

Birmingham Zoo, Inc.
Business Conduct Guidelines Policy (7.03) Report

Employees are required to adhere to strict ethical standards in all business and personal dealings and to disclose possible conflicts of interest to BZI.

Report:

I have been provided a copy of the Business Conduct Guidelines and have read and understand the Policy. In that connection, I confirm that I have no reportable conflicts of interest or transactions.

EMPLOYEE NAME (Printed)

EMPLOYEE SIGNATURE

DATE

OR:

I have the following possible conflicts of interest or reportable transactions:

EMPLOYEE NAME (Printed)

EMPLOYEE SIGNATURE

DATE

BUSINESS CONDUCT GUIDELINES

**Subject: BUSINESS CONDUCT
GUIDELINES**

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**Supersedes: New
Effective: 10/01/99**

**File No.: 7.03
Approved By: BZI Board**

1.0 PURPOSE

To ensure that all BZI employees adhere to proper legal and ethical standards in their business relationships.

2.0 SCOPE

This policy applies to all activities and locations of BZI.

3.0 RESPONSIBILITY

The interpretation and administration of this policy shall be the responsibility of the Human Resource Department and the Executive Director.

4.0 POLICY

BZI has established business conduct guidelines to ensure that all Company employees conform to the ethical and legal standards BZI demands in order to preserve its integrity and reputation. These guidelines emphasize BZI's goal of striving to attain the highest ethical standards when resolving potential or actual conflicts of interest.

The following situations are by no means inclusive of all circumstances an employee may encounter during the course of his or her employment with BZI. An employee who is unsure of how to proceed when faced with a particular situation should discuss the matter with Human Resources before taking any action.

BZI recommends that employees read these guidelines carefully because failure to adhere to them may result in disciplinary action, up to and including discharge from employment.

4.1 Conflicts of Interest

Every employee is prohibited from partaking in any activity or association that creates or appears to create a conflict between the employee's personal interests and BZI's business interests. In addition, an employee must not allow any situation or personal interests to interfere with the exercise of his or her independent judgment or with his or her ability to act in the best interests of BZI.

4.2 Investments

Employees are prohibited from investing in any of BZI's customers, suppliers, or competitors unless the securities are publicly traded and the investments are on the same terms available to the general public and not based on any inside information. This prohibition applies to all forms of investments and to all employees, officers, and agents of BZI and their immediate families.

In general, BZI employees should not have any financial interest in a customer or supplier that could cause divided loyalty or even the appearance of divided loyalty.

4.3 Gifts and Favors

Employees may not give any gifts or favors to or receive any gifts or favors from any customer or supplier (other than a gift of nominal value) without the prior consent of the Executive Director. In no event shall an employee give or receive a gift in the form of cash, stocks, bonds, options, or similar types of items.

It is impermissible and may be unlawful to give, offer, or promise anything of value for the purpose of influencing someone in connection with any Company business or transaction. Similarly, it is impermissible and may be unlawful to solicit, demand, or accept anything of value with the intent of being influenced or rewarded in connection with any company business or transaction. Therefore, no employee may give or receive any gift that could reasonably be viewed as being given or received to gain a business advantage.

Employees certainly are not precluded from incurring normal business related expenses for entertainment or from accepting personal mementos of minimal value. It is acceptable to occasionally allow a supplier or customer to pay for a business meal.

4.4 Outside Employment

No employee may serve as an employee, director, or officer of any supplier or customer without the prior written approval of the BZI Board of Directors.

Any employee who does perform outside work has a special responsibility to avoid any conflict with BZI's business interests. Outside work cannot be performed on BZI time.

4.5 Family Relationships

If an employee wishes to do business on behalf of BZI with a member of his or her immediate family or other relative or with a company of which a relative is an officer, director, or principal, he or she must first disclose the relationship and obtain the prior written approval of the Executive Director.

4.6 Confidential Information

Employees have an ethical duty not to disclose confidential information gleaned from business transactions and to protect confidential relationships between BZI and its customers, suppliers, and shareholders.

Business information that has not been made public (e.g., insider information) shall not be released to private individuals, organizations, or governmental bodies unless demanded by legal process such as a subpoena or court order. Employees shall not use confidential information obtained in the course of their employment for the purpose of advancing any private interest or otherwise for personal gain.

Employees should refer any requests for information (reference checks, credit reporting, etc.) regarding present or former employees of BZI to Human Resources for handling.

4.7 Independent Contractors and Agents

BZI will pay only those independent contractors and agents with whom it has a formal written agreement and from whom it has an invoice detailing the amount to be paid.

An employee may make payment to an independent contractor or agent for only that amount which constitutes the proper remuneration for the services actually rendered in accordance with the independent contractor or agent's agreement.

4.8 Corporate Funds and Financial Reporting

Employees are forbidden from using, directly or indirectly, corporate funds and assets for any unlawful purpose or to accomplish any unlawful goal. BZI also prohibits the establishment or maintenance of undisclosed or unrecorded funds and assets.

All reporting of information should be accurate and timely. BZI employees may not make any false or misleading entries in any books and records.

4.9 Political Contributions and Lobbying

BZI has a policy of not making contributions to or lobbying on behalf of political candidates or political parties. Employees may enjoy membership in and contribute to political parties, trade associations, and similar organizations. However, any political activity is strictly on the employee's own time and at his or her own expense.

4.10 Compliance

BZI requires every employee to comply with these guidelines. In this connection, each employee will be given a copy of these guidelines and be asked to sign an Employee Acknowledgment form. The responsibility for employee compliance rests with each employee and each department head. An employee who knows or has reason to know of any activity that violates or could violate these guidelines must promptly report the matter to the Executive Director or a member of the Board of Directors. BZI encourages employees who have questions regarding these guidelines and their application to employee conduct to discuss them with the Executive Director.