



## **GHRA CODE OF ETHICS (1)**

GHRA Board of Directors, Officers and Committee Chairman.

The Board of Directors of the Gypsy Horse Registry of America [GHRA] has created a code of ethics for all elected officials, officers, and committee leaders serving the organization. The code of ethics shall be enforced and adopted officially on January 1, 2022.

Preamble: the GHRA is a non-profit, tax-exempt trade Horse Registry formed to promote, protect, develop, educate, and otherwise further the Gypsy Cob Horse and its history and tradition. The GHRA's principal membership class consists of individuals, and other entities engaged in ownership, breeding, marketing, promotion and recreational uses of the Gypsy Cob Horse.

The business of the registry is managed under the direction of the GHRA Board of Directors and Officers with guidance from appointed Committees. The code of ethics serve as a code of conduct for registry members/volunteers and staff in their capacity as Directors, Officers and Committee Chairman. Code violations may result in sanctions imposed under the Procedures for Review of Member Conduct. The principles and requirements that comprise the code and procedures are based on and are designed to ensure full compliance by the GHRA and its Officers, Directors, and Committee Chairman with the fiduciary duties imposed on such individuals by state corporate law, the federal tax code's prohibition on private inurement and 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. At the same time, the code and procedures are not designed to supplant courts of law in the resolution of disputes within the business associated with the Gypsy Cob Horse.

Moreover, the checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code on the one hand and, on the other, the protection of Board, Officers and Committee Chairman, through the use of reasonable due process procedures, against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled. Members of the Board, Officers and the Committee Chairman affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining their positions.

Code of Ethics: It is a privilege, not a right, to serve on the Board of Directors or as an Officer or as a Committee Chairman (including ex officio members of the Board) and as such it is expected that at all times, abide by and conform to the following code of conduct in their capacity in service to the GHRA:

1) Each member of the Board of Directors, Officers and duly appointed Committee Chairman will abide in all respects by the GHRA Code of Ethics and all other rules and regulations of the Registry (including but not limited to the Registry's articles of incorporation and bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the Registry remains in good standing at all times. Furthermore, each member of the Board of Directors, Officers, and Committee Chairman 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 Registry when requested to do so by those institutions and their persons set in authority as are required to uphold the law.

2) Members of the Board of Directors, Officers and Committee Chairman will conduct themselves in an exemplary manner by conducting business affairs of the Registry in good faith and with honesty, integrity, due diligence, and reasonable competence such as to favorably reflect on their leadership and the Gypsy Horse Registry of America.

3) Except as the Board of Directors, Officers and/or Committee Chairman may otherwise require, or as otherwise required by law, no Board, Officer and Committee Chairman shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Registry and each member of the Board, Officer and Committee Chairman will uphold the strict confidentiality of all closed/executive session meetings and other deliberations and communications, generally associated with but not limited to personnel matters, legal issues, finances and membership review/hearing processes of the Board of Directors and all related committees.

4) Members of the Board of Directors, Officer and Committee Chairman will exercise proper authority and good judgment in their dealings with Registry staff, suppliers, and the general public and will respond to the needs of the Registry's members in a responsible, respectful, and professional manner.

5) No member of the Board of Directors, Officers, and/or Committee Chairman will use any information provided by the Registry or acquired as a consequence of the Board and/or Committee member's service to the Registry in any manner other than in furtherance of his or her duties and responsibilities to the GHRA. Further, no member of the Board of Directors, Officers and Committee Chairman will misuse Registry property or resources and will at all times keep the Registry's property secure and not allow any person not authorized by the Board of Directors to have or use such property.

6) Each member of the Board of Directors, Officers and Committee Chairman will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the organizations direction and oversight.

7) Members of the Board of Directors, Officers and Committee Chairman will refrain from conduct that is detrimental to the interest of the GHRA, its programs, policies, objectives and relationship of its members. A Director's conduct is subject to continual review. To achieve the mission and goals of the GHRA, it is essential that the Board of Directors operate effectively. Should a Board Member feel unable to function on the board they may choose to resign. Should the majority of the Board of Directors have

an inability to work with a disruptive Director, the Board of Directors may ask for an investigation by the Rules, Bylaws & Special Committee, who will investigate and act accordingly, referring to the GHRA Bylaws for procedure. The Director in question may be removed in a manner consistent with the GHRA bylaws for removal.

