

Code of Professional Conduct

The Adams Avenue Business Association (AABA) Code of Professional Conduct requires that all who represent the AABA including Board Members, staff, independent contractors and agents will follow these guidelines when acting on the AABA's behalf:

- Behave in a manner consistent with the values, integrity and good reputation of the organization.
- Treat everyone with respect and courtesy
- Behave and conduct themselves in a professional manner
- Behave honestly, openly and with integrity at all times
- Act with care and diligence in the course of performing their scope of responsibility
- Maintain appropriate confidentiality concerning any AABA information that may be deemed sensitive
- Bring any/all concerns, issues, questions or situations to the appropriate person(s). If a grievance is to be filed, follow the grievance process as set forth by the current policies and procedures
- Disclose, and take reasonable steps to avoid any conflict of interest (real or apparent) in connection with any activities within the AABA

The AABA will not tolerate:

- Any conduct that may be deemed harassing or intimidating, hostile, verbally offensive, or disruptive
- Any conduct that undermines the core values, goals or mission of the AABA
- Any conduct considered blatant insubordination
- Any conduct that may be considered improper use of one's role, duties, status, authority, in order to gain, or seek to gain, a benefit or advantage for yourself or for another person

Failure to adhere to these core principles will result in immediate and appropriate action.

Statement of Values

AABA Mission: To promote and increase commercial activity within the Adams Avenue business improvement district.

The Adams Avenue business association (AABA) Board of Directors exists as a representative body of all businesses within the Adams Avenue Business Improvement District. The AABA's statement of values will serve as a framework to guide the decisions, activities and behaviors of staff and board members of the organization. These standards are to be adhered to by all individuals at all times, Is to ensure that a professional demeanor emphasizing the organization's commitment to professionalism, respect and excellence are demonstrated in all situations.

Commitment to Excellence

The AABA is committed to excellence in all we do. The AABA has a tradition of leadership and respect. We place excellence among our priorities. All decisions and activities are done openly and honestly with a focus on accomplishment. Is to this end we must work collaboratively to achieve our common goals. We will empower each person within the AABA by promoting personal responsibility and accountability along with creative thinking, innovation and informed risk taking in all or activities. We consistently aspire to carry out our responsibilities to the best of our responsibilities to the best of our abilities with a goal of achieving excellence in all duties.

Commitment to Being Customer-Centric

The AABA Board of Directors must maintain its focus of fairly and equitably representing all businesses within the Adams Avenue Business Improvement District. The membership has elected the board of directors for this purpose.

The board of directors and staff are the leaders of the business community. We must demonstrate the value of all we do to those we represent. We have a role of leadership in the Adams Avenue Business District as well as the San Diego business community. Our actions must exhibit the goals of meeting member expectations, being proactive and flexible, being mindful of the many, sometimes contradictory, demands and expectations of our different business partners; And engaging in, fair and honest business practices.

Commitment to Treating Others with Respect, Trust and Dignity

The AABA board of directors operates in a respectful manner toward each other and the staff characterized by honest, direct and open communication. The AABA board of directors and staff must act with integrity and foster trust, honor diversity, individuality and personal and professional differences. The AABA is committed to conducting its business with the highest professional and ethical standards.

Commitment to Growth and Well-Being

The AABA is committed to maintaining an atmosphere of continuous learning. We Foster an entrepreneurial, positive and team orientation. This commitment will enable us to achieve remarkable results in all we do by maintaining an organization of which we can be proud and where we can enjoy the work we carry out in our mission

Adams Avenue Business Association Board of Directors

This Statement of Operating Procedures is defined under the By-Laws of the Adams Avenue Business Association (AABA), Article V Section 7 which states,

"Section 7. Operating Procedures.

The conduct not specifically stated herein, of the Board, the Officers and the members shall be prescribed by the Statement of Operating Procedures adopted by the Board from time to time."

This document is to be used as a guide and not to be construed in any way as inconsistent with or superseding the By-Laws of the AABA.

I. Board Member Responsibilities and Expectations

As a member of the Board of Directors, there are certain responsibilities and expectations to support the ongoing operation of the organization as stated in the By-Laws Article V, Section 3:

"Section 3. Number of Directors.

The Board of Directors shall consist of a minimum of five (5) Directors and a maximum of (15) Directors, until this number is changed by amendment to the Articles of Incorporation, or to these Bylaws, as hereinafter provided. Responsibilities of each board member will include but not limited to:

- a) Participation in at least one Committee, and
- b) Attendance at all board meetings. If upon the third consecutive unexcused absence of a board member at regular meetings, the remaining board members may choose to remove the absent board member by affirmative vote of at least 2/3 of all the remaining board members."

