



Title: CODE OF ETHICS AND BUSINESS CONDUCT

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Preamble

This Code of Ethics and Business Conduct (the “Code”) applies to Prospanica, The Association of Hispanic Professionals, Prospanica Foundation and its Chapters (collectively, “Prospanica”).

Ethics are important to Prospanica and its members, directors, officers, employees and colleges, universities, individuals and corporations (customers) doing business with Prospanica. Prospanica is committed to the highest ethical standards and to conducting its business with the highest level of integrity. To do so, Prospanica expects the highest possible ethical conduct from its directors, principal executive officer, senior management, senior financial officers and all employees and members of Prospanica.

Prospanica expects its employees and officers (collectively, “employees”), members of local Chapter Boards and the National Board of Directors (collectively, “directors”) and all members to use sound judgment to help maintain appropriate compliance procedures and to carry out Prospanica’s business with honesty and in compliance with laws and high ethical standards. Each employee, director and member should read this Code and demonstrate a personal commitment to the standards set forth in this Code. Employees, directors and members who do not comply with the standards set forth in this Code may be subject to discipline based upon the nature of the violation. For employees this discipline could, in appropriate circumstances, mean the termination of your employment with Prospanica. For directors and members, disciplinary action could result in removal from elected office and/or national committees, and/or revocation of membership, in accordance with relevant Prospanica policy guidelines. Employees, directors and members who fail to comply with this Ethics and Business Code of Conduct could also be subject to any other sanctions available under law.

This Code is not a contract and is not intended as a detailed guide for all situations one may face. Any questions about this Code or the appropriate course of conduct in a particular situation should be directed to the Whistle Blower service provider. Any evidence of improper conduct, violations of laws, rules, regulations or this Code should be reported immediately. Prospanica will not allow retaliation against an employee or director for such a report made in good faith.



Employees are also expected to comply with Prospanica's employment policies and procedures and after hour workplace rules Prospanica may from time to time communicate, all of which supplement this Code.

Ethical Conduct Required

Each employee, director and member is accountable to Prospanica for his or her actions as well as his or her strict compliance with this Code. Therefore, full compliance with this Code is mandatory. Each employee, director and member is expected (i) to perform his or her duties for Prospanica in a manner reflecting the highest standards of integrity and honesty, and (ii) to foster an environment of integrity and honesty. Prospanica believes that doing so will encourage all within Prospanica to appropriately and ethically address any issue presented to them, including actual or apparent conflicts of interest in personal and professional relationships involving Prospanica and its business.

SPECIFIC RESPONSIBILITIES

I. Gifts to Directors, Officers and Employees

The acceptance by any director or employee of money, services, or any other thing of value offered by a representative of a supplier or other person or entity which does business with Prospanica (or any person or entity which potentially could do business with Prospanica) is prohibited. The offer of any such benefit must be reported immediately to the Chairperson of the Executive Committee of the Board or to the Chief Executive Officer. Notwithstanding the foregoing, it is understood that an employee of Prospanica may receive unsolicited gifts of modest value from persons doing business with Prospanica, including infrequent holiday gifts as well as t-shirts, hats, mugs, pens, pencils and similar items of a promotional nature. It is also expressly understood that this policy does not preclude business meals or nominal entertainment on an infrequent basis. The only allowable exception to this rule involving gifts of significant value is limited to the conventions and meetings industry standard practice of having the travel and lodging expenses of the Prospanica Conference Site Evaluation/Selection Team paid for by cities that have bid on, and are seeking to host, a future Prospanica conference. Costs for travel, lodging, meals and related expenses should be paid for directly by the host cities. In no event shall any director, employee or member who is a part of the Conference Site Evaluation/Selection Team ever accept any type of payment either direct, indirect or from a third party from the host cities and/or their designated representatives.

