



Cleaning and Restoration Association

SERVING THE CLEANING & RESTORATION INDUSTRY IN THE WESTERN UNITED STATES

Board of Directors Application

Name: _____ Home Phone: _____
 Occupation: _____ Business Phone: _____
 Business Name: _____ E-Mail Address: _____
 Address: _____

YOUR BACKGROUND

Please indicate whether you have any of the following skills (please check each one that applies)

- | | | |
|--|--|---|
| <input type="checkbox"/> Accounting | <input type="checkbox"/> Recruiting | <input type="checkbox"/> Fundraising |
| <input type="checkbox"/> Community relations | <input type="checkbox"/> Management | <input type="checkbox"/> Marketing |
| <input type="checkbox"/> Education | <input type="checkbox"/> Planning | <input type="checkbox"/> Public relations |
| <input type="checkbox"/> Technical Knowledge | <input type="checkbox"/> Public speaking | |

Other (please explain) _____

Affiliations _____

Other boards you have served on _____

Charitable or community activities in which you have been involved _____

YOUR AVAILABILITY TO SERVE

Can you regularly attend board meetings? Yes No

How many hours per month, in addition to board meetings, could you serve this organization? _____

Would you attend a training session for new Board Members? Yes No

YOUR VIEWS ON OUR ORGANIZATION (use reverse for additional comments)

What is your interest in this organization? _____

Please write a brief statement of your understanding of the mission of this organization. _____

REFERENCES (list names, addresses and phone numbers)

Signature _____ Date _____

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Cleaning and Restoration Association

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Commitment to Service

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of the Cleaning and Restoration Association, (CRA), hereby personally pledge to carry out in a trustworthy and diligent manner all of the duties and obligations inherent in my role as a Board Member.

My Role

I acknowledge that my primary roles as a board member are (1) to contribute to the defining of the CRA mission, (2) to promote that mission, and (3) to carry out the functions of the office of Board Member and/or Officer as delineated in the organizational documents of the CRA.

My Commitment

I will exercise the duties and responsibilities of this office with integrity, collegiality, due care and loyalty.

I Pledge

1. To honestly and faithfully discharge my duties to CRA to the best of my ability and in accordance with the laws of the State of California and to maintain the highest standards of ethics, loyalty and confidentiality to the CRA.
2. To regularly present at all meetings of the Board, committees and task forces on which I serve.
3. To come prepared to contribute to the discussion of issues and business to be addressed at scheduled meetings, having read the agenda and all background support material relevant to the meeting.
4. To work with and respect the opinions of my peers who serve the Board and to leave my personal prejudices out of all Board discussions.
5. To always act for the good of the organization.
6. To represent this organization in a positive and supportive manner at all times and in all places.
7. To observe the parliamentary procedures outlined in Robert's Rules of Order and display courteous conduct in all board, committee and task force meetings.
8. To avoid conflicts of interest between my position as a Board Member and my professional and personal life. If such a conflict does arise, I will declare that conflict before the Board and refrain from voting on matters in which I have a conflict.
9. To support in a positive manner all action taken by the Board of Directors even when I am in a minority position on such actions.
10. To agree to serve on at least one committee or task force, attend all BOD meetings, and participate in the accomplishment of its objectives. If I chair the Board, a committee or a task force, I will:
 - (a) call meetings as necessary until objectives are met;
 - (b) ensure that the agenda and support materials are mailed to all members in advance of the meetings;
 - (c) conduct the meetings in an orderly, fair, open and efficient manner; and
 - (d) make committee and task force progress reports and/or minutes to the Board of Directors at its scheduled meetings, using the adopted format.

I acknowledge my obligation to act in good faith in the best interests of the CRA and to abide by the CRA's Articles of Incorporation, By Laws, policies, rules and regulations, and the requirements and resolutions of the Board of Directors. If, for any reason, I find myself unable to carry out the above duties as best as I can, I agree to resign my position as a Board Member and/or Officer.

Date: _____ Signed _____

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Cleaning and Restoration Association

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CODE OF ETHICS & CONDUCT

All CRA Board members, Officers, Consultants, Committee Chairs and Sub-Chairs, hereinafter collectively referred to as CRA Representatives, must meet certain standards of conduct in carrying out their duties relating to the organization. These standards include:

DUTY OF CARE:

“Duty of care” describes the level of competence expected of CRA Representatives. This calls for CRA Representatives to use the same care that “an ordinarily prudent person would exercise in a like position under similar circumstances.”

