

ACBL Charity Foundation

Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement

—Code of Ethical Conduct—

The Foundation is committed to maintaining the highest standard of conduct in carrying out its fiduciary obligations in pursuit of its tax-exempt mission and charitable purposes. This policy applies to all current members of the board of directors, all officers, all paid Foundation employees, all members of any advisory committees or task forces, and any other individuals in a position to exercise influence over the conduct of any individuals in any official or advisory capacity of this Foundation.

By-Laws & Policies

- Be aware of and fully abide by the constitution, bylaws, rules and regulations of the Foundation and policies of the corporation, pursuant to the Tennessee Not-for-Profit Corporation Law (N-PCL).
- Assure compliance of the Foundation with respect to all statutes, regulations and contractual requirements.
- Respect and fully support the duly made decisions of the Board of Directors in accordance with their fiduciary duties of obedience and loyalty.
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to the N-PCL.
- Work diligently to ensure that the board fully assumes its role as a policymaking, governing body.

Informed Participation

- Attend most, if not all, meetings of the Board and assigned committees.
- Remain informed of all matters, including financial, that come before the Board and/or assigned committees.
- Constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies.
- Oppose, on the record, Board actions with which one disagrees or is in serious doubt.
- Appropriately challenge, within the structure and bylaws of the Foundation, those binding decisions that violate the legal, fiduciary or contractual obligations of the Foundation.
- Do not fully commit to others or self to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action duly taken.
- Act in ways that do not interfere with the duties or authority of staff.

Conflict of Interest, Representation & Confidentiality

- Represent the best interests of the Foundation at all times and declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the Foundation.
- Conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the board, pursuant to N-PCL.

- Not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the board member's affiliation with the Foundation.
- Publicly support and represent the duly made decisions of the Board.
- Speak positively of the organization to all current and potential stakeholders and constituencies.
- Do not take any public position representing the Foundation on any issue that is not in conformity with the official position of the corporation.
- Not use or otherwise relate one's affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election.
- Maintain full confidentiality and proper use of information obtained as a result of board service in accordance with board policy or direction.

Interpersonal

- Speak clearly, listen carefully to and respect the opinions of fellow board members and key staff.
- Promote collaboration and partnership among all members of the board.
- Maintain open communication and an effective partnership with the Board's officer and committee leadership.
- Remain "solution focused", offering criticism only in a constructive manner.
- Always work to develop and improve one's knowledge and skills that enhances one's abilities as a Director.

Disclosure of Conflicts of Interests

Please circle 'Yes' or 'No' and answer as appropriated.

1. Have you had a direct or indirect business relationship (through ownership of more than 35%) during the past fiscal year or current year with the Foundation or with any person who is a current or former officer, director, trustee or key employee of the Foundation?

Yes (please describe below) No

2. Do you have a family member who had a direct or indirect business relationship with the Foundation during the past fiscal year or current year?

Yes (please describe below) No

3. Did you serve as an officer, director, trustee, key employee, partner or member of an entity (or a shareholder of a professional corporation) that did business with the Foundation during the past fiscal year, or is currently or may be doing business in the current fiscal year?

Yes (please describe below) No

All Board Members shall be responsible for adhering to the following:

Duty of Care, Loyalty & Obedience

- All members of the Board of Directors shall exercise that same care that a reasonable person, with similar abilities, acumen & sensibilities, would exercise under similar circumstances at all times. A Director, an Officer or Employee will undertake to understand all, or substantially, all of the consequences of their actions or the omissions of their actions.
- No Officer, Director or Employee shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Officer, Director or Employee shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest.
- No Officer, Director or Employee shall disobey a majority decision of the Board of Directors.
- All members of the Board of Directors, all Officers of the Foundation and all Employees of the Foundation are hereby bound to Fiduciary duty for and on behalf of the corporation, such that the interests of the Foundation shall remain paramount to any and all of their personal interests whatsoever. All members of the Board of Directors, all officers of the Foundation and all Employees shall exercise their Fiduciary Duty at all times, especially when making a decision on behalf of the corporation.

Conflict of Interest

- Consulting the board of Directors Conflicts of Interest Policy and abstaining from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest, as well as disclosing the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board Chair or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the Board Chair or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the Board Chair shall immediately call for a vote of the Directors to determine whether the challenged Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that Director shall not be permitted to vote.

4. Did you have during the past fiscal year, have currently or anticipate having conflicts as defined in the bylaws that has not been previously disclosed herein?

Yes (please describe below) No

The IRS Form 990 requires the Foundation publicly disclose much of the information below.

—Certification—

I, the undersigned, certify that I have read and understand the Code of Ethical Conduct of the corporation. I agree that my actions will fully comply with the statements and intent of the Code of Ethical Conduct. I affirm that neither I, nor any member of my family or household, has had an interest or taken any action which counters the conflict of interests' policies of the organization or impedes my ability to act as a fiduciary and in the best interests of the corporation, except potentially those interests or actions as stated and fully disclosed below.

Board Member Name (Print):

Signature