

**EXHIBIT C TO THE
MANAGEMENT
CONTRACT**

**Visit San Antonio
Ethics Code**

Adopted July 26, 2016

ARTICLE 1. DECLARATION OF POLICY

Sec. 1-1. Statement of Purpose.

It is essential in a democratic system that the public has confidence in the integrity, independence, and impartiality of those who act on their behalf in expending public funds to further advance the City of San Antonio, Texas (the "City") and its tourism industry. Such confidence depends not only on the conduct of those who exercise Official power, but on the availability of aid or redress to all persons on equal terms and on the accessibility and dissemination of information relating to the conduct of affairs.

For the purpose of promoting confidence in Visit San Antonio (the "Corporation") and thereby enhancing the Corporation's ability to function effectively, this Code of Ethics (the "Code"), largely based upon the City's Code of Ethics, is adopted. This Code establishes standards of conduct, disclosure requirements, and enforcement mechanisms relating to Corporation's Officials and Employees and others whose actions affect public faith in the Corporation, such as Former Corporation Officials and Employees, and persons doing business with the Corporation. By prohibiting conduct incompatible with the Corporation's best interests and minimizing the risk of any appearance of impropriety, this Code furthers the legitimate interests of the City's tourism industry.

All Corporation Officials and Employees are, to some extent, stewards of the public trust. They have a responsibility of wisely expending public funds to further advance the objective of increasing tourism to and otherwise promoting the City. To ensure and enhance public confidence in the Corporation, each Corporation Official and Employee must not only adhere to the principles of ethical conduct set forth in this Code and technical compliance therewith, but they must scrupulously avoid the appearance of impropriety at all times.

Sec. 1-2. Definitions.

As used in this Code, the following words and phrases have the meaning ascribed to them in this section, unless the context requires otherwise or more specific definitions set forth elsewhere in this Code apply:

- (a) *Accept.* A written or verbal indication that someone agrees; "Acceptance" of an offer of subsequent employment or business opportunities includes legally binding contracts and all informal understandings that the parties expect to be carried out; an agreement, either by express act or by implication from conduct, to the terms of an offer so that a binding contract is formed.
- (b) *Affiliated.* Entities are "affiliated" if one is the parent or subsidiary of the other or if they are subsidiaries of the same parent entities.
- (c) *Affinity.* Relationship by "Affinity" (by marriage) is defined in Sections 573.024 and 573.025, Texas Government Code, as amended.
- (d) *Before the Corporation.* Representation or appearance "Before the Corporation" means before the Board of Directors, a committee, a task force, or other working group hereafter designated by the Corporation.
- (e) *Benefit.* Anything reasonably regarded as pecuniary gain or pecuniary advantage, including a Benefit to any other person in whose welfare the beneficiary has a direct and substantial interest.
- (f) *Business Days.* The days of the week, Monday through Friday, in which the administrative offices of the Corporation are open for business.
- (g) *Candidate.* A person who Knowingly and willingly takes affirmative action for the purpose of gaining nomination or election to a position on the Board of Directors (the "Board"). Examples of affirmative action include:
 - (1) The filing of an application for a place on a ballot;
 - (2) The making of a public announcement of a definite intent to run for a Corporation office, regardless of whether the specific office is mentioned in the announcement; and
 - (3) Before a public announcement of intent, the making of a statement of definite intent to run for corporation office and the soliciting of support by letter or other mode of communication.

- (h) *City*. "City" means the City of San Antonio, Texas.
- (i) *Code of Ethics*. "Code of Ethics", "Ethics Code", or "this Code" means Articles 1 through 6 of this Code, its amendment(s), and/or enhanced definitions.
- (j) *Confidential Information*. "Confidential Information" includes all information held by the Corporation that is not available to the public under the Texas Public Information Act and any information from a meeting closed to the public.
- (k) *Consanguinity*. Relationship by "Consanguinity" (by blood) is defined in Sections 573.022 and 573.023, Texas Government Code, as amended.
- (l) *Economic Interest*. "Economic Interest" includes, but is not limited to, legal or equitable property interests in land, chattels, and intangibles, and contractual rights having more than *de minimis* value. Service by a Corporation Official or Employee as an officer, director, advisor, or otherwise active participant in an educational, religious, charitable, fraternal, or civic organization does not create for that Corporation Official or Employee an Economic Interest in the property of the organization.