CRA Representatives should attend board and committee meetings regularly, exercise independent judgment on all organizational decisions; be informed about organizational activities, discharge their duties in good faith, rely on trustworthy sources of information, and delegate only to responsible individuals, and then follow up regularly.

The “duty of care” essentially requires CRA Representatives to exercise reasonable care in the decision-making process, regardless of whether or not they are paid for their time and/or out of pocket expenses. The “duty of care” may include the need to disclose personal, business, familial or other relationships that may potentially create a bias and/or conflict of interest with the CRA.

DUTY OF LOYALTY:

The “duty of loyalty” is a standard of faithfulness to the organization. It means that CRA Representatives must act in the best interests of the organization, and cannot put personal interests or the interests of another entity or person above the interests of the organization.

CRA Representatives, their families and their private businesses, can have business dealings with the organization. However, CRA Representatives must fully disclose any personal interests, and the terms of any transaction must be fair. CRA Representatives should not vote on matters in which they have personal interests, and final approval should rest with a disinterested majority. CRA Representatives should disclose any potential conflict of interest and refrain from discussing or voting on matters where a conflict of interest exists. In some instances it may be in the best interests of CRA Representatives to recuse themselves from a vote or meeting when a conflict of interest exists. In addition, CRA Representatives should refrain from discussing confidential board business with outsiders.

DUTY OF OBEDIENCE:

CRA Representatives have a duty to ensure that the organization remains obedient to its central purposes. These purposes are often described in an organization’s formal mission statement adopted by the organization. Since stated purposes may be very general, CRA Representatives usually are free to exercise reasonable judgment concerning how the organization should best fulfill its mission. However, their activities must remain consistent with the central purposes of the organization since registrants and certified firms rely on this conceptual duty of obedience to know that their fees will be used appropriately.

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Cleaning and Restoration Association

SERVING THE CLEANING & RESTORATION INDUSTRY IN THE WESTERN UNITED STATES

CRA MISSION STATEMENT:

The primary mission of the Association is to advance the interests of its members by providing educational programs and services that are relevant to their business interests.

As a part of that mission, the association's goals are to set and promote high ethical standards; and to advance communication, collaboration and technical proficiency; promote the science of cleaning and restoration; act as a central conduit in the exchange of information between all segments of the cleaning and restoration industries; cooperate with all segments of these industries, in whatever prudent, legal, ethical, and financial means reasonable, in order to enhance product quality, value and service to the consumer; and pro-actively disseminate information to maintain industry-wide, productive, logical and fair recommendations for the protection of the consumer, industry workers and the environment.

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Cleaning and Restoration Association

SERVING THE CLEANING & RESTORATION INDUSTRY IN THE WESTERN UNITED STATES

PERSONAL INTEGRITY

A personal commitment to integrity in all circumstances benefits each CRA Representative as well as the organization. CRA Representatives:

- Respect and seek out the truth and avoid misrepresentation.
- Ensure fairness and objectivity in all activities.
- Set an example, of a leading nonprofit organization, for high standards of professionalism.
- Honor the right to privacy of all people and contributors.

PROFESSIONAL EXCELLENCE

CRA Representatives:

- Strive to meet the CRA Code of Ethics and Conduct at the highest level.
- Refuse to engage in or tolerate any fraud, misuse, abuse or waste of CRA resources.
- Encourage growth for the CRA.
- Exhibit respect for other CRA Representatives and all those with whom they come into contact.
- Have the courage to face situations squarely and offer a minority opinion when necessary.
- Examine all alternatives with the understanding that the easiest action is not always in the best interest of the organization.
- Comply with all other laws and regulations affecting the organization and its obligations.
- Discuss any questions concerning interpretation or compliance with the Code of Ethics and Conduct with the Board of Directors or the Ethics Committee.
- Encourage the reporting of breaches of the Code, and protect those who report.

ACCOUNTABILITY AND EFFECTIVENESS

The CRA has responsibilities to its registrants and other stakeholders. These registrants and stakeholders have placed faith in the CRA. To uphold this trust, CRA Representatives must:

- Make full and fair disclosures of all relevant information to the CRA Board and shareholders, who have a right to know how the funds of the organization are spent.
- Spend the CRA funds wisely, effectively and objectively.
- Be good stewards of fees, and other monies that are used by the CRA to pay operating expenses, and refrain from allowing expenditures of CRA funds that by their nature or amount do not directly advance the CRA mission.

