

GVHS Board of Directors, Officers and Committee Member

The Board of Directors of the Gypsy Vanner Horse Society, [GVHS] has amended its code of ethics for all elected officials and volunteers serving the organization. The revised code of ethics was adopted on August 31, 2011.

Preamble

The GVHS is a not-for-profit, tax-exempt trade Society formed to promote, protect, develop, educate, and otherwise further the Gypsy Vanner Horse and its history and tradition. The GVHS' principal membership class consists of individuals, and other entities engaged in ownership, breeding, marketing, promotion and recreational uses of the Gypsy Vanner Horse.

The business of the society is managed under the direction of the GVHS Board of Directors and Officers with guidance from appointed Committees. The codes of ethics serves as a code of conduct for society members/volunteers and staff in their capacity as Board, Officer and Committee members. Code violations may result in sanctions imposed under the Procedures for Review of Member Conduct. The principles and requirements that comprise the code and procedures are based on and are designed to ensure full compliance by the GVHS and its Officers, Directors, Committee members and employees with the fiduciary duties imposed on such individuals by state corporate law, the federal tax code's prohibition on private inurement and private benefit, and other requirements of federal tax exemption, common law due process requirements, federal and state antitrust and unfair competition law, state tort law, and other legal precepts and prohibitions. At the same time, the code and procedures are not designed to supplant courts of law in the resolution of disputes within the business associated with the Gypsy Vanner Horse.

Moreover, the checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code on the one hand and, on the other, the protection of Board, Officers and Committee members, through the use of reasonable due process procedures, against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled. Members of the Board, Officers and Committees affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the Board.

Code of Ethics

Members of the Board, Officers and Committee members (including ex officio members of the Board) shall at all times abide by and conform to the following code of conduct in their capacity in service to the GVHS:

1. Each member of the Board of Directors, Officer and duly appointed Committee Member will abide in all respects by the *GVHS Members' Code of Ethics* and all other rules and regulations of the Society (including but not limited to the Society's articles of incorporation and bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the Society remains in good standing at all times. Furthermore, each member of the Board of Directors, Officers, and Committee Member will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the Society when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
2. Members of the Board of Directors, Officers and Committee Members will conduct the business affairs of the Society in good faith and with honesty, integrity, due diligence, and reasonable competence.

3. Except as the Board of Directors, Officers and/or Committee Members may otherwise require or as otherwise required by law, no Board, Officer and Committee member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Society and each member of the Board, Officer and Committee will uphold the strict confidentiality of all closed/executive session meetings and other deliberations and communications, generally associated with but not limited to personnel matters, legal issues, and membership review/hearing processes of the Board of Directors and all related committees.
4. Members of the Board of Directors, Officer and Committee Members will exercise proper authority and good judgment in their dealings with Society staff, suppliers, and the general public and will respond to the needs of the Society's members in a responsible, respectful, and professional manner.
5. No member of the Board of Directors, Officers, and/or Committee Members will use any information provided by the Society or acquired as a consequence of the Board and/or Committee member's service to the Society in any manner other than in furtherance of his or her duties and responsibilities to the GVHS. Further, no member of the Board of Directors, Officers and Committee Member will misuse Society property or resources and will at all times keep the Society's property secure and not allow any person not authorized by the Board of Directors to have or use such property.
6. Each member of the Board of Directors and Officers will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the organizations direction and oversight.
7. Upon termination of service, a retiring Board, retiring Officer and Committee member will promptly return to the Society all documents, electronic and hard files, reference materials, and other property entrusted to the Board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring Board, Officer and Committee member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Board of Directors and position as Officer.
8. The Board of Directors, Officers and Committee Members dedicates itself to leading by example in serving the needs of the Society and its members and also in representing the interests and ideals associated with the preservation and protection of the history, tradition and image of the Gypsy Vanner Horse.
9. No member of the Board of Directors, Officers and/or Committee Member shall persuade or attempt to persuade any employee of the Society to leave the employ of the Society or to become employed by any person or entity other than the Society. Furthermore, no member of the Board of Directors, Officers and/or Committee Member shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Society to terminate, curtail, or not enter into its relationship to or with the Society, or to in

any way reduce the monetary or other benefits to the Society of such relationship.

10. The Board of Directors, Officers and Committee Members must act at all times in the best interests of the Society and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board, Officer and Committee members will identify the conflict and, as required, remove themselves' from all discussion and voting on the matter. Specifically, Board, Officer and Committee members shall follow these guidelines:

- Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Society; while the receipt of incidental personal or third-party benefit may necessarily flow from certain Society activities, such benefit must be merely incidental to the primary benefit to the Society and its purposes;
- Do not abuse their appointment by improperly using said Board, Officer and/or Committee position or the Society's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; Board and Committee members shall not represent to third parties that their authority as a Board and/or Committee member extends any further than that which it actually extends as defined by the bylaws of the GVHS;
- Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Society;
- Do not engage in or facilitate any discriminatory or harassing behavior directed toward Society staff, members, Officers, Directors, Committee members, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Society;
- Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Society without fully disclosing such items to the Board of Directors and Officers;
- Provide goods or services to the Society as a paid vendor to the Society only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.
-

11. Follow the Society's rules and regulations of good sportsmanship and strive to gain respect for participation in all equestrian related activities

I hereby acknowledge that I have received and read the Code of Ethics for the Board Directors, Officers and Committee Members of the Gypsy Vanner Horse Society, dated August 31, 2011. I hereby embrace this Code of Ethics as my own. I have had the opportunity to ask questions about this Code of Ethics and I understand my obligations as a Director, Officer and Committee Member to comply with this Code of Ethics. I will support the GVHS and fellow GVHS members in achieving our common goals and hereby accept the position of the GVHS, and will fulfill the responsibilities of that role to the best of my ability.

Print Name: _____ Date: _____

Signature: _____