



CITIZENS FOR CONSTITUTIONAL INTEGRITY

Holding Governments Accountable

Nonprofit with a 501(c)(3) Application Pending

CODE OF ETHICS

Approved 5 March 2019

I. GOALS

Citizens for Constitutional Integrity hereby commits to integrity and to the highest ethical standards in its mission. This Code of Ethics defines the standards of conduct that Citizens expects from its board of directors members, officers, employees and volunteers (collectively Agents). It guides Citizens and its Agents to make the right decisions. Although this Code cannot address every potential concern that you (any Agent) may have, the standards, values, and other guidance can help Agents make the right decision. Citizens expects you to act ethically and with sound, reasoned judgment even in the absence of a specific law, regulation, Citizens policy, or Code provision.

II. HIGHEST STANDARDS OF ETHICAL CONDUCT

Citizens strives to adhere to the highest standards of ethical conduct. It will not compromise the legal, regulatory, or policy requirements that govern their activities. It commits to ethical conduct and to abide not only by the letter, but also by the spirit, of applicable laws and regulations. By joining Citizens, you commit to these standards, as well.

Manage risk by complying with relevant local conduct standards. Act with integrity, due skill, care, and diligence at all times. Moreover, look for and avoid potential adverse consequences of your actions or others' actions.

Citizens commits to fostering and to maintaining a culture based on doing the right thing. It will act with integrity to deliver first-class products in a first-class way. Protect Citizens' reputation by dealing fairly and transparently with the public, competitors, contractors, and each other. Do not take advantages by manipulating anyone, by concealing anything, by mishandling confidential information, by misrepresenting material facts, or by pursuing any other unfair dealing or practices.

Doing the right thing means using good judgment, making ethical and informed decisions, and taking personal responsibility for our actions. Situations may arise where you may not see clearly the proper course of action. In those

situations, you can ask yourself questions about possible actions to help you determine how to proceed. When in doubt, stop and think. Use your best judgment to make the right decision. If you are unclear about the laws, regulations, and Citizens policies that apply to your job responsibilities, or if you are unsure about the legality or appropriateness of a particular course of action, stop and seek guidance from your supervisor before acting.

III. CONSEQUENCES OF VIOLATING THE CODE OF ETHICS

The Code forms part of the terms and conditions of your employment and governs your activities at Citizens. You hold responsibility for understanding the Code and any revision. The Code also covers certain continuing obligations if you leave Citizens. Nevertheless, the Code does not create a contract that guarantees employment or entitles any employee to any special privileges, rights, or benefits.

Citizens expects you to cooperate in internal investigations of allegations of Code violations. If you violate this Code, Citizens may discipline you in any manner.

Citizens can also hold you responsible for actions or inactions of others if you knew, or you should have known, about their misconduct. Remember that you remain personally responsible for any improper or illegal acts you commit during your employment. Conceivably, but not likely, Citizens may report your activities to regulators and other governmental authorities, which could result in regulatory or criminal investigations.

IV. LEGAL AND ETHICAL CONCERNS AND REPORTING MISCONDUCT

Speak up when faced with conduct or situations that raise legal or ethical concerns. Report all suspected or attempted wrongdoing and fraud.

If you believe your own or another's behavior may violate the principles of conduct outlined in the Code, promptly inform your supervisor. If you believe your supervisor does not resolve your concern appropriately, or if you would prefer to report the concern through other channels, please elevate it to that person's supervisor or to another supervisor.

Citizens assigns supervisors responsibility for, among other matters, supervising the activities and conduct of the people they manage for compliance with applicable laws, regulations, and Citizens policies. Citizens also assigns supervisors responsibility to take appropriate action when you have concerns.

Supervisors who do not take reasonably appropriate action may breach their own responsibility for failing to supervise properly and may subject themselves and Citizens to regulatory and criminal consequences.

V. NON-RETALIATION COMMITMENT

Our continued success depends on employees communicating their concerns openly without fearing retaliation. Citizens take good faith allegations of misconduct seriously, and they prohibits anyone from retaliating against employees for raising concerns.

VI. CONFLICTS OF INTEREST

Avoid business conflicts of interest. Avoid actual conflicts, potential conflicts, or possible appearances of conflicts. Take any potential conflict to the attention of your supervisor. Supervisors shall disclose any actual or potential conflicts of interest to the officers or, if all officers have conflicts of interest, to the board of directors.

Avoid personal conflicts of interest. Personal conflicts may arise from a personal or family interest in a transaction involving Citizens where you or a family member may derive a benefit.

Certain employee-to-employee relationships, such as engaging in personal financial arrangements with other Agents, may raise potential conflict issues.

In particular, the board of directors and the officers may not self-deal. They shall disclose all material facts related to any potential conflict of interest at the earliest possible time.

No officer may sign any contract between Citizens and the officer or any other entity in which the officer has any financial interest. In that situation, another officer may sign if the business deal is within the best interests of Citizens.

No member of the board of directors may vote on any contract with any other entity in which the officer may have any financial interest. The remaining board members may vote on that contract.

