



CODE OF CONDUCT FOR NPGA BOARD OF DIRECTORS

1. Introduction

- a. The National Propane Gas Association (NPGA) is a national trade association, organized and incorporated in 1931 under the Laws of the State of New Jersey, and operating as a tax exempt, not-for-profit entity under Internal Revenue Code Section 501(c)(6).
- b. This *Code of Conduct* (“the Code”) has been promulgated by the NPGA Board of Directors to provide general guidance to the Board on how the association operates and the ethics to which members subscribe.
- c. All NPGA Board members are expected to read and understand the Code and to pledge their personal commitment and compliance. The provisions of this Code are applicable to NPGA and all affiliated entities.

2. Compliance with the Law

- a. **Standard of Compliance:** Volunteers are expected to conduct themselves in conformance with all applicable laws and regulations that apply to the association’s business. It is contrary to NPGA policy for any person, regardless of position, to request, pressure or order an employee of NPGA to act in violation of the law. Any such action must immediately be brought to the attention of the employee’s supervisor, to the association’s General Counsel, or to the association President and Chief Executive Officer.
- b. **Antitrust:** All Board members and volunteers must comply with the association’s Antitrust Policy.
- c. **Harassment:** Every employee, Board member, and volunteer of NPGA is entitled to be treated with respect and to be free of any conduct that is offensive, hostile or intimidating. Anyone, regardless of position, who is found to have acted in violation of this policy will be subject to discipline.
- d. **Health and Safety:** All Board members and volunteers are responsible for compliance with applicable federal, state and local laws and industry codes affecting health and safety.
- e. **Political Affairs:** NPGA volunteers must act in strict compliance with applicable federal, state, and local election and lobbying laws. No officer, employee, or agent of NPGA may offer, promise, authorize or make any payment of money or anything else of value to any government official or employee for the purpose of influencing any official act or decision in a manner inconsistent with applicable laws and regulations. This prohibition covers officials and employees of any department, agency or instrumentality of any government, including any government-owned business enterprise.
- f. **Communications:** The officers of NPGA shall be the official spokespersons of the association. The officers may delegate their authority to senior NPGA staff or other volunteers, as appropriate. All NPGA communications must be issued from NPGA offices on NPGA letterhead by NPGA employees. All communications, written or oral, must be accurate with no material omissions.

- g. Bribes and Kickbacks: Board members and volunteers of NPGA may not under any circumstances accept or pay bribes, kickbacks or other similar remuneration.

3. Association Ethics

- a. Every Board member and volunteer is expected to act at all times in accordance with the ethical values inherent in this Code.
 - i. Accuracy of Books and Records
 - 1. Any Board member or volunteer who falsifies or tampers with association records, or authorizes such conduct, will be subject to discipline. Association records must be retained in accordance with the NPGA Records Retention Policy and federal, state and local laws.
 - 2. Notice must be made of the intent to record a meeting prior to the start of the meeting.
 - ii. Association Assets: The property of NPGA may be used only for conducting association business.
 - iii. Conflicts of Interest
 - 1. All Board members at all times must act in the best interest of NPGA and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members shall remove themselves from all discussion, decisions and voting on the matter. Please see full Conflict of Interest Policy for more specific details.

4. Confidentiality

- a. Board members must maintain the confidentiality of all NPGA trade secrets as well as all of NPGA's proprietary and confidential information. "Confidential Information" includes all information, regardless of the form and whether oral, written, stored in a computer database or otherwise, which the Board Member learned as a result of their participation with NPGA, and which in any way relates to non-public, proprietary business of NPGA, our members, suppliers, contractors or vendors, business partners, or other NPGA Third Parties.
- b. Confidential Information includes, but is not limited to, information about NPGA's business, including but not limited to current and future projects, prospects, proposals, or plans; business contacts; mailing lists; methods of operation; manuals; software or programming code; education materials or other forms of training information; websites; brand/markings; financial and personnel data; strategy statements; research; and other information, including, without limitation, any trade secrets as defined under applicable law. This includes, but is not limited to, information regarding legal actions, employees, agents, or business in general of the Association. Confidential Information can take any form (including all manner of electronic records), regardless if marked "Confidential."
- c. Confidential Information is the property of the Association. Board members are strictly prohibited from using, sharing, publishing or otherwise distributing Confidential Information unless required by law or legal process to disclose that information.