



CODE OF ETHICS

1.0 INTRODUCTION AND OVERVIEW

1.1 The reputation of the Northeast Ohio Blues Association (NEOBA) as a fair, reputable, and honest non-profit organization can only be maintained if all of its officers and board members adhere to high moral and ethical standards in conducting operations. Establishing and maintaining the trust and confidence of members, business associates, vendors, and venues is of paramount importance to the organization. In order to do so, the organization has adopted this Code of Ethics ("Code").

The purpose of this Code is to document and govern the basic standards and principles that NEOBA has adopted so as to promote honest and ethical conduct by and among its officers and board members, and to reasonably deter wrongdoing and inappropriate acts.

2.0 BUSINESS CONDUCT

2.1 The organization's officers and board members shall conduct themselves in a fair, ethical, legal and honest manner. In conducting the organization's business, trust and integrity must be a cornerstone in all of the dealings and relationships these individuals establish with its members, vendors, the community, the media, and general public, as well as each other.

2.2 The organization's officers and board members shall not engage in conduct or activity that could raise questions as to NEOBA's honesty or reputation or otherwise cause embarrassment to NEOBA or its members. There should be careful observance of laws and regulations, as well as high regard for appropriate standards of conduct and personal integrity.

2.3 While it is impracticable to describe every improper act or practice, NEOBA deems the following standards of conduct to be particularly important.

A. Use of NEOBA Assets

NEOBA's officers and board members are responsible for the proper use of the organization's assets. Supplies and other property may not be used for personal use or activities not related to organizational events without permission in advance.

B. Competition and Fair Dealing

NEOBA will compete fairly and honestly, and will seek to grow as an organization through superior performance, not by way of unethical practices. Each officer and board member will respect the rights of others and deal fairly with NEOBA's membership community, business community, suppliers, and others. No officer or board member shall take unfair advantage of anyone through manipulation, concealment, abuse of privilege, misrepresentation, or other unfair practices.

C. Confidentiality

Any information deemed to be confidential to the organization shall be held in strictest confidence by all officers and board members.

D. Payments to or from Vendors, the Public, Organizations

No effort may be made, directly or indirectly, to improperly influence any supplier, venue, organization, or the public of the organization. All officers and board members may not accept or provide a gift or favor, unless: 1) it is reasonable and not excessive in relation to normal practice; 2) the item is consistent within normal organizational practice; and 3) it is permissible to the officers and board members.

3.0 CONFLICT OF INTEREST

3.1 The organization's officers and board members have an obligation to be loyal to the best interests of NEOBA, and therefore, should avoid any actions or affiliations that may involve, or appear to involve, a conflict of interest with the organization. Officers and board members should not have any financial or other business relationships with suppliers, vendors, or competitors that could reasonably be expected to impair, or even appear to impair their independence, or cloud any judgment they may need to make on behalf of the organization. Officers and board members should not engage in activities that compete with the organization. If an officer or board member is aware of a possible conflict of interest concerning himself or herself or another officer or board member, or is concerned that one might develop, he or she should discuss it with the President or Vice-President. These officers have the ultimate responsibility for the review and resolution of conflicts of interest and approval of related party transactions involving officers and board members.

3.2 The organization's officers and board members shall not engage in conduct or activity that could raise questions as to NEOBA's honesty or reputation or otherwise cause embarrassment to NEOBA or its members. There should be careful observance of laws and regulations, as well as high regard for appropriate standards

A. Actions Counter to the Organization's Best Interests

An officer or board member may not divert an opportunity that could reasonably be expected to be of interest or benefit to the organization, for his or her own benefit. If an officer or board

member becomes aware of such an opportunity, he or she should disclose the matter and relevant facts to the President. If appropriate, the information should be disclosed to officers and board members at the next regularly scheduled meeting for discussion.

4.0 COMPLIANCE WITH LAWS AND REGULATIONS

All officers and board members shall comply in all material respects to applicable laws, rules, and regulations under federal, state and local jurisdiction that affect the non-profit.

