CHAPTER 4 - CODE OF CONDUCT

A. PRINCIPLES:

1. EO's Code of Conduct has been adopted to promote and maintain the highest values and best practices for members of EO worldwide. All EO members agree to abide by this Code of Conduct. Any guests of an EO member in attendance at EO events, whether live or virtual, are expected to adhere to all applicable sections of this Code of Conduct. EO, therefore, requires that any EO member bringing a guest to an EO event assume full responsibility for such guest, including any violations of this Code of Conduct by their guest(s).

2. Violations of this Code of Conduct may result in disciplinary actions, including restrictions on membership, or suspension or termination of membership. EO members are encouraged to report violations of this Code of Conduct to ensure global adherence to and compliance with this Code of Conduct. Compliance with this Code of Conduct by all EO members is a mandatory condition of EO membership.

B. POLICIES:

1. EO VALUES AND BEHAVIOUR

a. EO members shall:
   i. Exemplify EO's core values.
   ii. Act with professionalism, courtesy and respect in interactions and communications with other members, EO staff, sponsors, volunteers and all others associated with EO or present at any EO events or activities.

b. Members shall not:
   i. Engage in conduct violating EO's Bylaws or Policies and Procedures, including this Code of Conduct, or conspire with, coerce, bribe, organize, incite, or induce other EO members, employees, staff, volunteers, or guests to engage in conduct that violates EO's Bylaws or Policies and Procedures, including this Code of Conduct.
   ii. Engage in any conduct that interferes with EO or any EO chapter's ability to conduct activities, events, meetings, or other business.
   iii. Engage in any illegal conduct in the jurisdiction location in which they participate in EO or EO chapter activities, events, meetings, or other business.

2. STANDARDS OF CONDUCT

a. EO's Bylaws and Policies and Procedures outline the standards that apply to all members and chapters. All members must agree to follow these standards, which include, but are not limited to, the following key requirements:

   i. Abide by EO's Anti-Harassment, Anti-Retaliation & Non-Discrimination Policy.

      1. Verbal abuse, harassment, or discrimination as defined in the Anti-Harassment, Anti-Retaliation & Non-Discrimination Policy against members, staff, or any other participants at EO events are violations of this policy and

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strictly prohibited.

2. The following examples are also all violations of this policy - bullying, threatening, intimidating, degrading, defaming, or otherwise attacking (verbally or physically) EO members, prospective members, volunteers, EO member spouses or life partners, children, employees, interns, or staff are strictly prohibited.

3. All complaints alleging violations of the Anti-Harassment, Anti- Retaliation & Non-Discrimination Policy should be sent directly to the EO Governance Committee by email at governance@eonetwork.org. The EO Governance Committee adheres to standard DHR Investigation Procedures for all investigations.

b. Abide by EO's Non-Solicitation Policy, understanding and acknowledging that members have a right to participate in all EO events and interact with each other in a safe and professional environment.

   i. EO prohibits any Solicitation by a member of another member, spouse or life partner, EO staff, strategic alliance partner, sponsor of EO, Regional Council, Global Board, chapter, or any other operational unit of EO, except as provided in the Non-Solicitation Policy.

   ii. "Solicitation" means any direct or indirect contact that was not requested by the recipient about the sale, advertising, marketing, or promotion of a product, service, charitable cause, requesting a donation, an investment, or participation in any other business or personal cause, except as provided for in exceptions outlined in the Non-Solicitation Policy.

c. Adhere to the EO Confidential Information Policy.

   i. "EO Confidential Information" means any information, whether written, oral, electronic or otherwise, concerning EO products and services, including without limitation, eonetwork.org and any directory information, any EO member information, data, analysis, research, studies, document, business plan, records, marketing channels, marketing strategy, sales strategy, plan, samples, trade secrets, training materials, educational content, EO products, any intellectual property, and any other materials concerning EO, its operations, organization, activities, and/or its members.

   ii. Distributing, republishing, otherwise disclosing to third parties, or using EO Confidential Information in any unauthorized manner is strictly prohibited.

   iii. EO's confidentiality policy only applies to EO Confidential Information as defined above. Any exchange of personal or private confidential information (eg, member business information) between members is not covered or protected by this policy.

   iv. The EO concept of "Forum confidential information" is not covered by this policy, but is instead an internal issue for each individual Forum to be addressed by that Forum's constitution.

