

HEART OF AMERICA COUNCIL

BOY SCOUTS OF AMERICA

CODE OF ETHICS AND CONDUCT

(Effective as of June 12, 2008)

<i>Scout Oath</i>	<u><i>Scout Law</i></u>	
<i>On my honor, I will do my best To do my duty to God and my country and to obey the Scout Law; to help other people at all times; to keep myself physically strong, mentally awake and morally straight.</i>	<i>Trustworthy Loyal Helpful Friendly Courteous Kind</i>	<i>Obedient Cheerful Thrifty Brave Clean Reverent</i>

1.0 INTRODUCTION

It is the mission of the Heart of America Council to prepare young people to make ethical choices over their lifetimes by instilling in them the values of the Scout Oath and Law. To that end, the Heart of America Council aspires to conduct its affairs in accordance with those same values. This Code of Ethics and Conduct (this “Code of Conduct”) sets the standard of ethical conduct for the Heart of America Council (the “Council”). This Code of Conduct applies to all the members of the Council’s Executive Committee and Executive Board, and the Council’s officers, employees and volunteers (collectively, the “Scouters” and each, individually, a “Scouter”). This Code replaces all previous codes of conduct of the Council and shall be effective as of the date set forth above.

It is a long-established policy that the Council and its Scouters observe and comply with all laws and regulations of federal, state and local governments affecting the Council, as well as the principles of the Scout Oath and Law. Being a registered Scouter in the Council is a privilege, not a right. All Scouters must avoid activities that could lead to involvement of the Council or themselves in any unlawful or unethical practice. Further, Scouters should avoid conduct that, although not unlawful or unethical, may give the appearance of impropriety or conflict with the Scout Oath and Law. Any violation of any requirement of this Code of Conduct may subject a Scouter to any and all sanctions described under Section 10.0.

2.0 PRINCIPLES AND GUIDELINES

The Council's reputation for integrity has been built by the individuals who serve here now, and who have served here in the past. A good reputation is a fragile thing, which must be earned on a continuing basis by conducting all of our affairs in a fair and honest way, complying not only with the letter, but also with the spirit of both the law and the Scout Oath and Scout Law.

This Code of Conduct is meant to guide each Scouter in dealing with both business and non-business decisions concerning the Council's affairs. This Code of Conduct does not provide a detailed description of all Council policies and it in no way limits or restricts the applicability of any other Council policy. Scouters are expected to be aware of all other applicable Council policies and to conduct themselves in accordance with such policies at all times.

The foundation of our Code of Conduct consists of basic standards of business as well as personal conduct: (a) honesty and candor in our activities, (b) avoidance of conflicts between personal interests and the interest of the Council, or even the appearance of such conflicts, (c) maintenance of our reputation and avoidance of activities that might reflect adversely on the Council, (d) integrity in dealing with the Council's assets; and (e) adherence to the principles of the Scout Oath and Law.

3.0 COMPLIANCE

We place special emphasis on compliance with this Code of Conduct by the members of our Executive Board, Executive Committee, President, Scout Executive, Vice Presidents, Treasurer, Council employees and persons performing similar functions. To ensure continuing observance of this Code of Conduct, the Executive Committee requires that Scouters periodically review the Code of Conduct and that the Council's Executive Board, Scout Executive and Council employees annually sign a statement acknowledging their understanding and adherence to the Code of Conduct (Exhibit A). Notwithstanding the statement, Scouters should immediately report any breach or possible breach of this Code of Conduct in accordance with the Council's Complaint Handling Procedures (Section 9.0). Adherence to the requirements of this Code of Conduct is a condition of continued employment or participation in the Council's affairs.

4.0 CONFIDENTIAL INFORMATION

4.1 General

In carrying out the Council's business and affairs, Scouters often learn confidential information about the Council, its registered youth members ("Scouts"), volunteers and suppliers. Confidential information, whether obtained from those with whom the Council does business or from sources within the Council, must be safeguarded. This concern applies to more than information that has been explicitly designated confidential. There are other situations in which information is not publicly available and unauthorized disclosure could have serious effects on the Council, its Scouts, volunteers or suppliers.

Confidentiality is important regardless of the form the information takes - oral, in print, or on electronic equipment. Scouters must take care in what you say, to whom and where; about how you treat memos, files and reports; and about seeing that there is no misuse of the information you display on computer screens and store in data bases. Under no circumstances should you

remove from the Council's premises any written, printed, or electronically generated material belonging to or generated by the Council or derived from its files for any purpose other than to conduct the Council's affairs.

