



THE BRAINS BEHIND SAVING YOURS:

The Alzheimer's Association is the leading voluntary health organization in Alzheimer's care, support and research. We take our position as a nonprofit leader and adherence to external standards very seriously. The Alzheimer's Association is in full compliance with the stringent Better Business Bureau Wise Giving Alliance Standards and our policies are compliant with The Independent Sector, National Health Council, and Direct Marketing Association standards. While holding ourselves accountable to highest external standards, we work hard each day to fulfill our mission: to eliminate Alzheimer's disease through the advancement of research; to provide and enhance care and support for all affected; and to reduce the risk of dementia through the promotion of brain health.

Copies of the Alzheimer's Association's Code of Ethics, Conflict of Interest, and Whistleblower Staff-Volunteer Harassment policies are provided below.

Any suspected or identified violations of our standards of business ethics and conduct, laws, or regulations may be reported as follow:

- Compliance Line (operated independently by a third party 24 hours per day / 365 days per year; callers may remain anonymous)
Phone: 1.800.390.8168
Online: alz.org/complianceline
- Jay Alverson, VP, Enterprise Risk Management and Internal Audit
Phone: 1.312.377.6637
Email: wjalverson@alz.org
- Sarah Lorange, Board of Directors, Audit Committee Chair
Phone: 1.720.987.5601
Email: sjlorance@alz.org

CODE OF ETHICS FOR BOARD MEMBERS

Board Members agree to:

1. Faithfully abide by the Articles of Incorporation, by-laws and policies of the organization.
2. Exercise reasonable care, good faith and due diligence in organizational affairs.
3. Disclose information that may result in a perceived or actual conflict of interest.
4. Disclose information of fact that would have significance in Board decision-making.
5. Provide oversight with respect to the Association's fiscal Management
6. Maintain a professional level of courtesy, respect, and objectivity in all organization activities.
7. Exercise the powers invested for the good of the organization rather than for his or her personal benefit.
8. Maintain and respect the confidentiality of sensitive information known due to Board service.
9. Respect the diversity of opinions as expressed or acted upon by the Board, committees and chapters, and formally register dissent as appropriate.
10. Promote collaboration and cooperation among all association constituencies.

GUIDELINES REGARDING COMPENSATION AND CONFLICT OF INTEREST

PURPOSE AND POLICY

- A. The purpose of the following guidelines is to supplement and implement the Association's policy on compensation and conflict of interest as stated in Article XVII of the Association's Bylaws, a copy of which is attached hereto.
- B. The Association recognizes the myriad relationships, interests and memberships of individuals seeking nomination or appointment to serve the Association and of its Board of Directors, officers, committee, task force and work group members, and such other person or persons as may be designated from time to time by the Board of Directors (hereinafter "interested person"). In this regard, an interested person is assumed to be an individual with high ethical standards, good values, and integrity. Accordingly, these guidelines and Article XVII of the Association's Bylaws are intended to help interested persons avoid situations that could compromise the integrity and independence of the Association's decision-making processes, public confidence, or reputation; and it is therefore presumed that these guidelines will be supplemented by the good judgment of interested persons since the guidelines do not contemplate all possible situations of actual or potential conflict of interest or appropriate responses to any such conflict situation or the appearance thereof. The failure of an interested person to comply with the Association's Bylaws, guidelines or any other ethical or policy guideline adopted by the Board of Directors regarding compensation and conflict of interest shall be reason to remove such interested person immediately from his or her position with the Association or to terminate the nomination or appointment of such individual, as the case may be.
- C. The Association requires as a condition for service to the Association, disclosure of any known or reasonably foreseeable actual or potential conflicts of interest by all interested persons.

COMPENSATION

Except as may be specifically provided from time to time by resolution of the Board of Directors, no interested person shall receive any salary, fee, payment, honorarium, grant or other compensation or thing of value of any kind from the Association or other party as compensation for such interested person's service to the Association. Salary and defined benefits for the Association's professional staff are excluded from this provision.

CONFLICT OF INTEREST

A. 1. A conflict of interest exists when:

The direct or indirect personal, professional, proprietary or pecuniary interests of an interested person or a member of that person's family (including, for example, ancestors, siblings or descendants), may influence or appear to influence the actions or decisions of that interested person in a manner contrary to the best interests of the Association.

2. Categorically, a potential conflict of interest exists when:

A situation involving an interested person or that person's family presents a foreseeable likelihood that the interested person will confront an action or decision affected by opposing loyalties between the personal, professional, proprietary or pecuniary interests of the interested person or that person's family and the interests of the Association.