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d. Avoid conflicts of interest, understanding that members owe a duty to EO to advance its legitimate interests whenever possible.

   i. A conflict of interest exists when a member's loyalties are divided or perceived to be divided between EO and a third party's interests, including a member's own personal interests.

   ii. Members are prohibited from competing with EO directly or indirectly. Members owe a duty to EO to advance EO's legitimate interests whenever possible.

   iii. Members who are unsure whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss the situation in advance with their regional Governance Director for clarification. Some examples of the more common conflicts and/or conduct that should be avoided by members include, but are not limited to:

      1. Accepting or offering gifts in exchange for chapter membership, leadership positions, or other related chapter benefits;

      2. Acquiring any interest in property or assets of any kind for the purpose of selling or leasing it to EO;

      3. Using, allocating or soliciting chapter assets (including gifts, loans, etc.) for the personal gain of a member, member's family, friends or business; and

      4. Committing EO to give its financial support to any outside activity or organization without appropriate written authorization.

e. Strictly adhere to all requirements of EO's Member Vendor Policy, which sets requirements and standards for members and the companies in which they have an interest to conduct business with EO.

3. OBLIGATIONS OF MEMBER LEADERSHIP

a. At all levels, EO benefits from the generosity of volunteer member leaders who work closely with professional staff to advance the purpose, ambition, and values of the organization. Every member has the opportunity to train and enhance their leadership skills while leading in EO, at the Forum, chapter, regional, or global levels. This opportunity comes with an obligation and responsibility. Although member leaders are volunteers, they are still acting as agents of EO in their leadership roles, and therefore have a legal duty of loyalty to EO.

b. Member leaders at each of those levels must uphold EO's values at all times and agree to abide by the following additional standards of conduct.

c. Observe the requirements that a duty loyalty entails:

   i. Member leaders must act in the utmost good faith, and this good faith forbids placing themselves in a position where their individual interest could clash with their

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duty to the organization.

ii. Member leaders must manage their leadership responsibilities solely in EO's best interest, and never as a vehicle for promoting their personal beliefs or causes.

iii. Member leaders must not engage in self-interested transactions and must disclose potential conflicts of interest to the persons charged with approving such transactions.

1. Abide by the disclosure requirements pertinent to their position in the Conflict of Interest Policy to ensure that all EO business dealings reflect high ethical standards.

    1.1. The Conflict of Interest Policy applies to the senior leadership of EO – defined as present or former members of EO's Board of Directors, trainers and facilitators, and Tier 1 and Tier 2 member leaders, including but not limited to chairs and members of each regional council or committee.

2. Understand the scope, authority, and limitations of their role as outlined in EO's Policies and Procedures.

3. Follow the Better Together tenets, understanding that as a team, member leaders and professional staff are responsible for the health and growth of EO and are better together when they demonstrate these five traits:

    3.1. Trust and respect: This is at the core of all member and professional staff interactions. Follow the platinum rule—treat others the way they want to be treated—and live by the EO Code of Conduct.

    3.2. Have a team mindset: Put EO first. Be prepared for meetings and read materials before contributing views; take the time to understand the skills and experience of your teammates; be curious and always remember that collaboration is key.

    3.3. If you see it, say it: Advocate for a better culture; speak up about inappropriate behavior; use the grievance process as a last resort if dialogue has not resolved the issue.

    3.4. Think globally: Consider cultural differences, be mindful of time zones and consider the big picture.

    3.5. Be accountable: Be responsible for actions; hold yourself and others accountable.

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4. REPORTING PROCEDURES

a. If a member or EO staff member believes someone has violated this Code of Conduct, they should promptly bring the matter to the immediate attention of EO using the applicable reporting and complaint submission channels.

b. Allegations of member violations involving discrimination, harassment, or retaliation ("DHR") must be immediately raised by: (a) email to governance@eonetwork.org; (b) contacting the regional Governance Director responsible for the region of the member accused of violations; (c) contacting the chair of EO's Governance Committee; or (d) contacting a member of EO's governance staff or EO's legal team.

c. Staff complaints of Code of Conduct violations should be submitted to EO's governance or EO's legal team.

d. Alleged violations of this Code of Conduct not involving DHR should be raised to the responsible individual at the chapter level (eg, Chapter Governance Chair), or to the chapter president for review by the Chapter Conduct Committee. If chapter presidents are notified of DHR violations, they should immediately report all such complaints to their regional Governance Director, unless the complaint is about the regional Governance Director. In such cases the chapter president should report it to the chair of the Governance Committee or the EO staff member responsible for Governance.

e. Chapters should ensure that they require their employees to adhere to substantially similar standards of conduct and provide their employees with a mechanism to report misconduct at the chapter level.