5.0 DISCLOSURE AND COMMUNICATIONS

5.1 Public Reporting

- A. NEOBA and its officers and board members shall provide full, fair, accurate, timely, and understandable disclosure in all reporting documents filed to public, private, state and federal agencies, and in other public communications made by the organization.

5.2 Accounting Procedures and Documentation

- A. All transactions shall be promptly recorded in a timely manner in the organization's books and records. No officer or board member shall intentionally or knowingly omit or mischaracterize any transaction in order to disguise or hide its true nature. Further, an officer or board member shall not intentionally falsify or incorrectly record or report any transaction or entry in the organization's books and records that will knowingly result in financial statements and/or financial statement balances that are not materially accurate or otherwise not in conformance with generally accepted accounting practices. Officers and board members must comply with a system of internal controls the organization has established that have been designed to safeguard assets and ensure conformity to acceptable accounting practices.

5.3 Communications with Outside Agencies

- A. In the event an officer or board member receives an inquiry from an outside agency on matters outside his or her expertise, such inquiries shall be communicated to the President. All inquiries received from the press shall be directed to the President.

6.0 IMPLEMENTATION AND ENFORCEMENT

6.1 Enforcement

- A. With respect to any non-accounting issues, complaints, questions, concerns or suspicions regarding any behavior of which an officer or board member becomes aware of that he or she reasonably believes may constitute a violation of this Code should be promptly reported to the President, who will hold such reports in confidence. Depending on the

nature of the issue and the related facts and circumstances, the President may direct the matter or otherwise involve the other officers and board members. If the President becomes aware of any conduct that he or she reasonably believes may constitute a violation of this Code, the President shall promptly report such conduct to the other officers and board members. The President shall also follow the guidelines provided by the Code.

- B. In the event that an officer, board member, or any third party, has a question, becomes aware of an issue, or has a personal complaint, question, or suspicion – such person shall report their concern to the President.
- C. The Treasurer shall regularly report to officers and board members, all fiduciary matters or issues arising under this Code that are brought to his or her attention. The President or Vice-President shall report to the officers and board at least once a year, or more often if the circumstances dictate, a summary of any matters arising from this Code.
- D. Suspected violations will be investigated under the supervision of the President and/or Vice-President, as they deem appropriate upon consultation with the board if necessary. Each officer and board member is expected to cooperate with in the investigation of reported or alleged violations.
- E. When practical and appropriate under the circumstances, and in order to protect the privacy of the person(s) involved, those individuals investigating a suspected violation will attempt to keep confidential the identity of the individual or individuals who report a suspected violation or who participate in an investigation. There may be situations, however, when this information, or the identity of the individuals involved, must be disclosed as part of the investigation process.
- F. A violation of this Code may result in removal from office.

7.0 WAIVERS AND AMENDMENTS

7.1 Any request for a waiver of any provision of this Code shall be communicated immediately to the President or Vice-President. In the case where the waiver applies to the President or the request shall be directed to the board. Any waiver of this Code with respect to a board member or officers may be made only by a majority of the Board, and shall be promptly disclosed (along with the reason[s] for the waiver) as required by law and any applicable regulations.

7.2 This Code may be modified, amended, or supplemented from time to time. Any amendment of this Code shall be approved by a majority of the Board and shall be promptly disclosed as required by law and any applicable regulations.

8.0 GENERAL

8.1 This Code is a corporate statement of policy, the contents of which may be modified, substituted or altered at any time by the organization.

8.2 Written certification of compliance with this Code is required by all officers and board members on an annual basis.

9.0 ACKNOWLEDGEMENT OF RECEIPT AND COMPLIANCE WITH THE CODE

The undersigned certify that they have reviewed this Code of Ethics, and agree to comply with the policy outlined herein:

Signed this 9th day of March, 2014:

Signed by all listed below. Signed copy on file with the NEOBA Secretary.

Andrew Pressler, President

Meg Mundy, Vice President

Sandy Bandy, Treasurer

Diane Boswell, Secretary

Charles Pressler, Board Member

Kathy Lovejoy, Board Member

Jim Reitz, Board Member

Mona Henderson, Board Member