitor. No entity should be boycotted on any grounds, including lack of certification or noncompliance with a code of ethics.

Standards and certification programs and codes of ethics should adhere to principles of voluntariness and due process. Due process means that all those with a direct and material stake have a right to participate through the standards development organization in the formation of the standard, certification criteria, or code of ethics; the process is open and free

from dominance by any particular segment of the profession or a single entity; and there is a right to appeal from adverse actions.

More specifically, any standard, certification, or code of ethics activity of the Association will be conducted in accordance with the following basic rules:

- Participation in the creation of a standard, certification program, or code of ethics will be voluntary and will be open on reasonable terms to all persons who are directly and materially affected. Any fee or cost charged to participants will be reasonable, and membership in the Association will not be a requirement to participate.
- Timely notice of standards-setting, certification or code of ethics activities should be provided to all parties known to be directly and materially affected.
- No segment of the profession, interest group, or single entity should be allowed to dominate the process. All views and objections should receive fair and equitable consideration.
- Written procedures should govern the methods used to develop standards or certification criteria, and these procedures should be available for review by any interested person.

The written procedures should specify realistic, readily available, and timely appeals procedures for the impartial handling of complaints concerning any action or inaction by the Association with regard to its standards, certification, or code of ethics activities.

7.0 Executive Responsibilities

The Board of Directors has the responsibility to oversee the implementation of the Association's Antitrust Compliance Policy. The chief staff executive is responsible for day-to-day management and implementation of the Policy.

8.0 Training

All members of the Association will receive a copy of this Policy when they join the Association; all members of the Association's Board of Directors will be required to sign an acknowledgment that they have read the Policy and have been given an opportunity to ask questions. In addition, directors may be asked to attend an antitrust orientation session presented by the Association's legal counsel. The Policy will be maintained on the Association's website.

9.0 Complaint Investigation and Internal Enforcement

Reports of noncompliance with this Policy should be promptly communicated to the Association's chief staff executive. If there is reason to believe that an antitrust violation may have been committed, an investigation will be undertaken promptly. If an instance of questionable conduct is presented, the chief staff executive will consult with the Association's legal counsel promptly to determine whether an internal investigation is appropriate. Members who or which violate or fail to comply with this Policy will receive a letter from the Association's legal counsel. Because compliance with Association policies is a membership requirement, membership may be terminated as a result of any violation of the Association's Antitrust Compliance Policy.

It is the policy of the National Association of Productivity and Organizing Professionals (NAPO) to comply strictly with the letter and spirit of all applicable federal, state, and international

competition and antitrust laws and regulations. Any activities of NAPO, NAPO chapters, NAPO-related or NAPO chapter-related actions of their staff, officers, board members, committee chairs, committee members, other volunteers, or members that violate these laws or regulations can be detrimental to the interests of NAPO and/or its chapters and are contrary to NAPO policy. Because antitrust investigations and litigation are lengthy, complex, disruptive and expensive, NAPO, its chapters, and its members must not only comply with the antitrust laws in fact, but must also conduct themselves in a manner that avoids even the appearance that the law is being violated.

The antitrust laws are the rules under which our competitive economic system operates. Their primary purpose is to preserve and promote free competition. Association meetings, workshops and other activities by their very nature bring together professional organizers and others who do or potentially could compete with one another. Accordingly, it is necessary to avoid discussions of sensitive competitive topics and especially important to avoid agreements or recommendations with respect to such subjects. Agreements among competitors to fix prices or fees for products or services, to allocate markets or clients, to engage in boycotts of certain customers or suppliers, to refuse to deal with third parties, to purchase only from a specific third party, or to purchase only on certain terms or conditions are automatically illegal under the antitrust laws and must be avoided at all costs. It does not matter what the reason for the agreement might be.

An antitrust violation does not require proof of a formal agreement. A discussion of potentially anticompetitive conduct followed by parallel action by those involved in or present at the discussion can be enough to show an antitrust conspiracy. As a result, those attending an association-sponsored meeting must remember the importance of avoiding not only unlawful activity, but also even the appearance of unlawful activity.

As a practical matter, violations of these rules can have serious consequences for NAPO, as well as for its members. The Sherman Antitrust Act is both a civil and criminal statute. Violations are felonies punishable by penalties of up to \$11 million for corporations and by imprisonment of up to three years or penalties of up to \$350,000, or both, for individuals. In addition, the Justice Department, state attorneys general, and any person or company injured by a violation of the antitrust laws may bring civil actions for three times the amount of the damages suffered, plus attorneys' fees and injunctive relief.