II. Confidentiality of Information

Directors and employees of Prospanica owe a duty of loyalty of Prospanica. This duty of loyalty requires each director and employee of Prospanica to respect the confidentiality of information gained in the course of board activities or employment. No director or employee may use information received in the course of serving Prospanica if the personal use of such information would be detrimental in any way to Prospanica.



A. Definition

Employees and directors should maintain the confidentiality of information entrusted to them by Prospanica or its customers and suppliers that is not known to the general public, except when disclosure is authorized or legally mandated. “Confidential Information” includes all non-public information that might be of use to competitors, or harmful to Prospanica or its customers if disclosed, and all information that is protected by applicable privacy laws. Any questions about whether information is confidential should be directed to Prospanica’s Secretary and/or the Whistle Blower service provider.

B. Principle of Confidentiality

Treat interchange as confidential to the individual and sponsoring companies involved. Information must not be communicated outside the organization without prior consent. The responsibility for maintaining Prospanica’s reputation for integrity and compliance rests in large measure on each director and employee who guides its operations and others in particularly sensitive positions. The obligation to protect confidential information does not cease when an employee or director leaves Prospanica.

Prospanica is committed to preserving members, officers, sponsors and employee trust. All information, whether it is business, members, officers, sponsors or employee-related, must be treated in a confidential manner, and disclosing it is limited to those people who have an appropriate business or legal reason to have access to the information. You need to take special precautions when transmitting information via email, fax, the Internet or other media. Remember to treat all such communications as if they were public documents and printed on letterhead.

C. Principal of Exchange

Contact lists or other contact information provided by Prospanica in any form shall not be used for purposes other than Prospanica related business.

Avoid communicating a contact’s name in an open forum without the contact’s prior permission.

Prospanica’s greatest strength lies in the talent and ability of its directors, officers, employees and members. Since working in partnership is vital to Prospanica’s continued success, mutual respect must be the basis for all work relationships. Engaging in behavior that ridicules, belittles, intimidates, threatens or demeans, or that affects productivity can negatively impact Prospanica’s reputation and may violate the law. You are expected to treat others with the same respect and dignity that any reasonable person may wish to receive,



creating an environment that is inclusive, supportive and free of harassment and unlawful discrimination.

III. Compliance with Laws, Rules and Regulations

All employees, directors and members must respect and obey all laws applicable to Prospanica's business, including federal, state and local laws in the area in which Prospanica operates and applicable rules and regulations governing the activities and business of 501(c)(3) and 501(c)(6) non-profit organizations. Any questions as to the applicability of any law should be directed to the Whistle Blower service provider.

IV. Conflicts of Interest

A. Definition and General Guidelines

Prospanica's directors, employees and members are expected to conduct their private business and personal activities in a manner that avoids conflicts of interest either with Prospanica or its customers. The appearance of a conflict of interest may be just as damaging as an actual conflict of interest and, therefore, must be equally avoided. A conflict of interest occurs when the private interest of an employee, director or member or any member of such individual's immediate family interferes, or appears to interfere, with the interests of Prospanica. Conflicts of interest can occur when an employee, director or member takes action or has interests that could reasonably be expected to make it difficult to make objective decisions on behalf of Prospanica or to perform his or her duties objectively and effectively.

Employees, directors and members should take great care to conduct themselves and all of their activities in such a manner so that their personal investments or other personal activities will not hinder the interest or reputation of Prospanica or affect their ability to honestly and ethically discharge their duties to Prospanica. In those cases where conflicts of interest do exist, or may appear to exist, the employee, director or member should disclose the situation in accordance with paragraph IV (B) below, disqualify him or herself and permit other individuals to handle the matter.

Except as pre-approved by Prospanica's Board of Directors, transactions that involve a conflict of interest are prohibited as a matter of corporate policy. Any employee, director or member who becomes aware of a conflict or potential conflict must disclose such in accordance with paragraph IV (B) below. Any questions about whether a conflict exists should be brought to the attention of the Whistle Blower service provider.

