

Exhibit B Code of Ethics Of Sound Off

Article I

Purpose

The purpose of the Code of Ethics is to ensure the highest possible standard of ethical conduct by the Board, Staff and volunteers of Sound Off Inc.

Article II

The Code of Ethics

A. Personal and Professional Integrity

Sound Off staff, board members and volunteers shall act with honesty, integrity and openness in all their dealings as representatives of the organization. Sound Off promotes a working environment that values respect, fairness and integrity.

B. Responsible Stewardship

Sound off shall manage its' funds responsibly and prudently. This should include the following considerations:

- It spends a reasonable percentage of its annual budget on programs in pursuance of its mission;
- It spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management;
- Sound Off compensates staff, and any others who may receive compensation, reasonably and appropriately;
- Sound Off has reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs;
- Sound Off will maintain an appropriate level of funds to maintain our mission and purpose and not accumulate excessive reserve funds; 1NA ensures that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the organization; and,
- All financial reports are factually accurate and complete in all material respects.

C. Program Evaluation

Sound Off will regularly review program effectiveness and have mechanisms to incorporate lessons learned into future programs. Sound Off is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. Sound Off will be responsive to changes in its field of activity and the needs of its constituencies.

D. Inclusiveness and Diversity

Sound Off shall have a policy of promoting inclusiveness and its staff, board and volunteers reflect diversity in order to enrich its programmatic effectiveness. MNA shall take meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment and constituencies served.


E. Fundraising

Sound off shall raise funds from the public and from donor institutions and be truthful in solicitation materials. Sound Off will respect the privacy concerns of individual donors and expends funds consistent with donor intent. Sound Off shall disclose important and relevant information to potential donors.

In raising funds, Sound Off will respect the rights of donors, as follows: 2

- To be informed of the Sound Off mission, the way the resources will be used and their capacity to use donations effectively for their intended purposes;
- To be informed of the identity of those serving on the MNA governing board and to expect the board to exercise prudent judgment in its stewardship responsibilities;
- To have access to the most recent Sound Off financial reports;
- To be assured their gifts will be used for the purposes for which they were given;
- To receive appropriate acknowledgement and recognition;
- To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by the law;
- To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature;
- To be informed whether those seeking donations are volunteers, Sound Off employees or hired solicitors;
- To have the opportunity for their names to be deleted from mailing lists that Sound Off may intend to share; and,
- To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

The Undersigned, Secretary of this Corporation, hereby certify that this Code of Ethics of this Corporation was duly adopted as of the 8th day of December, 2014.

By 
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Secretary