

BIRMINGHAM ZOO, INC
CODE OF CONDUCT AND WHISTLEBLOWER POLICY

Birmingham Zoo, Inc. ("BZI") requires all its employees, volunteers and directors to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the BZI, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. This policy outlines a procedure to report actions that you reasonably believe violate a law, or regulation or that constitutes fraudulent accounting or other practices.

This Policy addresses BZI's open door policy and encourages you to share your questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, your supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encourage to speak with someone in the Human Resources Department or the BZI's Executive Director. Supervisors and managers are required to report suspected violations of this or any policy to the Vice President of Finance & Administration who has specific and exclusive responsibility to investigate all reported violations. Violations or suspected violations may be submitted on a confidential basis or may be submitted anonymously.

All reports will be followed up promptly, and an appropriate investigation conducted. In conducting its investigations, BZI will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation. Anyone filing a complaint concerning a violation or suspected violation of this Policy must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Policy. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will result in discipline.

BZI will not retaliate against an employee in the terms and conditions of employment because that employee: (a) reports to a supervisor, to the executive director, the Board of Directors or to a federal, state or local agency what the employee believes in good faith to be a violation of the law; or (b) participates in good faith in any resulting investigation or proceeding, or (c) exercises his or her

rights under any state or federal law(s) or regulations(s) to pursue a claim or take legal action to protect the employee's rights.

BZI may take disciplinary action (up to and including termination) against an employee who in management's assessment has engaged in retaliatory conduct in violation of this policy.