



Wild Sheep Foundation, Inc.

Ethics Policy and Procedure

1. Purpose

The purpose of this document is to establish the WSF Ethics Policy. This Policy is consistent with the WSF Mission Statement and is intended to incorporate and reinforce the values contained therein. The WSF Bylaws establish the grounds for ethics complaints and the Director's Code of Ethics. This policy defines how complaints are processed, how the Director's Code of Ethics is enforced, and how disciplinary actions may be made by the WSF. The document governs all ethics complaints against the following:

- Members
- Chapters and Affiliates
- Exhibitors and Donors
- Directors

2. Ethical Obligations of Members

All members of the WSF are required to embrace the WSF Mission Statement and adhere to the values contained therein. Failure to do so can result in disciplinary action by the WSF up to and including suspension or revocation of membership privileges.

3. Grounds for a Complaint

As specified in the WSF Bylaws, the following conduct is inconsistent with the WSF's values and is considered grounds for complaints against members:

- A. Any conduct that is contrary to, or in violation of, the Bylaws, Mission Statement, or Policies of the Foundation, or a specific policy that has been promulgated by the Board of Directors;

- B. Having obtained membership in the WSF by use of any false or misleading statements or representations;
- C. Refusing, after written demand has been made, to honor a financial obligation to the WSF;
- D. Conduct that is disruptive of the orderly operation of the WSF in pursuit of its goals;
- E. Acts of disloyalty to the WSF that harm the WSF and/or its reputation, purposes, or objectives;
- F. Willfully making false statements or misrepresentations about the WSF or its official representatives;
- G. Engaging in any illegal or unethical business activities that relate to the WSF and/or its reputation, purposes, or objectives;
- H. Conviction of any fish, game, or wildlife conservation violation resulting in suspension and/or revocation of privileges; and/or,
- I. Conviction of, or a plea of guilty or nolo contendere to, any felony or to a misdemeanor involving moral turpitude or fraud.

4. How to File a Complaint

Any member of the Foundation in good standing may file a complaint with the Recording Secretary against any individual WSF member, Chapter, Affiliate, Exhibitor, or Donor. The complaint must be written and must clearly and cogently describe the wrongful act(s) the complaining party contends is now being done or has previously been done and why such complaint constitutes grounds for disciplinary action as set forth in Section 3 above (or as contained in the WSF Bylaws). The written (i.e., hard copy, not email) complaint must:

- A. Identify specific reference(s) to the grounds for complaint in the Bylaws, this Ethics Policy, or both;
- B. Include the following statements:
 - i. "I have read and understand the WSF Ethics Policy" and,
 - ii. "The statements made are truthful and factual to the best of my knowledge";
and

C. Be signed and witnessed.

5. How Complaints are Processed

Upon receipt of a complaint, the Recording Secretary will ensure the complaint is properly filled out and signed, will record the complaint with the date received, and will transmit the complaint to the Ethics Committee. The Ethics Committee will assess the complaint and will determine whether to process the complaint or dismiss it.

Complaints regarding conduct that was known by, or should have been known by, the complaining party more than 3 years prior to the time of the complaint will not be processed by the Ethics Committee and will be dismissed. Further, only complaints that have alleged adequate grounds for disciplinary action will be processed by the Ethics Committee.

If the Ethics Committee decides to dismiss the complaint, the Recording Secretary will prepare a letter to the individual filing the complaint indicating the complaint has been dismissed and the rationale for the decision. The Chairman of the Ethics Committee will approve and sign the letter, and the Recording Secretary will notify the individual who made the complaint of the ruling and update the appropriate WSF records.

If the Ethics Committee decides to process a complaint, the Recording Secretary will prepare a letter to the individual about whom the complaint was made. The letter will include:

- A. Notification that a complaint has been filed and that there is adequate information in the complaint to justify it be processed;
- B. A copy of the complaint, as received by the Foundation;
- C. A copy of the WSF Bylaws, Ethics Policy, and any other relevant WSF polices;
- D. A request for a written response;
- E. Guidance that the response should be clear and cogent, must be signed and witnessed, and that it must include the following statements:
 - i. "I have read and understand the WSF Ethics Policy"; and
 - ii. "The statements made are truthful and factual to the best of my knowledge";
and

- F. Notification that the response must be received within 30 days of the date of the letter and that a lack of a response will be considered an admission by the accused member that the allegations in the complaint are true.