Ownership of an interest in a mutual or common investment fund that holds securities or other assets is not an Economic Interest in such securities or other assets unless the person in question participates in the management of the fund. Ownership of stock in a publicly traded corporation does not constitute Ownership for purposes of this Code if the Employee or Official owns less than ten (10) percent of the voting stock or shares of the entity and the value of the stock is less than fifteen thousand dollars (\$15,000.00).

- (m) *Employee*. The term "Employee" or "Corporation Employee" is any person listed on the Corporation payroll as an Employee, whether part-time or full-time.
- (n) *Entity*. "Entity" means a sole proprietorship, partnership, firm, corporation, holding company, joint-stock company, receivership, trust, unincorporated association, joint-venture, or any other entity recognized by law, including non-profit entities.
- (o) *Former Corporation Official or Employee*. A "Former Corporation Official" or "Former Corporation Employee" is a person whose Corporation duties terminate on or after the effective date of this Code.
- (p) *Gift*. "Gift" means a voluntary transfer of property (including the payment of money) or the conferral of a Benefit having pecuniary value (such as the rendition of services or the forbearance of collection on a debt), unless consideration of equal or greater value is received by the donor.
- (q) *Intentionally*. A person acts Intentionally, or with intent, with respect to the nature of his or her conduct or to a result of his or her conduct when it is his conscious objective or desire to engage in the conduct or cause the result.
- (r) *Knowingly*. A person acts Knowingly, or with knowledge, with respect to the nature of his or her conduct or to circumstances surrounding his or her conduct when he or she is aware of the nature of his or her conduct or that the circumstances exist. A person acts Knowingly, or with knowledge, with respect to a result of his or her conduct when he or she is aware that his or her conduct is reasonably certain to cause the result.
- (s) *Official*. The term "Official" or "Corporation Official" includes the following persons:
- Chief Executive Officer;
 - Board of Directors;
 - Chair;
 - Vice Chair;
 - Secretary/Treasurer; or
 - Any officer appointed by the foregoing; and
 - Members of all Boards, commissions, committees, task forces, and other bodies created by the Corporation pursuant to federal or State law, including entities that may be advisory only in nature, who are appointed by the Corporation, or who are designated in the bylaws or organization papers of an entity to serve on behalf of the Corporation; and Board members of any entity who are appointed by the Corporation to such Board membership.

This list is updated annually by the Corporation. All updates are incorporated into this Code without further action by the Corporation. The Corporation's human resources staff shall provide the list annually to the Corporation to post on the Corporation's Internet webpage.

- (t) *Official Action.* "Official Action" includes:
 - (1) Any affirmative act (including the making of a recommendation) within the scope or in violation of an Official or Employee's duties, and
 - (2) Any failure to act, if the Official or Employee is under a duty to act and knows that inaction is likely to affect substantially an Economic Interest of the Official or Employee or any person or entity.
- (u) *Official Information.* "Official Information" includes information gathered pursuant to the power or authority of Corporation government.
- (v) *Ownership.* Ownership of an interest in a mutual or common investment fund that holds securities or other assets constitutes direct or indirect Ownership of such securities or other assets if the individual in question participates in the management of the fund. Ownership of stock in a publicly traded corporation constitutes Ownership for purposes of this Code if the Employee or Official owns more than ten (10) percent of the voting stock or shares of the entity and the value of the stock is more than fifteen thousand dollars (\$15,000.00).
- (w) *Partner.* Someone who engages in an activity or undertaking with another; a "Partner" includes partners in general partnerships, limited partnerships, and joint ventures. One who shares or takes part with another especially in a venture with shared Benefits and shared risks.
- (x) *Recklessly.* A person acts Recklessly, or is reckless, with respect to circumstances surrounding his or her conduct or the result of his or her conduct when he is aware of but consciously disregards a substantial and unjustifiable risk that the circumstances exist or the result will occur. The risk must be of such a nature and degree that its disregard constitutes a gross deviation from the standard of care that an ordinary person would exercise under all the circumstances as viewed from the actor's standpoint.
- (y) *Representation.* "Representation" is a presentation of fact—either by words or by conduct—made to induce someone to act. "Representation" does not include appearance as a witness in litigation or other Official proceedings.
- (z) *Solicitation.* "Solicitation" of subsequent employment or business opportunities includes all forms of proposals and negotiations relating thereto.