Unless 1) authorized, 2) necessary to conduct the affairs of the Council or 3) required by proper legal process as determined by the Council's legal counsel, confidential information should never be disclosed to anyone outside of the Council, other than the Council's independent auditors, legal counsel, or regulatory examiners. If you have any question about whether certain information is public or private, check with your supervisor or an appropriate Council official before disclosing it to anyone outside of the Council.

4.2 Information about the Council

The Council regularly discloses its audited financial statements to the public through its authorized representatives. Other confidential information regarding the Council may not be released to anyone outside of the Council, other than the Council's independent auditors, legal counsel, or regulatory examiners, unless it has been made generally available to the public in accordance with applicable disclosure policies.

4.3 Information about Council Scouts and Scouters

The Council is committed to protecting the privacy of its Scouts and volunteer Scouters. Only information needed for legitimate business purposes or the Council's affairs should be collected, used or retained about the Council's Scouts and volunteer Scouters, or former Scouts and volunteer Scouters, and that information should be used only for the Council's purposes.

Requests from outside of the Council for Scout or Scouter information, including that required by law, should be referred to the Council's Scout Executive or legal counsel. The Council will not ordinarily respond to requests from outside the Council concerning Council Scouts or Scouters, other than current or former Council employees. In response to legitimate requests from external sources concerning current or former Council employees, only an employee's name, job title, and dates worked are routinely confirmed. More detailed information will be released only when required by law or when the employee gives written permission.

Questions concerning the confidentiality of and access to Scout or Scouter information should be directed to the Council's Scout Executive or legal counsel.

5.0 CONFLICTS OF INTEREST

5.1 General

Each Scouter has a duty to be free from the influence of any conflicting interest when he or she acts on behalf of the Council or represents the Council in dealings with third parties. A "conflict of interest" occurs when an individual's personal employment, investment or other interest interferes with the interest of the Council, or when such interest could reasonably be viewed as interfering with the interests of the Council. To maintain the highest standards of impartiality and ensure the continued integrity of the Council and its Scouters, Scouters shall at all times act in a manner consistent with their responsibilities to the Council and shall exercise particular care

that no real or perceived detriment to the Council results from conflicts between personal interests of the Scouter and those of the Council. Conflicts of interest, or the appearance of conflicts of interest, have the potential to result in serious harm to the Council. These harms may include a loss of trust or confidence in the Council, negative publicity, and erosion of morale among other Scouters.

Scouters have the responsibility to avoid ethical, legal, financial, and other conflicts of interest with the Council. To ensure the foregoing, each Scouter has the responsibility to be aware of potential conflicts of interest and to take such steps as are necessary to ensure that his/her activities and interests do not conflict with his/her obligations to the Council or with the welfare of the Council.

In general, a conflict of interest may exist when a Scouter, a Scouter's immediate family member or an organization with which a Scouter is affiliated has an existing or potential financial or other interest that concerns the Council. Although it is impossible to list every circumstance giving rise to an actual or potential conflict of interest, a conflict of interest may occur when a Scouter or a Scouter's immediate family member:

- Has a financial or ownership interest in, or occupies a position of significant authority with, an organization with which the Council conducts business (see special requirements, below);
- Accepts any gratuity, gift or favor that might, or might appear to, influence or otherwise impair the integrity of professional decisions or actions of the Scouter or in the performance of the Scouter's obligations to the Council;
- Uses or discloses, for personal gain, information relating to the Council or to other Scouters that is obtained by the Scouter in the conduct of his/ her duties with the Council;
- Uses his or her official position with the Council for personal gain.

5.2 Conduct of Business with Scouters or Related Parties

The conduct of business between the Council and any Scouter (other than matters relating directly to the Scouter's employment by the Council) is subject to special review. No Scouter shall conduct business with the Council other than solely on a gratuitous basis, unless:

- The interest of the Scouter in the transaction, agreement, or arrangement, and all significant terms of the transaction, agreement, or arrangement, have been disclosed in advance to the Council's Scout Executive; and
- The Scouter has demonstrated to the Council's Scout Executive's satisfaction, that the terms of the transaction, agreement, or arrangement are fair and reasonable to the Council; and

- The Council's Scout Executive has approved the transaction, agreement, or arrangement.