Once a response has been received, or at the end of the 30 day response period, the Ethics Committee will convene and determine the appropriate action(s). The Committee will determine based on the complaint filed and the response received whether the complaint should be dismissed or whether disciplinary action should be taken.

If disciplinary action is to be taken, the Recording Secretary will check to see if a written reprimand is on file. If so, the disciplinary action may be adjusted to a higher level. The Committee will endeavor to see that the disciplinary action is commensurate with the nature of the violation and that both the complaining party and the accused party are treated fairly and consistently.

The recommendation of the Ethics Committee will be presented at the next scheduled Board of Directors meeting for review and approval, or as reasonably practical. The Chairman of the Ethics Committee will be present at the Board of Directors meeting when the recommendation is reviewed to ensure the Directors understand the information received by the Ethics Committee and the rationale regarding their recommendation. The Board of Directors may approve the recommendation or modify it to dismissal or one of the disciplinary actions specified in this document.

If the Board of Directors decides to dismiss the complaint, the Recording Secretary will document the findings in a letter to both the person filing the complaint and the accused member. Both the Chairman of the Ethics Committee and the Chairman of the Board will sign the letter and then the Recording Secretary will forward the letter to each party and will update the appropriate WSF records.

If the Board of Directors determines that disciplinary action is warranted, the Recording Secretary will document the findings in a letter to the accused party. The letter will indicate that the accused may appeal the decision. Both the Chairman of the Ethics Committee and the Chairman of the Board will sign the letter. A request for appeal must be in writing and must be received within 30 days of the date of the letter.

If the accused decides not to appeal the decision, or after 30 days has passed without a response, the indicated disciplinary action will be taken. The Recording Secretary will document the findings in a letter to both the party filing the complaint and the accused party.

Both the Chairman of the Ethics Committee and the Chairman of the Board will sign the letter, and then the Recording Secretary will forward the letter to each party and will update the appropriate WSF records. The Chairman of the Board will assume the responsibility to follow through on any disciplinary action(s) in a reasonably timely and accurate manner.

6. Possible Disciplinary Actions Against Members

Disciplinary actions range from verbal reprimand to expulsion, as deemed appropriate by the Ethics Committee and approved by the Board of Directors. The following disciplinary actions are recommended, however, the timing and duration of written reprimands and suspension maybe adjusted as is appropriate.

- A. Verbal reprimand. Unless otherwise determined by the Board of Directors, a verbal reprimand will be carried out by the Chairman of the Board.
- B. Written reprimand. Unless otherwise determined by the Board of Directors, a written reprimand will be signed by the Chairman of the Board. Records regarding written reprimands are held by the WSF for 3 years, after which time the written reprimand is destroyed provided there have been no further complaints.
- C. Suspension of membership for one to three years.
- D. Expulsion of the member from the WSF.

No member, donor, or exhibitor so suspended or expelled will be entitled to any refund of dues, donations, or contributions already paid.

7. Appeal Process

If disciplinary action is to be taken, the accused member may make a request in writing to the Chairman of the Board for a hearing to review the complaint and actions recommended. Requests for a hearing must be received within 30 days of the date of the letter indicating that disciplinary action will be taken. The following represents the process followed when a request for hearing is received:

- A. The Chairman of the Board will schedule a hearing before a Hearing Board within 30 days of the receipt of the request. The hearing will be scheduled such that the party filing the complaint and the accused party both are given at least 15 days' notice of the hearing.
- B. The hearing will be held via conference call.

- C. The Hearing Board will consist of the following three persons: i) the Chairman or Vice Chairman of the Board, ii) the Chairman of the Ethics Committee or his/her designee (who must be a member of the Ethics Committee), and iii) a WSF life member held in good standing. The WSF President will be an ex officio member, but his or her participation is not required. The Recording Secretary will also attend the conference call to document the proceedings.
- D. The Chairman of the Board, if present, will preside over the hearing. If the Chairman is not present, then the Vice Chairman will preside. The presiding Board member will indicate when, and for how long, each party may speak. Failure of a party to comply with the presiding Board member's instructions during the telephonic hearing may result in the complaint being dismissed, the appeal being dismissed, or other adverse action, at the Hearing Board's sole discretion.
- E. The party filing the complaint and the accused party may have one, and only one, WSF member held in good standing speak on their behalf during the hearing. Legal counsel is prohibited from attending the hearing. A party's member-representative may be a lawyer, provided the lawyer has been a member of the WSF for at least a year.
- F. The Hearing Board will have two weeks after the hearing to reach a decision, which decision will be final. The Hearing Board has the full latitude of options available, including dismissal or disciplinary actions as specified in Section 6 above.
- G. Any resulting disciplinary actions taken will be documented and implemented as described in Section 5 above.

