

# **LSA Code of Conduct**

## **Adopted May 2007**

The Linguistic Society of America (LSA) is a not-for-profit organization that seeks to operate not only within the law but also as a highly ethical organization deserving of public trust and support. The LSA Code of Conduct (hereinafter referred to as the Code) requires officers, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

### **a. Conflict of Interest Policy**

It is in the spirit of this code that we adopt a conflict of interest policy for our Officers, Executive Committee members, the Editor of LSA journals, staff members and others with significant interest to avoid both conflicts of interest and any appearance of conflicts of interest.

### **Fiduciary Obligations**

The law holds officers and those in significant authority to three standards of conduct: the duty of faithfulness, the duty of care, and the duty of loyalty. The duty of loyalty -- the placing of the interest of the Society first in making decisions -- is usually the duty at issue in conflict situations.

### **What is a Conflict of Interest?**

A conflict of interest generally arises when an officer, volunteer, employee or similar party cannot give his or her complete loyalty to the LSA on a specific matter because he or she (or their family) has a private interest (usually financial) that might dominate his or her actions.

### **A Duty to Inform of Possible Conflicts**

At the time a conflict becomes known, there are both legal and ethical duties to inform the organization of conflicts. A member should inform both the President and the Executive Director of any possible personal, familial, or business relationships that could reasonably give rise to a conflict of interest involving LSA. However, it is every officer, committee member, volunteer and staff member's responsibility to ensure that the organization is made aware of any situation that may be troublesome to the Society.

### **Determining Conflicts of Interest**

In most circumstances it should be easy to determine whether a conflict exists. However, should the matter be one of difficulty, the President shall appoint a three person committee, including a Past President to make a recommendation. The President shall be the final arbitrator of possible conflicts unless it involves the President; then, the line of officer succession will be followed.

### **Restraint on Participation**

Persons with conflicts shall not vote, participate in discussion, or if requested be present

at the time of the vote. Such conflicts shall be noted in the minutes before a vote is taken.

**Annual Review**

At the time individuals become involved with the LSA and annually thereafter, all Officers, Executive Committee members, the Editor of LSA journals, staff members and others with significant interest will review this policy; disclose any Board position or known financial interest that may give rise to conflict and acknowledge by his or her signature their compliance with the letter and spirit of this policy.

Failure to disclose a conflict will be treated as a serious breach of conduct and will be subject to appropriate disciplinary and corrective actions.

**b. Conflict of Interest Statement**

I hereby acknowledge that I have reviewed the above Linguistic Society of America Conflict of Interest policy and agree to comply with this policy.

\_\_\_\_\_  
Signature Date

Disclosure

At this time, I would like to disclose the following positions(s) and/or known interest(s) that may give rise to conflict.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

At this time, I have no known conflicts of interest to disclose.

\_\_\_\_\_  
Signature Date

**c. Whistleblower Policy**

The objectives of the LSA Whistleblower Policy are to establish policies and procedures for:

The submission of concerns regarding questionable accounting or auditing matters by employees, directors, officers, and other stakeholders of the organization, on a confidential and anonymous basis.

The receipt, retention, and treatment of complaints received by the organization regarding accounting, internal controls, or auditing matters.

□ The protection of officers, volunteers and employees reporting concerns from retaliatory actions.

### **Reporting Responsibility**

Each officer, volunteer, and employee of the LSA has an obligation to report in accordance with this Whistleblower Policy (a) questionable or improper accounting or auditing matters, and (b) violations and suspected violations of the Code (hereinafter collectively referred to as Concerns).

### **Authority of Audit Committee**

All reported Concerns would be forwarded to the Audit Committee in accordance with the procedures set forth herein. The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations. The Audit Committee shall be responsible for investigating, and making appropriate recommendations to the Officers and Executive Committee, with respect to all reported Concerns.

### **No Retaliation**

The Whistleblower Policy is intended to encourage and enable officers, volunteers, and employees to raise Concerns within the Organization for investigation and appropriate action. With this goal in mind, no officer, volunteer, or employee who, in good faith, reports a Concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

### **Acting in Good Faith**

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of the Code. The act of making allegations that proves to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

### **Confidentiality**

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Disclosure of reports of Concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.