RESPONSIBILITIES OF CRA REPRESENTATIVES

CRA Representatives also represent the CRA and set examples through their ethical conduct and professionalism. CRA Representatives:

- Support other CRA Representatives so they can perform to the highest level of their ability.
- Treat all other CRA Representatives with fairness, equity and respect, expressing their views and interests appropriately.

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Cleaning and Restoration Association

SERVING THE CLEANING & RESTORATION INDUSTRY IN THE WESTERN UNITED STATES

- Involve each CRA Representative at appropriate levels and phases of the decision-making process.
- Assist in the development and the understanding of the roles of each CRA Representative and appropriately recognize their contributions.
- Review the Code of Ethics and Conduct of the CRA and ensure that they adhere to the spirit of the Code when making policy or otherwise managing the affairs of the organization.
- Do not knowingly take any action or make any statement intended to influence the CRA in such a way as to confer any improper financial benefit on any CRA Representative or their immediate family members, or any organization in which they or their family members have a significant interest.
- Comply with the CRA organizational documents, policies and resolutions.

CONFLICTS OF INTEREST

CRA Representatives may have interests that conflict with those of the corporation. The duty of loyalty requires that Representatives be conscious of the potential for such conflicts and act with candor and care in dealing with such situations. Indeed, the adoption and implementation of a conflict of interest policy and procedure are a primary means by which CRA Representatives can assure themselves that they are fulfilling their duties of loyalty, care and obedience to the CRA. This policy should be viewed as serving and protecting the basic interests of the CRA by insuring that CRA Representatives fulfill their duties and responsibilities.

Conflicts of interest involving a CRA Representative are not inherently illegal or immoral, nor are they to be regarded as a reflection on the integrity of the board or of the Representative. It is the manner in which the conflict of interest is dealt with that is important. Conflicts of interest are not unusual, and it is expected from time to time that a CRA Representative will encounter situations in which a proposed corporate action will in some way relate to or affect the Representative's other activities and affiliations.

A conflict of interest is present whenever a CRA Representative has a material personal interest in a proposed corporate activity or contract or transaction to which the corporation may be a party. This interest can occur either directly or indirectly, and may or may not be financial in nature. Conflicts of interest can arise from personal involvement with a transaction, an employment or investment relationship with an entity with which the corporation is dealing, or via a family member that may be personally involved with the transaction or have a relationship with an entity involved in the transaction. A conflict of interest may result from a Representative performing professional service for the organization. It should not be assumed that a conflict cannot exist for a CRA Representative who receives no direct monetary or other tangible benefit from a transaction with the corporation. In the nonprofit world there are also common possible conflicts of interest arising from an Representative's simultaneous service on the boards of other corporations (for profit or nonprofit); it is therefore important that an CRA Representative disclose such affiliations in general, as well as any specific circumstances in which a conflict between his or her role for one corporation creates a conflict with respect to his or her position with another corporation. Thus, this policy applies not only to the traditional notion of conflict of interest (individual financial gain in conflict with other duties) but also to Representative "duality" or "diversity" of interests that do not involve personal or pecuniary advantage to the individual Representative, but rather involve the interests of another organization which has, or may seek to have, dealings with the CRA.

It is improper for a CRA Representative to use his or her position to advance a personal interest, or benefit members of their immediate families, or their business and corporate affiliates, or to benefit another organization or program in which he or she is otherwise interested. At the same time, the very reasons why a particular CRA Representative is selected may relate to that Representative's concern for, knowledge of or involvement with, the particular business of the CRA. Thus, dealing with conflicts of interest is sensitive

MEMBERS SUPPORTING MEMBERS



Cleaning and Restoration Association

SERVING THE CLEANING & RESTORATION INDUSTRY IN THE WESTERN UNITED STATES

and problematic. Conflicts of interest are generally dealt with by prescribing the methods whereby affected persons should disclose conflicts and how a board of directors should proceed in the face of such situations.

A conflict of interest will not generally result in a deemed breach of the Representative's duty of loyalty, or render void the transaction under which the conflict arose, if the corporation can show that certain requirements were met, such as: 1) Approval of the transaction by a disinterested majority of the board or in some cases a board committee, after full disclosure by the affected person of the material facts regarding the transaction and the person's interest therein; and 2) The transaction was fair to the corporation at the time it was entered into.