The determination of the Hearing Board is final and there is no other recourse within the WSF.

8. Chapters and Affiliates

Chapters and Affiliates are subject to the same grounds for complaint as members. The rules and procedures for the filing of a complaint, the processing of a complaint, and the appeal process applicable to Chapters or Affiliates are also the same as the rules and procedures applicable to members as set forth above, except where specifically stated below. Communication between the WSF and the Chapter or Affiliate regarding any complaint or disciplinary action will be made by the WSF through the Chapter or Affiliate Chairman or

President, if possible. If the Chairman or President cannot be reached, the WSF may direct correspondence or other communication to any known officer.

A. Chapters

In addition to the grounds for complaint specified in Section 3 above, the Board of Directors, by 2/3 vote, may withdraw a Chapter Charter if a Chapter has violated the terms of their charter. The process for addressing charter violations is as follows:

- i. A letter signed by the Chairman of the Board will be sent to the known Chapter Officers indicating that:
 - a. The Chapter is in violation of its charter and the nature of the violations;
 - b. The Chapter has the opportunity to provide a written response to the Board within 30 days of the date of the letter;
 - c. The written response must be signed by the President, Chairman, or other officer appointed by the Chapter to make a response, which response must be witnessed, and include the following, "The statements made are truthful and factual to the best of my knowledge."
 - d. If no response is received within 30 days of the date of the WSF's letter, the Board will assume the Chapter is in violation of the charter as indicated.
- ii. Once a response is received, or after the 30 day period for responses expires, the Board will determine if disciplinary action is warranted and, if so, what actions to take.
- iii. If disciplinary action is to be taken, the Recording Secretary will check the records to determine if a written reprimand is in the file. If so, the disciplinary action may be adjusted according to the Chapter's disciplinary history. Guidelines for publication of the action will be established by the Board and carried out by the Chairman of the Board and/or the President of the WSF.
- iv. Regardless of the Board's decision, a letter signed by the Chairman of the Board will be sent to the known Chapter Officers indicating the Board's decision.

The Recording Secretary will be responsible for all communications and the updating of appropriate WSF records.

Actions taken by the Board against a Chapter due to Charter violations are final.

B. Affiliates

In addition to the grounds for complaint specified above Section 3 above, the Board of Directors by 2/3 vote may terminate an affiliate agreement if an Affiliate has violated the terms of their agreement. The process, recording responsibilities, and finality of the Board's decision are the same as those described above regarding Chapter Charter violations.

C. Possible Disciplinary Actions Against Chapters and Affiliates

Disciplinary actions will be one of the following:

- i. Verbal reprimand. Unless otherwise determined by the Board of Directors, a verbal reprimand will be carried out by the Chairman of the Board.
- ii. Written reprimand. Unless otherwise determined by the Board of Directors, a written reprimand will be signed by the Chairman of the Board. Records regarding written reprimands are held by the foundation for 3 years, after which time the written reprimand will be destroyed provided there have been no further complaints.
- iii. Revocation of the Charter or termination of the Affiliate agreement.

No Chapter having their charter revoked or no Affiliate having their agreement terminated will be entitled to any refund of dues or contributions already paid.

9. Exhibitors and Donors

Exhibitors and Donors are subject to the grounds for complaint set forth in Section 3 above. The rules and procedures for the filing of a complaint, the processing of a complaint, and the appeal process applicable to Donors and Exhibits are the same as the rules and procedures applicable to members, except as stated below.

A. Limited Scope of Complaints Against Donors and Exhibitors

The WSF will only process complaints regarding vendors who exhibited at the Annual WSF Convention or a WSF related event. The WSF will only process complaints regarding donors who made donations to the WSF or one of its Chapters or Affiliates. Complaints against donors and exhibits must relate to a product or service purchased at the WSF event or through a WSF auction. WSF will not get involved in contract disputes

between buyers and sellers, as these matters are better solved between the parties or in the courts.

