

EXHIBIT A
CODE OF CONDUCT
TRUSTEES AND OFFICERS

The Kappa Kappa Gamma Charitable Foundation Of Houston

GENERAL STATEMENT

As a trustee and/or officer of The Kappa Kappa Gamma Charitable Foundation (the "Foundation") I am charged with observing the duties of care, loyalty, and obedience in administering the affairs of the Foundation. These duties include, but are not necessarily limited to, the matters listed below.

ACTIONS REQUIRED

In order to properly discharge my responsibilities as a trustee and/or officer of the Foundation, I shall:

1. ***Be aware of:***
 - a. Organizational documents of the Foundation (i.e., articles of incorporation, bylaws, trust agreement).
 - b. Material contracts (employment contracts, leases, etc.)
 - c. The structure and performance of investments and other income producing activities of the Foundation.
 - d. Board and Committee meeting minutes
 - e. General tax and accounting principles applicable to the Foundation
2. ***Participate*** in the affairs of the Foundation by:
 - a. Attending substantially all board and/or applicable committee meetings
 - b. Voting for or objecting to matters submitted to a vote
 - c. Make an annual financial donation to the Foundation.

3. **Comply** with:
 - a. The organizational documents of the Foundation
 - b. The Conflict of Interest Policy of the Foundation
4. **Refrain** from:
 - a. Participating in, or attempting to influence, any deliberations involving the Foundation and my own (or family's) personal or business interests (self-dealing transactions)
 - b. Obligating the Foundation to any contract or liability without express authority from the board
 - c. Acting outside the course and scope of authority granted to me under the organizational documents, any employment contract, or directives adopted by the board
 - d. Advancing my own (or family's) interests over the interests of the Foundation
 - e. Disclosing to third parties or utilizing any confidential or proprietary information of the Foundation
 - f. Taking or usurping an opportunity that is presented to the Foundation
5. **Obey** all:
 - a. Decisions of the Board
 - b. Material documents
 - c. Term of tax laws applicable to the organization

ENFORCEMENT AND SANCTIONS

I understand that my responsibilities to the Foundation may be enforced by existing or former trustees or officers of the Foundation, the Attorney General, and in some cases, other interested third parties, such as donors, patrons, etc. Penalties for failing to comply with the responsibilities include my removal as trustee and/or officer of the Foundation, monetary damages, restitution, and punishment under applicable criminal statutes.

AGREEMENT

For and in consideration of my appointment as a trustee and/or officer of the Foundation, I agree to be bound by this Code of Conduct.

Signature

Print Name

Date

EXHIBIT B -1

THE KAPPA KAPPA GAMMA CHARITABLE FOUNDATION OF HOUSTON

CONFLICT OF INTEREST POLICY

1. Prior to a board action on a contract or transaction (i.e., grant approval), trustees shall disclose any potential interest (e.g., personal, financial or business) of the director or family that would be affected by any action being considered for a vote by the Foundation (a "conflict of interest"). Such disclosure must be of record in the minutes.
2. A trustee who has a conflict of interest may not participate in the discussion except to disclose material facts and to respond to questions, and may not attempt to exert his or her personal influence either at or outside the meeting.
3. The trustee with the conflict of interest may not vote on the matter.
4. Each trustee shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which he or she is involved that could contribute to a conflict of interest. Such relationships, positions, or circumstances might include service as a trustee, director or consultant to a nonprofit organization that might request funds from the Foundation, or ownership of a business that might provide goods or services to the Foundation. Any changes during the year must be reported.

EXHIBIT B – 2

CONFLICT OF INTEREST DISCLOSURE FORM

I, _____, believe that I have a conflict of interest with regard to the following organizations which are currently applying to the Kappa Kappa Gamma Charitable Foundation of Houston for grants, due to my or to a member of my immediate family's service as a trustee, director, or consultant to the organizations, or my ownership of a business that is currently providing goods or services to the applying organization. I understand that I may disclose material facts and respond to questions regarding such organizations but may not attempt to exert my personal influence, nor may I vote on a matter concerning those organizations.

