

Code of Ethics

I. Personal and Professional Integrity

All staff, board members and volunteers of the organization act with honesty, integrity and transparency in all their dealings with each other and as representatives of the organization. The organization promotes a working environment that values respect, fairness, integrity and collaboration.

II. Support of Mission

The organization has a clearly stated mission and vision, approved by the board of directors, in pursuit of the public good. Every project MSWB does aims to support that mission and all who work for or on behalf of the organization understand and are loyal to that mission and purpose. The mission is responsive to the constituency and community served by the organization and are of value to the society at large.

III. Governance and Accountability

The organization has an active board of directors that is responsible for setting the mission and strategic direction of the organization and oversight of the finances, operations, and policies of the organization. The board of directors:

- Exercise reasonable care, good faith, loyalty and due diligence in organizational affairs;
- Has a conflict of interest policy that ensures that any conflicts of interest, or the appearance thereof, are avoided or appropriately managed for the protection and benefit of the organization;
- Ensures that the organization conducts all transactions and dealings with integrity and honesty;
- Ensures that the organization promotes working relationships with board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness and openness;
- Ensures that the organization is fair and inclusive in its hiring, promotion policies and practices for all board, staff and volunteer positions;
- Ensures that the resources of the organization are responsibly and prudently managed; and
- Ensures that the organization has the capacity to carry out its programs effectively.

IV. Legal Compliance

The organization is knowledgeable of and complies with all applicable laws and regulations. If needed, the organization will seek outside expertise to ensure compliance.

V. Financial Stewardship

The organization manages its funds responsibly and prudently. This includes the following considerations:

- It spends a reasonable percentage of its annual budget on programs in pursuit of its mission;
- It spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management;

- It compensates staff, and any others who may receive compensation, reasonably and appropriately;
- It has reasonable fundraising costs, recognizing the variety of factors that affect such costs;
- It ensures that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the organization; and
- It ensures that financial reports are complete and accurate in all material respects.

VI. Transparency and Disclosure

The organization provides comprehensive and timely information to the public and all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about the organization will fully and honestly reflect the policies and practices of the organization. Basic informational data about the organization, such as the Form 990 and audited financial statements will be available to the public by request. All financial, organizational, and program reports will be complete and accurate in all material respects.

VII. Program Evaluation

The organization regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. As part of the Main Street America program, MSWB undergoes a rigorous accreditation process bi-annually, which includes reviews of previous years and goal-setting for future years. The organization is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities in the field. The organization is responsive to changes in its field of activity and is responsive to the needs of its constituencies.

VIII. Inclusiveness and Diversity

The organization has a policy of promoting inclusiveness and diversity in its staff, board and volunteers in order to enrich its programmatic effectiveness. The organization takes meaningful steps to promote inclusiveness and diversity in its hiring, retention, promotion, board recruitment and constituencies served.

IX. Fundraising

In raising funds from the public, MSWB will respect the rights of donors, as follows:

- To be informed of the mission of the organization, the way the resources will be used and its capacity to use donations effectively for their intended purposes;
- To be informed of the identity of those serving on the organization's board of directors and to expect the board to exercise prudent judgment in its stewardship responsibilities;
- To have reasonable access to the organization's most recent financial reports;
- To be assured their gifts will be used for the purposes for which they were given;
- To receive appropriate acknowledgement and recognition;
- To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by the law;
- To expect that all interactions with individuals representing the organization will be professional in nature;

- To have the opportunity for their names to be deleted from mailing lists; and
- To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

Whistleblower Policy

1. Introduction

The whistleblower policy is established to encourage and enable individuals associated with Main Street West Branch, a non-profit volunteer-driven organization accredited through Main Street Iowa and Main Street America, to report any suspected violations of laws, regulations, policies, or unethical conduct without fear of retaliation. This policy is designed to protect the interests of the organization, its volunteers, and the community it serves.

2. Purpose

The purpose of this policy is to:

- a. Provide a confidential and secure channel for reporting concerns or complaints related to illegal activities, ethical breaches, or violations of policies.
- b. Ensure that all reports are investigated promptly, thoroughly, and impartially.
- c. Protect individuals who report in good faith from retaliation.
- d. Maintain the integrity and reputation of Main Street West Branch.

3. Scope

This policy applies to all volunteers, staff members, contractors, board members, and any other individuals associated with Main Street West Branch.