Antitrust: Implementation

Implementation of this Antitrust Compliance Policy shall include, but shall not be limited to, the following:

- A. At any NAPO or NAPO chapter meeting or in any NAPO-related or NAPO chapter-related document, statements or discussions regarding any of the following are contrary to NAPO policy and will not be tolerated: pricing policies or prices or fees for
- B. professional services, including elements of price such as payment terms, credit terms, rebates, mark-ups or discounts; profitability, including margins; quality ratings of suppliers or their products or services; those that might be interpreted as a dividing up of territories or clients; those which may cause a competitor to cease purchasing from a particular supplier or dealing with a particular client, or to purchase or deal with such person or entity only on specified terms.
- C. NAPO and NAPO chapters' Board of Directors meetings shall be conducted pursuant to agendas distributed in advance to attendees; discussions shall be limited to agenda

items, and minutes shall be prepared and distributed to attendees promptly. Each meeting shall begin with notice to all attendees of this Antitrust Compliance Policy.

- D. No officer, director, chapter officer, committee chair, or other NAPO member shall make any representation in public or private, orally or in writing, that states, or appears to state, an official policy or position of NAPO without specific authorization to do so.
- E. NAPO members or staff who participate in conduct that is contrary to this Antitrust Compliance Policy shall be subject to disciplinary measures up to and including termination of membership on the Board, committee, chapter board, or the Association itself.

CONFLICT OF INTEREST

Conflict of Interest: Policy

1.0 Introduction

This Conflict of Interest Policy (“the Policy”) governs conflicts of interest involving (i) members of the Board of Directors of the National Association of Productivity and Organizing Professionals (“NAPO”), (ii) members of the Board of Directors of all NAPO chapters, (iii) members of the Board of Directors of the Board of Certification for Professional Organizers® (“the BCPO®”), (iv) staff of NAPO, NAPO chapters, and the BCPO® (collectively, “Interested Persons”) and (v) NAPO, NAPO chapters, and BCPO® volunteers (collectively, “Interested Persons”). The purpose of the Policy is to protect the interests of NAPO, NAPO chapters, and the BCPO® when any of the entities has entered into or is contemplating entering into a transaction or arrangement that might benefit a private interest of an Interested Person. The Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations.

2.0 Definition of a “Conflict of Interest”

A conflict of interest exists when an Interested Person has a direct or indirect (through business, investment or family) financial or other interest in a matter that might influence, or that might be perceived to influence, the judgment or actions of the Interested Person while serving NAPO, a NAPO chapter, or the BCPO®. Conflicts of interest may arise under numerous scenarios, including but not limited to the following:

- a. An Interested Person receiving or being considered to receive compensation (e.g., consulting fees, speaking or writing honoraria, etc.) from, or having an actual or potential ownership or investment interest in, an entity offering or proposing to offer products or services to NAPO or the BCPO®;
- b. An Interested Person doing business or having a relationship with any company or organization doing business or wishing to do business with NAPO, a NAPO chapter, or the BCPO®; and
- c. An Interested Person also serving as an officer or director of another nonprofit organization in the general areas of interest to NAPO, a NAPO chapter, or the BCPO®.

Working for or having any other interest in an entity that (i) purchases exhibit space or sponsorships at any NAPO or NAPO chapter conference or (ii) purchases advertising or other commonly available services from NAPO in the normal course of business does not constitute a conflict of interest under this Policy.

3.0 Disclosure

Interested Persons must disclose all conflicts of interest as defined in Section II above, including those that might influence or be perceived to influence the actions or decisions of the Interested Person. Therefore, even if one believes that the relationship or other circumstance will not affect one’s judgment or conduct, if it could do so or could reasonably be perceived as having the potential for improper influence, then it must be disclosed. This duty of disclosure extends to bids on or proposals for work solicited by or offered to NAPO, a NAPO chapter, or the BCPO®. Each Interested Person shall complete a Conflict of Interest Disclosure Form annually;

such annual disclosures shall be supplemented by additional disclosures as required by this Policy.