8) A Director who voluntarily resigns their position as a GHRA Director prior to completion of their term, will be ineligible to be nominated to serve as a Director for a deemed time period voted on by the current board from the date of their termination or resignation. The exception is, if a Director resigns due to personal medical reasons, with a majority vote from the remaining Directors, that person may be nominated to run for election without the determined waiting period.

Should a Director be removed after review by the Rules Bylaws & Directors, and a majority vote by the Board of Directors, or if they resign, they may not run again unless voted on by a Special meeting with current Directors.

9) Upon termination of service, a retiring Director, Officer or Committee Chairman will promptly return to the Registry all documents, electronic and hard files, reference materials, and other property entrusted to the Director, Officer or Committee Chairman for the purpose of fulfilling his or her job responsibilities.

a) Such return will not abrogate the retiring Board, Officer and Committee Chairman from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Board of Directors, position as Officer or Committee Chairman.

10) The Board of Directors, Officers and Committee Chairman dedicate themselves to leading by example in serving the needs of the Registry and its members and also in representing the interests and ideals associated with the preservation and protection of the history, tradition and image of the Gypsy Cob Horse. This means these individuals must exhibit:

a) Demonstrated support of the Gypsy Horse Registry of America as their Registry of choice through farm promotion (website, advertising etc.) and also through business and personal communications on social media (Facebook, Twitter, Instagram etc.) It is understood that horses owned may be registered through other registries such as GVHS, GHA, IDHA etc, and to conduct your own business, you may be a member or a long time/lifetime member of another registry. Show organization membership is acceptable. However, Promotion of GHRA and Registration of horses through GHRA is expected.

b) Demonstrated understanding of the Gypsy Cob Horse as a Breed through consistent use in farm promotion (website, advertising etc.) and also through business and personal communications on social media (Facebook, Twitter etc.).

11) No member of the Board of Directors, Officers and/or Committee Chairman shall persuade or attempt to persuade any employee of the Registry to leave the employ of the Registry or to become employed by any person or entity other than the Registry. Furthermore, no member of the Board of Directors, Officers and/or Committee Chairman shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Registry to terminate, curtail, or not enter into its relationship to or with the Registry, or to in any way reduce the monetary or other benefits to the Registry of such relationship.

12) Directors, Officers and Committee Chairman must act at all times in the best interests of the Registry and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Directors, Officers and Committee Chairman will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, Director, Officer and Committee Chairman shall follow these guidelines:

a) Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Registry; while the receipt of incidental personal or third-party benefit may necessarily flow from certain Registry activities, such benefit must be merely incidental to the primary benefit to the Registry and its purposes;

b) Do not abuse their appointment by improperly using said Director, Officer and/or Committee position or the Registry's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; Board and Committee Chairman shall not represent to third parties that their authority as a Director, Officer, and/or Committee Chairman extends any further than that which it actually extends as defined by the bylaws of the GHRA;

c) Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Registry;

d) Do not engage in or facilitate any discriminatory or harassing behavior directed toward Registry staff, members, Officers, Directors, Committee members, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Registry;

e) Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Registry without fully disclosing such items to the Board of Directors and Officers;

f) Provide goods or services to the Registry as a paid vendor to the Registry only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.

13) Follow the Registry's rules and regulations of good sportsmanship and strive to gain respect for participation in all equestrian related activities

Acceptance: I hereby acknowledge that I have received and read the Code of Ethics for the Directors, Officers and Committee Chairman of the Gypsy Horse Registry of America. I hereby embrace this Code of Ethics as my own. I have had the opportunity to ask questions about this Code of Ethics and I understand my obligations as a Director, Officer or Committee Chairman to comply with this Code of Ethics. I will support the GHRA and fellow GHRA members in achieving our common goals and hereby accept the position of the GHRA, and will fulfill the responsibilities of that role to the best of my ability.

Print Name: \_\_\_\_\_ Date: \_\_\_\_\_

Signature: \_\_\_\_\_