ARTICLE 2. PRESENT CORPORATION OFFICIALS AND EMPLOYEES

Sec. 2-1. Conflicts of Interest

- (a) *General Rule.* To avoid the appearance and risk of impropriety, a Corporation Official or Employee shall not take any Official Action that he or she knows is likely to affect the Economic Interests of:
 - (1) The Official or Employee;
 - (2) His or her parent, child, spouse, or other family member within the second degree of Consanguinity or Affinity;
 - (3) His or her outside client;
 - (4) A member of his or her household;
 - (5) The outside employer of the Official or Employee or of his or her parent, child (unless the child is a minor), spouse, or member of the household (unless member of household is a minor);
 - (6) An entity in which the Official or Employee knows that any of the persons listed in Subsections

- (a)(1) or (a)(2) holds an Economic Interest;
- (7) An entity which the Official or Employee knows is an Affiliate or Partner of an entity in which any of the persons listed in Subsections (a)(1) or (a)(2) holds an Economic Interest as defined in Section 2-1;
- (8) a. An entity for which the Corporation Official or Employee serves as an officer or director or in any other policy making position; or
 - b. A non-profit Board to which the Official or Employee is appointed by the Board of Directors or Corporation management to represent the best interests of the Corporation, if the action by the Corporation Official or Employee as a member of the Board is related to an item pertaining to the Corporation, and the Corporation Official or Employee would be involved in the negotiation, development or implementation of that item on behalf of the Corporation; or
- (9) A person or entity with whom, within the past twelve (12) months:
 - a. The Official or Employee, or his or her spouse, directly or indirectly has:
 - 1. Solicited an offer of employment for which the application is still pending;
 - 2. Received an offer of employment which has not been rejected; or
 - 3. Accepted an offer of employment.
 - b. The Official or Employee, or his or her spouse, directly or indirectly engaged in negotiations pertaining to business opportunities, where such negotiations are pending or not terminated.
- (b) *Recusal and Disclosure.* A Corporation Official or Employee whose conduct would otherwise violate Subsection (a) must recuse himself or herself from the matter at hand. From the time that the conflict is, or should have been recognized, he or she shall:
 - (1) Immediately refrain from further participation in the matter, including discussions with any persons likely to consider the matter; and
 - (2) Promptly file with the Corporation an appropriate explanation disclosing the nature and extent of the prohibited conduct. In addition:
 - (i) A supervised Employee shall promptly bring the conflict to the attention of his or her supervisor who will then, if necessary, reassign responsibility for handling the matter to another person; and
 - (ii) A member of a Board shall promptly disclose the conflict to other members of the Board and shall not be present during the Board's discussion of, or voting on, the matter.
- (c) *Definitions.* For purposes of this rule:
 - (1) An action is likely to affect an Economic Interest if it is likely to have an effect on that interest that is distinguishable from its effect on members of the public in general or a substantial segment thereof; and
 - (2) The term "client" includes business relationships of a highly personalized nature, but not ordinary business-customer relationships.

Sec. 2-2. Unfair Advancement of Private Interests.

