

## **Making a Difference - DSA's Statement of Corporate Responsibility**

### **Introductory Statement**

Dog Scouts of America is committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. In furtherance of this commitment, the Board of Directors promotes ethical behavior, and has adopted this Code of Business Conduct and Ethics for Directors.

Every Director must:

- (i) represent the interests of the members of Dog Scouts of America;
- (ii) exhibit high standards of integrity, commitment and independence of thought and judgment;
- (iii) dedicate sufficient time, energy and attention to ensure the diligent performance of his or her duties; and
- (iv) comply with every provision of this Code.

### **Conflicts of Interest**

Directors must avoid conflicts of interest. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the corporation or any of its subsidiary and affiliated groups or subgroups. A conflict of interest may also arise when a Director, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position in the Corporation. Directors should also be mindful of, and seek to avoid, conduct which could reasonably be construed as creating an appearance of a conflict of interest.

While the Code does not attempt to describe all possible conflicts of interest that could develop, the following are examples of conflicts of interest:

- (i) receiving loans or guarantees of obligations as a result of one's position as a Director;
- (ii) engaging in conduct or activity that improperly interferes with the Corporation's existing or prospective business relations with a third party;
- (iii) accepting bribes, kickbacks or any other improper payments for services relating to the conduct of the business of the Corporation; and
- (iv) accepting, or having a member of a Director's immediate family accept, a gift from persons or entities that deal with the Corporation, in cases where the gift is being made in order to influence the Directors' actions as a member of the Board, or where acceptance of the gift could otherwise reasonably create the appearance of a conflict of interest.

Any question about a Director's actual or potential conflict of interest with the Corporation should be brought promptly to the attention of the Chairman of the Nominating Committee and the Chairman of

the Board, who will review the question and determine an appropriate course of action, including whether consideration or action by the full board is necessary. Directors involved in any conflict or potential conflict situations shall recuse themselves from any decision relating thereto.

### **Business Relationships with Directors**

For the purpose of minimizing the risk of conflicts of interest, the Board shall adopt a policy providing for the review of transactions with the Corporation or any of its affiliates in which any Director (including and member of a Director's immediate family) has a direct or indirect material interest.

### **Use of Corporate Information, Opportunities and Assets**

Directors may not compete with the Corporation, or use opportunities that are discovered through the use of Corporation property, information or position, for their personal benefit or the benefit of persons or entities outside the Corporation. No Director may improperly use or waste any Corporation asset.

### **Confidentiality**

Pursuant to their fiduciary duties of loyalty and care, Directors are required to protect and hold confidential all non-public information obtained due to their directorship position absent the express or implied permission of the Board of Directors to disclose such information. Accordingly,

(i) no Director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Corporation; and

(ii) no Director shall disclose Confidential Information outside the Corporation, either during or after his or her service as a Director of the Corporation, except with authorization of the Board of Directors or as may be otherwise required by law.

"Confidential Information" is all non-public information entrusted to or obtained by a Director by reason of his or her position as a Director of the Corporation. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Corporation or its customers if disclosed, such as:

- non-public information about the Corporation's financial condition, prospects or plans, its marketing and sales programs and research and development information;
- non-public information concerning possible transactions with other corporations or companies or information about the Corporation's customers, suppliers or joint venture partners, which the Corporation is under an obligation to maintain as confidential; and
- non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, members, officers and Directors.

## **Compliance with Laws, Rules and Regulations**

The Company requires strict compliance by all its Directors with applicable laws, rules and regulations.

## **Fair Dealing**

Directors must deal fairly with the Corporation's employees, customers, suppliers and competitors. No Director may take unfair advantage of the Corporation's employees, customers, suppliers, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## **Accountability**

The Code referred to herein is mandatory and applies to all Directors, who are accountable for compliance with the Code.

Directors should communicate any suspected violations of this Code promptly to the Chairman of the Nominating Committee and the Chairman of the Board. Suspected violations will be investigated by or at the direction of the Board or the Nominating Committee, and appropriate action will be taken in the event that a violation is confirmed.

## **Financial Controlling Measures**

While the Corporation is non-profit charity and compliance with the SOX act is not a requirement, the Corporation is moving toward compliance with the aspects of these laws which are applicable to Non-profit Corporations. The Corporation's books and filed form 990 are available for inspection at any time at the request of a member or other party. The accounting of the Corporation will be periodically audited, internally or externally. External audits will be performed by a company with no conflict of interests or connection with the Corporation. The Corporation will have an Accounting Procedures Committee to oversee proper accounting procedures and obtaining external audits. Whistle-blowers who contact the Chairman of the Board with issues of suspected fraud will be protected from retaliation within the Corporation. The Board will oversee the preparation and filing of governmental forms and certify to the use of Generally Accepted Accounting Practices.

## **Waiver**

Any waiver of any provision of the Code may be made only by the Board or by the Nominating Committee, and must be promptly disclosed to the Corporation's membership.