



The Philadelphia Classical Guitar Society
2038 Sansom St. – Philadelphia 19103 PA
www.phillyguitar.org

CODE OF CONDUCT

Board Approved March 5, 2023

I GENERAL OBLIGATIONS

A. Duties of Care and Loyalty

The Philadelphia Classical Guitar Society (“Society”) is committed to maintaining the highest standards of dignity, fairness and personal and professional ethics as we implement the PCGS’s mission. The actions of all who work on behalf of the Society, be they officers, directors, committee members, or paid staff (“Covered Individuals”), should at all times aim to strengthen confidence in the integrity of the Society and trust that those who act on its behalf are doing so in the best interests of the community, regardless of their personal interests.

B. Covered Individuals will:

1. Serve the Society with honesty, integrity, and respect for all others, be well-informed as required of their roles, and use sound judgment and good faith to make the best possible decisions, taking into consideration all available information, circumstances and resources; not engage in harassment and intimidation, personal attacks, or any other impropriety or appearance of impropriety.
2. Afford members and other interested parties the opportunity to express their views on decisions facing the Society, and listen respectfully when there are differences of opinion.
3. Uphold confidentially by not sharing with a third-party non-public information, such as:
 1. Discussions, comments, or decisions made at any Society meeting properly closed to the public or held in executive session; or
 2. Other forms of confidential information covered in “Part IIB,” below.
4. Confront Covered Individuals privately or publicly if they fail to uphold these standards (using parliamentary procedure) and/or, in the case of egregious behavior or serious violations of the Conflict of Interest (COI) or the Code of Conduct (COC) policies, alert members of the Executive Committee or Board members.
5. Protect confidential information obtained, directly or indirectly, in the performance of their Society responsibilities.



6. Refrain from using their positions or decision-making authority for personal gain or advantage.
7. Act within the boundaries of their authority, as defined by the governing documents of the Society.
8. Be transparent with their own committee members and board members about any contacts with individuals who may be lobbying them about issues before their committee or the board.
9. Not undermine the integrity and reputation of the Society or take legal action against the Society for policies or decisions made by the Board.
10. Not use or spend unauthorized Society resources, including funds, for their own personal use or benefit.

II. SPECIFIC CONDUCT GUIDELINES

A. Society Communications

Facilitating the free flow of information to, and maintaining the integrity of relationships with, members of the guitar community is critical to the success of the Society. All Covered Individuals shall provide accurate information in all communications and act promptly to correct erroneous communications for which they are responsible. To that end:

1. Directors, officers, employees and committee members are obligated to be as informed as possible on the issues before them. It is in the best interests of the Society that directors, officers, employees and committee members listen to and consider the input from all members and transparently share the input with co-committee and board members.
2. Directors, officers, employees and committee members are expected to be responsive to each other and with Society's members in their communications while also balancing frequency of communications and each other's personal life commitments, personal time and boundaries using any modern communication media.
3. Directors, officers, employees and committee members are expected to respect the resolutions adopted by the board without reservations, obstructions or public statements that could cause reputational damage to the Society. If called upon as part of their responsibilities, they are also expected to carry on the resolutions at the best of their abilities to achieve the best possible outcome for the Society.

B. Social Media

The Society is committed to promoting a welcoming and informative online experience for the members of its community and all individuals who interact with the Society, both internally and externally. Covered Individuals should give careful consideration to the content they share on social media about Society business and whether the contents would reflect well on the Society. If a Covered Individual is aware of a violation of standards as enumerated above in anything having to do with the Society's online presence or a Covered Individual's social media presence, it is the duty of the Covered Individual to disclose the issue to the President or the Vice



President of the Society or other members of the Executive Committee or Board of Directors. Examples of potentially inappropriate social media behavior may include:

1. Personal attacks, profane, defamatory, offensive or violent language, content or images.
2. “Trolling” or posting deliberately disruptive comments meant to harass, threaten or abuse an individual or business.
3. Spam, link or clickbaiting, or files containing viruses that could damage the operation of other people’s computers or mobile devices.
4. Content that promotes, fosters, or perpetuates discrimination on the basis of race, national origin, religion, sex (including gender identity, sexual orientation and pregnancy), age, marital status, physical disability, genetic information or any other form of discrimination.
5. Conduct or encouragement of illegal, harmful or offensive activity, as well as any inappropriate sexual content or links to such sexual content.
6. Acknowledgement of intent to stalk an individual or business, or collect private information without disclosure.
7. Content that relates to confidential or proprietary business information.
8. Content that violates a legal ownership interest or proprietary business information of any other party, which includes violation of copyrights or intellectual property rights.
9. Content determined to be inappropriate, in poor taste, or otherwise contrary to the purposes of the Society, in the sole discretion of the Society.

C. Gifts

The offer of a gift can be seen as an attempt to influence a decision of the Society. Covered Individuals should not solicit or accept any gifts or hospitality greater than \$100 per annum in value based on any understanding that their vote, official action, or judgment relating to any matter that is likely to come before the Society would be influenced thereby; or that is from a person or company that is seeking a personal, business or financial relationship with the Society. Nor should they accept an honorarium relating to their roles with the Society, except a token of de minimis economic value. However, as a practical matter, there are situations where the prohibition on the solicitation and acceptance of gifts shall not apply. Examples:

1. Gifts from immediate family members, or other close relatives, friends or business associates when there is a major life event (e.g., birthday, engagement, marriage, birth of a child, retirement);
2. Plaques or mementos of a de minimis economic value offered as a token of esteem or appreciation on the occasion of a public appearance in their official capacity representing the Society;
3. Commercially reasonable loans made in the ordinary course of business;
4. Food, beverages or entertainment provided at social gatherings hosted by a Covered Individual at their home or place of business, e.g., a party, dinner, or holiday reception; and
5. Payment or reimbursement of a Covered Individual’s reasonable expenses for admission, travel, lodging, food and beverage related to attendance at any event that will benefit the Society and is reasonably related to the Covered Individual’s official duties for the Society.



D. Confidentiality

No Covered Individual may use or disseminate the Society's confidential information for the benefit of themselves or their relatives. Unless otherwise publicly available or specifically authorized for dissemination, confidential information includes, but is not limited to:

1. Private or personal information about Covered Individuals or any member;
2. Personnel matters, including performance reviews and discussions of employee compensation;
3. Financial audits, except for audits that have been publicly released or which have been filed with the Society's filings with the IRS.
4. Disciplinary action against Covered Individuals, as outlined in the Enforcement Procedures;
5. Negotiation and formation of contracts with contractors, vendors or service providers;
6. Legal matters in which the Society is or may be involved;
7. Information protected by attorney-client privilege; and
8. Board, Executive Committee and other Society records.

E. Duty to Report Potential Violations

Covered Individuals have a responsibility to report any potential violations of the COC and COI policies to the Executive Committee for investigation.