

TURTLE SURVIVAL ALLIANCE FOUNDATION  
CODE OF ETHICS

The Directors and employees of Turtle Survival Alliance Foundation (the “Corporation”) are expected to adhere to high ethical standards of conduct in the performance of their duties, observe all laws and regulations governing business transactions, compete fairly with others, and use the Corporation’s funds only for legitimate and ethical purposes. In general, the use of good judgment based on high ethical principles will guide the Directors and employees (singly, an “Individual,” and collectively, the “Individuals”) with respect to lines of acceptable conduct; however, to avoid any misunderstanding with regard to areas of conduct most likely to give rise to questions of ethics, objectivity, and conflicts of interest, the following principles shall be observed:

1. Each Individual should exercise the highest standards of care, including diligence and prudence, when conducting any activity on behalf of the Corporation.
2. The Corporation and each Individual should, in all of their actions, act fairly, responsibly, without any personal benefit, and without bias in any direction in regard to all decisions, transactions or proposed courses of action.
3. Each Individual should assume that every situation and every action undertaken could be subject to full public scrutiny.
4. When negotiating on behalf of the Corporation, each Individual shall maintain an arm’s-length relationship with those with whom the Corporation may enter into contracts or other transactions in order to remain objective, both presently and in the future.
5. Each Individual has an affirmative and ongoing obligation to disclose to the Corporation any relationship, existing or prospective, that creates, potentially creates, or may appear to create a conflict of interest.

6. With respect to a potential transaction between the Corporation and a person or an entity with which an Individual is affiliated, such Individual shall not act as an advocate nor shall any special consideration or variation in the Corporation's decision making process apply.

7. In the event of doubt, each situation should be resolved in accordance with the principle of avoiding even the appearance of impropriety. Such matters should be brought to the attention of the Individual's immediate supervisor, the Corporation's legal counsel or the Corporation's Executive Director.

To implement these principles, specific guidelines are appropriate in the following circumstances.

Conflicts of Interest. Although it is difficult to describe every conflict of interest situation that could affect the Corporation, in general, a conflict of interest arises when an Individual or a close relative or member of the household of such Individual holds or has held a position or has an interest or a belief that would tend to affect the Individual's independence of judgment in regard to a contract or other transaction or agreement affecting the Corporation. In particular, a conflict of interest may arise when the Individual has a material direct or indirect financial interest in the outcome of a decision or when the Individual has a legal interest or other conflict of loyalties that would not necessarily result in financial gain, but would interfere with the Individual's impartiality. Any potential conflict of interest should be disclosed to the Individual's immediate supervisor, the Corporation's legal counsel or the Corporation's Executive Director, and such Individual shall not participate in the decision making process with respect to that potential conflict.

Although not inclusive and intended only to provide guidance, the following activities illustrate types of potential or actual conflicts of interest that should be avoided and disclosed, as applicable, in accordance with this Code of Ethics (the "Code").

- Self-benefit: Using an Individual's position or relationships within the Corporation to promote his or her own interest or those of the Individual's family, including using confidential or privileged information gained in the course of employment at the Corporation for personal benefit or gain or for the personal gain or benefit of family members.
- Influence peddling: Soliciting personal benefits from outside organizations in exchange for advancement of the interests of those outside organizations within the Corporation.

- Other business relationships and dealings: Having a significant financial or other interest or relationship in a supplier or other business or entity that conducts or seeks to conduct business with the Corporation.
- Property transactions: Directly or indirectly leasing, renting, trading, or selling real or personal property to the Corporation.
- Use of the Corporation's property for personal advantage: Using or taking the Corporation's resources, including facilities, equipment, personnel, and supplies, for personal use or other unauthorized, non-Corporation activities.
- Recording or reporting false information: Misrepresenting, withholding, or falsifying information reported to external parties or used internally for decision making purposes, in order to derive personal benefit.

Confidential Information. Information should be considered confidential if it is not readily available to the public. Such information should not be disclosed or made accessible to anyone or any entity that does not have a legitimate and business-related need for such information (e.g., vendor bids and related information or employee personal data.) The Corporation retains the exclusive right to determine who shall be granted access to such information, and Individuals must exercise good judgment and care at all times regarding the dissemination of Corporation information. Upon termination of employment, Individuals must return to the Corporation all documents and materials that may contain confidential information.

Gifts and Gratuities. The acceptance of gifts, gratuities, significant discounts, commissions, loans or any other item(s) (singly, a "Gift," or collectively, "Gifts") by an Individual from any person or entity with whom the Corporation has or is contemplating having a business relationship (e.g., vendors, suppliers, or consultants) may create an appearance that the Gift is or was intended to influence the Individual respecting Corporation matters. For that reason, Individuals may only accept Gifts of nominal (generally less than \$100) monetary value and that are not related in any way to an existing or pending transaction. This guideline is not intended to prohibit normal or customary business practices, such as meetings over meals, items given to participants in meetings and conferences, or token hosting gifts, as long as they are of a reasonable value and promote the Corporation's legitimate interests. Should an Individual believe

there is an appropriate reason to make an exception for a specific situation, that Individual should contact his or her immediate supervisor prior to accepting the gift.

Honoraria, Payments or Royalties for Speaking Engagements, Articles, or Other Activities. Generally, the Corporation is not concerned when an Individual undertakes speaking engagements, writing articles or other activities if the time devoted to such activities does not interfere with the Individual's Corporation responsibilities. Any payments for such activities should only be accepted, however, if the materials prepared and all activities undertaken in connection with such activities are on personal time, and such Individual is not representing, or purporting to represent, Corporation at such activities. Should an Individual believe there is an appropriate reason to make an exception for a specific situation, that Individual should contact his or her immediate supervisor prior to accepting a Gift. Travel costs and expenses incurred in connection with any activities that are not Corporation-related must be borne by the Individual.

Political Activities. The Corporation is limited with respect to engaging in electoral politics or lobbying activities. Although Individuals are free to engage in these types of activities on a personal basis, it is possible that an Individual's political activities could be mistakenly attributed to the Corporation. In order to avoid such attribution or any appearance of impropriety, an Individual should discuss any contemplated political activity with his or her immediate supervisor prior to engaging in such activity. Further, Individual political activities should only occur during off-duty hours, at the Individual's own expense, and without the use of the Corporation's name, facilities, or equipment.

It is the responsibility of Individuals to report violations or suspected violations of this Code to their immediate supervisors, the Corporation's legal counsel or the Corporation's Executive Director. Such violations or suspected violations may be submitted on a confidential basis or may be submitted anonymously. All reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation; all reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation and upon review and approval by the Corporation's legal counsel.

Individuals reporting a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of this Code. If reported in good

faith, Individuals will not suffer harassment, retaliation or adverse employment consequences because of their reporting violations or suspected violations. Any Individual who retaliates against another Individual who has reported a violation or suspected violation in good faith will be subject to discipline up to and including termination of employment. Further, any reported allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

I agree, as shown by my signature, that I have read this Code of Ethics and agree to act in accordance with it.

Individual's Signature

Individual's Printed Name

Date

Approved \_\_\_\_\_

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