

NORTH PLAINS CHAMBER OF COMMERCE, INC.

CODE OF ETHICAL PRACTICES

INTRODUCTION

The North Plains Chamber of Commerce Code of Ethical Practices (the Code) sets forth guidelines to ensure that North Plains Chamber of Commerce (the Chamber) Directors and all related parties maintain the highest ethical standards in the conduct of Chamber affairs.

The Code is intended to serve as a basis for ethical decision making in the conduct of professional work. Secondarily, it may serve as a basis for judging the merit of a formal complaint pertaining to a violation of the professional ethical standards.

The Code is important because it aids in preserving and honoring the Chamber's reputation. It also presents expectations and helps ensure that everyone has the same basic understanding of ethical business practices. Finally, it sets the stage as to how the Chamber will operate as a business.

It is understood that some words and phrases in a code of ethics are subject to varying interpretations, and that any ethical principle may conflict with other ethical principles in specific situations. Questions related to ethical conflicts can best be answered by thoughtful consideration of fundamental principles, rather than reliance on detailed regulations.

The Code will be reviewed on an annual basis to keep it current with ethical standards of business practices.

CREDO AND CORE VALUES

The Chamber believes that its word is its bond. It will not mislead people, and it will, to the best of its knowledge and abilities, provide truthful information at all times.

The Chamber is an equal opportunity organization and strives toward diversity. Directors and Members are asked to follow the "golden rule," which means you should treat others as you wish to be treated. The Chamber utilizes an "open door" policy, and the inclusion of input from Directors and Members is both encouraged and welcomed. Teamwork and cooperation is valued, and creativity and initiative are encouraged.

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CODE PROVISIONS

I. General

A. Accounting Issues

The Chamber's accounting will conform to Generally Accepted Accounting Principles (GAAP). All transactions will be reported accurately and timely, and documented in the Chamber's books and records. All transactions will be recorded in a manner that will permit their audit and control. No false or deceptive entries will be made and all entries must contain appropriate descriptions of the underlying transactions. All funds must be retained in bank accounts, and no undisclosed or unrecorded funds or assets of the Chamber will be established for any purpose.

It is the responsibility of each Director and Member to preserve the Chamber's assets, including its property, supplies, consumables and equipment. No Director or Member shall improperly use Chamber resources or permit others to do so. The use of Chamber material, equipment or resources for non-Chamber purposes is permitted only with the written approval of the Board of Directors.

B. FCC and Communications Regulations

Communications that the Chamber sends out will follow all of the state and federal laws and regulations that apply to mail, e-mail and fax communications. Written material will not be libelous, plagiarized or slanderous.

C. Gifts, Favors and Payments

Gifts, favors and payments may be given to others at the Chamber's expense, or accepted by Chamber Directors, if they meet all of the following criteria:

1. They are consistent with acceptable business practice;
2. They are of limited value;
3. They are in a form that could not be construed as a bribe or payoff;
4. They are not in violation of applicable laws and general ethical standards; and
5. Public disclosure of the facts will not embarrass the Chamber.

This provision applies to Directors where any gift, favor or payment is being made in order to influence the Director's actions as a member of the Board or where acceptance of the gift, favor or payment could create the appearance of a conflict of interest.

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D. Political Activities

The North Plains Chamber of Commerce encourages Directors and Members to be active in citizenship affairs. The Chamber will not require Directors or Members to support a particular candidate or issue.

E. Rules of Conduct

1. Confidential Information:

It is the responsibility of all Chamber Directors to maintain sensitive information in the strictest confidence. Directors may have possession of, access to, or participate in collecting and/or disseminating information or material that is confidential. Such material may include, but is not limited to: membership and committee lists, hardware and software, business plans, strategies and procedures, product and services information, accounting information, salary or benefit information, and personnel information. The misuse, unauthorized access to, or mishandling of confidential information is strictly prohibited and will subject a Director to termination of his/her position.