Disclosures by NAPO volunteers and the Executive Director of NAPO shall be made immediately to the NAPO Executive Committee. Disclosures by BCPO® volunteers shall be made immediately to the BCPO® Board of Directors. Disclosures by NAPO and BCPO® staff shall be made immediately to the Executive Director of NAPO, who shall consult with the NAPO Executive Committee on the matter, if necessary and appropriate. Disclosures by NAPO chapter volunteers shall be made to the chapter's Executive Committee.

All Interested Persons shall bring to the attention of NAPO or their chapter any actual or perceived conflict of interest involving any other Interested Person.

4.0 Procedure Upon a Disclosure

Upon making a disclosure of a possible conflict of interest, the Interested Person must make all requested information available to the NAPO Executive Committee, their chapter's Executive Committee, the BCPO® Board of Directors, or the NAPO Executive Director, as applicable.

Possible actions that may be taken by the body or person reviewing the conflict of interest include, but are not limited to:

- prohibiting consideration of a proposal for providing products or services;
- permitting consideration of a proposal for providing products or services, but only as one of several competing proposals;
- determining, after exercising due diligence, whether the proposal related to the Interested Person is the most advantageous transaction or arrangement for NAPO, NAPO chapter, or the BCPO® and, if so, whether it is fair and reasonable and in the best interest of NAPO, the NAPO chapter, or the BCPO®;
- requesting all necessary actions to eliminate the conflict of interest, determining that the Interested Person may not participate in discussion or determination of the matter to which the conflict of interest relates, and requesting the resignation of the Interested Person from the position with NAPO, NAPO chapter, or the BCPO®.

5.0 Disclosure to the NAPO Executive Committee

Upon receiving a disclosure of a possible conflict of interest concerning a NAPO volunteer or the Executive Director of NAPO, the NAPO Executive Committee shall consider appropriate action and decide whether procedures for a hearing are warranted. If a hearing is warranted, the Executive Committee shall provide for the due process rights of the Interested Person. If a vote is taken and the Interested Person is a member of the Executive Committee, that person must recuse and absent him- or herself from the vote. One of the possible actions of the Executive Committee may be to recommend that the full Board of Directors take action on the conflict. In addition, the Interested Person may appeal the action of the Executive Committee to the Board of Directors.

6.0 Disclosure to a NAPO Chapter Executive Committee

Upon receiving a disclosure of a possible conflict of interest concerning a NAPO chapter or chapter volunteer, the chapter's Executive Committee shall consider appropriate action and decide whether procedures for a hearing are warranted. If a hearing is warranted, the Executive Committee shall provide for the due process rights of the Interested Person. If a vote is taken and the Interested Person is a member of the Executive Committee, that person must recuse

and absent him- or herself from the vote. One of the possible actions of the Executive Committee may be to recommend that the full chapter Board of Directors take action on the conflict. In addition, the Interested Person may appeal the action of the Executive Committee to the Board of Directors.

7.0 Disclosure to the BCPO® Board of Directors

Upon receiving a disclosure of a possible conflict of interest concerning a BCPO® volunteer, the BCPO® Board of Directors shall consider appropriate action and decide whether procedures for a hearing are warranted. If a hearing is warranted, the Board of Directors shall provide for the due process rights of the Interested Person. If a vote is taken and the Interested Person is a member of the Board of Directors, that person must recuse and absent him- or herself from the vote. The decision of the Board of Directors shall be final.

8.0 Disclosure to the NAPO Executive Director

Upon receiving a disclosure of a possible conflict of interest concerning a NAPO or BCPO® staff member, the NAPO Executive Director shall consider appropriate action. Actions taken concerning NAPO or BCPO® staff members shall be final.

9.0 Multiple Disclosures by an Interested Person

Should an Interested Person be required to make a disclosure regarding the same possible conflict of interest both to the NAPO Executive Committee and to the BCPO® Board of Directors, the Executive Committee and the Board of Directors may consult with each other regarding the matter, but each body shall make an independent determination concerning any action to be taken in response to the disclosure. Should the actions to be taken by each reviewing body be mutually exclusive, the action of the reviewing body finding the greatest or most severe conflict of interest shall be taken.

10.0 Confidentiality

Except to the extent that disclosure to members of the NAPO Board of Directors or Executive Committee, a chapter's Board of Directors or Executive Committee, the BCPO® Board of Directors, and the NAPO Executive Director is found to be necessary, all persons receiving a communication from a member or staff member pursuant to this Policy shall maintain the confidentiality of the contents of the disclosure, as well as any conclusions made as to whether there is a conflict of interest.

