

THE BULLDOG CLUB OF AMERICA

CONFLICT OF INTEREST AND ETHICAL CONDUCT POLICY

adopted by the BCA Council on September 24, 2014

The Bulldog Club of America, Inc. (the "BCA") has adopted the following Conflict of Interest and Ethical Conduct Policy (the "Policy") which applies to all councilors, officers, Key Employees and Key Persons of the BCA (all, "Covered Persons") as defined in New York State Not For Profit Law.

I. Responsibilities

The Council of the BCA retains ultimate responsibility for monitoring and ensuring compliance with the Policy.

The Audit Committee of BCA, assisted by the Secretary, is responsible for administering the Policy and for reporting to the Council on relevant matters to enable the Council to monitor and verify compliance.

The Executive Committee and authorized committees of BCA ("Authorized Committees") are responsible for administering the Policy with respect to matters within the scope of their authority.

Each Covered Person is individually responsible for understanding and complying with the Policy and should consult with the Secretary or the Chair of the Audit Committee for further interpretation of the Policy.

II. Standard of Conduct and Specific Prohibitions

The BCA Standard of Conduct that applies to all Covered Persons requires that they:

- A. Maintain the highest standards of honesty, integrity, professionalism, and loyalty to the BCA;
- B. Act for the benefit of the BCA and without regard to personal interests;
- C. Make all decisions solely to promote the best interests of the BCA;
- D. Refrain from all activities that conflict with the best interests of the BCA;
- E. Refrain from using their position or information to further their own interests or derive personal advantage;
- F. Avoid conduct that could compromise the integrity or reputation of the BCA; and
- G. Comply with all laws, rules, and regulations applicable to the BCA and with all standards policies, and procedures adopted by the BCA.

The following actions by Covered Persons violate the Standard of Conduct and are prohibited:

- A. Unauthorized use of resources of the BCA for personal benefit;
- B. Pursuing transactions and other business opportunities that should be presented to the BCA;
- C. Utilizing data or information of the BCA for personal gain, for the benefit of any person or entity other than the BCA, or for any purpose other than promoting the best interests of the BCA;
- D. Engaging in any activity or enterprise in direct competition with the BCA except with the knowledge and consent of the Council or Authorized Committee; or
- E. Accepting a gift, loan (excluding loans from financial institutions made in the ordinary course of business), or other favor of more than nominal value from any organization or person doing or

seeking to do business with BCA.

III. Definitions

For purposes of this Policy and the Disclosure Statement referenced in Section VIII below:

“Family Member” of a Covered Person, means the Covered Person’s spouse or domestic partner, ancestors, siblings and their spouses, and lineal descendants and their spouses.

“Related Entity” means any entity in which a Covered Person and/or his or her Family Members, have a thirty-five percent or greater ownership interest or, in the case of a partnership or professional organization, a direct or indirect ownership interest of more than five percent.

“Key Employee or Key Person” means any person who:

- A. has responsibilities, powers or influence over the organization as a whole similar to those of officers, directors or trustees; or
- B. is in a position to exercise substantial influence over the affairs of the organization as a whole.

“Related Party” means a Covered Person and his or her Family Members and Related Entities.

“Standard of Conduct” means the standards and prohibitions listed in Article III to promote the adherence of Covered Persons to their fiduciary responsibilities to the Alliance.

IV. Divided Loyalties

Covered Persons owe fiduciary obligations, including a duty of loyalty, to the BCA and must act in the BCA’s best interests rather than in their own personal interest or that of another organization. When a personal relationship or interest divides a Covered Person’s loyalties or could create the appearance that a Covered Person’s loyalties are divided, the relationship or interest must be disclosed to the Council or Authorized Committee so that it can appropriately safeguard the BCA’s best interests.

A “Divided Loyalty” is any relationship or set of facts or circumstances that could influence a Covered Person’s exercise of his or her independent judgment whether in general or in respect to a particular decision or transaction. A Divided Loyalty exists whether or not a Covered Person’s judgment is actually influenced, and any relationship or set of facts or circumstances that could create an appearance of impropriety with respect to a Covered Person constitutes a Divided Loyalty.