- (a) *General Rule.* A Corporation Official or Employee may not use his or her Official position to unfairly advance or impede private interests, or to grant or secure, or attempt to grant or secure, for any person (including himself or herself) any form of special consideration, treatment, exemption, or advantage beyond that which is lawfully available to other persons. A Corporation Official who represents to a person that he or she may provide an advantage to that person based on the Official's position on a Board or commission violates this rule.
- (b) *Special Rules.* The following special rules apply in addition to the general rule:
 - (1) *Acquisition of Interest in Impending Matters.* A Corporation Official or Employee shall not acquire

an interest in, or be affected by, any contract, transaction, or other matter, if the Official or Employee knows, or has reason to know, that the interest will be directly or indirectly affected by impending Official Action by the Corporation.

- (2) *Reciprocal Favors.* A Corporation Official or Employee may not enter into an agreement or understanding with any other person that Official Action by the Official or Employee will be rewarded or reciprocated by the other person, directly or indirectly.
 - (3) *Appointment of Relatives.* A Corporation Official or Employee shall not appoint or employ or vote to appoint or employ any relative within the third degree of Consanguinity or Affinity or any member of his or her household to any office or position of employment within the Corporation.
 - (4) *Supervision of Relatives.* No Official or Employee shall be permitted to be in the line of supervision of a relative within the third degree of Consanguinity or third degree of Affinity or any member of his or her household. If an Employee, by reason of marriage, promotion, reorganization, or otherwise, is placed into the line of supervision of a relative, one of the Employees will be reassigned or other appropriate arrangements will be made for supervision.
- (c) *Recusal and Disclosure.* A Corporation Official or Employee whose conduct would otherwise violate this section shall adhere to the recusal and disclosure provisions provided in Subsection 2-1(b) (Conflicts of Interest).

Sec. 2-3. Gifts.

(a) *General Rule.*

- (1) A Corporation Official or Employee shall not Solicit, Accept, or agree to Accept any Gift or Benefit for himself or herself or his or her business:
 - a. That reasonably tends to influence or reward Official conduct; or
 - b. That the Official or Employee knows or should know is being offered with the intent to influence or reward conduct.
- (b) *Campaign Contribution Exception.* The general rule stated in Subsection (a) does not apply to a campaign contribution made pursuant to the Texas Election Code, as amended.
- (c) *Gifts to Closely Related Persons.* A Corporation Official or Employee shall take reasonable steps to persuade a parent, spouse, child, or other relative within the second degree of Consanguinity or Affinity, or an outside business associate not to solicit, Accept, or agree to Accept any Gift or Benefit:
 - (1) That reasonably tends to influence or reward the Corporation Official's or Employee's Official conduct, or
 - (2) That the Official or Employee knows or should know is being offered with the intent to influence or reward the Corporation Official's or Employee's discharge of Official duties.

Sec. 2-4. Confidential Information.

- (a) *Improper Access.* A Corporation Official or Employee shall not use his or her position to obtain Official Information about any person or entity for any purpose other than the performance of Official duties.
- (b) *Improper Disclosure or Use.* A Corporation Official or Employee shall not Intentionally, Knowingly, or Recklessly disclose any Confidential Information gained by reason of said Official's or Employee's position concerning the property, operations, policies or affairs of the Corporation. This rule does not prohibit:
 - (1) Any disclosure that is no longer confidential by law; or
 - (2) The confidential reporting of illegal or unethical conduct to authorities designated by law.

Sec. 2-5. Representation of Private Interests.