B. Disclosure Requirements

Any possible conflict of interest of any director (or member of the director's immediate family) shall be fully disclosed to the other directors and made a matter of record through an annual procedure. When any such possible conflict of interest becomes relevant to



any matter requiring board of directors or committee action, it shall be called to the attention of the board or committee and the director shall not vote on the matter in which he or she (or a member of his/her immediate family) has a possible conflict of interest, shall not use personal influence in connection therein, and shall not be counted in determining the quorum for the meeting. However, any director who is excluded from voting because of such possible conflict of interest may briefly state the director's position in the matter and answer any pertinent questions of other directors or committee members when the director's knowledge of the matter will assist the board or committee. The minutes of the meeting shall reflect that a disclosure was made, that the interested director abstained from voting, and that the director was not counted in determining the quorum for the meeting. The provisions of this policy shall also apply to any person, other than a director, who is at any time serving as a member of any committee.

Every employee has a duty of fiduciary responsibility to make full disclosure to the board of directors of any possible conflict of interest (or that of a member of his/her immediate family) with respect to any manner with respect to which such employee provides recommendations or advice to the board of directors.

C. Direct & Indirect Financial Interests

A particularly important type of possible conflict of interest arises when a director, employee or member holds a direct or indirect financial interest in or will receive a benefit from a business firm or other third party furnishing services, materials, or supplies to Prospanica. A direct financial interest is the receipt or remuneration of any sort. An indirect financial interest exists if a party transacting business with Prospanica is an entity:

- (a) in which the Prospanica director, employee or member (or a member of his/her immediate family) has a material financial interest;
- (b) with which the Prospanica director, employee or member (or a member of his/her immediate family) has a substantial business relationship; or
- (c) of which the Prospanica director, employee or member (or a member of his/her immediate family) is an officer, director, or general partner.

The potential for a direct, indirect or third party financial conflict of interest as described herein does not preclude a director, employee or member, or a member of his/her immediate family, from furnishing services, materials or supplies to Prospanica, either directly or through another individual or business entity, so long as the relationship is fully disclosed during the bid process. Furthermore, directors or employees that have any direct or indirect influence or control over the procurement of services, materials or supplies by Prospanica must disclose any personal direct, indirect or third party financial interests relevant to said procurement and exclude themselves from the corresponding bid, evaluation and contract award processes. Individuals that have direct or



indirect influence or control over the procurement of services, materials or supplies by Prospanica must also ensure that all Prospanica procurement and contracting processes are equitable and transparent, and that potential direct, indirect or third party financial conflicts of interests involving members who are not directors or employees are fully disclosed throughout the corresponding bid, evaluation and contract award processes.

It is understood that a director, employee or member may still be a direct or indirect party to a transaction which might create or provide the appearance of a conflict of interest, as above defined, even if all the above disclosure and other requirements are met and if the transaction is a fair one.

V. Use of Prospanica Services, Property, or Facilities for Personal Purposes

No director, employee or member shall make use of Prospanica's services, property or facilities for any purpose that is not related to the primary purposes of Prospanica. It is also the responsibility of all directors and employees for ensuring that Prospanica's services, properties or facilities are not made available to any members for any purpose that is not related to the primary purposes of Prospanica. Employees, directors and members are prohibited from (a) taking for themselves personally any opportunities that arise through the use of corporate property, information or position, (b) using corporate property, information or position for personal gain, and (c) directly or indirectly competing with Prospanica. Employees, directors and members owe a duty to Prospanica to advance Prospanica's legitimate interests when the opportunity to do so arises.

