

**BYLAWS
OF
ESTES PARK WESTERN HERITAGE FOUNDATION, INC.
A Colorado Nonprofit Corporation**

ARTICLE 1 – NAME, MISSION, PURPOSE, and OFFICE

Section 1.1 Name.

The name of the corporation is the Estes Park Western Heritage Foundation, Inc. It is a Colorado non-profit corporation, and it is acting as a section 501 (c) (3) corporation until the Internal Revenue Service can make an official designation. The corporation shall be commonly referred to as the Foundation.

Section 1.2 Mission and Purpose.

1.2.1. Mission: The mission of the Estes Park Western Heritage Foundation, Inc. shall be: “To support educational initiatives that help preserve and /or promote Western heritage in the Estes Valley.”

1.2.2. Purpose: The organization is organized exclusively for educational purposes under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 1.3 Office.

The registered office of the Corporation shall be located in Colorado. The Corporation may have any number of other offices, including a principal office, at such places as the Board may determine. The corporate records will be maintained at the office designated as the principal office. The address for official correspondence will be P.O. Box 2301, Estes Park, Colorado 80517.

ARTICLE 2 – BOARD OF DIRECTORS

Section 2.1. Board of Directors.

The business and affairs of the Corporation shall be overseen by the Board of Directors. The Board will authorize an Officer with the title of President/CEO (Article 5) to act for the Board between its regular meetings. Except as otherwise provided by these Bylaws, or by resolution of the Board, the President/CEO shall have and may exercise all of the powers and authority of the Board in the management of the Corporation.

Section 2.2. Performance of Duties.

Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, in good faith, with the care any ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the Corporation. In discharging such duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

2.2.1. The President/CEO or one or more Directors of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

2.2.2. Legal counsel, a public accountant, or another person as to matters which the Director reasonably believes to be within such person's professional or expert competence; or,

2.2.3. A committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence.

A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes such reliance unreasonable. A Director shall not be liable to the Corporation for any action taken or omitted to be taken as a Director if, in connection with such action or omission, the Director performed the Director's duties in compliance with Section 2.2.

Section 2.3. Qualifications of Directors.

2.3.1. Each Director shall be a person at least 21 years of age who need not be a resident of Colorado. The names of Director Applicants will be submitted to the President/CEO who will cause appropriate vetting of the applicant to occur. After the vetting process has been completed, the President/CEO will bring the applicant name and record to the Board for consideration.

2.3.2. To be a Board member, an individual must have the desire and the capability to promote the Foundation and foster its mission, purpose and philanthropies.

2.3.3. An important function of all Board members is to acquire funding to support the Foundations philanthropies.

2.3.4. The Board, collectively, has the responsibility for ensuring that the Corporation is managed by the President/CEO in a highly professional and transparent way as a tax exempt organization. It is responsible for helping develop creative solutions to future challenges and ensuring processes are in place for the successful and progressive growth of the Foundation.

2.3.5. All Board Members may be required to undergo an orientation program designed to prepare them for their jobs.

2.3.6. A Board member may not be the President/CEO except in emergency situations or in the temporary absence of the President/CEO.

Section 2.4. Board Support.

2.4.1. The Board of Directors will be managed by a Chairperson who will be supported by a Secretary, and General Counsel. The Chairperson will be elected by the Board and selected from the standing Directors.

2.4.2. The General Counsel will be an attorney licensed to practice in the State of Colorado. The General Counsel may or may not be a member of the Board. If the General Counsel is not a member of the Board he/she will be appointed by the Board of Directors; and, will be a nonvoting member of the Board. The General Counsel shall advise the Board on all legal matters that may come before the Board or may affect the Board or the Foundation in general.

2.4.3 The Secretary will be appointed by the Board of Directors. The Board Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Board Secretary shall provide notices of meetings of the Board and properly maintain the files and records of the Corporation. In general, the Board Secretary shall perform all duties incidental to the office of Board Secretary and such other duties as may be assigned by the Board. The Board Secretary is a nonvoting member of the Board. He or she treats Board matters as confidential except when the Board may dictate otherwise.

2.4.4. The Chairperson, Board Secretary, General Counsel, and Board Members will have specific written job descriptions.

2.4.5. Board members from other nonprofit organization in the Estes Valley that have missions similar to the Foundation may be invited to join the Foundation.

Section 2.5. Number and Election of Directors.

The Board shall determine by resolution the total number of Directors to serve at any time. However, the Board shall consist of at least three (3) Directors. The Board shall have a number of representatives from its affiliate organization, Estes Park Western Heritage, Inc. as may be determined by resolution of the Board. Director positions shall be filled at the annual Board meeting.