4. Reporting Procedure

a. **Reporting Channels:** The organization will establish multiple reporting channels to ensure accessibility and confidentiality. These channels may include:

- i. Designated Whistleblower Officer: An individual appointed by the organization to receive and handle whistleblower reports. This person should be impartial and trained to handle such matters.
- ii. Dedicated Email Address: A confidential email address specifically created for receiving whistleblower reports.
- iii. Anonymous Reporting: A mechanism for reporting concerns anonymously, such as a dedicated hotline or online reporting tool.

b. **Reporting Requirements:** When making a report, the following information should be provided, if known:

- i. Nature and details of the alleged violation or unethical conduct.
- ii. Names of individuals involved, if applicable.
- iii. Relevant dates, times, and locations.
- iv. Supporting evidence or documentation, if available.

c. Confidentiality: The organization will treat all reports and related information with strict confidentiality, to the extent permitted by law. Disclosure of the whistleblower's identity will only occur if required by law or with the whistleblower's consent.

5. Investigation Process

- a. Receipt of Report: The Whistleblower Officer will acknowledge receipt of the report within a reasonable time frame.
- b. Evaluation and Investigation: The organization will promptly initiate an investigation into the reported concern. The investigation will be conducted in a fair, objective, and unbiased manner.
- c. Protection from Retaliation: The organization will take necessary steps to protect the whistleblower from retaliation. Retaliation against individuals who report concerns in good faith are strictly prohibited and may result in disciplinary action against the responsible party.
- d. Investigation Outcome: Upon completion of the investigation, the organization will communicate the findings to the whistleblower, to the extent possible, while respecting the privacy rights of all involved parties.

6. Non-Retaliation

Main Street West Branch is committed to protecting individuals who report concerns in good faith. Retaliation against whistleblowers will not be tolerated. Any acts of retaliation should be immediately reported to the Whistleblower Officer or an appropriate authority.

7. Record-Keeping

The organization will maintain documentation of all whistleblower reports, investigations, and outcomes. Such records will be securely stored for a reasonable period of time, in accordance with applicable laws and regulations.

8. Policy Communication

This policy shall be communicated to all individuals associated with Main Street West Branch. It will be made available on the organization's website, included in volunteer and employee handbooks, and periodically shared with all stakeholders.

By implementing this whistleblower policy, Main Street West Branch aims to foster an environment where individuals can report concerns without fear of reprisal and work together to uphold the organization's values and mission.

Diversity, Equity & Inclusion Policy

At Main Street West Branch, we are committed to fostering a culture of diversity, equity, and inclusion in everything we do. We believe that diversity in all its forms is a fundamental strength and essential to

driving innovation, creativity, and success. Our aim is to create an environment where everyone feels valued, respected, and empowered to contribute their unique perspectives and talents.

We are dedicated to building a diverse workforce that reflects the community we serve and operate in. We strive to attract, develop, and retain a diverse team of talented individuals, regardless of their race, ethnicity, gender, sexual orientation, age, religion, disability, or any other characteristic protected by applicable laws. We believe in providing equal opportunities for all employees and volunteers to grow, advance, and thrive within our organization.

Inclusion is at the heart of our organization. We actively promote an inclusive workplace culture where everyone is treated with dignity, fairness, and respect. We encourage open and honest communication, collaboration, and the free exchange of ideas. We work to create an atmosphere where individuals can bring their whole selves, without fear of discrimination or bias.

We are committed to continuously learning and improving our diversity, equity, and inclusion efforts. We provide ongoing education and training programs to raise awareness, challenge biases, and promote understanding. We regularly assess our policies, practices, and systems to ensure they are fair, equitable, and inclusive.

We recognize that achieving true diversity, equity, and inclusion requires a collective effort. We actively seek input and feedback from our employees, volunteers, and stakeholders to inform our initiatives and drive meaningful change. We collaborate with external partners and organizations to leverage best practices and advance diversity, equity, and inclusion both within our organization and the wider community.

At Main Street West Branch, we firmly believe that diversity, equity, and inclusion are not only the right thing to do but also essential for our long-term success. By embracing and celebrating our differences, we create a vibrant and inclusive workplace that fosters innovation, enhances customer experiences, and positively impacts the world around us.

Conflict-of-Interest Policy

Purpose:

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Main Street West Branch) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board of directors and any committee members considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the

interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts-of-Interest Policy

- If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

- A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each director, principal officer, and member of a committee with governing board-delegated powers shall sign a statement during their onboarding process that affirms such person:

- Has received a copy of the conflict-of-interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

The above stated Code of Ethics Policy for Main Street West Branch was approved and adopted by the board of directors on October 25, 2023 and constitute a complete copy of the Conflict-of-Interest Policy of the organization.