- (a) *Representation of Private Interests Before the Corporation by a Member of the Board.* A Corporation Official or Employee who is a member of a Board or other Corporation body shall not represent any person, group, or entity:
 - (1) Before that Board or body;
 - (2) Before Corporation staff having responsibility for making recommendations to, or taking any action on behalf of, that Board or body, unless the Board or body is only advisory in nature; or
 - (3) Before a board or other Corporation body which has appellate jurisdiction over the board or body of which the Corporation Official or Employee is a member, if any issue relates to the Official's or Employee's Official duties.
- (b) *Representation of Private Interests Before the Corporation by Corporation Officials and Employees.*
 - (1) *General Rule.* A Corporation Official or Employee shall not represent for compensation any person, group, or entity, other than himself or herself, or his or her spouse or minor children, Before the Corporation. For purposes of this subsection, the term compensation means money or any other thing of value that is received, or is to be received, in return for or in connection with such representation.
 - (2) *Exception for Board Members.* The rule stated in Subsection (b)(1) does not apply to a person who is classified as a Corporation Official only because he or she is an appointed member of a board or other Corporation body.
- (c) *Prestige of Office and Improper Influence.* In connection with the Representation of private interests Before the Corporation, a Corporation Official or Employee shall not:
 - (1) Assert the prestige of the Official's or Employee's Corporation position for the purpose of advancing private interests; or
 - (2) State or imply that he or she is able to influence Corporation action on any basis other than the merits.
- (d) *Representation in Litigation Adverse to the Corporation.*
 - (1) *Officials and Employees (other than members of the Board of Directors).* A Corporation Official or Employee, other than a person who is classified as an Official only because he or she is an appointed member of a board or other Corporation body, shall not represent any person, group, or entity, other than himself or herself, or his or her spouse or minor children, in any litigation to which the Corporation is a party, if the interests of that person, group, or entity are adverse to the interests of the Corporation.
 - (2) *Board Members.* A person who is classified as a Corporation Official only because he or she is an appointed member of a board or other Corporation body shall not represent any person, group, or entity, other than himself or herself, or his or her spouse or minor children, in any litigation to which the Corporation is a party, if the interests of that person, group, or entity are adverse to interests of the Corporation and the matter is substantially related to the Official's duties to the Corporation.

Sec. 2-6. Conflicting Outside Employment.

- (a) *General Rule.* A Corporation Official or Employee shall not Solicit, Accept, or engage in concurrent outside employment which could reasonably be expected to impair independence of judgment in, or faithful performance of, Official duties.
- (b) *Special Application.* The following special rule applies in addition to the general rule: A Corporation Official or Employee shall not provide services to an outside employer related to the Official's or Employee's Corporation duties.
- (c) *Other Rules.* The general rule stated above applies in addition to all other rules relating to outside employment of Corporation Officials and Employees, including requirements for obtaining prior approval of outside employment, as applicable.

Sec. 2-7. Public Property and Resources.

A Corporation Official or Employee shall not use, request, or permit the use of Corporation facilities, personnel, equipment, or supplies or time while on Corporation duty for private purposes (including political purposes), except:

- (a) Pursuant to duly adopted Corporation policies, or
- (b) To the extent and according to the terms that those resources are lawfully available to the public.

Sec. 2-8. Political Activity.

The following ethical restrictions apply:

- (a) *Influencing Subordinates.* A Corporation Official or Employee shall not, directly or indirectly, induce or attempt to induce any Corporation subordinate of the Official or Employee:
 - a. To participate in an election campaign, contribute to a Candidate or political committee, or engage in any other political activity relating to a particular party, Candidate, or issue, or
 - b. To refrain from engaging in any lawful political activity.

A general statement merely encouraging another person to vote does not violate this rule.

- (b) *Paid Campaigning.* A Corporation Official or Employee shall not Accept anything of value, directly or indirectly, for political activity relating to an item pending on the ballot, if he or she participated in, or provided advice relating to, the exercise of discretionary authority by a Corporation body that contributed to the development of the ballot item. Anything of value does not include a meal or other item of nominal value the Corporation Official or Employee receives in return for providing information on an item pending on the ballot.
- (c) *Official Vehicles.* A Corporation Official or Employee shall not display or fail to remove campaign materials on any Corporation vehicle under his or her control.

Limitations on the use of public property and resources for political purposes are imposed by Section 2-7 (Public property and resources).

Sec. 2-9. Actions of others.

- (a) *Violations by Other Persons.* A Corporation Official or Employee shall not Intentionally or Knowingly assist or induce, or attempt to assist or induce, any person to violate any provision in this Code.
- (b) *Using Others to Engage in Forbidden Conduct.* A Corporation Official or Employee shall not violate the provisions of this Code through the acts of another.

Sec. 2-10. Corporation Contract Personnel.