For purposes of this Policy, no Divided Loyalty shall exist solely because a Covered Person shall concurrently be an officer, director or Key Person of the Bulldog Club of America Charitable Fund, the Bulldog Club of America Rescue Network, the American Kennel Club or any member club of the BCA.

If any Covered Person has interests or affiliations that give rise to a Divided Loyalty, the Covered Person will so advise the Secretary by providing a Disclosure Statement specifying the relevant facts that give rise to the Divided Loyalty. The Secretary will confer with the Chair of Audit Committee, as needed, who will determine whether the interests or affiliations give rise to a Divided Loyalty considering the factors described above and the other principles set forth in this Policy. If the Chair of the Audit Committee determines that a Divided Loyalty exists, he or she will advise the Council or the relevant Authorized Committee. If the Chair of the

Audit Committee determines that no Divided Loyalty exists, no further action is required.

A Divided Loyalty will be subject to the following procedures:

- A. Covered Persons must fully disclose the existence and material facts of any Divided Loyalty by providing a Disclosure Statement to the Secretary as provided above, as soon as the Divided Loyalty arises.
 1. If the Divided Loyalty relates to a transaction, agreement or arrangement in which a Related Party has a financial interest and in which the BCA is a participant, the Council or Authorized Committee will follow the procedures set forth in Section V of the Policy.
 2. Otherwise, the Council or Authorized Committee may, in its sole discretion:
 - a. determine that the Divided Loyalty should be treated as a Conflict Transaction (as defined below) subject to the procedures set forth in Section V of the Policy;
 - b. take such other action as it deems necessary or appropriate to protect the best interests of the BCA; or
 - c. take no action.

The Covered Person for whom a Divided Loyalty exists will take no part in the Council or Authorized Committee's deliberation or vote pursuant to this paragraph (but can participate in the information-gathering stage of the discussion).

- B. The minutes of the meeting of the Council or the Authorized Committee considering the Divided Loyalty will (1) reflect that the Divided Loyalty was disclosed, (2) state that the Covered Person was not present during the deliberation or vote of the Council or Authorized Committee, and describe any action taken by the Council or the Authorized Committee relating to the Divided Loyalty.
- C. If the Council or an Authorized Committee should determine, during the course of a meeting or preparation therefor, that a Divided Loyalty or Conflict Transaction exists, or may exist, for which no Disclosure Statement has been provided, they shall so advise the Secretary, who will make every reasonable effort to receive a Disclosure Statement from the Covered Person for whom the Divided Loyalty or Conflict Transaction exists, or may exist, for review in the meeting. Despite these efforts, if no Disclosure Statement is made available under these circumstances to the Council or Authorized Committee, then the Council or Authorized Committee shall have the discretion, on the basis of the information available, to treat the interest or transaction as a Divided Loyalty or a Conflict Transaction, following the procedures set forth in this Policy as appropriate.

V. Conflicts of Interest

In some circumstances, a Covered Person's relationship or interest will require the Council or Authorized Committee to follow additional procedures to safeguard the BCA's best interests, both as a matter of good governance and in order to comply with federal and state laws applicable to the BCA. These circumstances most often arise in the context of a transaction between the BCA and a Related Party and are therefore referred to in this Policy as Conflict Transactions, but Conflict Transactions also include other situations that the Council or Authorized Committee determines require similar procedural safeguards.

A "Conflict Transaction" is any transaction, agreement or arrangement in which a Related Party has a financial interest and in which the BCA is a participant. In addition, the Council or Authorized Committee

may, in its sole discretion, elect to treat any relationship, potential conflict of interest, or Divided Loyalty disclosed by any Covered Person as a Conflict Transaction subject to the provisions of this Section V.

A Conflict Transaction will be subject to the following procedures:

- A. Any Conflict Transaction will be approved by the Council or the Authorized Committee only after the Council or the Authorized Committee determines that the transaction, agreement or arrangement is fair, reasonable and in the best interest of the BCA.
- B. When a Covered Person becomes aware that he or she, or his or her Family Members or Related Entities is involved in a Conflict Transaction:
 1. he or she will immediately provide the Secretary with a Disclosure Statement specifying the relevant facts which give rise to the Conflict Transaction. The Secretary will be responsible for providing any Authorized Committee or the Council with the information from the Disclosure Statement before any discussion shall take place by either the Authorized Committee or the Council with respect to the Conflict Transaction;
 2. he or she may participate in the information-gathering stage of the Council's or the Authorized Committee's discussion, but will not be physically present during the final deliberation or vote on the Conflict Transaction;
 3. he or she will not vote on the Conflict Transaction, if a councilor, an officer or a member of an Authorized Committee,
 4. he or she will refrain from improperly influencing the deliberation or vote on the Conflict Transaction.
- C. In determining whether to approve a Conflict Transaction in which a Related Party has a "substantial financial interest" (as such term is interpreted from time to time for purposes of Section 715 of the New York Not-for-Profit Corporation Law), not just a financial interest, disinterested directors on the Council or the Authorized Committee will, in addition to following the procedures set forth above:
 1. consider alternative transactions to the extent available;
 2. approve the Conflict Transaction by not less than a majority vote of the members present at the meeting of the Council or the Authorized Committee; and
 3. contemporaneously document in the meeting minutes the basis for the Council's or the Authorized Committee's approval of the Conflict Transaction, including its consideration of any alternative transaction.
- D. All questions as to the existence of a Conflict Transaction, or the substantiality of a financial interest, will be resolved by a vote of the Council or the Authorized Committee in which the interested individual, if he or she is a councilor or member of an Authorized Committee, may not vote.
- E. The minutes of the meeting of the Council or the Authorized Committee considering the Conflict Transaction will (1) reflect that the Related Party's interest in the transaction, agreement or arrangement in which the BCA is a participant was disclosed, (2) state that the Related Party (and any Covered Person affiliated with the Related Party) was not present during the final deliberation or vote of the Council or the Authorized Committee on the Conflict Transaction, (3) state that the Related Party, if a councilor or member of the Authorized Committee, abstained from voting on the Conflict Transaction, (4) describe the action taken by the Council or the

Authorized Committee relating to the Conflict Transaction (e.g., approval or disapproval), and (5) describe any consideration of alternative transactions, to the extent applicable, by the Council or the Authorized Committee.

VI. Policy Distribution

A copy of the Policy will be distributed to each Covered Person upon his or her initial election to the Council, initial election as an officer, or initial appointment as a Key Employee, as applicable. A copy of the Policy will also be distributed annually to all Covered Persons, and each Covered Person will acknowledge his or her receipt, understanding, and obligation to comply with the Policy.

VII. Annual Disclosures and Reporting

Each Covered Person will furnish a disclosure statement substantially in the form attached hereto (the "Disclosure Statement") to the Secretary of the BCA prior to the commencement of his or her service on the Council, as an officer or appointment as a Key Person, as applicable, and thereafter on an annual basis.

Each Disclosure Statement will identify, to the best of the Covered Person's knowledge (i) any entity of which the Covered Person is an officer, director, trustee, member, owner (either as a sole proprietor or partner) or employee and with which the BCA has a relationship (any such position could give rise to a Divided Loyalty) and (ii) any Conflict Transaction in which such Covered Person or any of his or her respective Family Members or Related Entities is involved or expects to be involved.

The Disclosure Statements will be provided to and reviewed by the Chair of the Audit Committee. The Secretary will submit to the Audit Committee a summary report of filing compliance accompanied by the completed Disclosure Statements. The Audit Committee will prepare a report summarizing any Divided Loyalties and Conflict Transactions for the Executive Committee to determine the appropriate distribution of the information. In addition to the annual report, the Secretary will report regularly to the Audit Committee on matters that may arise under the Policy, and the Audit Committee will advise the Executive Committee with respect to any new actual or potential Conflict Transactions or Divided Loyalties as they become known.