Section 2.6. Term of Office.

Each Director shall hold office until (a) the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or (b) his or her death, resignation, or removal. The Board will initially serve staggered terms of one, two, and three years to ensure that (except in unusual circumstances) there are never more than two new members on the Board at any given time. After the initial staggering process has been implemented, Directors will serve three (3) year terms. A Director may serve more than one consecutive term.

Section 2.7. Procedure for Nomination of Candidates for Director.

Notification of the number of Board positions that will become available will be sent to the Board by the President/CEO thirty (30) days before the annual meeting. Nominations for these positions can be received by the Board immediately after notification. At the annual meeting in September, the Chairperson of the Board shall declare that the nominations of candidates for election as Director are open. Nominations may be made by any Director who is present at the meeting in person. Nominations need not be seconded. After nominations have been made, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the Board members shall cast their votes. In all cases a candidate must receive at least 51% of the votes cast to be selected to a Director position. If this does not occur, any unfilled position will remain vacant until the Board, under the provisions of Section 2.8, can appoint a temporary Director. In these circumstances the temporary Director will be appointed for no more than one year.

Section 2.8. Vacancies.

Vacancies in the Board, including vacancies resulting from (a) an increase in the number of Directors, or (b) the death, resignation, or removal of a Director, shall be filled by a majority vote of the remaining Directors though less than a quorum. Each person so elected shall be a Director to serve for the balance of the unexpired term.

Section 2.9. Resignations.

Any Director may resign at any time by giving written notice to the Board Secretary, General Counsel, or Chairperson. The resignation shall be effective upon receipt of the written document by any one of these individuals or at such subsequent time as may be specified in the notice of resignation.

Section 2.10. Compensation of Directors.

Directors shall receive no compensation for their services. Directors may be reimbursed for reasonable expenses incurred on behalf of the Corporation as provided by resolution of the Board.

ARTICLE 3 – BOARD LEVEL COMMITTEES

Section 3.1. Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one or more Board level committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall:

- 3.1.1. Authorize distributions;

- 3.1.2. Elect, appoint, or remove any Director;
- 3.1.3. Amend the Articles of Incorporation;
- 3.1.4. Adopt, amend, or repeal the Bylaws;
- 3.1.5. Approve a plan of merger; or,
- 3.1.6. Approve a sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation's property, with or without goodwill, otherwise than in the usual and regular course of business.

Section 3.2. Term.

Each member of a committee of the Board shall serve at the pleasure of the Board.

Section 3.3. Committee Organization.

3.3.1. Except as otherwise provided by the Board, each Board-level committee shall be chaired by a Director and shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its times and places of meetings. Standing committees shall include but not be limited to:

- Strategic Planning Committee
- Finance Committee
- Individual/Corporate Donor Committee
- Grant Acquisition Committee
- Fundraising Events Committee
- Bylaws Review Committee
- Succession Plan Committee
- Audit Committee

ARTICLE 4 - MEETINGS OF DIRECTORS

Section 4.1. Place of Meetings.

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

Section 4.2. Annual Meeting.

Unless the Board provides by resolution for a different time, the annual meeting of the Board, shall be held at 1 o'clock p.m. on the fourth Friday of September in each year. If such day is a legal holiday under the laws of Colorado, the annual meeting shall be held on the next succeeding business day which is not a legal holiday under the laws of Colorado. In case an emergency develops, a meeting will be rescheduled within seven (7) days or at a time that is reasonable based on the nature of the emergency.

Section 4.3. Regular Meetings.

The Board may hold regular meetings at such place and time as shall be designated by resolution of the Board. These meetings will normally occur on the fourth Friday of January, March, June and September. If the date fixed for any regular meeting is a legal holiday under the laws of Colorado, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

Section 4.4. Special Meetings of the Board.

The Chairperson or any two Directors may call, by letter, email, or fax, special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Two (2) days' notice of any special meeting shall be given to each Director. Such notice shall state the time, place, and purpose of such special meeting.

Section 4.5. Voting Rights.

Each Director shall be entitled to one vote.

Section 4.6. Proxy.

For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a Director may be deemed to be present at a meeting and to vote if the Director has granted a signed written proxy to another Director who is present at the meeting, authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

Section 4.7. Quorum.

A majority of Directors, then in office, shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

Section 4.8. Participation in Meetings.

One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

Section 4.9. Organization.

Every meeting of the Board shall be presided over by the Chairperson, or in the absence of the Chairperson, a chair chosen by a majority of the Directors present. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary.