In the event that there comes before the CRA Board of Directors, or any CRA Committee, a matter for consideration or decision that raises a potential conflict of interest for any CRA Representative, that Representative shall fully and completely disclose the potential conflict of interest as soon as he or she becomes aware of it. It is the Representative's responsibility to flag the conflict rather than to wait for someone else to notice. Directors should be aware that lack of disclosure of a conflict of interest exposes both the affected CRA Representative and the CRA Board of Directors to great risk. Often a disclosed conflict will have very little impact on a board or committee decision, or the Representative's liability. It is the undisclosed conflict, however, that bears in it the seeds of potential liability for the conflicted Representative and may call into question the decision taken by the organization itself. Disclosure also enables the other members of the board or committee to evaluate the proposed transaction not merely in terms of fairness, but also for its impact on the public image of the corporation.

Generally, the disclosure of a conflict of interest should include the existence of such interest and its nature and should be made in advance, before any action is taken by the board or committee. It is generally required that the interested Representative abstain from voting on matters where a conflict of interest exists. It is generally prudent that the interested CRA Representative be absent from that part of the meeting when the matter is being reviewed and discussed, except when his or her information may be needed. In the event that there comes before the CRA Board of Directors, or any CRA Committee, a matter for consideration or decision that raises a conflict of interest for any involved CRA Representative, the board or committee may require the Representative with a conflict of interest to recuse himself or herself from participating in the consideration or decision on such matters, and may require the Representative to withdraw from the meeting room during consideration or decision on such matters. Recusal should be understood to extend to informal lobbying of other CRA Representatives or CRA staff, but does not prohibit the Representative from answering questions about or explaining the situation or proposed transaction, or from speaking directly on an issue of broad policy that may be relevant to actions taken by the board affecting the interest of the Representative.

In some cases a CRA Representative may have an interest in a transaction or matter but be unable, because of duties running to others, to disclose the nature of the interest. In such a case, the Representative should at least state that such a conflict of interest exists, consider leaving the meeting, or at least abstain from the discussion and not vote thereon. Where the conflicting interest presents so difficult a problem that even these suggested measures are impossible, the Representative should consider resigning.

This policy is also intended to apply to former CRA Representatives during a transitional period of one year from the end of service, during which transactions with former Representatives are subject to the same scrutiny as transactions involving current Representatives.

Whenever a conflict of interest situation arises, the corporate minutes or other records should document the nature of the disclosure given regarding the conflict, as well as the board's proceedings to evaluate the relevant transaction in light of the conflict. A CRA Representative having a conflict of interest should make

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Cleaning and Restoration Association

SERVING THE CLEANING & RESTORATION INDUSTRY IN THE WESTERN UNITED STATES

sure that his or her absence from discussion and abstention from a vote relating thereto is duly noted in the meeting minutes. In addition, related party transactions may have to be disclosed in the notes to the corporation's audited financial statements and its annual tax filing to the IRS (Form 990).

Thus, this conflict of interest policy contains the following key concepts of which each CRA Representative should be mindful: disclose; remove from discussion; abstain from voting; document. When in doubt, Representatives are encouraged to ask questions and seek input from other Representatives, the Ethics Committee, the CRA Board, or CRA legal counsel.

This code requires that all CRA Representatives complete the attached annual statements disclosing all of their significant affiliations, as well as contacts with entities doing business with the CRA.

If the board of directors or CRA Committee discovers that it has acted upon a matter or proposal in ignorance of an undisclosed conflict of interest therein, it should promptly reexamine the issue, with an appropriate record of such scrutiny.

TRAVEL, ENTERTAINMENT AND RELATED EXPENSES

Travel, entertainment and related expenses are incurred on a basis consistent with the mission of the CRA. Accordingly, expenses incurred and requested reimbursements will comply with policies adopted by the CRA Board of Directors

CONFIDENTIALITY

Confidentiality is a hallmark of professionalism. CRA Representatives:

- Ensure that all information, which is confidential or privileged or which is not publicly available, is not disclosed.
- Ensure that all non-public information of other persons or firms acquired by the CRA personnel in dealing with outside firms on behalf of the CRA is treated as confidential and not disclosed.

