

Wyoming Wild Sheep Foundation Ethics Policy

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

- Members
- Exhibitors and Donors
- Directors

Ethical Obligations of Members

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

Grounds for a Complaint

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

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

involving moral turpitude or fraud.

How to File a Complaint

Any member in good standing may file a complaint with the Recording Secretary against any individual WY-WSF member, Exhibitor, or Donor. The complaint must be written and 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 "Grounds for Complaint" section above (or as contained in the WY-WSF Bylaws). The written (i.e., hard copy, not email) complaint must:

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

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.

The Ethics committee will be composed of three members, one being a current member of the board of directors and the remaining two both being life members in good standing.

If an Ethics Committee member is a friend or has a known relationship with either the complainant or the accused Member, they will recuse themselves and the President will temporarily replace that/those Ethics Committee Member(s) from the Board of Directors (BOD) at-large for the immediate case.

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, the Ethics Committee will process only complaints that have alleged adequate grounds for disciplinary action.

If the Ethics Committee decides to dismiss the complaint, the Recording Secretary will prepare a letter for the individual filing the complaint indicating that 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 send the letter to notify the individual who made the complaint of the ruling and update the appropriate WY-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 that it be processed.

- B. A copy of the complaint, as received by the Foundation.
- C. A copy of the WY-WSF Bylaws, Ethics Policy, and any other relevant WY-WSF policies.
- 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 WY-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 receipt date of the letter, and that a lack of response will be considered an admission by the accused member that the allegation(s) in the complaint is (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 Ethics 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 Ethics 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 respectfully.

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 President of the Board of Directors (or his/her replacement in the case of recusal) 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. The President of the Board of Directors will sign the letter and then the Recording Secretary will forward the letter to each party and will update the appropriate WY-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. The President of the Board of Directors 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 have 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. The President of the Board of Directors will sign the letter, and then the Recording Secretary will forward the letter to each party and will update the appropriate WY-WSF records. The President of the Board of Directors will assume the responsibility to follow through on any

disciplinary action(s) in a reasonable timely manner.

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 the written reprimands and suspension may be adjusted as is appropriate:

- A. Verbal reprimand: Unless otherwise determined by the Board of Directors a verbal reprimand will be carried out by the President of the Board of Directors.
- B. Written reprimand: Unless otherwise determined by the Board of Directors the President of the Board of Directors will sign a written reprimand. Records regarding written reprimands are held by the WY-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 WY-WSF.

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

Appeal Process

If disciplinary action is to be taken, the accused member may request in writing to the President of the Board of Directors 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 President of the Board of Directors will schedule a hearing before the review board within 30 days of 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. The hearing will be held via conference call or an in-person Ethics Committee meeting. The Hearing Board will consist of the following six persons: the Board President or Board Vice President, the Ethics Committee, and a WY-WSF life member in good standing. The Board 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. Should any of the above be the accused, they shall be replaced with a person chosen by either the Board President or Vice Board President, whichever is chairing the hearing.
- B. The President of the Board of Directors will preside over the hearing. If the President is not present, the Vice President of the Board of Directors 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 hearing may result in the complaint being dismissed, the appeal being dismissed, or other adverse action, at the Ethics Committee's sole discretion.
- C. The party filing the complaint and the accused party may have one, and only one WY-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, providing the lawyer has been a member of the WSF for at least a year.

- D. The Ethics Committee will have two weeks after the hearing to reach a decision, which will be final. The Ethics Committee has the full latitude of options available, including dismissal or disciplinary actions as specified above.
- E. Any resulting disciplinary actions taken will be documented and implemented as described above.

The determination of the Ethics Committee is final and there is no other recourse within the WY-WSF.

Exhibitors and Donors

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

Limited Scope of Complaints Against Donors and Exhibitors

The WY-WSF will only process complaints regarding vendors who exhibited at the Annual WY-WSF banquets or a WY-WSF related event. The WY-WSF will only process complaints regarding donors who made donations to the WY-WSF or one of its Chapter and Affiliates. Complaints against donors and exhibitors must relate to a product or service purchased at the WY-WSF event or through a WY-WSF auction. WY-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.

Possible Disciplinary Action Against Exhibitors and Donors

Disciplinary actions will be one of the following:

- A. Verbal reprimand: Unless otherwise determined by the Board of Directors a verbal reprimand will be carried out by the President of the Board of Directors.
- B. Written reprimand: Unless otherwise determined by the Board of Directors the President of the Board of Directors will sign a written reprimand. Records regarding written reprimands are held by the WY-WSF for 3 years, after which time the written reprimand will be destroyed providing there have been no further complaints.
- C. Suspension from exhibiting or donating for one to three years.
- D. Permanently barring a vendor from exhibiting or donating.

Board of Directors

Directors are subject to the grounds for complaints set forth 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 WY-WSF in both their actions and words, and Directors are entrusted by the membership with the stewardship of the WY-WSF. WY-WSF Directors have a duty of loyalty to WY-WSF's donors, members and the general public. Directors shall not use their position of trust and confidence to further their private interests. Directors must affirmatively protect and act in the best interests of the WY-WSF. Directors shall refrain from taking any action that may harm the WY-WSF, its donors or the general public. WY-WSF Directors also have a duty of care which requires Directors to sufficiently inform themselves of all material information prior to making decisions that will or may affect the WY-WSF, its donors or the general public.