2. Conflicts of Interest:

- a. It is the responsibility of each Director to advise the Chamber President of any actual or potential conflict of interest, as well as any affiliation with publicly- or privately-held enterprises, including for-profit and not-for-profit entities, which may create a potential conflict of interest, embarrassment to the Chamber or inconsistency with applicable law, Chamber policies or values.
- b. Directors should avoid any situation that involves or may involve a conflict between their personal interest and the interest of the Chamber. As in all other facets of their duties, Directors dealing with Members are to act in the best interest of the Chamber. Each Director should make prompt and full disclosure to the President of any potential situation that may involve a conflict of interest. Such conflicts include, but are not limited to:
 - 1) Ownership by the Director (or by a member of the Director's immediate family) of more than five percent interest in any outside enterprise, which does or seeks to do business with, or is a competitor of, the Chamber;
 - 2) Serving as a director, officer, partner, consultant, or in a managerial or technical capacity with an outside enterprise that does or is seeking to do business with the Chamber. Only the President of the Chamber can approve exception to this;

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- 3) Acting as a broker, finder, go-between or otherwise for the benefit of a third party in transactions involving or potentially involving the Chamber or its interests; and
- 4) Undertaking any other arrangements or circumstances, including family or other personal relationships, which might dissuade the Director from acting in the best interest of the Chamber.

c. The above is included in the Conflict of Interest Policy adopted by the Board of Directors which will be reviewed annually.

F. Third Party Representatives of the Chamber

All third party representatives of the Chamber are expected to adhere to the highest standards of ethical conduct.

The list of the Chamber's active members, past members and member prospects is a closely protected, proprietary record. The President must approve its utilization for any purpose. All vendors and agents of the Chamber with access to the list of members will use the contact information for the specifically described activity for which access was initially granted. This would include, but may not be limited to, new member acquisition, renewal contact and access for the purpose of marketing Chamber services and programs.

The Chamber specifically prohibits unauthorized distribution or misuse of the membership roster.

II. Board of Directors

A. Role of the Board of Directors

The Board is the governing authority of the Chamber. It is responsible for managing the affairs of the Chamber and shall have the power to conduct, control and manage the Chamber's affairs and property, including the approval of a yearly budget. The Board shall serve as the deliberative body of the Chamber in passing upon public questions or establishing policy on public matters. All actions of the Board, or committees thereof, shall be consistent with law, the Articles of Incorporation, the Bylaws and the Chamber's Code of Ethical Practices.

It is the general policy of the Board that all major decisions be considered by the Board as a whole.

B. Committees of the Board

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The Board may create, or terminate, Ad Hoc Committees from time to time to conduct the business of the Chamber. Standing Committees shall report to the Board and obtain the Board's approval on all major public policy issues.

C. Selection of Directors

Directors shall be selected and serve in accordance with the Chamber's Bylaws.

D. Duties of a Director

Directors must perform their duties summarized in the Chamber's Bylaws and the Director Responsibilities Policy, keeping in mind their primary fiduciary duty to the Members and the Chamber. In fulfilling their fiduciary duties, Directors have three primary obligations:

1. A Duty of Care – Directors shall perform their duties with the care that an ordinary prudent person in a like position would use under similar circumstances;
2. A Duty of Good Faith – Directors shall take the necessary actions to be informed and exercise appropriate judgment; and
3. A Duty of Loyalty – Directors shall perform their duties in good faith, in a manner the Director reasonably believes to be in, or not opposed to, the best interest of the Chamber.

In discharging their duties, a Director should be entitled to rely on the honesty and integrity of other Chamber Directors and the Chamber's outside advisers and auditors.

Directors are strongly encouraged to be familiar with and follow the guidelines set forth in the document titled Your Role as a North Plains Chamber Director.

III. New Member Recruitment, Member Retention and Member Benefit Programs

Converting prospects to Chamber Members requires ethical behavior in each of the following areas:

A. Representation of Chamber Capabilities

Those promoting the Chamber to membership prospects will, in all phases of the discussion, present an honest evaluation of the Chamber's services and will never overstate or exaggerate the level of services, either to individual members or the business community in the aggregate.