11.0 Violations of This Policy

If the NAPO Executive Director, the NAPO Executive Committee, a chapter's Executive Committee, or the BCPO® Board of Directors has reasonable cause to believe that an Interested Person has failed to make a disclosure required by this Policy, the Interested Person shall be informed of the basis for such belief and shall be afforded an opportunity to explain the alleged failure to disclose. If, after hearing the Interested Person's response and making any further investigation warranted by the circumstances, the Executive Director, Executive Committee or Board of Directors determines that the Interested Person has failed to disclose an actual or potential conflict of interest, appropriate disciplinary and corrective action, up to and including removal from a NAPO, NAPO chapter, or BCPO® office or staff position and expulsion from NAPO, shall be taken.

CODE OF CONDUCT

Code of Conduct: Intro

The following document expresses the code of conduct expected of all NAPO, NAPO chapter, and BCPO® volunteers, board members, and staff. Those acting on behalf of NAPO, its chapters, and BCPO® have a general duty to conduct themselves with honesty and trustworthiness, with efficiency and effectiveness, and to demonstrate accountability and compliance with state and federal laws, and Board policies and system procedures.

Code of Conduct: Acknowledgment Form

As a member of the NAPO, a NAPO chapter, or BCPO® Board of Directors, committee, or task force, I will:

- Comply in all respects with the NAPO Conflict of Interest Policy, abstaining from voting upon or attempting to influence the Board with respect to issues as to which I am conflicted
- Listen carefully to other NAPO Volunteers;
- Carefully consider and respect the opinions of other Board, committee, or task force members;
- Respect and support all majority decisions of the Board, committee, or task force members;
- Recognize the authority vested in the Board, committee, or task force;
- Participate actively in Board, committee, or task force meetings and actions and not discuss elsewhere what I am unwilling to discuss in Board, committee, or task force meetings;
- Bring to the attention of the Board, committee, or task force any issues I believe will have a significant effect on our organization or those we serve;
- Attempt to communicate the needs of those we serve to the Board, committee or taskforce;
- Refer complaints directly to the proper level in the chain of command;
- Recognize my job is to ensure that the organization is well-managed, not necessarily to manage the organization;
- Work to learn how to do my job better.

Additionally, if I'm a member of the NAPO, NAPO chapter, or the BCPO® Board of Directors, I will;

- Represent all those whom this organization serves vs. geographic or special interest groups;
- Consider myself a "trustee" of the organization and do my best to ensure it is well-maintained, financially secure, and always operating in accord with our stated objectives;

As a member of the NAPO Board, committee, or task force, I shall not:

- Use the organization or my position for my personal advantage or that of my friends, relatives, or associates, except that I may indicate my past and current NAPO, NAPO

chapter, and/or BCPO® titles and activities in biographical material and respond to any requests for my services that may result from that material;

- Discuss confidential proceedings of the Board, committee, or task force outside of the meeting to anyone not privy to the proceedings;
- Promise how I will vote on any issue before hearing the discussion and becoming fully informed on that issue;
- Interfere with the duties of staff or undermine the authority of our chief staff executive to perform his/her duties; and
- Speak for or on behalf of the organization unless specifically authorized to do so.

INTELLECTUAL PROPERTY (IP)

Intellectual Property: Introduction

Our NAPO, NAPO chapter, and BCPO® volunteers contribute greatly to the many member programs and projects NAPO, NAPO chapters, and BCPO® provide. The following assignment of copyright gives NAPO the rights to works produced while serving on the NAPO Board, and on any of its committees and task forces.

Intellectual Property: Assignment of Copyright

As a member of a Board, committee, or task Force of NAPO that assists NAPO in the development, modification and refinement of material for its various member projects and programs (collectively, the “Intellectual Property”), I hereby assign and agree to assign to NAPO, on my own all right, title, and interest in and to all of my contributions to the Intellectual Property, including but not limited to copyrighted information.

CONFIDENTIALITY AND NON-DISCLOSURE

Confidentiality and Nondisclosure: General Agreement

NAPO, Inc., doing business as the National Association of Productivity and Organizing Professionals (“NAPO”), is willing to provide you with confidential and proprietary NAPO information (“the Information”) relating to your specific Board, committee, or task force volunteer efforts. The sole purpose of your access to and use of the Information is to enable you to have full understanding of the issues relating to your volunteer activities. As a condition of furnishing such Information, NAPO requires that you agree, as set forth below, not to disclose the Information (print or verbal) to any other person or entity and to treat the Information confidentially.