- (a) A member of the Corporation who, in the course of Official duties, has direct supervisory authority over contract personnel shall make reasonable efforts to ensure that the conduct of contract personnel is compatible with the obligations imposed on Corporation Officials and Employees by this Code.
- (b) Contract personnel employed by a member of the Corporation shall comply with all obligations imposed by this Code on Corporation Employees. Contract personnel may not engage in political activity using Corporation resources or during duty hours.
- (c) All contracts for administrative services between a member of the Corporation and independent contractors shall contain a provision requiring the independent contractor to comply with all requirements imposed by this Code on Corporation Employees.

Sec. 2-11. Persons Required to Report; Time to Report; Place to Report.

- (a) A Corporation Official or Employee who has knowledge of a violation of any of the provisions of this Code shall report this violation as provided below within a reasonable time after the person has knowledge of a violation. A Corporation Official or Employee shall not delegate to, or rely on, another person to make the report. Any Corporation Official or Employee who has knowledge that a violation of the Code has been committed and Intentionally fails to report such violation is subject to the penalties herein.
- (b) A report made under this section shall be made to:
 - (1) the Chief Executive Officer;
 - (2) the Chair of the Corporation; or
 - (3) the Executive Committee.
- (c) A report shall state:
 - (1) The name of the Corporation Official or Employee who believes that a violation of a provision of the Code has been or may have been committed;
 - (2) The identity of the person or persons who allegedly committed the violation;
 - (3) A statement of the facts on which the belief is made; and
 - (4) Any other pertinent information concerning the alleged violation.
- (d) Notice of all reports shall be provided to the Chief Executive Officer and the Executive Committee, within two (2) Business Days of receipt.

ARTICLE 3. FORMER CORPORATION OFFICIALS AND EMPLOYEES

Sec. 3-1. Continuing Confidentiality.

A Former Corporation Official or Employee shall not use or disclose Confidential Information acquired during service as a Corporation Official or Employee. This rule does not prohibit:

- (a) Any disclosure that is no longer confidential by law; or
- (b) The confidential reporting of illegal or unethical conduct to authorities designated by law.

Sec. 3-2. Subsequent Representation of Private Interests.

- (a) *Representation of Private Interests Before the Corporation by a Former Board Member.* A person who was a member of a board or other Corporation body shall not represent any person, group, or entity for a period of one (1) year after the termination or conclusion of his or her Official duties:
 - (1) Before that board or body;
 - (2) Before Corporation staff having responsibility for making recommendations to, or taking any action on behalf of, that board or body, unless the board or body is only advisory in nature; or
 - (3) Before a board or other Corporation body which has appellate jurisdiction over the board or body of which the former Corporation Official or Employee was a member, if any issue relates to his or her former duties.
- (b) *Representation of Private Interests Before the Corporation by Former Corporation Officials and Employees.* A Former Corporation Official or Employee shall not represent for "compensation" any person, private group, or private entity, other than himself or herself, or his or her spouse or minor children, Before the Corporation for a period of one (1) year after termination or conclusion of his or her Official duties. This subsection does not apply to a person who was classified as a Corporation Official only because he or she was an appointed member of a Board or other Corporation body. For purposes of this subsection, the term compensation means money or any other thing of value that is received, or is to be received, in return for or in connection with such Representation.

- (c) *Improper Representation of influence.* In connection with the Representation of private interests Before the Corporation, a Former Corporation Official or Employee shall not state or imply that he or she is able to influence Corporation action on any basis other than the merits.
- (d) *Representation in litigation adverse to the Corporation.* A Former Corporation Official or Employee shall not, absent consent from the Corporation, represent any person, group, or entity, other than himself or herself, or his or her spouse or minor children, in any litigation to which the Corporation is a party, if the interests of that person, group, or entity are adverse to the interests of the Corporation and the matter is one in which the Former Corporation Official or Employee personally and substantially participated prior to termination of his or her Official duties.
- (e) A Former Corporation Official or Employee may subsequently represent private interests Before the Corporation, despite the limitations in Sections (a)-(d) hereof, only after the following conditions are met:
 - (1) Prior to representation Before the Corporation, the Former Corporation Official or Employee provides to the Board a disclosure statement indicating the scope and detailing the description of the proposed representation;
 - (2) The Board reviews and approves the disclosure statement; and
 - (3) The Board issues a written waiver of the provisions of this Section, which is to be produced by the Former Corporation Official or Employee upon reasonable request of Corporation staff or consultants.