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Chamber representatives will avoid at all times making unfounded or exaggerated promises, claims or assertions related to Chamber activity. Representatives will also not mislead membership prospects.

B. Investment Determination

Initial investment (dues) amounts, increases and decreases are reviewed annually and are based on the value of Chamber Member benefits to the prospect or Member.

C. Presentation of Member Benefit Programs

When making claims or assertions relative to products and services promoted by the Chamber to its Members or prospects, representatives of the Chamber will adhere to the practice of honest, ethical representation of facts and true capabilities of the programs.

IV. Lobbying and Political Activities

As the North Plains area leading business advocate, the reputation of the Chamber as a credible, honorable and knowledgeable representative of the business community is critical. At the same time, with this reputation comes the responsibility to pursue the Chamber's mission to aggressively champion free enterprise, economic competitiveness and growth for the benefit of all North Plains area citizens.

A. Advocating on Behalf of Business

When engaged in lobbying activities, representatives of the Chamber will focus their arguments on the merits of policy proposals, and will refrain from publicly attacking the character or motivations of other individuals involved in the process.

Participation in lobbying and political activities is governed by a myriad of laws and regulations, and it is the responsibility of all Chamber Directors and Members in this area to know, comply with, and adhere strictly to both the letter and intent of all relevant laws and regulations.

Directors and Members of the Chamber will adhere to the Bylaws and Political Activity Policy adopted by the Board of Directors

It is incumbent upon Directors and Members of the Chamber to avoid even the appearance of impropriety. Promising anything of value to an elected official in exchange for a vote or in any unlawful way attempting to influence the vote of an elected official is never acceptable.

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B. Engaging in Political Activities

The activities of the Chamber frequently cross over from attempting to influence the policymaking process to attempting to influence the political process. In this area, as well, Directors and Members of the Chamber must comply with all relevant laws and regulations and seek to ensure that the organization's reputation is not utilized in any inappropriate way.

V. Reporting Mechanism For Code Violations

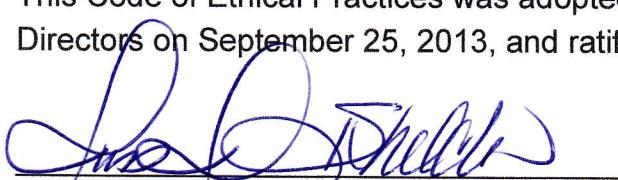
Chamber Directors have the responsibility to report to the Board any violation or potential violation of the Code of which they become aware. This includes violations or potential violations that Directors or Members themselves may have inadvertently or otherwise committed. Directors are strongly encouraged to work with other Chamber Directors on matters concerning the interpretation and application of the Code and in making reports.

It is recognized, however, that under certain circumstances direct contact with and reporting to the President may be unwarranted. Under such circumstances, a Director or Member should feel comfortable in contacting any member of the Board.

Each person who reports a violation or potential violation of the Code will, to the fullest extent practicable, remain anonymous. Under no circumstances will any person be subject to any disciplinary or retaliatory action as a result of filing a report of violation or a potential violation of applicable law of this Code. Concerns should be reported to the President or any Director.

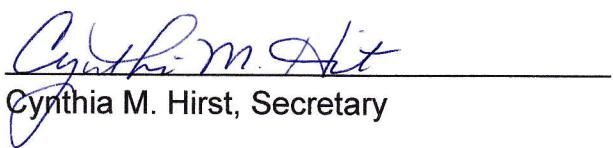
Any person may make an anonymous report by submitting the report in writing to the President or any Director.

This Code of Ethical Practices was adopted by the North Plains Chamber of Commerce Board of Directors on September 25, 2013, and ratified by the Chamber Membership on October 8, 2013.



Russ R. Sheldon, President

Attest:



Cynthia M. Hirst, Secretary