B. Possible Disciplinary Actions Against Exhibitors and Donors

Disciplinary actions will be one of the following:

- i. Verbal reprimand. Unless otherwise determined by the Board of Directors, a verbal reprimand will be carried out by the Chairman of the Board.
- ii. Written reprimand. Unless otherwise determined by the Board of Directors, a written reprimand will be signed by the Chairman of the Board. Records regarding written reprimands are held by the foundation for 3 years, after which time the written reprimand will be destroyed provided there have been no further complaints.
- iii. Suspension from exhibiting or donating for one to three years.
- iv. Permanently barring vendor from exhibiting or donating.

10. Directors

Directors are subject to the grounds for complaint set forth in Section 3 above. Additional grounds for a complaint against a Director are set forth below. The rules and procedures for the filing of a complaint, the processing of a complaint, and disciplinary actions applicable to Directors are described below.

Directors, by their position, represent the WSF in both their actions and words, and Directors are entrusted by the membership with the stewardship of the WSF. As such, Directors should be, and are, held to the highest standards of integrity and ethical behavior. Each Director signs a Director Code of Ethics, as specified in the Bylaws, and is expected to honor the contents therein. Failure to do so can result in disciplinary action up to and including removal from the Board.

Missing 2 of 4 consecutive Board Meetings without a reasonably adequate excuse is cause for removal from the Board. After the second unexcused absence, the Chairman will prepare a formal complaint and forward it to the President. The complaint will be processed like any other complaint against a Director.

A. Director Code of Ethics

Recognizing the trust and confidence placed in me by the membership and the prestige, influence, and sensitivity of my position as a Director of the Wild Sheep Foundation, I subscribe to this Code of Ethics and agree to all of the following:

- i. To conduct myself with the highest of professional and ethical standards, understanding that my actions and words are likely to be interpreted to be those of the WSF.
- ii. To fully support the WSF Mission Statement and demonstrate, by my actions, the values contained therein.
- iii. To respect the confidentiality of the WSF and the Board of Directors meetings.
- iv. To publically support the decisions made by the Board of Directors.
- v. To refrain from using my influence as a Director to acquire any goods, services, favors, or other benefits of pecuniary value for myself or any other person or entity associated with me.
- vi. To make my Director position a priority and to regularly attend meetings, participate, volunteer, and donate to the WSF to the reasonable extent possible considering my personal and professional situation.
- vii. To sign and comply with the:
 - a. Directors Code of Conduct and,
 - b. Director Confidentiality and Non-Compete Agreement.
- viii. To agree to an annual criminal background and credit check.

B. How to File a Complaint Against A Director

Any member in good standing, including Directors, may file a written request to remove a Director. The written request should, in a clear and cogent fashion, describe the wrongful actions of the Director under Section 3 above and/or the Bylaws or Director Code of Ethics that were violated. The request must be signed and witnessed and include the following statements:

- i. "I have read and understand the WSF Ethics Policy" and,
- ii. "The statements made are truthful and factual to the best of my knowledge."

Requests for Director Removal will be sent to the WSF President, not the Recording Secretary.

C. How Complaints Against Directors Are Processed

Upon receipt of a complaint against a Director, the WSF President will ensure the complaint is properly filled out and signed, will record the complaint with date received, and will immediately notify the Chairman of the Board, if the Chairman is not the accused, or the Vice Chairman of the Board, if the Chairman is the accused. Complaints regarding conduct that was known by, or should have been known by, the complaining party more than 3 years prior to the time of the complaint will be dismissed. However, because Directors are held to the highest standards of ethics, the Chairman (or Vice Chairman, if applicable) may, at his or her sole discretion, consider taking disciplinary action if the complaint alleges the conviction of, or a plea of guilty or nolo contendere to, any felony or to a misdemeanor by a Director involving moral turpitude or fraud, even if the alleged conduct occurred more than 3 years prior to the time the complaint was made.

The Chairman or Vice Chairman (as applicable) will determine whether a special Board meeting is required and, if so, will schedule the meeting. The President will forward the complaint to all Directors at least 15 days prior to the meeting when the complaint is to be addressed.

Whether or not a complaint has been filed, the Chairman may place any Director on temporary suspension until the next in-person Board meeting if the following conditions are met:

1. The Chairman, at his or her discretion, determines that a Director has or likely will engage in conduct that is sufficiently serious to require immediate suspension; and,
2. The Chairman has consulted with the President regarding the Director, and the President agrees that temporary suspension is appropriate.