The individual CRA Representative is not a spokesperson for the corporation and thus disclosure to the public of corporate activities should be made only through the corporation's designated spokesperson, usually the President or the board chair or designated public relations officer. This presumption of confidential treatment should apply to all current information about legitimate board or corporate activities.

CORPORATE OPPORTUNITY

Before a CRA Representative engages in a transaction which he or she reasonably should know may be of interest to the corporation, he or she should disclose the transaction to the board of directors in sufficient detail and in adequate time to enable the board to act or decline to act with regard to such transaction.

In certain circumstances, a CRA Representative is obliged to treat a business opportunity as a "corporate opportunity" which must first be offered to the corporation before the Representative can take advantage of it outside of his or her role with the corporation. The duty to treat a potential transaction as a corporate opportunity arises when the Representative learns of a prospective transaction or business opportunity which would be attractive to the Representative or the Representative's business apart from his role as a CRA Representative, but which is also a transaction that would plausibly fall within the corporation's present or future activities. Generally, the Representative's obligation of good faith requires that the Representative should affirmatively present the opportunity to the board before participating in the transaction outside the

MEMBERS SUPPORTING MEMBERS



Cleaning and Restoration Association

SERVING THE CLEANING & RESTORATION INDUSTRY IN THE WESTERN UNITED STATES
corporation. A record of the disclosure and the board's declination of the opportunity should be made. Further, even if entering into such a transaction would not breach the Representative's duty of loyalty, the applicable Representative should consider any appearance of impropriety that could be created by failure to disclose.

DISCLOSURE

CRA Representatives are encouraged to disclose perceived breaches of the Code of Ethics and Conduct of which they become aware. Notification of disclosure should be made to a member of the Ethics Committee. Any reported breaches will be investigated and appropriate action, if needed, will be taken. To the fullest extent possible, confidentiality will be maintained for the CRA Representative disclosing the alleged ethical breach. CRA Representatives shall not take any adverse action against another CRA Representative solely for informing about perceived breaches of this Code. CRA encourages all CRA Representatives to be prompt, open and forthright in reporting perceived breaches of this Code of Ethics and Conduct.

The CRA Representative duty to inform about a potential conflict of interest not disclosed by another CRA Representative is fundamental to upholding this Code. The Ethics Committee should attempt, if possible, to maintain the confidentiality of the informing member, and shall deal with the potential conflict without involving the informing member's identity if so desired by the informing member, if possible.

ANNUAL REVIEW

This Code of Ethics and Conduct is to be regularly examined, updated and restated through a joint effort of the Board of Directors and the Ethics Committee.

The most important aspect of a regular review is the opportunity to revisit the code and test how well its language addresses the actual, day-to-day needs of the CRA and its staff. At the same time, the review also gives the CRA as a whole the chance to reaffirm its acceptance of the Code by inviting CRA Representatives to sign the Code.

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Cleaning and Restoration Association

SERVING THE CLEANING & RESTORATION INDUSTRY IN THE WESTERN UNITED STATES

CONFLICT OF INTEREST DECLARATION

I, the undersigned, being a _____ of the Cleaning and Restoration Association (CRA), hereby state that except as listed below, to the best of my knowledge:

1. I do not, as an individual, transact any business, directly or indirectly, with the CRA.
2. I do not have any financial or other interest in or official relationship or position with any organization or entity that transacts business with the CRA.
3. No member of my family is employed by or under contract with the CRA or would come within the meaning of items 1 and 2 above.

Listed below are any exceptions to the above statements (attach additional sheets if necessary): _____

I have read and understand the CRA Code of Ethics and Conduct and the discussion therein about conflicts of interest. I hereby declare that during the year ending on the date set forth below, I have not, to the best of my knowledge and belief, been in a position of a possible conflict of interest pertaining to the CRA, except as listed below.

Listed below are any exceptions to the above statement (attach additional sheets if necessary): _____

I hereby declare that I am not aware of any other persons, organizations, transactions, circumstances, arrangements or other situations that I believe violate the CRA Code of Ethics and Conduct, including the conflicts of interest provisions therein, except as listed below.

Listed below are any exceptions to the above statement (attach additional sheets if necessary): _____

I certify that the above information is true and correct to the best of my knowledge. I agree that if any situations arise that in any way contradict this declaration that I will immediately notify the CRA Chairman of the Board and/or Ethics Committee of the change, and disclose any conflict of interest, real or potential.

Date: _____

Signature: _____

By: _____

Title: _____

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