Section 4.10. Consent of Directors in Lieu of Meeting.

Any action required or permitted to be taken by the Board or by a committee thereof at a meeting may be taken without a meeting if each and every member of the Board or committee in writing either:

- a. Votes for such action; or,
- b. Votes against such action or abstains from voting and waives the right to demand that a meeting be held.

Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. No action taken pursuant to this Section shall be effective unless writings describing the action taken, signed by all Directors, and not revoked pursuant to this Section are received by the Corporation. Any such writing may be received by the Corporation by electronically transmitted fax or other form of wired or wireless communication providing the Corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section shall be effective when the last writing necessary to effect the action is received by the Corporation unless the writings describing the action taken set forth a different effective date. Any Director who has signed a writing pursuant to this Section may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director's prior vote with respect thereto is revoked, if such writing is received by the Corporation before the last writing necessary to effect the action is received by the Corporation. Action taken pursuant to this Section has the same effect as action taken at a meeting of Directors or a committee and may be described as such in any document. All signed written instruments necessary for any action taken pursuant to this Section shall be filed with the minutes of the meetings of the Board or committee.

ARTICLE 5 – PRESIDENT/CEO

Section 5.1. President/CEO.

5.1.1. The President/CEO shall be an individual appointed by the Board and is authorized to act for the Board between its regular meetings. Except as otherwise provided by these Bylaws, or by resolution of the Board, the President/CEO shall have and may exercise all of the powers and authority of the Board in the management of the Corporation.

5.1.2. The President/CEO shall execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

5.1.3. In general, the President/CEO will perform all duties incidental to the position of President/CEO and such other duties as may be assigned by the Board.

Section 5.2. Qualifications of the President/CEO.

5.2.1. The President/CEO shall be persons at least 21 years of age. The President/CEO cannot be a Director.

5.2.2. The President/CEO should have corporate financial management experience.

5.2.3. Experience working in the nonprofit sector, and

5.2.4 Preferably, experience as an education professional

Section 5.3. Appointment and Term of Office.

The President/CEO of the Corporation shall be appointed by the Board at such time as a need develops and appropriate recruitment and vetting can be accomplished. The President/CEO shall serve until his or her successor has been appointed and qualified, or until his or her earlier death, resignation, or removal.

Section 5.4. Removal of the President/CEO.

The President/CEO may be removed by the Board with or without cause. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 5.5. Resignations.

The President/CEO may resign at any time by giving written notice to the Board Secretary, General Counsel, or Chairperson. The resignation shall be effective upon receipt of the written document by one of these individuals or at such subsequent time as may be specified in the notice of resignation.

Section 5.6. Compensation of The President/CEO.

Except in the event of a resolution by the Board of Directors, the President/CEO shall receive no compensation for his/her services as President/CEO. However, the President/CEO may be reimbursed for reasonable expenses incurred on behalf of the Corporation.

Section 5.7. President/CEO Staff.

The President/CEO will manage a staff composed of, at a minimum, a Treasurer and an Administrative Assistant.

5.7.1 Treasurer. In general the Treasurer shall perform all duties incidental to the office of Treasurer and such other duties as may be assigned by the Board or the President/CEO. The Chairman of the Finance Committee will provide oversight for the Treasurer. The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation and to endorse checks, drafts, and warrants in its name and on its behalf. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. The Treasurer, by his or her signature alone, shall

have full authority to draft payment checks for amounts up to \$1,000. Any check drafted by the Treasurer that exceeds \$1,000 shall be co-signed by either a Director or the President/CEO.

5.7.2. Administrative Assistant. The Administrative Assistant will assist the President/CEO in running the day to day operations of the Foundation. This includes traditional secretarial work, and communications on behalf of the President/CEO or any Director.

ARTICLE 6 – NOTICE

Section 6.1. Written Notice.

Whenever written notice is required to be given to any person, it may be given to the person either personally, or by sending a copy by first class or express mail, postage prepaid, or by fax transmission, or by e-mail, to his or her address (or to his or her fax number, or e-mail address) appearing on the books of the Corporation or, in the case of Directors, supplied by him or her to the Corporation for the purpose of notice. The notice shall be deemed to have been given when deposited in the United States mail, faxed or e-mailed. A notice of meeting shall specify the place, date and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 6.2. Waiver by Writing.

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 6.3. Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 7 - CONFLICTS OF INTEREST

Section 7.1. Loans.

No loans shall be made by the Corporation to its Directors, the President/CEO or staff members. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

Section 7.2. Conflict of Interest Transaction.