In addition to the stated minimum responsibilities there is an expectation to support the programs, projects and activities of the AABA by volunteering to assist the staff, committees and Board of Directors to carry out the projects, programs and activities. Your support can take on any form such as guidance, contacts you may have, time, financial support and promotion.

II. Adams Avenue Business Association Policies

Non-Discrimination

Adams Avenue Business Association does not discriminate on the basis of age, disability, gender, marital status, national origin, color, race, religion, sexual orientation or veteran status. The AABA complies with all federal legislation and civil rights laws of the State of California.

Accordingly, equal opportunity for employment and participation in the AABA's benefits and services shall be extended to all eligible persons, and the AABA shall promote equal opportunity and treatment through a positive and continuing Equal Opportunity Policy.

Unlawful discrimination by age, disability, gender, marital status, national origin, color, race, religion, sexual orientation or veteran status shall not exist in any area, activity or operation of the Adams Avenue Business Association.

Equal Employment Opportunity Policy Statement

In recognition of Adams Avenue Business Association's responsibility to conduct its personnel policies, practices, procedures, and programs in a bias-free manner, it is hereby reaffirmed that the policy of AABA is to recruit, employ, renew, retain, and promote employees on the basis of ability, potential, and valid qualifications without regard to race, color, religion, sex, gender identity and gender expression, sexual orientation, national origin, age, disability, veteran status, marital status.

Furthermore, AABA shall not discriminate against any disabled employee or applicant in regard to any position for which the employee or applicant is otherwise qualified. Consistent with this declaration, AABA will continue to be responsive to the Equal Employment Opportunity and Affirmative Action guidelines established under all related federal, state and local statutes and regulations in carrying out this policy. In this regard the AABA will continue to strive to eliminate impermissible discrimination in all its forms, intentional or inadvertent, with respect to all personnel decisions, procedures, and actions, including compensation, benefits, layoffs and returns from layoff.

This policy of Equal Employment Opportunity applies equally to all job categories and all levels of appointments. AABA does not discriminate against any employee, contractor or applicant for employment because of his or her physical or mental disability, as state and federal law define those terms. The AABA has a policy of employing, advancing in employment, and otherwise treating qualified individuals with disabilities without discrimination based on their physical or mental disabilities in all AABA employment practices. It is the AABA's belief that all employment decisions should be based on valid job requirements.

Media/ Public Announcements Policy

All public announcements, press releases and media contact of the AABA must be done through the staff or in close cooperation and guidance of the staff. The AABA staff is responsible for all media contacts that concern the Adams Avenue Business Association. It is important that the public image and message of the AABA is a positive and consistent message which supports and ensures the success of all projects, programs, events and other activity.

Board members are, from time to time, contacted by the media for comment on AABA related issues, and it is imperative that all publicity of AABA be kept positive, non-discriminatory, and supportive of the AABA business community. For this reason, any Board Member should, at every possible opportunity, defer any public comment to the staff.

Privacy Policy Disclosure

The Adams Avenue Business Association (AABA) receives, in the normal operations of our business, information about its members, customers and suppliers which may be deemed private and confidential. At AABA, we take seriously our obligation to keep your information confidential. AABA will not sell or otherwise release member information to third parties for their marketing purposes. You do not have to sign anything to get this protection. You get it automatically by doing business with AABA.

Information about you comes to us through the City of San Diego, applications or other forms, through your transactions with us, our affiliates and others. As an AABA member, customer or supplier you expect this information to be protected. We honor this expectation with a privacy policy that provides this protection.

We will protect your information. If we use others to help deliver our services to you, we use strict confidentiality agreements. We maintain physical, electronic and procedural safeguards that comply with federal standards to protect all member information. AABA restricts access to your information to those employees, Board of Directors, and members who need to know that information to provide products or services to you. And we protect your information in the same way even if you stop being a member.

On our website (adamsaveonline.com) we obtain information from visitors only through the use of member initiated forms and e-mail. We do not gather data generated from "cookies" (a method for websites to recognize whether you have visited the site before) for any marketing purposes. Information is collected only when required to provide a service requested by the visitor.

We hope you can see how much we care about protecting your privacy. Any changes made to this policy in the future will be highlighted for you. If you have any questions regarding the use of your information, please contact us at (619) 282-7329.

Conflict of Interest Policy

The purpose of the conflict of interest policy is to protect the Adams Avenue Business Association and its tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace or supersede the AABA By-Laws or any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article VII, Section 2 & 3 of the AABA By laws state:

"Section 2. Members to Have No Personal, Proprietary or Beneficial Interest in the Property of the Corporation.