VII. GIFTS AND ENTERTAINMENT

Gifts and entertainment can foster goodwill in relationships. However, ethical concerns arise when they may violate applicable laws or regulations, or when they compromise, or appear to compromise, the propriety of our relationships or create an actual or potential conflict of interest.

VIII. ANTI-CORRUPTION

Citizens prohibit all forms of bribery and corruption. Corruption includes extracting resources from a common good for personal gain. In particular,

1. Do not offer, promise, give, or authorize others to offer, promise, or give anything of value, either directly or indirectly, to any party in order to gain an improper advantage.
2. Do not receive or agree to receive anything of value that may improperly influence your duties as an employee.

Additional laws govern interactions with government officials. Government officials include officers, employees, representatives (such as agents, advisors or consultants) of a Government Entity, or any other person acting in an official capacity on behalf of a Government Entity. To avoid corruption or the appearance of corruption, take special care when interacting with government officials.

IX. TREATING OTHERS WITH DIGNITY AND RESPECT

Citizens commit to providing work environments that promote diversity and inclusion, and in which everyone treats everyone else with dignity and respect. Citizens promote equal employment opportunity without discrimination or harassment on the basis of race, color, religion, creed, age, sex, gender, gender identity or expression, sexual orientation, national origin, citizenship, disability, marital and civil partnership or union status, pregnancy, paid parental or maternity leave, veteran or military service status, genetic information, or any other characteristic protected by law.

Citizens will not tolerate discrimination, harassment, retaliation, or other forms of unprofessional behavior. Report discrimination or harassment immediately.

X. PROMOTING A SAFE AND HEALTHY WORK ENVIRONMENT

Citizens takes its environmental stewardship and responsible sourcing commitments seriously, and it always seeks to decrease the impact of their operations on the environment. Seek methods for decreasing the environmental impacts of your actions.

In addition, Citizens intends you to take reasonable precautions to ensure your physical safety and the physical safety of those around you.

XI. PERSONAL LENDING AND BORROWING

Do not make personal loans or borrow personal money that results in legal, ethical, or business conflicts, or that otherwise appears improper. Do not accept preferential treatment in loans or borrowing if the offer appears to be an attempt to obtain favorable treatment in dealings with Citizens.

XII. MAINTAINING ACCURATE BOOKS AND RECORDS

State and federal laws require Citizens to maintain accurate books and records of its activities. Those laws require Citizens to ensure that the financial information included in its books and records correctly and completely reflects Citizens' financial situation.

Before manipulating any financial information, consult with your supervisor to ensure you are following the appropriate policies and procedures to ensure Citizens keep accurate books and records.

XIII. CONFIDENTIALITY

Protecting confidential information critically retains Citizens' reputation for integrity and its relationship with the public. Most of Citizens' information qualifies as confidential information.

Confidential information includes any information (1) that you create, develop, receive, use, learn, or can access by virtue of your employment with Citizens, (2) that the public does not generally know, and (3) that could result in legal, regulatory, or reputational harm to Citizens if you disclosed it.

Protect all confidential information, regardless of its form or format, from the time of its creation or receipt until its authorized disposal. In particular, access confidential information only if you need to see it and only if someone has authorized you to see it. Transmit confidential information only to Citizens' Agents with a legitimate business reason to know it and take reasonable measures to prevent unauthorized persons from obtaining confidential information you possess.

In particular, to maintain confidentiality and security, retain control over your digital access to Citizens' accounts and information. Use a VPN or other encryption service if logging into the internet from any wifi hot spot or other public access point. Do not send any financial information without using encryption. Most email services do not have end-to-end encryption. Use Proton Mail to email financial information. Do not click on suspicious links. Avoid phishing, and spear-phishing schemes. Read about these schemes, so you know how they work.

Maintain secure passwords. Use secure passwords for your accounts that you use with Citizens. Do not use the same password or any derivative for any two accounts. Use an encrypted password keeper if you need to use that to keep track of your various passwords. Do not send anyone your password for anything unless you talk to that person on the phone, first, and do that only in very rare, compelling situations. You will hold responsibility for anything that anyone else does with your password.

Do not email anything you do not want to see on the front page of a newspaper. Sarcasm, especially, risks others misinterpreting its meaning. Even if we take every precaution to keep confidential information, mistakes happen. Someone may mis-type an email address or send an email to the wrong person with the same name. If you feel angry, take time to cool off before sending an email. If you have something sensitive to discuss, consider calling that person.

You shall protect confidential information even after you leave Citizens.

XIV. COMMUNICATIONS WITH LAW ENFORCEMENT

Nothing in the Code prohibits or restricts you from lawfully communicating directly with, cooperating with, providing relevant information to, or otherwise assisting a government investigation into a possible legal violation. Nothing in the Code prohibits or restricts you from lawfully responding to government requests asking you for information.

Nothing in the Code prohibits or restricts you from lawfully testifying, participating or otherwise assisting in any government action or proceeding relating to a possible violation of a law or regulation.

Citizens may not require you to inform it of any communications like the ones this section describes.

XV. YOUR PERSONAL COMMITMENT

Citizens and Agents continuously live our core values. Only by doing so can we realize the potential of our parts and the talents of our people while advancing Citizens' mission.