3. Categorically, an actual conflict of interest exists when:

A situation involving an interested person or that person's family presents a foreseeable certainty that the interested person will confront an action or decision affected by opposing loyalties between the personal, professional, proprietary or pecuniary interests of the interested person or that person's family and the interests of the Association.

B. Situations involving actual or potential conflicts of interest include, for example:

1. *Conducting business with the Association.* An interested person or member of that person's family contracts with the Association to buy or sell goods or otherwise directly or indirectly derive some personal, professional, proprietary or pecuniary benefit.

2. *Usurping an Association opportunity.* An interested person or member of that person's family acquires for his or her own direct or indirect personal, professional, proprietary or pecuniary benefit a business or other positional opportunity that would have been beneficial and appropriate for the Association.

3. *Competing with the Association.* An interested person or member of that person's family competes directly or indirectly with the Association for a business or other opportunity from which he or she will derive some personal, professional, pecuniary or proprietary gain.

4. *Misusing Association information.* An interested person or member of that person's family uses information concerning the Association's affairs for a business or other opportunity from which he or she derives some personal, professional or proprietary gain to the detriment of the Association.



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DISCLOSURE RESPONSIBILITY

The responsibility of disclosing any known or reasonably foreseeable actual or potential conflicts of interest shall be upon the interested person whose interests are or may appear to be in conflict with the Association. Interested persons should err on the side of prudence and disclose an actual or potential conflict if in doubt as to whether such conflict exists. Disclosure shall be made in writing to the Governance and Nominating Committee on disclosure forms provided by the Association.

In this regard, all interested persons shall be required to file with the Association a disclosure statement prior to such individual commencing his or her service with the Association, and thereafter shall file with the Association an updated disclosure statement as may be required from time to time by the Board of Directors, or its Committee designee, and in no event less often than annually.

DISCLOSURE STATEMENT

A copy of the attached Disclosure Statement shall be completed, executed, and filed with the Association by such individuals determined from time to time by the Board of Directors, or its Committee designee, to be interested persons. Specifically, if such interested person (i) shall be a nominee for the Board of Directors or for a Board of Director's officer position, he or she shall complete, execute and file a Disclosure Statement within thirty (30) days after nomination but in any event prior to election, or (ii) shall be an appointee as a chair or vice chair of a task force, work group, or committee of the Association, then he or she shall complete, execute and file a Disclosure Statement within (30) days after notice and acceptance of appointment.

GUIDELINES IMPLEMENTATION AND POLICY OVERSIGHT

The Governance and Nominating Committee shall report to the Board of Directors from time to time on the implementation of these guidelines and the status of any policy developments regarding compensation and conflicts of interest. Further, the Governance and Nominating Committee shall report to the Board as soon as reasonable after having been alerted to specific instances when these guidelines or the Association's Bylaws regarding Compensation and Conflicts of Interest have not been followed or any other issue regarding compensation or conflict of interest is determined to exist.

Article XIII

Section 1. Compensation

Except as may be specifically provided from time to time by resolution of the Board of Directors, no Director, officer of the Board of Directors, or such other person or persons as may be designated from time to time in guidelines adopted by the Board of Directors (hereinafter "interested person") shall receive any salary, fee, payment, honorarium or other compensation or thing of value of any kind from the Association or other party as compensation for such interested person's service to the Association.

Section 2. Conflicts of Interest

- A. No individual, or interested person -shall (i) engage in any course of conduct which may result in an actual or potential conflict of interest with the Association or (ii) take any position publicly as a representative of the Association which has not been approved by the Association.
- B. Any known or reasonably foreseeable actual or potential conflict of interest shall be disclosed to the Board of Directors, or its committee designee, by the interested person whose interests are or may appear to be in conflict with the Association.
- C. When any such conflict of interest is relevant to a matter requiring action by the Board of Directors or any committee of the Board, the interested person shall disclose such conflict to the Board of Directors or such committee, and such interested person shall not vote on the matter. Further, the interested person having a conflict shall not participate in any deliberation or decision regarding the matter under consideration. However, that interested person shall provide the Board or committee, upon request, with all information relevant to the matter under consideration. If requested by the Chair or resolution of the Board or any such committee, such interested person shall leave the meeting of the Board or committee, as the case may be, during the time the matter in question is being considered or acted upon.
- D. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person did not participate in any discussion of the matter and did not vote on the matter in person or by proxy. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or the committee, as the case may be, excluding the interested person concerning whom the doubt has arisen.