Misconduct is defined as any action taken by a director, in his/her capacity as a director, that is not in the best interest of the WY-WSF, its donors or the general public. This includes avoiding conflicts of interest and diverting WY-WSF funds, opportunities or information from its donors or the general public, and also includes any breach of duty of loyalty, duty of care and any fiduciary duties that are owed by the Director to the WY-WSF.

As part of its commitment to ethical and legal conduct, WY-WSF expects its directors to bring any information regarding suspected improper conduct, whether under this Code, to the attention of the Board. To the extent possible, the identity of the Director making the report will be kept confidential. Directors will be expected to cooperate in the investigation of any alleged violation of the Code. If the result of the WY-WSF's investigation indicates that corrective action is required, the Board will decide what steps should be taken to rectify the problem and prevent its recurrence.

Disciplinary actions may be taken for:

- Authorization of or participation in actions that violate the Code.
- Failure to report a violation of the Code or to cooperate in an investigation.
- Retaliation against an individual for reporting a violation or possible violation of the Code.
- 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 President of the Board of Directors will prepare a formal complaint and forward it to the Ethics Committee. The complaint will be processed like any other complaint against a director.

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, clearly and concisely, describe the wrongful actions of the Director as described above and/or 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 WY-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 President of the Board of Directors, not the Recording Secretary.

How Complaints Against BOD Members Are Processed

Upon receipt of a complaint against a BOD member, the WY-WSF Board President will ensure the complaint is properly filled out and signed, will record the complaint with date received, and will immediately notify the Ethics Committee, if the Board President is not the accused, or the Vice President of the Board, if the Board President 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.

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

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

1. The Board President, at his or her discretion, determines a BOD member has or likely will engage in conduct that is sufficiently serious to require immediate suspension, and,
2. The Board President has consulted with the Ethics Committee regarding the claim, and the President agrees temporary suspension is appropriate.

At the Board meeting, the Board President or Board Vice President in Executive Session will present the complaint as written. In the case of a temporary suspension, the Board President will state the reasons for suspending the BOD member. The accused BOD member will be given an opportunity to respond. After any requisite discussion a vote by secret ballot will be taken. The accused BOD member will not be part of the vote, nor will any BOD member who filed the complaint. Disciplinary action will require a 2/3-majority vote of the eligible Ethics Committee and will be immediate and final.

If a BOD member is permanently dismissed, an interim BOD member will be appointed per the procedure in the Bylaws. If the dismissed BOD

member was an Officer; the Board will select a replacement officer. Guidelines for publication of the removal/replacement will be established by the Board and carried out by the Board President.

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

C. Possible Disciplinary Actions:

Disciplinary actions will be one of the following:

- i. Verbal reprimand: Unless otherwise agreed by the Board of BOD members the Board President will carry out a verbal reprimand.
- ii. Written reprimand: Unless otherwise agreed by the Board of Directors the Board President will sign a written reprimand. Written reprimands are held by the Foundation as long as

the BOD member 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 BOD member from the Board.

2. 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 try to determine if the individual has a new address. If another address is not discovered, the original correspondence and all further correspondence

will be sent by First Class mail to the address of record. Lack of response will be interpreted to be intentional.

3. Extension Requests:

All response periods set forth in this policy will be strictly enforced. The Ethics Committee or BOD may only grant extensions to the deadlines in this policy. 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.

4. Ethics Committee members 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 not meeting this standard will be dismissed.

- Investigation: In the processing of a complaint, the Ethics Committee 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.
- Appeal Hearing: The telephonic or virtual appeal hearing should be run according to a specific format that is communicated to all attendees prior to the hearing.
- The Hearing Board will consist of the following five persons: the Board President or Board Vice President, the Ethics Committee, and a WY-WSF life member in good standing. The Board 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. Should any of the above be the accused, they shall be replaced with a person chosen by either the

Board President or Vice Board President, whichever is chairing the hearing.

- Typically, the format is as follows:

- i. The Board President (or Board Vice President if the Board President is not present) presides over the Appeal Hearing.
- ii. Board President (or Board Vice President (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 15 minutes to respond with his/her rationale for appeal.
- iv. Accuser and/or his or her member representative have 15 minutes to comment.
- v. The Ethics Committee has 20 minutes to ask questions.
- vi. Accuser has 2 minutes to make brief closing statements. vii. Accused has 2 minutes to make brief closing statements.

5. Self- Disclosure:

Any member may self-disclose a potential violation by contacting a WY WSF Board President, or any WY-WSF Ethics Committee. The preferred method of self- disclosure is written notification consistent with the guidelines presented in Section 4 above. Verbal self-disclosures are not accepted.

Once a self-disclosure has been received, the Board President will be notified. The Board President, in consultation with the Ethics Committee will determine if a formal complaint should be generated. If it is decided no complaint is warranted, the Board President 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, the Board President 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 Board President will notify the member self-disclosing. This notification shall be written.