VI. Fair Dealing

Each employee, director and member shall endeavor to deal fairly with all directors, employees, members, competitors, suppliers and customers. No employee, director or member shall take unfair advantage of any other person through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

VII. Protection and Proper Use of Prospanica's Assets

All employees, directors and members have a duty to protect Prospanica's assets and ensure the assets' efficient use. Theft, carelessness and waste have a direct impact on Prospanica's profitability and Prospanica's ability to serve its members and customers. Prospanica's assets should be used only for legitimate non-profit purposes and employees, directors and members should take measure to protect against their theft, damage or misuse. These assets include (a) intellectual property such as trademarks, business and marketing plans, salary information and any unpublished financial data and reports, (b) capital items such as computers and office equipment (c) soft assets such as mailing lists, membership data and sponsor information, and (d) website content and website usage. Any unauthorized use or distribution of this information is a violation of this Code.

VIII. Accuracy of Records and Reporting



All of Prospanica's books, records, accounts and financial statements must be maintained in detail, must appropriately reflect the matters to which they relate and must conform both to applicable legal requirements and to Prospanica's system of internal controls. The making of false or misleading records or documentation is strictly prohibited. Prospanica complies with all laws and regulations regarding preservation of records. Records should be retained or destroyed only in accordance with Prospanica's document retention policies. Any questions should be directed to the Whistle Blower service provider.

IX. Disclosure Controls and Policies

It is the policy of Prospanica to promote the full, fair, accurate, and timely and understandable disclosure in reports and documents that Prospanica files, furnishes or communicates to the public. All Prospanica accounting records, as well as reports produced from those records, must be in accordance with applicable laws and regulations, must fairly and accurately reflect the transactions or occurrences to which they relate and must accurately reflect, in reasonable detail, Prospanica's assets, liabilities, revenues and expenses. Under no circumstances should Prospanica's records contain any false or intentionally misleading entries. All employees are expected, within the scope of their employment duties, to support the effectiveness of Prospanica's disclosure controls and procedures.

X. Political Activities

No director, employee or member of Prospanica in the name of Prospanica or under the color of the official capacity or the authority of Prospanica shall (a) participate or become actively involved in any political campaign or in any other types of political activities, (b) provide financial support for, or make contributions to or for the benefit of, any political candidate, political party, or political action committee or (c) provide financial support for or make contributions in support of any other political objective. Notwithstanding the foregoing, Prospanica recognizes that each of its directors, employees and members has the right as a citizen to become involved in his or her individual capacity in the political process in each of their respective states and on a national and local basis. Any such participation or involvement by any such person in a political campaign or other types of political activities or any contributions to or any other financial support of a political candidate or any other types of political contributions or support shall only be carried on or provided in such individual's individual capacity.

Dealing with public officials by employees, directors or members must avoid any activity that is or appears illegal, unethical or in violation of the prohibitions of political activity mandated by 501(c)(3) and 501(c)(6) laws. The giving of gifts, including meals, entertainment, transportation and lodging to government officials in the various branches of U.S. government, as well as state and local governments, is restricted by law. Employees, directors and members must obtain pre-approval from both the Prospanica Board of Directors and the Whistle Blower service provider before providing anything of value to a government official or employee.

In addition, the U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or



retain status or business. Illegal payments to government officials of any country are strictly prohibited.

XI. Anti-Harassment (Policy 3.1)

Prospanica is committed to providing an environment that is free of harassments. This policy covers complaints of harassment that involve employees and directors of Prospanica. Prospanica's intent is to ensure there is a climate of understanding, cooperation and mutual respect. To be successful in this objective, it is incumbent upon all employees and directors not to condone or tolerate behavior that constitutes harassments.

All employees and directors of Prospanica agree to comply with Prospanica Policy No. 3.1, Anti-Harassment. Failure to comply with Policy No. 3.1 or to report actual or potential violations of said policy could result in disciplinary action including, but not limited to, termination of employment in the case of an employee and removal from office and/or revocation of membership in the case of a director or member.

XII. Alcohol Non-Reimbursement Policy (Policy 3.2)

In accordance to Prospanica's 501(c)(3) and 501(c)(6) tax status, it prohibits the use of Prospanica funds to purchase alcoholic beverages. General monies raised from National and or Chapter events are to support the mission of the organization.