ORGANIZATION

CONFLICT

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

SIGNATURE

DATE

Exhibit C

Whistleblower Policy

Adopted April 2009

I. General

The Kappa Kappa Gamma Charitable Foundation of Houston (“the Corporation”) expects its directors, officers, employees, contract workers, and other representatives to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Corporation, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

II. Reporting Responsibility

It is the responsibility of all directors, officers, and employees to report Wrongful Conduct in accordance with this Whistleblower Policy.

III. Wrongful Conduct

“Wrongful Conduct” is defined in this Whistleblower Policy to include: a serious violation of the Corporation policy; a violation of applicable state and federal law; or the use of the Corporation property, resources, or authority for personal gain or other non organization-related purpose except as provided under the Corporation policy.

This definition of Wrongful Conduct is not intended to be an exclusive listing of the illegal or improper activity encompassed by the Whistleblower Policy. Rather, the Whistleblower Policy is intended to serve as a means of reporting all serious improprieties that potentially impact the integrity and effective operation of the Corporation.

III. No Retaliation

No director, officer, or employee who in good faith reports Wrongful Conduct will suffer harassment, retaliation or adverse employment consequence. Any director, officer, or employee who retaliates against anyone who has reported Wrongful Conduct in good faith is subject to discipline up to and including termination of employment or removal from the board or directors, as applicable. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Corporation prior to seeking resolution outside the Corporation.

IV. Reporting Wrongful Conduct

The Corporation encourages its directors, officers, and employees to share their questions, concerns, suggestions, or complaints with someone who can address them properly. Any director, officer, or employee may report Wrongful Conduct to the president of the board of directors. If the Wrongful Conduct implicates the president of the board of directors, or if the reporting individual is not comfortable speaking with or not satisfied with response of the foregoing individual, the issue may be reported to any member of the board of directors. The president of the board of directors, and all

members of the board of directors to whom a report of Wrongful Conduct is made are required to immediately advise the full board of directors of such report of Wrongful Conduct.

V. Acting in Good Faith

Anyone filing a complaint of Wrongful Conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates Wrongful Conduct. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

VI. Confidentiality

Reports of Wrongful Conduct or suspected Wrongful Conduct may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of Wrongful Conduct or suspected Wrongful Conduct will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

VII. Handling of Reported Wrongful Conduct

A representative of the board of directors will notify the sender and acknowledge receipt of the reported Wrongful Conduct or suspected Wrongful Conduct within five business days, unless such report was submitted anonymously. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Exhibit D

DOCUMENT DESTRUCTION AND RETENTION POLICY

Adopted April 2009

I. Statement of Policy

Kappa Kappa Gamma Charitable Foundation of Houston (the "Corporation") is a charitable organization formed exclusively for the purposes set forth in its certificate of incorporation. This Document Retention Policy is adopted to insure that documents generated by, or in the possession of, the Corporation are properly maintained as long as they serve a function for achieving the Corporation's purpose, and to comply with law or regulations. "Documents" shall include all written correspondence, e-mails, memos, financial records and all other records in whatever media, which pertain to the Corporation's activities and generated in the ordinary course of the Corporation's activities.

II. Retention of Documents

Documents should be retained for as long as they serve a useful purpose for the Corporation, or as required by law or regulations, whichever is longer. Attached as an Exhibit to this policy is a list of retention periods for documents that may be generated by the Corporation. Documents of the types listed in the Exhibit shall be retained for the period indicated in the Exhibit. In addition, any documents which may be relevant to any pending or threatened litigation or governmental investigation shall be retained during the course of such litigation or investigation, or until it is definitively determined that they are not relevant.

III. Destruction of Documents

Documents shall be destroyed in the ordinary course of business when they are no longer subject to retention in accordance with Paragraph II of this policy. No documents shall be subject to destruction which may be relevant to any pending or threatened litigation or governmental investigation. Any questions as to the relevancy of documents to pending or threatened litigation or governmental litigation shall be decided by the President of the Corporation or such officer appointed by the Board.

IV. Conflict of Laws

Other state or federal laws or regulations relating to retention or destruction of Documents shall apply where the provisions of those laws or regulations are more stringent than this Document Retention Policy.

Kappa Kappa Gamma Charitable Foundation of Houston

DOCUMENT RETENTION POLICY

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses / expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years