You agree that, unless disclosure of the Information is specifically authorized in writing by the NAPO Board, the Information will be kept in strict confidence by you and will not be disclosed to any other person or entity or used by you other than for the purpose described above. If requested by NAPO, you will promptly return the Information to NAPO, without retaining any copy thereof in any medium, and you agree that none of the Information disclosed hereunder shall be used in any manner or for any purposes not permitted hereunder.

You acknowledge that the Information and all intellectual property associated with the Information are and shall remain the sole and exclusive property of NAPO.

You acknowledge that upon any breach or threatened breach of this Agreement, NAPO will be entitled to specific performance of the provisions hereof and to injunctive relief to enforce its rights hereunder. You further agree that no failure or delay by NAPO in exercising any right, power or privilege hereunder shall operate as a waiver thereof, nor shall any single or partial exercise thereof preclude any other or further exercise of any right, power or privilege hereunder.

In the case of NAPO’s chapters, the above Confidentiality and Nondisclosure General Agreement applies to confidential and proprietary NAPO chapter information. Any reference to NAPO in the Confidentiality and Nondisclosure General Agreement is interpreted to be the NAPO chapter.

Confidentiality and Nondisclosure: Board of Certification for Professional Organizers® Confidentiality Agreement

In order to protect the integrity and credibility of the Board of Certification for Professional Organizers® certification examination program, those involved in any way with developing or administering the program must avoid situations involving an actual or perceived conflict of interest.

Each member of the BCPO® Board of Directors, Examination Development and Resource Committees, Scheme/Program Development Committee, Professional Practices Committee, Ethics Complaint Committee, Marketing Committee, Nominating Committee and any Sub-Committees, Special Task Forces, or any other participant privy to the development or administration of the CPO® program, is prohibited from participating in any activity that results in loss of confidentiality of the BCPO® certification examination, documentation and/or administrative records.

I hereby swear and affirm that I shall not disclose or provide to anyone, directly or indirectly, any information or documents to which I have been made privy during development, administration and/or maintenance of the Board of Certification for Professional Organizers® Certified Professional Organizer® program(s) and activities, as outlined in the attached Confidentiality Policies Document.

I also swear and affirm that I shall not disclose or provide to anyone, directly or indirectly, any information or documents to which I have been made privy during the development, administration and/or preparation of the Board of Certification for Professional Organizers® Certified Professional Organizer® examination(s) rendered by Schroeder Measurement Technologies, Inc.

I further certify and affirm that, in no capacity that could interfere or conflict with my BCPO® responsibilities, do I work for, attend, or have any affiliation with an examination preparation school; nor have I had such associations for the last three years. This is not meant to include continued personal continuing education activities.

It is understood that all documents, correspondence or confidential information received from the Board of Certification for Professional Organizers® (BCPO®), are and shall remain the exclusive property of BCPO® and that all such documents or information shall be returned promptly to BCPO® upon request.

It is understood that all documents, correspondence or examination questions or confidential information received from Schroeder Measurement Technologies, Inc., are and shall remain the exclusive property of Schroeder Measurement Technologies, Inc., and that all such documents or information shall be returned promptly to Schroeder Measurement Technologies, Inc. upon request.

All Board and Committee members are prohibited from planning or teaching review content or courses for the BCPO® certification examination while serving on the Board or Committees, and for one year thereafter. In addition, members of the BCPO® Board of Directors or Scheme/Program Development Committee are prohibited from concurrently serving on the NAPO Board of Directors, unless they are serving in the capacity of NAPO Board Liaison to the BCPO® Board.

[Confidentiality and Non-disclosure: Board of Certification for Professional Organizers® Confidentiality Policies](#)

BCPO® documents and processes subject bound to this agreement include, but are not limited to:

- Identity and/or contact information for any applicant or candidate for the BCPO® Examination for Certified Professional Organizers®
- Score reports for any applicant or candidate for the BCPO® Examination for Certified Professional Organizers®
- Identity and/or contact information for any applicant or candidate for the BCPO® Examination for Certified Professional Organizers® who has been identified for an audit.
- Details or results of the Audit Committee's documents, deliberations and determinations.

