

Friends of the San Luis Valley National Wildlife Refuges Code of Conduct Policy

Purpose: To ensure Members including Board Members and volunteers act in the best interest of the Friends by establishing Conflict of Interest policies and Gift policies which prevent personal interests from affecting official actions of the Friends. And where there is the potential for gain or loss as a result of the Friends action to ensure the members may NOT participate personally and substantially in matters that involve deliberation, decision, or action.

1. **Code of conduct.** No employee, officer, or agent of this Corporation shall participate in the selection, award, or administration of a contract if a real or apparent conflict of interest would be involved. Such a conflict would arise when the employee, officer, or agent, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in the firm selected for an award. The officers, employees, and agents of the Corporation shall neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, or parties to sub-agreements except for where the financial interest is not substantial or the gift is an unsolicited item of nominal value. Members of the Corporation's board of directors shall comply with all relevant fiduciary duties, including those governing conflicts of interest, when they vote upon matters related to procurement contracts in which they have a direct or indirect financial or personal interest. Officers, employees, directors, and agents of the Corporation shall be subject to disciplinary actions for violations of these standards.
 - 1.1. **Definition:** Such a conflict would arise when the employee, officer, or agent, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in the firm selected for an award.
 - 1.2. **Determining Whether a Conflict of Interest Exists**
 - 1.2.1. After there has been disclosure of a potential conflict and after gathering any relevant information from the concerned director, officer or key person, the audit committee shall determine whether there is a conflict of interest. The director, officer or key person shall not be present for deliberation or vote on the matter and must not attempt to influence improperly the determination of whether a conflict of interest exists.
 - 1.2.2. In determining whether a conflict of interest exists, the audit committee shall consider whether the potential conflict of interest would cause a transaction entered into by the Corporation to raise questions of bias, inappropriate use of the Corporation's assets, or any other impropriety.
 - 1.2.3. If the audit committee determines that there is a conflict of interest, it shall refer the matter to the board of directors.



1.3. Resolving the Conflict of Interest:

1.3.1. **Abstention of Responsible Person.** The Responsible Person involved shall not be present during any discussions or vote by the board or such committee on the proposed transaction or arrangement and shall not participate in any final deliberations or vote on such matter.

1.4. **Violations of Duty to Disclose.** If the board or any proper committee has reasonable cause to believe that a Responsible Person has failed to disclose any actual or potential conflict of interest, it shall inform the Responsible Person of the basis for its belief and afford the Responsible Person an opportunity to explain the alleged failure to disclose. If, after hearing the Responsible Person's response and after making such further investigation as may be warranted under the circumstances, the board or committee determines that the Responsible Person has in fact failed to disclose an actual or potential conflict of interest in violation of this policy statement, then the board or committee shall take appropriate disciplinary or corrective action.

1.5. Record of Proceedings.

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

1.5.1.1. The names of the persons who, at such meeting, disclosed or otherwise were found to have an actual or potential conflict of interest in connection with a proposed transaction or arrangement, the nature of the interest, any action taken to determine whether a conflict of interest existed, and the board's or committee's decision as to whether a conflict of interest in fact existed.

1.5.1.2. The names of the persons who were present for the discussions and votes relating to the transaction or arrangement, a summary of 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.

2. Gifts:

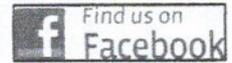
2.1. The Corporation's officers, employees or agents will neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to sub-agreements. Depending upon the circumstances, exceptions to this provision may be granted only in situations where the financial interest is not substantial or the gift is an unsolicited item of nominal intrinsic value.

2.2. All employees, officers or agents of the Corporation shall be careful to ensure that he or she is involved in no apparent or potential violations of this provision.

2.3. Administration

2.3.1. Any employee, officer or agent of the Corporation should report violations of this Code of Conduct to the President of the Board.

2.3.2. There will be no retaliation against any party who makes a good faith complaint concerning violations of this Code of Conduct, regardless of whether it is ultimately determined that such violation has in fact occurred. Nor will there be any retaliation against



any party who provides information in the course of an investigation into alleged violations of this Code of Conduct.

3. Discipline

3.1. Any Board member, officer, or agent of the Corporation determined to have committed a violation of this Code of Conduct shall be subject to disciplinary action, up to and including termination.

4. Dissemination

4.1. Any employee, officer or agent of the Corporation shall be informed of this Code of Conduct when this Code is adopted, and/or when he or she is initially joined the friends and on an annual basis thereafter.

Adopted on: Month Dec Day 4 Year 2020

Signed President of the Board: [Signature] Debra Callahan

Signed Secretary of the Board: [Signature] Lisa Clements