If a Scouter becomes aware of a business or financial transaction, agreement or arrangement between the Council and a member of any Scouter's immediate family, the Scouter shall disclose the transaction, agreement or arrangement to the Council's Scout Executive. The Council's Scout Executive shall then evaluate the transaction, agreement or arrangement in accordance with the procedure described above for business between the Council and a Scouter in consultation with the Council President or the Chairman of the Council Audit and Governance Committee as the Scout Executive deems appropriate.

In the event that a business transaction, agreement or arrangement (other than a matter relating to employment) is proposed between the Council and the Council's Scout Executive, an immediate family member of the Council's Scout Executive, or any organization in which the Council's Scout Executive or immediate family member of the Council's Scout Executive occupies a position of significant authority, the obligations described in this section shall be undertaken by the Council's President in consultation with the Chairman of the Council Audit and Governance Committee and any other individuals that they deem appropriate.

The Council's Scout Executive shall prepare a report describing all Related Party transactions that occur in any year and the value of which equals or exceeds \$1,000, which report shall be delivered to the Council's Audit and Governance Committee prior to March 31 of the succeeding year.

5.3 Gifts, Favors, Entertainment and Payments to Scouters

Scouters shall not seek or accept any gifts, payments, fees (other than ordinary compensation for employment), services, valuable privileges, vacations or pleasure trips, loans (other than conventional loans from lending institutions) or other favors from any person or business organization that does, or seeks to do, business with the Council as consideration for doing business with the Council. No Scouter shall accept anything of value in exchange for referral of any person or business organization that does, or seeks to do, business with the Council.

In the application of this Policy, personal benefit received by a Scouter as a result of the contributions of the Scouter, financial or otherwise, to the Council (rather than as a result of the use by the Scouter of his/her position with the Council) generally is not a conflict of interest, so long as the personal benefit does not, and does not appear to, influence or otherwise impair the integrity of professional decisions or actions of the Scouter in the performance of his/her obligations to the Council. Examples of the foregoing may include, but are not limited to, awards recognizing service to the Council, recognition by the Council as a donor to the Council, and business received by a Scouter from third parties as a result of being recognized by the Council as a Council donor.

In addition, the acceptance of certain personal gifts and benefits by a Scouter is acceptable to the extent such gifts and benefits are of a nominal value distributed generally or routinely to others

in the ordinary course of business. Nominal value would generally include any gift having a fair market value of not more than \$100.00.

6.0 HUMAN RESOURCES

In addition and as a supplement to our existing human resources policies, the Council requires the following:

6.1 Political Activities

Scouters who run for office must represent themselves as individual citizens and must not represent the Council in any way in carrying out public duties. To avoid the appearance of sponsorship, the Council may not be identified in mailed material, advertisements, or campaign literature, except that a Scouter may factually describe his or her activities with the Council. In addition, Council property may not be used for campaigning or other political purposes. For example, use of Council personnel, stationary, postage, or mailing service is prohibited.

6.2 Ethical Conduct

It is the Council's policy to ensure equal employment opportunity for all, regardless of age, sex, race, religion, color, national origin, marital status, or handicap, and to deal with third parties on a nondiscriminatory basis.

If you supervise others, you are directly responsible for implementing this Code of Conduct. In addition, all Scouters are expected to maintain a business environment free of offense, harassment, and intimidation.

6.3 Harassment

In keeping with the Council's continued commitment to fair and equal treatment of all Scouters and Scouts, the Council maintains and enforces a policy on sexual harassment. Under this policy, it is the responsibility of every supervisor and appropriate Council representative to see that Scouters and Scouts are not subjected to any form of sexual harassment. All Scouters and Scouts shall also comply with any and all other anti-harassment policies that the Council shall from time to time adopt.

6.4 Youth Protection

The Boy Scouts of America and the Council consider child abuse unacceptable. The Boy Scouts of America (as stated in the 11th Edition of the "The Boy Scout Handbook") has adopted and the Council has implemented a five-point strategy to combat child abuse:

- Educate Scouting volunteers, parents, guardians, and Scouts to aid in the detection and prevention of child abuse;
- Strengthen leader selection procedures to prevent offenders from entering the Council's leadership ranks;
- Strengthen policies that create barriers to child abuse within the BSA and Council's program;

- Encourage Scouts to report improper behavior in order to identify offenders quickly; and
- Swiftly remove and report alleged offenders.

The Boy Scouts of America and the Council take strong steps to ensure that conditions giving rise to child abuse are not present within the Council’s program. Foremost among them is the integrity of its adult leaders. While there is no way to detect every potential child abuser in advance of attempted or actual abuse, the Boy Scouts of America and the Council clearly convey the message that Scouting is a hostile environment for individuals who want to abuse children.

