

Defenders of Animal Rights, Incorporated

Code of Conduct

And

Conflicts of Interest Policy

Defenders of Animal Rights, Inc. (“Defenders”) has adopted the following Code of Conduct and Conflicts of Interest Policy that all members of the Board of Directors and all senior officers of Defenders (the “Director/Officer”) agree to adhere to by signing below:

1. Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No Director/Officer shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Director/Officer of Defenders (with the exception of compensation and benefits paid to such individual as an employee.) Director/Officers shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as a Director/Officer. Nevertheless, conflicts may arise from time to time.

a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of Defenders and the Director/Officer’s personal interests, the Director/Officer has a duty to immediately disclose the conflict of interest so that the rest of the Board’s decision making will be informed about the conflict.

b) It is every Board member’s obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board member receives compensation from Defenders, such compensation will be determined by and approved by the full Board in advance, with the member being compensated not taking part in the deliberation or decision.

c) Any conflicts of interest, including, but not limited to financial interests, on the part of any Director/Officer, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Director/Officers to disclose conflicts of interest.

d) Any Director/Officer having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for a meeting.

All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Director/Officer with a conflict abstained from the vote and was not present for any discussion, as applicable and was not included in the count for the quorum for that meeting.

f) Any new Board member or senior officer will be advised of this policy during orientation and all Director/Officers will be reminded of the Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.

2. Prohibition Against Sexual Harassment

Defenders strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited. Any Director/Officer who engages in discriminatory or harassing conduct toward employees, volunteers, donors or clients/consumers is subject to removal from the Board and/or termination of employment. Complaints alleging misconduct on the part of Director/Officer will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Board Chair.

3. Confidentiality

Director/Officers are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in board materials or discussed from time to time. Director/Officers should not disclose such confidential information to anyone.

4. Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- ☐ Making attendance at all meetings of the board a high priority.
 - ☐ Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
 - ☐ Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
 - ☐ Putting the interests of the organization above personal interests.
 - ☐ Representing the organization in a positive and supportive manner at all times and in all places.
 - ☐ Showing respect and courteous conduct in all board and committee meetings.
 - ☐ Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.
- Observing established lines of communication and directing requests for information or assistance to the executive director.

ACKNOWLEDGEMENT

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors or senior officer of Defenders of Animal Rights, Inc, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member or senior officer and abide by this Code of Conduct and Conflicts of Interest Policy.

I acknowledge that I have no actual or potential conflicts as defined by the policy or if I have, I have previously disclosed them as required by the policy or am disclosing them below.

I understand that failure to abide hereby may result in my removal as a Board Member or senior officer, pursuant to the requirements and processes provided in the organization's governing documents.

Signature

Date

Disclosures: