

Employee Code of
**ETHICS &
CONDUCT**





A Message from Our CEO on the Code of Ethics and Conduct

Our work at Audubon is built on a foundation of integrity, respect, and accountability—values that guide everything we do to protect birds and the places they need. How we conduct ourselves is as important as how we achieve the mission. To support this, I am pleased to share our Code of Ethics and Conduct.

Our Flight Plan orients all of Audubon toward our Guiding Star of halting, and ultimately reversing, the decline of birds across the Americas—what we call Bending the Bird Curve. This Code, as a part of our Workplace Excellence milestone, makes clear how we will work together to bend the bird curve and make a meaningful, lasting impact on the planet.

Please take the time to review the Code carefully as it reflects the trust we have built and the culture we are committed to nurturing.

Thank you for your dedication to Audubon and supporting our shared mission.

Warmly,

Elizabeth Gray

Chief Executive Officer



Message from the Ethics & Compliance Office (E&CO)

At Audubon, we are committed to meeting the highest ethical and professional standards in all our actions. Integrity means doing the right thing regardless of who is watching. It means being trustworthy and reliable. We also recognize that the right decision is not always clear.

This Code is intended to help you make ethical decisions and to hold each other accountable. Throughout the Code, look for links to specific policies. They will provide you with additional guidance on key ethics and compliance topics. The Ethics and Compliance Office is a resource to help you navigate challenging situations and ethical dilemmas that might arise during your work.

We are all responsible for speaking up about ethical misconduct. We know it takes courage to speak up. Audubon will not tolerate retaliation against individuals who ask questions or raise concerns in good faith.

It takes each of us to create and maintain an ethical culture. Thank you for your commitment to our Code.

Best,

Kevin Robertson

Senior Director, Ethics and Compliance

What is the Code and Why Do We Have One?

At Audubon, we protect birds and the places they need, today and tomorrow. This Code strengthens that mission. It is based in our core values and reinforces the expectation that employee conduct reflects Audubon's commitment to the highest ethical standards.

This Code can help you make the right decision. Sometimes, you might face a situation where the right thing to do is not obvious. This is where our Code can help. While it cannot answer every question, it can provide guidance when the answer is not clear.

In addition to the Code, Audubon maintains organizational policies and procedures that provide more specific information about the rules with which all Audubon employees must comply. Embedded throughout this Code, you will find links to key policies, which are [found here](#).

THE CODE REQUIRES YOU TO

- Conduct yourself honestly and ethically.
- Uphold our values and protect our reputation.
- Understand what Audubon expects from you.
- Make the best decision, consistent with this Code, our values, and our policies.
- Comply with Audubon's policies as well as all laws, regulations, and standards that apply to Audubon.
- Understand where to go for assistance or guidance if you have questions or concerns.
- Hold yourself and others accountable for compliance with this Code.

A failure to adhere to this Code may be grounds for discipline, up to and including termination.

Our Code of Conduct is Rooted in Our [Values](#)

How we conduct ourselves is as important as how we achieve our mission. Our values guide our culture and our results.

- Drive for lasting, positive **impact**
- Recognize **collaboration** is key to accomplishing our mission
- Build trust by acting with **integrity**
- Demonstrate **care** for each other, our partners, and our communities
- Foster **innovation** and learning
- Embrace complexity and **change**

How to Make Good Decisions

Our values and this Code can help guide your decision making. If the right thing to do is not clear, ask yourself:

- ✓ **Is my decision legal?**
- ✓ **Is it consistent with our Code and values?**
- ✓ **Does it comply with our [organizational policies](#)?**
- ✓ **Would I be comfortable if my actions were made public (for example, on social media)?**
- ✓ **What if everyone did this, would it be OK?**
- ✓ **What if this were done to me — would that be OK?**

If the answer to any of these questions is “No” then **DO NOT** do it. If you are unsure, please contact the Office of the General Counsel or the Ethics and Compliance team.

As a public charity and not-for-profit organization, we have an enhanced responsibility to protect our resources and our reputation. As an Audubon employee, you have the following responsibilities, detailed further in this Code:

- To always act with integrity, regardless of the situation.
- To treat each other with respect and act professionally.
- To comply with all laws and regulations that apply to Audubon.
- To comply with all applicable company policies and procedures.
- To understand the expectations and requirements in the Code of Ethics and Conduct.
- To report concerns and ask questions when you need guidance.
- To cooperate with reviews and investigations, including internal assessments, independent audits, and other inquiries.

Our Code is a Series of Commitments We Make as Audubon Employees



WE RESPECT EACH OTHER AND BEHAVE PROFESSIONALLY



WE AVOID CONFLICTS OF INTEREST



WE CELEBRATE EQUITY, DIVERSITY, INCLUSION, AND BELONGING



WE ACT WITH INTEGRITY



WE PROTECT OUR ASSETS AND INFORMATION AND USE AUDUBON'S SYSTEMS RESPONSIBLY



WE PROMOTE A SAFE AND HEALTHY WORK ENVIRONMENT



WE HOLD OURSELVES AND EACH OTHER ACCOUNTABLE

Our Code Commitments are detailed on the following pages.



*Blue Jay. Photo: Cindy Jones/
Audubon Photography Awards*

We Respect Each Other and Behave Professionally

01

Audubon is committed to a workplace where everyone is treated with dignity, courtesy, professionalism, and respect. Disrespect and intimidation have no place here.

We will not tolerate harassment, bullying, or mistreatment of others while working for Audubon — no matter where we are while working for Audubon or what we do for the organization. This expectation extends to professional events, social outings, field work, internal communications, and other activities, such as social media. Furthermore, our commitment to respect and professionalism applies when we are representing Audubon and speaking about the organization, our colleagues, and our work to other individuals such as volunteers, donors, partners, and business associates.

Diversity of views and opinions is a source of strength. It is OK for us to disagree, but all differences of opinion should be expressed respectfully, without personal attacks, microaggressions, or discriminatory language.

DISCRIMINATION

Audubon strictly prohibits and will not tolerate discrimination in any aspect of employment. Discriminatory action in employment may include firing, refusing to hire, denying training, failing to promote, and discriminating in pay or other terms, conditions, or privileges of employment based on an individual's characteristics or protected status. [Audubon is an equal employment opportunity workplace.](#)

HARASSMENT, INCLUDING SEXUAL HARASSMENT

We must treat each other with dignity and respect. Audubon is committed to providing a workplace free of harassment, including sexual harassment. Harassment is unwelcome conduct that is based on a person's protected characteristic and is offensive or intimidating enough to affect their employment. This can include things like offensive or inappropriate slurs, jokes, or pictures, demeaning insults, physical or mental threats, or inappropriate physical contact. Sexual harassment includes unwelcome conduct of a sexual nature that a person finds intimidating, hostile, or offensive. It can be physical, written, or oral. The action can be overt or subtle.

For more information, please review the [Discrimination and Harassment-Free Workplace Policy](#).

Great Egret. Photo: Bonnie Masdeu/
Audubon Photography Awards



*Burrowing Owl. Photo: Cynthia Barbanera-Wedel/
Audubon Photography Awards*

USE OF SOCIAL MEDIA AND OTHER EXTERNAL RESOURCES

We understand that many employees use social media and other resources externally to do our work. While such resources can significantly benefit Audubon and the larger conservation community when used properly, they can damage Audubon when used inappropriately. When posting content externally and making public statements, employees must exercise good judgment, respect, and discretion. While Audubon respects the right of employees to express personal views, we expect that all expressions align with the organization's core values of respect, inclusion, and equality. Keep in mind that your personal statements might be interpreted by others as being on behalf of Audubon.

USE OF AUDUBON'S INTERNAL RESOURCES

Internal company resources such as email, Slack, and Zoom help us get our work done. To maintain Audubon's inclusive workplace culture, you may not use such resources to threaten, attack, insult, or demean anyone at Audubon. Communications must be respectful and professional. Additionally, you may not use any internal resources to make [political or partisan](#) statements or to support or oppose candidates or political parties.

EXPECTATION OF PROFESSIONALISM

Employees must behave professionally in all work-related settings. Disrespectful behavior is unprofessional and is not tolerated. It can disrupt our workplace, interfere with achieving our mission, and impact personal health.

*Northern Cardinal and American Tree Sparrow.
Photo: Joan Tisdale/Great Backyard Bird Counts*



We Celebrate Equity, Diversity, Inclusion, and Belonging

02

Equity, diversity, inclusion, and belonging (EDIB) are fundamental to our organizational culture and inform our internal work and conservation efforts. We strive to create a workplace where every employee feels safe and supported in expressing their full identity and perspectives, in a way that is comfortable for them.

We understand that diversity in views and experience is a source of strength. Respect, inclusion, and opportunity for people of all backgrounds, identities, and perspectives will attract the best ideas and harness the greatest passion to shape a healthier, more vibrant future for all of us who share our planet.

We are committed to continuously fostering diversity across all levels of our staff, board, volunteers, and supporters, and fostering an inclusive network of Audubon Centers and Chapters in all communities, from rural to urban.



Tricolored Heron. Photo: Marti Phillips/
Audubon Photography Awards



Red-winged Blackbird. Photo: Tomas Koeck/
Audubon Photography Awards

We Protect Our Assets and Information, and Use Audubon's Systems Responsibly 03

As a public charity, we have enhanced responsibilities regarding the use and protection of our assets.

DATA PRIVACY

We respect and protect an individual's privacy and comply with applicable data privacy laws. Those of us with access to personal information must safeguard it, use it lawfully and properly, and never share it with anyone who does not need to know it or is not authorized to receive it.

PROTECTION OF AUDUBON ASSETS, RESOURCES, AND INFORMATION

We commit to protecting our assets and resources.

Assets and resources include Audubon property, facilities, supplies, equipment, computers, computer systems, membership lists, intellectual property, vehicles, funds, software and services, phones, servers, databases, wireless devices, tablets, email systems, voice messaging systems, remote access tools, internet connectivity, and any device that stores or connects to Audubon data.

Audubon owns these assets and resources. We will take care of them, and we will not misuse or abuse them. This standard extends to how we use our [email](#), how we maintain our [corporate records](#), and [how we protect our confidential information](#).

LIMITED PERSONAL USE

Our personal use of Audubon's assets and resources is limited, reasonable, and appropriate.

American Flamingo. Photo: Scott Hamsik/
Audubon Photography Awards

We Avoid Conflicts of Interest

04

We are all responsible for acting in the best interests of Audubon.

A [conflict of interest](#) is a situation in which an employee has a private interest or interests (including personal, social, or financial interests) that could influence or impair, or may appear to influence or impair, their ability to act in the best interests of Audubon. Conflicts may be actual or also may be apparent, or perceived.

Even the appearance of a conflict is inappropriate and can damage our reputation. You must promptly disclose any potential or actual conflict of interest to Audubon whenever it arises by contacting the Senior Director of Ethics and Compliance, the Office of General Counsel, or ethics@audubon.org. This transparency allows Audubon to address any issues and work to mitigate the conflict, if possible.

Examples of potential or actual conflicts of interest that must be disclosed include:

- Involvement in the hiring of a family member.
- Engaging in outside employment or consulting work that has not been reviewed and approved by Ethics and Compliance for potential conflicts.
- Serving on boards of directors or other governing bodies of for-profit or non-profit organizations.
- Maintaining a reporting relationship which impacts your ability to be objective (such as with a family member or romantic partner).
- Having a financial interest in entities with which Audubon does business.
- Accepting gifts or entertainment that could influence how you make decisions.

Speckled Parrotlet. Photo: Dorian Anderson

We Act with Integrity

05

As a non-profit organization dependent on public and private funding, we protect our reputation, comply with US Internal Revenue Service requirements and other applicable laws and regulations, and steward our funds responsibly.

LOBBYING

Lobbying includes activities and communications intended to influence federal, state, and local legislation. Examples include contacting a government official for the purpose of supporting or opposing proposed legislation or urging the public to contact members of a legislative body for the purpose of supporting or opposing proposed legislation.

While Audubon is permitted to engage in lobbying activities, we must comply with laws that limit the amount of lobbying we can do and keep track of our lobbying time and expenses. Violation of these laws could result in Audubon losing its tax-exempt status.

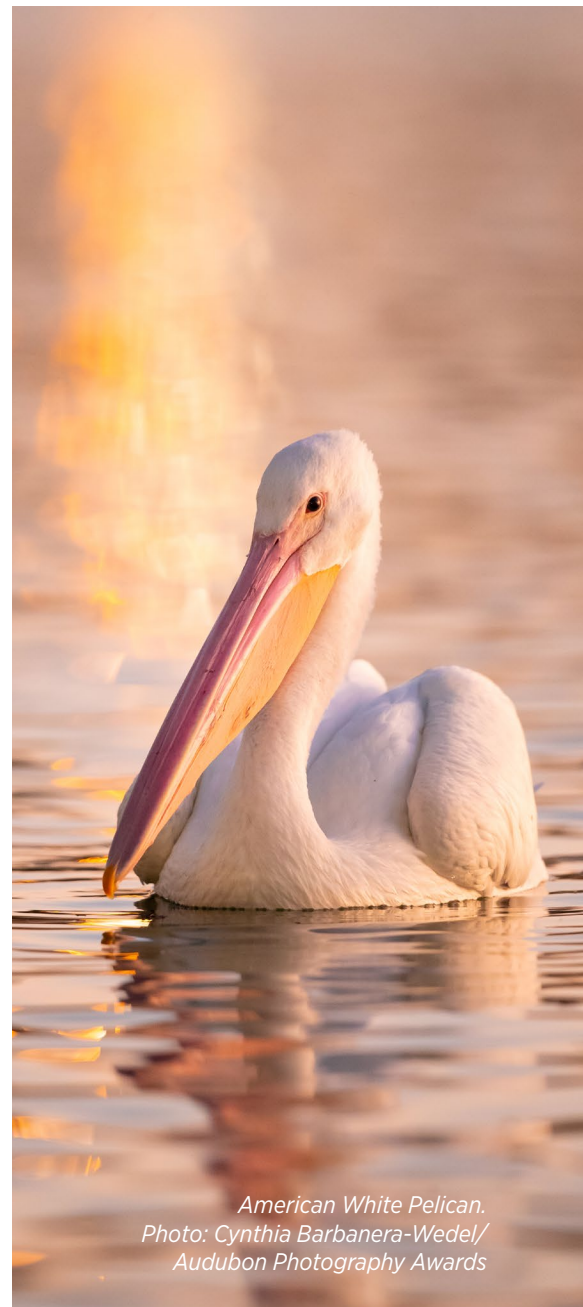
For more information, please review the [Lobbying Policy](#).

POLITICAL ACTIVITIES

As a non-profit, tax exempt 501(c)(3) organization, Audubon is absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of, or in opposition to, any candidate for elective public office at the federal, state, or local level.

Employees are, however, permitted to engage in political campaign activities in their capacity as private citizens. While engaging in these activities, you must avoid creating an impression that you are acting on behalf of, or as a representative of, Audubon, and avoid using Audubon assets.

For more information, please review the [Political Campaign Activities Policy](#).



American White Pelican.
Photo: Cynthia Barbanera-Wedel/
Audubon Photography Awards

ANTI-BRIBERY AND ANTI-CORRUPTION

Audubon is committed to full compliance with all applicable anti-bribery and anti-corruption laws, including the [U.S. Foreign Corrupt Practices Act](#).

As a charitable organization, Audubon must maintain the highest integrity and credibility to uphold the public trust. Bribery and corruption could subject Audubon and its employees to criminal liability and could be damaging to Audubon's mission and reputation.

Audubon prohibits any form of bribery or corruption. Bribery is offering or accepting **anything of value** to influence the judgment or conduct of another person or to obtain a business advantage. Corruption is the abuse of power for personal gain.

"Anything of value" is a broad term, and can include any item of monetary value, for example:

- Cash or the equivalent (including gift cards)
- Gifts (jewelry, clothing, or antiques)
- Employment, internships, or consultancy opportunities
- Political contributions
- Travel, meals, lodging, shopping, or entertainment expenses

For more information, please review the [Anti-Corruption Policy](#).

GIFTS AND HOSPITALITY

Giving or receiving business gifts of **significant value is prohibited**. However, under certain limited circumstances, Audubon allows the provision of gifts, meals, entertainment, promotional items, and other items of nominal value to government officials or any other party doing business with Audubon.

Providing or receiving gifts or hospitality must comply with the following principles:

- Any gift greater than \$100 in value must be approved in writing by the Office of the General Counsel.
- It is not offered to gain an improper advantage or influence official action.
- It is permitted by local law and in line with local customs.
- It is never in the form of cash or cash equivalent (e.g., gift cards, gift certificates, checks, loans, shares or share options).
- It is justified by a legitimate business need.
- The value is reasonable and appropriate to the circumstances so that it does not create an appearance of bad faith and could not reasonably be misunderstood by the recipient or others as a bribe.
- The frequency of prior gifts or hospitality provided to the same recipient may raise an appearance of impropriety. Unless otherwise approved, gifts should be limited to once per year per recipient.
- It is fully documented and accurately recorded in Audubon's books and records.

STEWARDSHIP OF ALL FUNDING AND DONOR MONEY

We use public and private funds, in whatever form, only to further Audubon's mission and in ways that align with our values. Our donors trust us to use their contributions effectively and resourcefully in a way that advances our shared goals. We comply with all requirements associated with the use of public funding, such as government grants or contracts. We provide for [controls over spending](#) and spend our money wisely when [purchasing goods](#) and services and when [traveling](#).



We Promote a Safe and Healthy Work Environment

06

We take safety and security seriously and comply with all laws, regulations, and company policies and procedures that apply to our work. Audubon does not tolerate any threatening or violent behavior in the workplace.

