

HERKIMER COUNTY LAND BANK

CODE OF ETHICS

Section 1

Purpose

It is the intent of the Herkimer County Land Bank Corporation (“Land Bank”) to strive for the highest ethical conduct from all members of the Board of Directors (“Board”) and staff. The Land Bank’s leadership is particularly sensitive to individuals who hold management and governance positions of trust and confidence in fulfilling the mission and goals of the Land Bank. These sensitive positions include officers, key senior staff members designated by the Executive Director, and Board members.

In an effort to achieve the highest standards of conduct, each officer, key staff member, key volunteer, and board member is requested to acknowledge (by signing) the following adopted Code of Ethics each year.

This Code of Ethics shall apply to all members of the Board and employees of the Land Bank. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the directors and employees and to preserve public confidence in the Land Bank’s mission. This Code of Ethics is adopted pursuant to New York Public Authorities Law Section 2824(1)(d) and Sections 73 and 74 of the New York Public Officers Law.

Section 2

DEFINITIONS

As used in this policy:

- **“Director”** shall mean a member of the Board of the Land Bank, who in this capacity is also deemed to be a state director of a local public authority under section 1605(l) of the Not-forProfit Law (the “Land Bank Act”) and as such is subject to the ethical responsibilities of sections 73 and 74 of the Public Officers Law and of section 2824(1)(d) of the New York Public Authorities Law.
- **“Employee”** shall mean a non-volunteer employee of the Land Bank, who in this capacity is also deemed to be a state employee of a local public authority under section 1605(l) of the Land Bank Act and as such is subject to the ethical responsibilities of sections 73 and 74 of the Public Officers Law and of section 2824(1)(d) of the New York Public Authorities Law.

No director or employee of the Land Bank should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties in the public interest.

Section 3

STANDARDS

1. Directors and employees shall perform their duties with transparency, without favor, and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, prevent the proper exercise of one’s official duties, or require one to disclose confidential information which they have gained by reason of their position or authority.
2. Directors and employees shall not directly or indirectly make, advise, or assist any person to make any financial investment based upon information available through the directors’ or employees’ official position that could

create any conflict between their public duties and interests and their private interests. Further, directors and employees shall not make personal investments in enterprises that they have reason to believe may be directly involved in decisions to be made by them or which will otherwise create substantial conflict between their duties at the Land Bank and their private interests.

3. Directors and employees shall not accept or receive any gift or gratuities in which the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, or thing or promise from any entity doing business with or before the Land Bank.

4. Directors and employees shall not use or attempt to use their official positions with the Land Bank to secure unwarranted privileges or exemptions for themselves, members of their families, or others, including employment with the Land Bank, contracts for materials or services with the Land Bank, or other misappropriation of the Land Bank's property and resources for private or other compensated purposes.

5. Directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust. Directors and employees shall not disclose confidential information acquired by them in the course of their official duties nor use such information to further their personal interests.

6. Directors and employees may not engage in any official transaction with an outside entity in which they have a director or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.

7. Directors and employees shall manage all matters within the scope of the Land Bank's mission, independent of any other affiliations or employment. Directors and employees employed by more than entity shall strive to fulfill their professional responsibility to the Land Bank without bias and shall support the Land Bank's mission to the fullest.

8. Directors and employees shall not use Land Bank property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Land Bank's mission and goals.

9. Directors and employees are prohibited from appearing or practicing before the Land Bank for two (2) years following employment with the Land Bank, consistent with the provisions of the Public Officers Law.

Section 4

IMPLEMENTATION

This Code of Ethics shall be provided to all Directors and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee. The Board may designate an Ethics Officer who shall report to the Board and shall have the following duties:

- Counsel in confidence with the Land Bank directors and employees who seek advice about ethical behavior.
- Receive and investigation complaints about possible ethics violations.
- Dismiss complaints found to be without substance.
- Prepare an investigation report of his or her findings for action buy the Executive Director or the Board.
- Record the receipt of gifts or gratuities of any kind received by a director or employee, who shall notify the Ethics Officer within forty-eight (48) hours of receipt of such gifts and gratuities.

Section 5

PENALTIES

In addition to any penalty contained in any other provision of the law, directors or employees who knowingly and intentionally violate any of the provisions of this Code of Ethics may be removed in the manner provided for in law, rules, regulations, or the Land Bank's Bylaws.

Section 6

REPORTING UNETHICAL BEHAVIOR

Directors, Officers and Employees are required to report possible unethical behavior by a Director, Officer or Employee of the Land Bank to the Ethics Officer, if one has been appointed, or to the Chairman of the Board, or the Vice Chairman of the Board. Directors and employees may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Land Bank.

HCLB Code of Ethics

Adopted: December 12, 2024

Amendments: None

Herkimer County Land Bank Corporation

Code of Ethics Acknowledgement

The undersigned, a director, officer, Key Person and/or member of a committee with Board-delegated powers, affirms that:

- a. I have received a copy of the Organization's Code of Ethics ("Policy");
- b. I have read and understand the Policy;
- c. I agree to comply with the Policy;
- d. I have completed the Disclosure Statement with respect to any potential Conflicts of Interest to the best of my knowledge; and
- e. I understand the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature

Print Name

Date

This form is required to be completed annually and directed to the Secretary of the organization or designated compliance officer, who must; keep this document on file and provide a copy to the Chair of the organizations Governance Committee.