

WOMEN IN FILM.DALLAS

CODE OF ETHICS

Article I General Statement

As directors of Women in Film.Dallas (the “Organization”), we expect integrity, honesty and trustworthiness in our work, conviction in our decisions, and dedication to the Organization’s beliefs. We are charged with observing the duties of care, loyalty and obedience in administering the affairs of the Organization. These duties include, but are not limited to, the matters listed below.

Article II Actions Required

In order to properly discharge the responsibilities as directors of the Organization, the undersigned shall:

1. **Understand and/or have read**

- organizational documents of the Organization;
- material contracts;
- the structure and performance of investments and other income producing activities of the Organization;
- Board of Directors meeting minutes; and
- general tax principles applicable to the Organization.

2. **Participate in the affairs of the Organization by**

- attending substantially all Board of Director meetings; and
- regularly voting or objecting to matters submitted to a vote.

3. **Comply with**

- the organizational documents of the Organization
- the terms of any agency or similar agreement with the Organization; and
- the operational policies of the Organization.

4. **Refrain from**

- participating in, or attempting to influence, any deliberations involving the Organization and their own (or their respective family's) personal or business interests (self-dealing transactions);
- obligating the Organization to any contract, agreement or liability without express authority from the Board of Directors;
- acting outside the course and scope of authority granted under the organizational documents, any agency or similar agreement, or directives or resolutions adopted by the Board of Directors;
- advancing their own (or their respective family's interests over the interests of the Organization;
- disclosing to third parties or utilizing any confidential or proprietary information of the Organization;
- taking or usurping any opportunity that is to the detriment of the Organization;
- using the Organization's property for the personal benefits of officers, board of directors or staff members; and
- engaging in self-dealing or any conduct or private business or personal services by or among the Organization and any officers, board or staff members.

5. **Adhere to all**

- decisions of the Board of Directors;
- material documents related to the Organization; and
- provisions of tax laws applicable to the Organization.

Article III
Enforcement and Sanctions

The undersigned understand that their responsibilities to the Organization may be enforced by existing or former directors or officers of the Organization, the Texas Attorney General and in some cases, other interested third parties. Penalties for failing to comply with responsibilities include removal as a directors and/or officer of the Organization, monetary damages, restitution and punishment under applicable criminal statutes.

Article IV
Agreement

For and in consideration of the undersigned's election and/or appointment as directors of Women in Film.Dallas the undersigned agree to be bound by this Code of Ethics on this __ day of _____, 2013.

President

Vice President

Secretary

Treasurer

Chick Flicks Chair

Education Chair

Martini Madness Chair

Membership Chair

Programs Chair

PSA Chair

Publicity Chair