At the Board meeting, the Chairman or Vice Chairman in Executive Session will present the complaint as written. In the case of a temporary suspension, the Chairman or President will state the reasons for temporarily suspending the Director. The accused Director will be given an opportunity to respond. After any requisite discussion a vote

by secret ballot will be taken. The accused Director will not be part of the vote, nor will any Director who filed the complaint. Disciplinary action will require a 2/3 majority vote of the eligible Directors and will be immediate and final.

If a Director is permanently dismissed, an interim Director will be appointed per the procedure in the Bylaws. If the dismissed Director was an Officer, a replacement officer will be selected by the Board. Guidelines for publication of the removal/replacement will be established by the Board and carried out by the Chairman and President.

Regardless of the outcome, the President will prepare and send a letter to the party who filed the complaint informing him or her of the outcome. The President will also update the WSF records as appropriate.

D. Possible Disciplinary Actions

Disciplinary actions will be one of the following:

- i. Verbal reprimand. Unless otherwise agreed by the Board of Directors, a verbal reprimand will be carried out by the Chairman of the Board.
- ii. Written reprimand. Unless otherwise agreed by the Board of Directors, a written reprimand will to be signed by the Chairman of the Board. Written reprimands are held by the Foundation as long as the Director continues to hold his or her position, after which time the written reprimand will be destroyed, provided there have been no further complaints.
- iii. Removal of the Director from the Board.

11. Mailing of Notices

All mailings to the person filing a complaint and the accused party will either be by personal service or certified mail, return receipt requested, to their address of record on file with the Foundation. If after 30 days no receipt is returned, the Recording Secretary will make an attempt to determine if the individual has a new address. If another address is not discovered, the original correspondence and all further correspondence will be resent by First Class mail to the address of record. Lack of response will be interpreted to be intentional.

12. Extension Requests

All response periods set forth in this policy will be strictly enforced. Extensions to the deadlines in this policy may only be granted by the Ethics Committee or the Board of Directors. Requests for extensions will only be considered in extraordinary circumstances in advance of the applicable deadline, and will only be granted for good cause shown.

13. Ethics Committee Procedures

- A. Processing a Complaint. The Ethics Committee will determine that a complaint is valid and should be processed when an ethical violation has occurred if all the allegations are assumed to be true. Complaints that do not meet this standard will be dismissed.
- B. Investigation. In the processing of a complaint, the Ethics Committee members should use appropriate judgment to perform their own investigation, including calls to the accuser and accused to clarify any information. Records should be maintained of these activities and any verifiable evidence should be recorded.
- C. Appeal Hearing. The telephonic appeal hearing should be run according to a specific format that is communicated to all attendees prior to the hearing. Typically, the format is as follows:
 - i. The Chairman of the Board (or Vice Chairman if the Chairman is not present) presides over the Appeal Hearing.
 - ii. Chairman of Ethics Committee states the allegations of the complaint, the disciplinary action to be taken, the rationale for the disciplinary action, and any additional background information pertinent to the proceedings.
 - iii. Accused and/or his or her member representative have 5 minutes to respond with his/her rationale for appeal.
 - iv. Accuser and/or his or her member representative have 5 minutes to comment.
 - v. Hearing Board has 15 minutes to ask questions.
 - vi. Accuser has 2 minutes to make brief closing statements.
 - vii. Accused has 2 minutes to make brief closing statements.

14. Self- Disclosure

Any member may self-disclose a potential violation by contacting a WSF Director, the WSF President, or the WSF Chairman of the Ethics Committee. The preferred method of self-disclosure is written notification consistent with the guidelines presented in Section 4 above. However, verbal self-disclosures are accepted.

Once a self-disclosure has been received, the Chairman of the Board will be notified. The WSF Chairman in consultation with the President, and the Chairman of the Ethics Committee will determine if a formal violation should be generated. If it is decided no violation is warranted, the Chairman of the Board will document for the record the self-disclosure, the decision not to generate a formal complaint, and the rationale for the decision. If it is decided to file a formal complaint, a WSF Director will be assigned to file the complaint. Once a complaint is filed it follows the normal process as defined in this document. Regardless of the decision, the member self-disclosing will be notified by either the Chairman of the Board or President of the decision. This notification maybe written or verbal as deemed appropriate.