The purchase and or reimbursement of alcohol are prohibited by Prospanica, except as authorized herein.

Prohibited:

Alcohol beverages purchased will not be reimbursed for Prospanica Officers, or Employees. Such purchases shall be segregated from meal expenses and paid by the individual ordering them.

There are no exceptions to this policy.

COMPLIANCE

Each director, employee and member shall have access and ability to reviewed and/or print a copy of the Code. Each director and employee shall be required to complete the disclosure statements and shall also certify on an annual basis that he or she has read the Code and agrees to comply with all standards of the Code. Each member shall certify his or her acceptance of, and compliance with, the Code either upon joining Prospanica for the first time, via the membership application process, or during the annual membership renewal period. Prospanica understands that no code or policy can address every scenario or answer every question. To ensure that all officers, employees and directors can obtain answers to their questions and inquires, Prospanica has implemented the following policies and procedures.



Whistle Blower Policy (Policy 3.3)

Prospanica implemented a formal mechanism through an independent third party service provider to file reports against potential fraud, ethical issues and other concerns. Reports may be submitted 24-hours a day via the phone number or online service provided on the Prospanica website. The system allows reporting issues or concerns regarding Prospanica in an anonymous and confidential manner to the extent possible under the circumstances. An internal investigation will begin promptly after a report is submitted.

As we aspire to make Prospanica a center of excellence, we consider this initiative a critical component in providing a safe, secure, and ethical organization for our members, employees and sponsors.

XIII. Acceptable Use of Technology Policy (Policy 3.4)

All directors, employees and members of Prospanica agree to comply with Prospanica Policy No. 3.4, Acceptable Use of Technology Policy. Directors, employees and members are responsible for using online and networking resources in an ethical and legal manner.

Accountability

Directors, employees or members who violate this Code may be subject to disciplinary action. For employees, this disciplinary action may include termination of your employment with Prospanica. For directors and members, such action may include removal from elected office and/or national committees, and/or revocation of membership in accordance with relevant Prospanica policy guidelines. Knowledge of a violation and failure to promptly report or correct the violation may also subject an employee, director or member to disciplinary action.

Under circumstances deemed appropriate by Prospanica, Prospanica may elect to publicly disclose violations of this Code by employees, directors or members. In addition, some violations of this Code are illegal and may subject the employee, director or member to civil or criminal liability.

Amendments and Waivers

Any amendment to this Code will only be effective following adoption of the amendment by the Board of Directors of Prospanica.

Any waiver of any provision of this Code made for the benefit of Prospanica's directors, principal executive officer, principal financial officer, principal accounting officer or controller, or persons, including any members, performing similar functions for Prospanica, may only be made by Prospanica's Board of Directors, after consultation with Prospanica's Corporate Counsel. Any waiver of any provision of this Code made for the benefit of Prospanica's principal executive officer, principal financial officer, principal



accounting officer or controller, or persons, including any members, performing similar functions for Prospanica must be disclosed in accordance with applicable 501(c)(3) & 501(c)(6) requirements.

Prospanica's Chief Executive Officer does not have the authority to waive any provisions of this Code with respect to the conduct of any person. All waivers requested of any provisions of this Code shall be promptly reported to Prospanica's Audit Committee and Prospanica's Board of Directors. Only Prospanica's Board, by a majority vote of the entire Board, may waive any provisions of this Code.

This Code of Ethics and any amendment to or waiver from a provision of this Code that applies to Prospanica's principal executive officer, principal financial officer, principal accounting officer, controller, or persons performing similar functions, or member shall be disclosed by posting such information on Prospanica's internet website at <http://www.prospanica.org>.

CONCLUSION

All Prospanica employees, directors and members have a duty to report any violations or suspected violations of this Code. Unless otherwise specified in this Code or other relevant Prospanica policy, violations should be reported to the Whistle Blower service provider on the Prospanica website. When reporting a possible violation, you will be protected from any employment discrimination, retaliation, or retribution, provided that the report is made in good faith.

