



## **ORINDA BASEBALL ASSOCIATION**

### **BOARD OF DIRECTORS CODE OF CONDUCT**

**Adopted: August 2025**

Orinda Baseball Association, a Section 501(c)(3) California nonprofit corporation (the "Corporation") was formed to organize, promote, finance and foster children's amateur baseball. The charitable mission of the Corporation is to make available within the community of Orinda an effectively governed and implemented youth baseball and softball program in which the dedicated and prospectively talented youth baseball player can obtain a positive, competitive, and rewarding developmental and participatory experience in the game of baseball and softball. In order to achieve this charitable mission, the Corporation will: (a) develop players, managers, and coaches through excellent instruction, sportsmanship, and healthy competition; (b) support and encourage personal growth of players in a fun, competitive environment; (c) emphasize that winning is a byproduct, not the sole goal; (d) engage and educate parents to understand and reinforce the above; and (e) focus on quality in all endeavors, including but not limited to, fields, clinics, equipment, and umpires.

In order to effectively carry out its charitable mission, the Corporation requires the members of its Board of Directors (collectively, the "Board" or "Directors") to conduct themselves and carry out their duties in good faith and with honesty, integrity, due diligence, and reasonable competence. Directors agree to abide, in all respects, with this Code of Conduct and all other documents, rules, and regulations that govern the Corporation, including but not limited to the Corporation's Articles of Incorporation and Bylaws, as amended, as well as all applicable federal, state, and local laws and regulations.

Directors must act at all times in the best interests of the Corporation and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Directors will comply with the Corporation's Conflict of Interest Policy. While the receipt of incidental personal or third-party benefit may necessarily flow from certain activities of the Corporation, such benefit must be merely incidental to the primary benefit to the Corporation and its purpose. The Corporation is exempt from taxation as a charitable organization under Internal Revenue Code Section 501(c)(3). To maintain this exemption, the Corporation cannot act for the benefit of a particular individual or entity. Such conduct, commonly referred to as "private inurement", is improper. Sanctions can include personal liability for Directors, senior officers, and the individual receiving the improper benefit. Additionally, the Corporation could lose its tax-exempt status.

Directors also agree:

- to use their best efforts to regularly participate in professional development activities and perform their assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
- to provide goods or services to the Corporation as a paid vendor only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.

- to exercise proper authority and good judgment in their dealings with the Corporation's staff, suppliers, program participants, and the general public.
- to not abuse their position by improperly using it or the Corporation's staff, services, equipment, resources, or property for their personal or third-party gain or pleasure and to not represent to third parties that their authority as a Director extends any further than that which it actually extends.
- to not engage in any outside business, professional, or other activities that would materially adversely affect the Corporation.
- to complete, as requested, an annual disclosure form regarding conflicts of interest and other disclosures required under applicable federal, state, and local legal and regulatory requirements during their term of service on the Board.
- to not engage in or facilitate any discriminatory or harassing behavior directed toward the Corporation's staff, officers, directors, meeting attendees, program participants, exhibitors, advertisers, sponsors, suppliers, contractors or others in the context of activities relating to the Corporation.
- to not solicit or accept gifts, gratuities, free trips, honoraria, personal property or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Corporation.
- to not participate or intervene (including publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office on behalf of the Corporation or when acting in their official Board capacity including using their affiliation with the Corporation in such a way as to suggest or imply that the Corporation supports a particular candidate or party.
- to not speak on behalf of the Corporation or its Board unless specifically authorized by the Board or the Corporation's Bylaws.
- to maintain the confidentiality of information entrusted to them by the Corporation and any other information of a confidential nature acquired by them as a consequence of the Director's service, regardless of its source or subject, except when the sharing, copying, reproduction, transmission, divulgement, or other type of disclosure is expressly authorized or legally mandated. Whenever feasible, they will consult the President of the Board prior to making any disclosure they believe is legally required.
- to not use any information provided by the Corporation or acquired as a consequence of the Director's service to the Corporation in any manner other than in furtherance of his or her Board duties.
- to not misuse the Corporation property or resources and to at all times keep the Corporation's property secure and not allow any person not authorized by the Board to have or use such property.
- to not persuade or attempt to persuade any employee of the Corporation to leave the employment of the Corporation or to become employed by any person or entity other than the Corporation. Furthermore, no Director shall persuade or attempt to persuade any program participant, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Corporation to terminate, curtail, or not enter into its relationship to or with the Corporation, or to in any way reduce the monetary or other benefits to the Corporation of such relationship.