We [protect the youth](#) in our care. We must always work in a manner that promotes a safe work environment and ensures that our actions do not cause harm to others. Unsafe work behavior includes working on behalf of Audubon while under the influence of any substance that could impair our actions or judgment, such as illegal drugs, misused prescription medications, or alcohol.

Audubon has a Director of Safety and a Safety Team that convenes regularly. Please reach out to safety@audubon.org with any questions or concerns. You must report safety-related incidents and near-misses when they occur.

For more information, please review the [Safety Manual](#).



Sanderling. Photo: Melissa Rowell/
Audubon Photography Awards



Downy Woodpecker. Photo: Sandra Rothenberg/
Audubon Photography Awards

Great Blue Heron. Photo: Camelia Marculescu/
Audubon Photography Awards

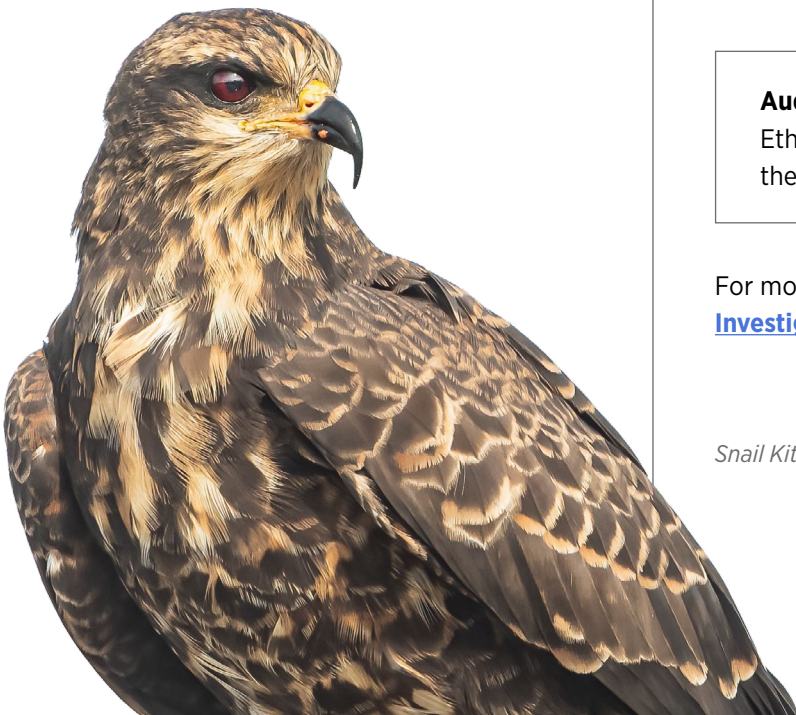
We Hold Ourselves and Each Other Accountable

07

Audubon is committed to a “Speak-Up” culture in which employees are encouraged and empowered to ask questions and report concerns.

As an Audubon employee, you should promptly **raise concerns** about situations you believe in good faith to be unlawful, unethical, or not aligned with Audubon’s policies or core values.

We understand that it takes courage to file a report or complaint. Audubon does not permit any retaliation, direct or indirect, against an employee who raises a good faith concern or participates in an investigation.



You Can Raise Concerns to Any of the Following Resources:

- ✓ The Ethics and Compliance team (ethics@audubon.org)
- ✓ The [Audubon Ethics and Compliance Hotline website](#) or by dialing their 24/7 call center at **(877) 269-6165** in the US or **01-800-518-503** in Colombia.
- ✓ The Senior Director of Employee Relations
- ✓ A People and Culture Business Partner
- ✓ Your manager, or if needed, another manager in your reporting chain
- ✓ The Labor Relations Director
- ✓ Your Union Representative, if applicable.

Audubon’s Ethics and Compliance Hotline is managed by Ethico, a third-party employee hotline provider. You have the option to remain anonymous if you choose to do so.

For more information, please review the [Raising Concerns, Investigations, and Non-Retaliation Policy](#).

Snail Kite. Photo: John Ruggeri/Audubon Photography Awards

Conclusion

*Thank you for your compliance and attention
to our Code of Ethics and Conduct.*

If you have any questions or suggestions on how to improve it,
contact the Senior Director, Ethics and Compliance.

And thanks for all that you do for Audubon.



Front Cover: Green-breasted Mango.
Photo: Lou Orr/Great Backyard Bird Count

Back Cover: Canada Jay. Photo: Mathew
Malwitz/Audubon Photography Awards