No Code can cover every possible question regarding ethical behavior. In cases where you are unsure, you should direct any questions to your supervisor, managers, or in the case of the chapters, the Chapter President or Chapter Relations department. You can also be assured of the confidential manner of your questions placed to the Whistle Blower service provider. Prospanica's reputation for integrity is one of the cornerstones of the public's faith and trust in Prospanica and in that respect, is part of what provides Prospanica an opportunity to serve the public. Prospanica's directors, employees and members distinguish Prospanica as an exemplary entity. A single individual's misconduct can do much to damage a hard earned reputation.

Any director, employee or member who ignores or violates any of Prospanica's ethical standards, or any manager who penalizes a subordinate for trying to follow these ethical standards, will be subject to disciplinary action. However, it is not the threat of discipline that should govern an individual's actions. Prospanica expects you to share its belief that a dedicated commitment to ethical behavior is the right thing to do, is good business and is the surest way for Prospanica to remain highly regarded in the non-profit industry.



ATTACHMENT A

Code of Ethics and Business Conduct Compliance Acknowledgment & Agreement Form

I, [], holding the position or office of []

Hereby state that I have read the Code of Ethics and Business Conduct (the “Code”) of Prospanica and related policies. I agree to comply with all provisions of the Code and related policies during the period of my employment or tenure.

If I become aware of an actual or potential violation of the Code, I will notify and disclose the circumstances in accordance with the provisions of the Code.

I understand that if I have any questions regarding the applicability of the Code that I may contact the Whistle Blower service provider as outlined in the Code.

_____ Signature

_____ Date



ATTACHMENT B

Conflict of Interest Disclosure Statement

To assist in the proper determination and evaluation of the existence of an actual or potential conflict of interest, please answer in detail each of the items which follow, keeping in mind that full disclosure of any questionable situation is required in order to permit an impartial and objective determination.

1. Please indicate your National or Chapter position (title) or position of employment with Prospanica

2. Please list the names of all corporations, companies, firms or other business enterprises with which you are affiliated (or which any member of your immediate family is affiliated), as an employee, officer, director, trustee, or in which you (or any member of your immediate family) have an ownership interest as a 5% or more owner. If none, please indicate by writing "none" below). Name of Business or Organization Position or Relationship

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3. Please indicate whether, to the best of your knowledge, any of the corporations, companies, firms or other business enterprises described in your answer to question 2 above competes, directly or indirectly, with Prospanica or has any existing or contemplated business relationship with Prospanica. (Example of a business relationship would be the furnishing of goods or services or the purchase or sale of property). (If none, please indicate by writing "none" below). If such situation exists, describe below.

4. Please indicate whether in the past 12 months you have been offered any gifts, gratuities or favors from any entity or person which to your knowledge does, or may be seeking to do, business with Prospanica or which is a competitor of Prospanica. (This does not include (a) infrequent business meals or infrequent nominal entertainment, or (b) unsolicited gifts of nominal value such as Christmas gifts). (If none, please indicate by writing "none" below). If you received any such gift, please provide details below.

5. Please set forth below information concerning you or any member of your immediate family not required in the preceding paragraphs which you feel may present an actual or potential conflict of interest. (If none, please indicate by writing "none" below).



Code of Conduct/Conflict of Interest Certification Form

I, [] (please print your name in the space provided)

Hereby agree to report to the Chairperson of the Executive Committee of the Board or to the Chief Executive Officer of any changes in the foregoing information as well as any possible conflict of interest that might develop before completion of my next disclosure statement.

I understand that any questions regarding an actual or potential conflict of interest may be directed to the Whistle Blower service provider in accordance with the Code.

I hereby certify that I have completed truthfully the above disclosure statement.

Signature

Date