- Identity and/or contact information for any CPO® who fails to recertify, either by choice, failure to pass the examination, failure to pay the required Annual Maintenance Fees (AMF) or failure of audit.
- Individual CPO® records as housed in the BCPO® Database.
- Identity and/or contact information for any CPO® involved in any phase of the BCPO® Ethics

Complaint Procedure.

- Any BCPO® Ethics Complaint Committee communications prior to final determination and recommendation to the BCPO® Board, if required.
- All documentation related to Examination Development, including Training documents, Test Forms, Technical Test Reports, Cut Score Study Reports, Item Writing Workshop Reports and other statistical reports used in referencing or editing Test Items, are available only to the Chair of the Item Writing Committee and their BCPO® Board Liaison.

All official BCPO® documents housed in the BCPO® Document Library, are identified with a series of permissions which determines the level of confidentiality. Any individual with permission to view documents may not share those documents with any other individual who does not have the same permissions.

BCPO® Board documents, including minutes, budgets and reports, may only be accessed by current BCPO® Board members.

NAPO WHISTLEBLOWER POLICY

NAPO Whistleblower Policy: Policy Statement

National Association of Productivity and Organizing Professionals– WHISTLEBLOWER POLICY

Procedures for the Submission of Complaints or Concerns Regarding Financial Statement or other Disclosures, Accounting, Internal Accounting or Disclosure Controls, or Auditing Matters

National Association of Productivity and Organizing Professionals (NAPO) has a responsibility for the stewardship of its resources. In addition to complying with the law, it is the policy of the Association to promote ethical practices and ethical treatment of its members and staff (if applicable). Instances of known or suspected misuse of NAPO resources or other improper activities should be reported and appropriately investigated. Members, directors and staff (if applicable) have a responsibility to each other and to the organization to maintain an environment in which (i) problems are reported and addressed immediately, and (ii) those who make such reports are protected from retaliation.

NAPO endorses and utilizes internal controls and operating procedures intended to prevent and detect improper activities.

The objective of the NAPO Whistleblower Policy is to establish policies and procedures for:

- A. The submission of concerns regarding questionable financial statement or other disclosures, accounting, internal accounting or disclosure controls or auditing matters by staff (if applicable), directors, officers and other stakeholders of the organization on a confidential and anonymous basis.
- B. The receipt, retention, and treatment of complaints received by NAPO regarding accounting, internal controls or auditing matters.
- C. The protection of directors, volunteers and staff (if applicable) reporting concerns from retaliatory actions.

Procedure for Raising a Concern

- A. The NAPO Board of Directors shall promptly forward to the Executive Committee any complaints that it has received regarding financial statement disclosures, accounting, internal accounting or disclosure controls or auditing matters, or disclosure violations. Any complaint will first be evaluated to determine whether it falls within the scope of this Policy. If it does not, it
- B. will be forwarded to the Association's General Counsel to handle in a manner in which he or she deems appropriate.
- C. Any staff person or member of NAPO may submit, on either a confidential, anonymous basis or a non-confidential, non-anonymous basis, any good faith concerns regarding financial statement or other disclosure, accounting, internal accounting or disclosure controls, or auditing matters to the Association's General Counsel: **Michael Deese**
cmd@howehutton.com
- D. The General Counsel shall forward complaints or concerns determined to be within the scope of this Policy to the Executive Committee.

- E. Following the receipt of a complaint or concern within the scope of this Policy, the Executive Committee will investigate each matter reported and recommend corrective or disciplinary actions to the Board of Directors. The status of all pending complaints will be reviewed during a scheduled Executive Committee meeting.
- F. The Executive Committee may enlist committee members, staff, and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, disclosure concerns or violations, accounting, internal accounting controls, or auditing matters. In conducting any investigation and to the extent possible consistent with the need to conduct an adequate review of any complaint or concern, the Executive Committee shall use reasonable efforts to attempt to protect the confidentiality and anonymity of the complainant.
- G. NAPO does not permit retaliation of any kind against staff or members for complaints submitted hereunder that are made in good faith. Should the identity of any person making a complaint or reporting a concern hereunder become known, the Executive Committee shall monitor any disciplinary action against such person. Additionally, no staff person or member shall be adversely affected because the staff person or member refuses to carry out a directive which, in fact, constitutes corporate fraud or is a violation of state or federal law.
- H. The Committee shall retain as a part of its records, for a period of no less than seven (7) years, all such complaints or concerns, together with the proceedings of the Committee with respect thereto. All such records will be treated as confidential information.