

AAA Policies

Title: Code of Ethics Policy
Code: FIN 1.1
Date: 8/2009
Originator: Audit Committee
Approved: Board of Directors

Policy Statement

The business and affairs of the association are managed under the direction of the AAA Council and the Board of Directors (BOD). This Code of Ethics (the “Code”) serves as a code of conduct for Council members and staff of the association and the officers/directors of its segments. Violations of the Code may result in revocation of membership in the AAA or in the case of staff disciplinary action, up to and including termination. The principles and requirements that comprise the Code are based upon, and are designed to ensure full compliance by AAA council members, AAA staff and officers/directors of the AAA segments with the fiduciary duties imposed upon such individuals by state corporate law, the federal tax code’s prohibition on private benefit and other requirements of federal tax exemption, common law due process requirements, federal and state antitrust and unfair competition law, state tort law, and other legal precepts and prohibitions. Council members/Officers/Directors/Staff affirm their endorsement of the Code and acknowledge their commitment to uphold its principles and obligations.

Rationale

Council members, officers/directors and staff (referred to as member) shall at all times abide by and conform to the following code of conduct:

- Each member will abide in all respects by the AAA Code of Ethics and all other rules and regulations of the Association (including but not limited to the Association’s Articles of Incorporation and Bylaws) and will ensure that their membership (or the membership of the entity for which they serve as council member, officer/director, director, or employee, as the case may be) in the Association remains in good standing at all times. Furthermore, each member will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the Association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
- Members will conduct the business affairs of the Association in good faith and with honesty, integrity, due diligence, and reasonable competence. Except as the AAA Council may otherwise require or as otherwise required

by law, no member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Association, including such confidential information discussed or disseminated as part of any meetings and other deliberations and communications of governing committee of which they are a member. All content of executive sessions of all AAA Boards is confidential. Action items resulting from such executive sessions can be communicated only by those from the board designated to do so in the executive session, usually the individual chairing the board.

- Members will exercise proper authority and good judgment in their dealings with Association staff, suppliers and the general public and will respond to the needs of the Association's members in a responsible, respectful and professional manner.
- No member will use any information provided by the Association or acquired as a consequence of the member's service to the Association in any manner other than in furtherance of his or her AAA duties. Further, no member will misuse Association property or resources and will at all times keep the Association's property secure and not allow any unauthorized person to have or use such property.

Member Signature

Date

Printed Name