5. INVESTIGATION PROCEDURES

a. Pursuant to the terms of the Authorized Chapter License Agreement in force between EO and all authorized EO chapters, every chapter is required to establish policies and procedures governing the submission, review, investigation, and resolution of complaints alleging violations of EO or chapter-specific policies, including disciplinary measures related to violations determined to have occurred.

b. Chapters may elect to adopt the standardized best practices process for Chapter Conduct Committees outlined in the Chapter Conduct Committee Guidelines or adopt their own process. These processes ensure that Chapter Conduct Committees conduct investigations into the facts and circumstances of any alleged violation of this Code of Conduct in a neutral, consistent, and professional manner, with the goal of ensuring fairness to all involved parties.

c. Chapter policies and procedures governing the discipline of members must meet the minimum standards adopted by EO, but may include provisions in addition to and beyond the scope of the minimum standards adopted by EO.

d. Complaints should immediately be referred to the global Governance Committee if they involve: 1) allegations of discrimination, retaliation, or sexual or other harassment; or 2) allegations of misconduct spanning multiple chapters or involving members from

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different geographical regions.

e. For all investigations, and to the extent practicable, the chapter and EO's Governance Committee will strive to maintain the confidentiality of all facts related to any complaints, including the reporting member's concerns. However, complete confidentiality may not be possible in all circumstances.

f. Members are required to cooperate in all investigations conducted according to this policy. Failure to cooperate may result in corrective action as defined below.

6. CORRECTIVE ACTION

a. EO's Governance Committee, EO's Board of Directors, or in some cases, a chapter, can recommend corrective action against an EO member if the complaint review and investigation process results in a determination that the member violated this Code of Conduct, EO's Bylaws, or EO Policies and Procedures. These actions may include, but are not limited to, mandating training as a condition of continued membership, placing a member on probationary status, restricting, or prohibiting a member from participating in certain programs or serving in leadership roles, suspending membership, or terminating membership.

b. Chapter disciplinary action involving suspension or termination of membership is limited to suspension or termination of such member's chapter membership. In no event may a chapter unilaterally take disciplinary action to suspend or terminate a member's global membership. Any suspension or termination of a member's chapter membership by a chapter must be reported by the chapter to the Governance Committee. Suspension of global membership as a disciplinary measure may only be imposed by the Governance Committee or the EO Global Board. Termination of global membership as a disciplinary measure is the exclusive jurisdiction of the Global Board.

c. EO's Board, in its sole discretion, may expel a member of EO for violations of EO's rules or for misconduct. Upon expulsion from EO, the expelled member loses all membership rights and responsibilities. No other EO entity or personnel has the right or power to terminate an EO member's global membership. Chapters are authorized to terminate an individual member's chapter membership for serious violations of EO's or chapter-specific policies, provided that:

   i. they have established and adhered to a uniform, standardized, neutral process to review, investigate, and resolve allegations of member violations;

   ii. any determination to terminate an individual member's chapter membership has been reviewed by, and voted on, by that chapter's board pursuant to all applicable policies, and such board resolution has been duly recorded and minuted; and

   iii. The chapter promptly notifies EO of such chapter membership termination pursuant to its obligations under the Authorized Chapter License Agreement, but in no event any later than two (2) calendar days after such vote to terminate chapter membership has been taken.

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7. NO WAIVER OF RIGHTS & LOCAL LEGAL OBLIGATIONS

a. The policies described in this Code of Conduct apply to EO's internal policies, rules, and procedures. Nothing herein shall prevent a member from seeking their own legal remedies, at their own expense, to the extent permitted by applicable law.

b. Members should familiarize themselves with and agree to their local chapter's Bylaws, Policies and Procedures, Code of Conduct, and other governing documents.

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