No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the Corporation, solely because the conflicting interest transaction involves a Director or a party related to a Director or an entity in which a Director is a Director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Board or of a committee of the Board that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if:

7.2.1. The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

7.2.2. The conflicting interest transaction is fair as to the Corporation and executed as if it were an "arms length" relationship with a disinterested party. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

ARTICLE 8 – INSURANCE

Section 8.1. Insurance.

The Corporation shall purchase and maintain insurance on behalf of any Director, General Counsel, and the President/CEO of the Corporation or a person who is or was a Director or President/CEO of the Corporation or is or was serving at the request of the Corporation as a Director or President/CEO of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE 9 – INDEMNIFICATION

Section 9.1. Indemnification.

The Corporation shall indemnify Directors, and the President/CEO to the extent said parties act with loyalty, good faith, and informed judgment in the discharge of their respective duties and responsibilities and that does not violate any Federal, State or municipal law or regulation. Indemnification permitted under this section is limited to reasonable expenses incurred in connection with the action being taken.

ARTICLE 10 – GENERAL PROVISIONS

Section 10.1. Severability.

The provisions of this instrument are severable, and if one or more is voidable or void by statute or rule of law, the remaining provisions shall be severed therefrom and remain in full force and effect.

Section 10.2. Governing Law.

These bylaws shall be construed in accordance with and governed by the internal laws of the State of Colorado. Each of the parties hereto hereby irrevocably consents, to the maximum extent permitted by law, that any action or proceeding relating to this instrument or the rights and duties contemplated hereby shall be brought, at the option of the party instituting the action or proceeding, in the appropriate courts of Larimer County, State of Colorado.

Section 10.3. Attorney Fees.

In the event that a party hereto is required to enforce any of the provisions of this Agreement or seek damages for breach of this Agreement, the prevailing party shall be paid, in addition to all other sums that may be required to be paid, a commercially reasonable sum for the prevailing party's attorneys' fees and paralegal and related fees.

Section 10.4. New Members.

Should a new Director or President/CEO be admitted to the Corporation as herein provided, the new Director or President/CEO shall be a party to these bylaws, as amended.

Section 10.5. Accounting and Record Keeping.

The books and records of the Corporation shall be maintained and kept at the primary corporate office, and all members shall at all times have access thereto, including the tax returns of the Corporation. Accounting shall be on a cash basis. The fiscal year of the Corporation shall be October 1 through September 30 of each year. The Corporation may select a certified public accountant as the accountant for the Corporation.

Section 10.6. Management of Documents.

The destruction, alteration, or concealment of certain documents or the impediment of investigations shall be strictly prohibited, and said actions are grounds for removal. Backup documents will be maintained.

Section 10.7. Whistle-Blower Provisions.

Retaliation against whistle-blowers who inform the appropriate Directors or the President/CEO of any misconduct that happens within the Corporation shall be strictly prohibited, and said actions are grounds for removal.

Section 10.8 Standards of Conduct.

Directors, the President/CEO, and any paid or volunteer staff will abide by the Standards of Conduct established by the Corporation and included as Appendix A to these Bylaws. No provisions of the Standards of Conduct will be amended or waived without the approval of the full Board of Directors.

Section 10.9. No Discrimination.

Discrimination against any member or prospective member because of race, color, religion, sex, or ethnic origin will not be

Section 10.10. Amendments.

Except as otherwise provided by the Act, the Bylaws of the Corporation may be amended by a majority vote of the Board at any meeting after notice of such purpose, as defined in section 6.1 of these Bylaws, has been given.

ARTICLE 11 - DEFINITIONS

Section 11.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

11.1.1. "Act" means the Colorado Revised Nonprofit Corporation Act.

11.1.2. "Board" means the Board of Directors of the Corporation.

11.1.3. "Corporation" means Estes Park Western Heritage Foundation, or EPWHF, or simply the Foundation.

11.1.4. "Director" means an individual serving on the Board.

11.1.5. "Conflicting interest transaction" means a contract, transaction, or other financial relationship between the Corporation and a Director, or between the Corporation and a party related to a Director, or between the Corporation and an entity in which a Director is a director or officer or has a financial interest.

11.1.6. "A party related to a Director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or

a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

ARTICLE 12 – TEMPORARY BOARD OF DIRECTORS

Section 12.1. Temporary Board of Directors.

12.1.1. The Estes Park Western Heritage Foundation Incorporators, Howell F. Wright, Mark Purdy, and J’Ann Wright, formed a Temporary Board of Directors composed of: Mark Purdy, J’Ann Wright, Josh Westmoreland, and Ulf Borg. Howell F. Wright was selected as the President/CEO.