7.0 FINANCIAL INTEGRITY AND COUNCIL RECORDS

The Council relies on our accounting records to produce reports for our management, governmental agencies, institutional contributors and others. We are committed to maintaining books and records that accurately and fairly reflect the Council’s financial condition. Each Council employee is expected to maintain accurate and fair records of transactions, time reports, expense accounts, and other business records as applicable.

In this respect, the following guidelines must be followed:

- No undisclosed or unrecorded funds or assets may be established for any purpose;
- Assets and liabilities of the Council must be recognized and stated in accordance with our standard practices and Generally Accepted Accounting Principles (“GAAP”);
- No false or artificial entries may be made or misleading reports issued;
- No false or fictitious invoices may be paid or created; and
- Council policies concerning the finances of Council and District activities shall be observed.

Special emphasis is placed on compliance with this Section 7.0 by the members of our Executive Board, Audit and Governance Committee, and Executive Committee, and our President, Scout Executive, Treasurer, Council employees and persons performing similar functions.

If you believe that the Council’s books and records are not being maintained in accordance with these requirements, you should report the matter immediately pursuant to Section 9.0 of this Code of Conduct.

8.0 PUBLIC COMMUNICATIONS

The Council is committed to full, fair, accurate, timely, and understandable disclosure in reports and documents that we file in public communications. All Scouters have responsibility to ensure that false or intentionally misleading information is not given in the Council’s public communications. Special emphasis is placed on compliance with this Section 8.0 of the Code by the members of the Council’s Executive Board, Audit and Governance Committee, and Executive Committee, and our President, Scout Executive, Commissioner, Treasurer, Council employees and persons performing similar functions. All public communications on behalf of the Council shall be made by the Council’s Scout Executive, President or their designee.

If you believe that incomplete, false or intentionally misleading information has been given in the Council's public communications, you should report the matter immediately pursuant to Section 9.0 of this Code of Conduct.

9.0 REPORTING VIOLATIONS AND COMPLAINT HANDLING (“WHISTLEBLOWER”) PROCEDURES

9.1 General

The Council is committed to delivering its program by conducting its affairs with unquestionable integrity that is focused on the best interests of the youth that it serves and is consistent with the principles of the Scout Oath and Law. As part of this commitment, the Council intends to maintain an open and frank atmosphere in which all complaints are encouraged to be aired, promptly reported and reviewed. The discovery of any event that is questionable, fraudulent, or illegal in nature or which is in violation of this Code of Conduct (“Ethics Complaint”) should immediately be reported in accordance with to these procedures. Failure to report such events constitutes a violation of this Code and may result in punishment, including the punishments outlined in Section 10.0 of this Code.

9.2 Reporting Ethics Complaints

Every Scouter has an obligation to report Ethics Complaints to the Council. For Scouters who are Council employees, the Scouter's manager is generally the best place to start. For other Scouters, Ethics Complaints should be reported to the Council's Scout Executive or District Executives. Ethics Complaints can also be directed to the Council's President, Legal Counsel, Executive Board or Audit and Governance Committee. Scouters who wish their reports to remain anonymous should report Ethics Complaints to the Council's Ethics Hotline at 1-877-874-8416.

Any Scouter who receives a Ethics Complaint, other than a Complaint relating to conduct of the Council's Scout Executive, must immediately report the Ethics Complaint to the Council's Scout Executive. All Ethics Complaints received via the Ethics Hotline, other than Complaints relating to conduct of the Council's Scout Executive, will be directed to the Council's Scout Executive. All Ethics Complaints relating to the Council's Scout Executive will be communicated to the Chairman of the Audit and Governance Committee.

9.3 Investigating and Responding to Ethics Complaints

Once an Ethics Complaint has been received via the Ethics Hotline or via any other reporting avenue, the Council's Scout Executive shall record the Ethics Complaint in an Ethics Complaint Log. Upon receiving an Ethics Complaint, the Council's Scout Executive shall investigate and evaluate the Ethics Complaint; and, where appropriate in the Council's Scout Executive's judgment, take appropriate remedial action. The Council's Scout Executive shall record the results of his or her investigation and review and the remedial action taken, if any, in the Ethics Complaint Log.