ARTICLE 4. MEMBERS OF THE PUBLIC AND OTHERS

Sec. 4-1. Forms of Responsibility.

No person shall Intentionally or Knowingly induce, attempt to induce, conspire with, aid or assist, or attempt to aid or assist another person to engage in conduct violative of the obligations imposed by this Code.

Sec. 4-2. Annual Report.

The Corporation shall prepare and submit an annual report to the Mayor and City Council detailing the activities of the Corporation during the prior year. The format for the report shall be designed to maximize public and private understanding of the Corporation's operations, and shall include a summary of the content of actions reviewed by the Board, all in accordance with the management contract entered into between the Corporation and the City Council.

Sec. 4-3. Public Records.

Requests for public records relating to meetings and other proceedings of the Corporation, to the extent public funds were utilized regarding the act or personnel in review, will be handled in compliance with the Texas Public Information Act.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

Sec. 5-1. Other Obligations.

This Code is cumulative of and supplemental to applicable State and federal laws and regulations. Compliance with the provisions of this Code shall not excuse or relieve any person from any obligation imposed by State or federal law regarding ethics or any other issue addressed herein. Even if a Corporation Official or Employee is not prohibited from taking Official Action by this Code, action may be prohibited by duly promulgated personnel rules, which may be more stringent.

Sec. 5-2. Distribution and Training.

- (a) Within thirty (30) days after entering upon the duties of his or her position, every new Official or

Employee shall be furnished with a copy of this Code. The failure of any person to receive a copy of this Code shall have no effect on that person's duty to comply with this Code or on the enforcement of its provisions. Upon appointment to a Board or commission, such Official shall be provided with a copy of the Code. The Code shall be posted on the Corporation's webpage.

- (b) The Executive Committee, or a designee thereof, shall develop and implement a comprehensive training program for the Officials and Employees of the Corporation on the provisions of this Code. Such materials and programs shall be designed to maximize understanding of the obligations imposed by these ethics rules, as well as to prepare Corporation Officials and Employees to ensure the good judgment necessary to accomplish the statement of purpose herein. Upon completion of training, Officials and Employees of the Corporation shall execute a statement confirming training attendance and affirming receipt of this Code. Such acknowledgement shall evidence the individual read, understands, and will prospectively comply with this Code.
- (c) The Corporation's Department of Human Resources shall enact an administrative directive requiring that all Corporation departments provide their Employees with training on the Code at least once every other calendar year. Training shall be provided to all Corporation departments by video or live presentation and will include educational materials. Additional presentations shall be offered to any department where necessary to accommodate large numbers of Employees.
- (d) The Chief Executive Officer shall notify department directors regarding any significant amendments to the Code within twenty (20) Business Days of adoption. Department directors shall disseminate the information to department Employees.
- (e) Information shall be provided to Employees terminating Corporation service regarding the restrictions on Former Corporation Employees in Article 3 of this code.

Sec. 5-3. Severability.

If any provision of this Code is found by a court of competent jurisdiction to be invalid or unconstitutional, or if the application of this Code to any person or circumstances is found to be invalid or unconstitutional, such invalidity or unconstitutionality shall not affect the other provisions or applications of this Code which can be given effect without the invalid or unconstitutional provision or application.

ARTICLE 6. DESTINATION MARKETING ACCREDITATION PROGRAM ORGANIZATIONAL CODE OF ETHICS

Sec. 6-1. Incorporation

The Destination Marketing Accreditation Program ("DMAP") requires that each organization adhere to the DMAP Code of Ethics as prescribed by the DMAP Board of Directors. As such, the DMAP Code of Ethics is attached hereto as Exhibit A and incorporated herein by reference. To the extent a conflict exists, the provisions of this Code will apply.

Exhibit A

DMAP Code of Ethics