

RPCA Code of Ethics

Roles:

- **Directors** – To act as a voting member of the Board of Directors with full authority and responsibility to develop policies, procedures and regulations for the operation of the organization; to monitor the organization’s financial health, programs and overall performance; and to provide the operating committees of the Board with resources to meet the needs of those the organization serves (members).
- **Officers and Committee Chairs** – To act as a non-voting member of the Board of Directors with the expectation to assist in suggesting and developing policies, procedures and regulations for the operation of the organization; to assist in monitoring the organization’s financial health, programs and overall performance; and to assist in providing the resources to meet the needs of those the organization serves.

Duties and Responsibilities:

1. **General - Directors, Officers and Committee Chairs are expected to:**
 - a. Seek to understand the RPCA’s mission, purpose, goals, policies, programs, services, strengths and needs.
 - b. Serve in leadership positions or undertake special assignments willingly and enthusiastically when asked.
 - c. Avoid prejudiced judgments on the basis of information received from individuals. Urge those with grievances to follow established policies and procedures. All matters of potential significance must be called to the attention of the Board and/or President, as appropriate.
 - d. Be aware of rail industry traditions and current trends and other issues that affect the RPCA, its members and member organizations.
 - e. Suggest nominees to the Board who are clearly individuals of achievement and distinction, and who can make significant contributions to the work of the Board and the RPCA’s progress, growth and development.
 - f. Maintain a sense of humor.
2. **Meetings – Directors, Officers and Committee Chairs should:**
 - a. Prepare for and participate in Board and Committee Meetings as well as RPCA activities. Submit committee reports in sufficient time to be reviewed by all Board members prior to the actual meeting.
 - b. Ask timely and substantive questions at Board and Committee Meetings consistent with your conscience and convictions.
 - c. Maintain absolute confidentiality of the Board’s Executive Sessions.
 - d. Speak for the Board, or the Organization, ONLY when specifically authorized to do so by the Board.
 - e. Suggest agenda items for Board and Committee Meetings to ensure that significant policy related matters are addressed.
3. **Relationship with Staff – Directors, Officers and Committee Chairs are encouraged to:**

- a. Counsel and support the Committee Chairs, as appropriate, in their often difficult relationships with staff, constituents and other groups.
 - b. Avoid prejudicial judgments on the basis of information received from members. Urge those with grievances to follow established policies and procedures through the appropriate means. All matters of potential significance should be called to the attention of the Officers and/or Board President, as appropriate.
4. **Fiduciary Responsibility – Directors, Officers and Committee Chairs are required to:**
 - a. In concert with the Board, exercise prudence in the control and transfer of funds.
 - b. Consistently read and understand the organization’s financial statements and otherwise help the Board fulfill its fiduciary responsibility.
5. **Fund Raising – Directors, Officers and Committee Chairs should:**
 - a. Give an annual gift to the restricted funds (e.g. Scholarship, Rail Camp, etc.) according to conscience.
 - b. Participate in implementing fundraising strategies or donations through personal influence with other individuals, corporations and foundations.
 - c. Take an active role in special RPCA fundraising activities.
6. **Avoid Conflicts – Directors, Officers and Committee Chairs must:**
 - a. Serve the organization as a whole rather than any special interest group or constituency.
 - b. Avoid even the appearance of a conflict of interest that might embarrass the Board or the RPCA as an entity. Disclose any possible conflicts of interest, or any other potentially embarrassing situations, to the Board in a timely fashion.
 - c. Observe industry standards, rules and regulations at all times, whether on RPCA or personal business.
 - d. Neither accept nor offer favors or gifts from or to anyone who does business with the RPCA.
 - e. Maintain independence and objectivity. Act with a sense of fairness, ethics and personal integrity even when not required by law, regulation or custom.