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- E. A copy of this Bylaws Article and any related ethical policy or guidelines, as from time to time adopted or amended by the Board of Directors, shall be presented: (i) to all interested persons serving the Association at the time of any such adoption or amendment and in no event less often than annually; and (ii) to all individuals seeking to serve the Association as an interested person prior to requesting any such individual to execute a conflict of interest disclosure statement.
- F. A conflict of interest disclosure statement shall be completed, executed and filed with the Association by:
 - (i) All individuals seeking to serve the Association as an interested person prior to such individual commencing his or her service to the Association at such time and in such manner as may be provided in guidelines adopted by the Board of Directors.
 - (ii) All interested persons serving the Association, from time to time, as may be required by the Board of Directors, this Bylaws Article or any other related ethical policy or guideline adopted by the Board of Directors, and in no event less often than annually.

Section 3. Failure to Comply

The failure of an individual or interested person to comply with this Bylaws Article or any other ethical policy or guideline adopted by the Board of Directors shall be cause:

- (i) For an individual not yet serving the Association as an interested person, to terminate said individual's application or nomination to serve the Association as an interested person.
- (ii) For an interested person, to remove such interested person immediately from his or her position with the Association.

Whistleblower Policy

General

The Code of Conduct (“Code”) of the Alzheimer's Association (“Association”) requires its directors, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and to comply with all applicable laws and regulations. In fulfillment of those responsibilities, the Alzheimer’s Association Whistleblower Policy (“Policy”) is established to facilitate:

- The confidential or anonymous submission of concerns regarding suspected criminal, fraudulent, or unethical acts by directors, employees, volunteers, and other stakeholders of the Association.
- The receipt, retention, and treatment of complaints received by the Association regarding such matters.
- The protection from retaliatory actions of directors, employees, and volunteers that report in good faith.

Reporting Responsibility

Each director, employee, and volunteer of the Association has an obligation to report in accordance with the Whistleblower Policy (a) suspected violations of state or federal laws including, but not limited to, criminal, fraudulent, or unethical behavior such as discrimination or harassment, embezzlement, falsification of contracts/reports/records, sabotage or vandalism, theft, unsafe working conditions, and violence or threats, (b) questionable or improper accounting, internal control or auditing matters, and (c) violations and suspected violations of the Association’s Code of Conduct or other policies (hereinafter referred to individually as a “Concern” and collectively as “Concerns”). The preceding definition of Concerns is not intended to be an exhaustive list of the improper conduct encompassed by the Whistleblower Policy. Rather this policy is intended to serve as a means of reporting all suspected serious improprieties that may potentially impact the integrity or effective operation of the Association.

No retaliation

This Whistleblower Policy is intended to encourage and enable directors, employees, and volunteers to raise Concerns prior to seeking resolution outside of the Association. With this goal in mind, no director, employee, or volunteer, who, in good faith, reports a Concern shall be subject to harassment, retaliation, or adverse employment consequences as a result of making the report. Moreover, a director, employee, or volunteer who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including removal from the Board of Directors, termination of employment, or dismissal from the volunteer position.

Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates improper conduct, as outlined above. The act of making false allegations that prove to have been made maliciously, recklessly, or with the foreknowledge that

the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including removal from the Board of Directors, termination of employment, or dismissal from the volunteer position.

Procedure for Reporting Concerns

Employees

If practicable, employees should first discuss an actual or suspected Concern with their immediate supervisor. If the employee is not comfortable speaking with his/her supervisor, or the supervisor is the subject of the Concern, the employee is encouraged to report the actual or suspected Concern to the Human Resources Department, any Association manager, the Legal Department, or report the actual or suspected Concern anonymously using the Association's Ethics hotline (1.800.390.8168.). Supervisors and managers are required to report actual and suspected Concerns to the Legal Department, which has specific and exclusive responsibility to direct the resolution of such reports under the supervision of the Audit Committee.

Directors and Other Volunteers

Directors and other volunteers should submit Concerns in writing directly to the Association's Legal Department at: Alzheimer's Association, Attn: Legal Department, 225 N. Michigan Ave. Fl. 17, Chicago, Illinois 60601, or may report the actual or suspected Concern anonymously using the Association's Ethics hotline

Handling of Reported Violations

The Sr. Director-Legal/General Counsel will notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Confidentiality

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Disclosure of reports of Concerns by anyone other than the reporting individual to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including removal from the Board of Directors, termination of employment, or dismissal from a volunteer position.