12.1.2. The Temporary Board will serve, with full Board authority, through September 2015.

12.1.3. The Temporary Board has the following responsibilities:

12.1.3.1. Create a 501 (c) (3) organization designed “To raise funds which will be used to preserve and promote Western Heritage in the Estes Valley.”

12.1.3.2. Retain an Accountant familiar with 501 (c) (3) non-profits.

12.1.3.3. Recruit, appoint, and train additional Board members.

12.1.3.4. Create a scholarship program and award at least one scholarship.

12.1.3.5. Develop and manage one or more profitable fundraising events designed to engage the community, raise funds for the operation of the Foundation, and to assist in the accomplishment of the Foundations mission and purpose.

12.1.3.6. Build a public donor base that will help sustain the Foundation the future

12.1.3.7. Be a good steward of restricted and non-restricted funds

12.1.3.8. Develop a Foundation “Friends” organization

CERTIFICATION

I hereby certify that the foregoing Bylaws, consisting of sixteen (16) pages, including this page and one (1) Appendix, constitute the Bylaws of the Estes Park Western Heritage Foundation.

Date:_____

Howell F. Wright, President/CEO

-Estes Park Western Heritage Foundation, Inc.

Appendix

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Appendix A
STANDARDS OF CONDUCT
OF
ESTES PARK WESTERN HERITAGE FOUNDATION
A Colorado Nonprofit Corporation

1. Introduction

1.1. Purpose.

The Estes Park Western Heritage Foundation (Foundation) reputation for fairness and excellence depends on the collective commitment of the Directors, the President/CEO, staff and volunteers working together in a manner that merits trust and confidence from customers, investors, and most importantly, the local and global communities served. The purpose of this document is to convey those basic standards of conduct.

1.2. Objective.

The primary objective of this document is to ensure and reinforce accountability for legally responsible and mature behavior in all who represent the Foundation.

2. Standards of Conduct

2.1. All persons associated with the Foundation are expected to adhere to the spirit and the letter of all federal and state laws, and management rules and regulations. Illegal or unethical actions are unacceptable, and willful violation of the substance, intent, or implementation of this document and the Foundation Bylaws will be grounds for appropriate disciplinary action.

2.2. The Board of Directors is authorized to, deny an association, suspend or expel from an association, any Director, employee, or volunteer of the Foundation for violation of these standards.

2.3. Each Director, the President/CEO, employee, or volunteer must manage their abilities and responsibilities for the benefit of the Foundation so as to avoid situations that might lead to conflict, or even suspicion of conflict, between one's self-interest and one's obligation to the Foundation or its customers. An individual's position must never be used, directly or indirectly, for private gain, to advance personal interests, or to obtain favors or benefits for himself/herself or a member of his/her family. The provisions outlined in Article 7, of the Bylaws dealing with

Conflicts of Interest applies to all employees and/or volunteers. Provisions in Section 2.2., of the Bylaws, refer to all employees/volunteers as well as Directors of the Corporation.

2.4. Each Director/employee/volunteer must keep the interest of the Foundation foremost in mind while providing assistance to all those within whom we come in contact.

2.5. Directors/employees/volunteers must give, to the best of their ability, complete and thorough support of the respective Directors/employees/volunteers. This includes respecting all individuals by refraining from negative and destructive conversation and behavior.

2.6. Each individual must properly use all equipment and resources of the Foundation.

2.7. Individuals must thoroughly investigate the needs of constituents before proceeding with recommendations.

2.8. Individuals must be honest and trustworthy, avoid harm to others, be fair, nondiscriminatory, and respect the privacy of others.

2.9 Individuals may not make financial commitments for the Foundations without advance approval by the Foundation President/CEO or appropriate Board Member.

2.10. All statements to the media are to be approved by the Chairman, President/CEO or appointee of the Board or President/CEO.

3. Monitoring the Standards of Conduct

3.1. Responsibility, with commensurate authority for communicating and assuring compliance of the Standards of Conduct, is placed with the Chairman and the President/CEO.

3.2. The President/CEO will investigate any actual or perceived misconduct of an individual and refer the case for adjudication to the Board of Directors.

3.3. Anyone who has knowledge of or suspects' misconduct by the President/CEO will be directed immediately and directly to the Chairman of the Board.

4. Policy Review

4.1. No less than annually, this policy shall be reviewed by the President/CEO with recommended changes presented to the Board of Directors.

