



**ASSOCIATION OF UNIVERSITY TECHNOLOGY MANAGERS  
BOARD OF DIRECTORS  
RULES OF CONDUCT**

As a member of the Board of Directors of the Association of University Technology Managers (AUTM), I agree to support and be bound by the following principles to assure effective and ethical decision-making and governance:

1. I will abide in all respects by the *AUTM Board of Directors Rules of Conduct* and all other rules and regulations of the association (including but not limited to the association's articles of incorporation and bylaws) and will ensure that my membership in the association remains in good standing at all times. Furthermore, I will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
2. I will not use any confidential information provided to me as a result of my participation on the Board by the association or acquired as a consequence of my Board service to the association in any manner other than in furtherance of my board duties. Further, I will not misuse association property or resources and will at all times keep the association's property secure and not allow any person not authorized by the Board of Directors to have or use such property, except any such property that I am licensed to use beyond my Board responsibilities.
3. I will not persuade or attempt to persuade any employee of the Kellen Company to leave the employ of the Kellen Company or to become employed by any person or entity other than the Kellen Company. Furthermore, I shall not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the association to terminate, curtail, or not enter into its relationship to or with the association, or to in any way reduce the monetary or other benefits to the association of such relationship.
4. When engaged in Board activities or otherwise representing the association, I will act at all times in the best interests of the association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, I will identify and disclose the conflict to the Board of Directors and, as required by the Board of Directors, remove myself from all discussion and voting on the matter. Specifically, unless prior consent of the Board had been received, I shall follow these guidelines:
  - a. Avoid placing (and avoid the appearance of placing) my own self-interest or any third-party interest above that of the association; while the receipt of incidental personal or third-party benefit may necessarily flow from certain association activities, such benefit must be merely incidental to the primary benefit to the association and its purposes;

- b. I will not abuse Board membership by improperly using Board membership or the association's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; I shall not represent to third parties that my authority as a Board member extends any further than that which it actually extends;
  - c. I will not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the association;
  - d. I will not engage in or facilitate any discriminatory or harassing behavior directed toward association management company staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the association;
  - e. I will 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 association without fully disclosing such items to the Board of Directors; and
  - f. I will provide goods or services to the association as a paid vendor to the association only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.
5. I will not use my position on the AUTM Board of Directors to improperly obtain any list of AUTM members or event participants for personal or private solicitation purposes at any time.
  6. I will be deliberate in my responsibility to AUTM by preparing for Board meetings and decision-making (e.g. by studying all materials in advance). I will consider the need for and request any additional information in advance of meetings.
  7. I will base my decisions on all available facts in each situation, taking into consideration the views of my fellow Board members.
  8. I will make decisions in the best interest of AUTM as a whole, and will strive to keep personal bias or the views of special interests at a minimum.
  9. I will accept, support and implement all decisions of the Board, even those that I did not initially support or those that were made in my absence.
  10. I will work to provide an environment conducive to comprehensive analysis of issues, and assessment of benefits and risks of action or inaction, in an open dialogue between and among members of the Board and the staff.
  11. I will not speak or act for AUTM or the Board of Directors unless specifically authorized to do so. I will not present opinions about AUTM business unless those opinions have been approved in advance by the Board or unless those opinions are clearly expressed as personal opinions and not necessarily the views of AUTM.
  12. I will not discuss matters deemed confidential by the Board outside of Board meetings without the express permission of the Board.

13. I will abide by AUTM's policies on conflicts of interest and will strive to avoid even the appearance of such conflicts.

\*If a member of the AUTM Board of Directors or its executive director is invited to speak at an event through AUTM and because of their role as a Director or Executive Director or to represent AUTM and an honorarium is offered in exchange for their participation the following procedures will be followed:

1. The individual will request the sponsoring organization pay the honoraria directly to the AUTM Foundation.
2. If the sponsoring organization is unable to pay the honoraria directly to the AUTM Foundation the individual is to decline the honoraria or accept and donate the honoraria, net of taxes, to the AUTM Foundation.

Honorarium is defined as payment over and above travel expenses or per diem.

**Statement of Willingness to Serve:**

I hereby acknowledge that I have read this copy of AUTM's Board of Directors Rules of Conduct. I understand the responsibilities and the time commitment required of me. I am aware that this statement of general responsibilities is an expression of good faith and provides a common ground upon which Board members can operate. I understand that Board members have a legal obligation of duty, care and loyalty to serve AUTM members. I welcome this commitment and I am unaware of any real or potential conflicts of interest that would prevent me from serving AUTM in an elected capacity. I understand this document describes the general rules by which I will conduct myself as a member of the Board and that I am responsible for familiarizing myself with the statements it contains.

Signature: \_\_\_\_\_

Print name: \_\_\_\_\_

Date: \_\_\_\_\_