If an Ethics Complaint is received concerning the conduct of the Council's Scout Executive, the Chairman of the Audit and Governance Committee shall record the Ethics Complaint in an Ethics Complaint Log. The Chairman of the Audit and Governance Committee shall communicate the substance of the Ethics Complaint to the Council President. The Chairman of the Audit and Governance Committee and the Council President shall investigate and evaluate the Ethics Complaint. Where, in the judgment of the Council President, remedial action is warranted, the Council President shall communicate the substance of the Ethics Complaint and the results of the investigation and evaluation to the Council Executive Committee for further action. The results of the investigation and evaluation of the Ethics Complaint shall be recorded in the Ethics Complaint Log.

The Council Audit and Governance Committee shall conduct an annual review with the Council's Scout Executive of all Ethics Complaints recorded in the Ethics Complaint Log to determine if there is any pattern of misconduct. The Council Audit and Governance Committee will report its findings to the Council Executive Committee no later than March 31 of each year.

9.4 Confidentiality and Non-Retaliation

The Council's Scout Executive, President, Executive Committee and Audit and Governance Committee shall handle all Ethics Complaints as confidential matters to the extent practicable and appropriate, while still permitting an effective investigation to take place.

Scouters can report their concerns without fear of any form of retaliation. When a Scouter reports a violation of the Code of Conduct:

- The Scouter will be treated with respect.
- The Scouter's concerns will be taken seriously.
- The Scouter will not be required to disclose his/her identity.
- The Scouter communications will be protected to the greatest extent possible.

10.0 CODE VIOLATIONS

The Council takes this Code of Conduct very seriously, and will treat any violations of the Code of Conduct accordingly. A material failure by any Scouter to comply with applicable laws, rules or regulations governing the Council's affairs, the Scout Oath, Scout Law, this Code of Conduct, or any other policies or requirements may result in prompt disciplinary action up to and including, where appropriate, suspension or termination of employment or termination of registration with the Council. Any disciplinary action taken by the Council does not waive the Council's right to take appropriate legal action or to assist any local, state or Federal law enforcement agencies in the prosecution of Scouters who violate the laws and agreements covered in this Code of Conduct. The Council will not be obligated to reimburse Scouters for any fines, civil money penalties or legal costs incurred by them or on their behalf.

11.0 WAIVERS OF THE CODE AND DISCLOSURE

Any waiver or interpretation of any provision of this Code of Conduct for a Council employee must be made by the employee's supervisor and immediately reported to the Council's Scout

Executive. Any waiver of the Code of conduct for the members of the Council's Executive Board, Executive Committee, President, Scout Executive, Commissioner, Treasurer, and persons performing similar functions may be made only by the Audit and Governance Committee. Any waiver of the Code of Conduct for the members of the Audit and Governance Committee may be made only by the Executive Committee. Each request for waiver shall be considered on its own merits and no waiver shall constitute a precedent for the granting of other waiver requests.

12.0 CODE SHALL BE PUBLICLY AVAILABLE

This Code of Conduct and any amendments or supplements hereto, shall be available on the Council's website at www.hoac-bsa.org.

13.0 NOT A CONTRACT OF EMPLOYMENT

Nothing in this Code of Conduct creates a contract of employment or in any way alters the employment relationship between the Council and its employees, which is an employment-at-will relationship. This means that an employee's employment may be terminated by the Council or the employee at any time.

**Approved by the Heart of America Council
Audit and Governance Committee**

/S/David M. Fowler
David M. Fowler
Chairman

Date: 05/13/2008

**Approved by the Heart of America Council
Executive Committee**

/S/Terry K. Miller
Terry K. Miller
President

Date: 05-19-2008

**Approved by the Heart of America Council
Executive Board**

/S/Terry K. Miller
Terry K. Miller
President

Date: 06-12-2008

EXHIBIT A

ANNUAL ACKNOWLEDGMENT OF CODE OF ETHICS AND CONDUCT

I acknowledge receipt of a copy of the Code of Ethics and Conduct of the Heart of America Council – Boy Scouts of America, dated June 12, 2008. I have read and understood the document and agree to conform to each of the various standards set forth therein. Except as disclosed in greater detail below, I am aware of no Conflict of Interest or other violation of this Code of Ethics and Conduct.

I do not presently hold a position as director, officer, partner, or other official position in any business or professional enterprise that does business with the Heart of America Council , except as follows:

Name and Address of Corporation or Business	Official Capacity	Percent of Ownership or Interest	Income or Fees Received from the Heart of America Council in the Past 12 Months

Signature: _____

Name: _____

Date: _____