No member, Director or Officer of The Corporation shall have any personal, proprietary, or beneficial interest in the property of the corporation, either during its corporate existence or after the termination thereof by dissolution or otherwise; all its property and assets remaining after paying or adequately providing for the debts and obligations of the corporation shall be conveyed, transferred, and assigned to the City of San Diego with request that the excess funds be devoted to the benefit of the businesses within the Adams Avenue Business Improvement District.

Section 3. Payments to Officers or Directors.

No fees, salaries, compensation, reimbursements, or other sums shall be paid, directly or indirectly to any officer or Director or the corporation except upon prior vote of a majority of the Board of Directors other than the Director or Directors to whom such payment is to be made"

To expand on the By-laws, the AABA has developed a policy and process to eliminate the potential for any conflict of interest.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors to consider the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The president of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board of Directors shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the

disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Compensation

A voting member of Board of Directors who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person; has received a copy of the conflicts of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. When conducting the periodic reviews, the Organization may use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Associate Membership

The By-Laws of the AABA allow for Associate Members to join the AABA in a limited capacity as stated in Article III Section 3:

"Section 3. Associate Membership

Associate Membership shall be open to those persons, including corporations or other entities, making application for membership and interested in supporting the purpose of the Adams Avenue Business Association, by filing an application in such form as the Board of Directors shall prescribe. Application then will be referred to the Board of Directors for approval. Once approved by the Board of Directors, the Associate Members shall pay the annual dues directly to the Adams Avenue Business Association. Upon payment of the annual dues, Associate Members shall enjoy the same benefits as allowed by all other members of the Business Improvement District except they are not be eligible for serving on the Board of Directors nor are they allowed a vote in any matter of the Corporation.

Any Associate Member may resign from membership in the Adams Avenue Business Association upon giving written notice thereof to the Secretary of the Corporation. Members who resign from membership shall not be entitled to any refund of any dues therefore paid. Adams Avenue Business Association reserves the right to refuse associate memberships to any business or individual. Annual Associate Membership fees and donations are non-refundable."

Associate Member Benefits

Adams Avenue Business Association Policies & Procedures Acceptance

Contained within the Adams Avenue Business Association's Policies and Procedures Manual are the following:

1. Board Member Responsibilities and Expectations
2. Adams Avenue Business Association Policies
3. Non-Discrimination Policy
4. Equal Employment Opportunity Policy Statement
5. Media/ Public Announcements Policy
6. Privacy Policy Disclosure
7. Conflict of Interest Policy
8. Associate Membership
9. Acronyms and Definitions
10. By-Laws of the AABA

By my signature below, I acknowledge that I have received a copy of the AABA Policies and Procedures Manual. I have read and understand the policies and procedures of the AABA as included in the Policies and Procedures Manual. I further understand that I am responsible for the following procedures and upholding these principles as a member of the Board of Directors.

Denith Mason

Board Member name printed



Board Member signature

10/5/2021

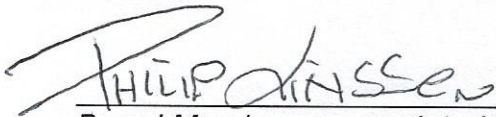
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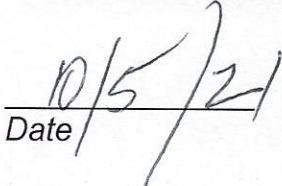
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Board Member name printed



Date



Board Member signature

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Russ Vuich

Board Member name printed



Board Member signature

10/5/21

Date

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Ashley Dawson

Board Member name printed



Board Member signature

10/5/2021

Date

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Doug Generoli
Board Member name printed


Board Member signature

10/5/21
Date


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DAVID McPHEETERS
Board Member name printed


Board Member signature

10/5/21
Date

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MICK WARD

Board Member name printed

10/5/21

Date



Board Member signature

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MIKEY KNAB

Board Member name printed


Board Member signature

10/5/2021

Date


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Nicky McGreevy
Board Member name printed


Board Member signature

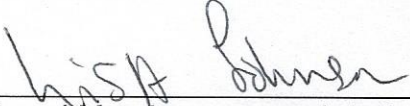
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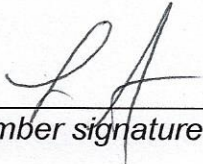
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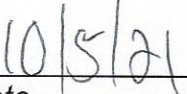
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Board Member name printed



Board Member signature



Date

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Ryan Altman
Board Member name printed

[Signature]
Board Member signature

10/05/21
Date

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Tony Carrillo
Board Member name printed

Tony Carrillo
Board Member signature

10-5-2021
Date

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David Harding

Board Member name printed

[Signature]

Board Member signature

Date