

## SOCIETY POLICY CODE OF CONDUCT

### I PREFACE

- A. Article C2.1.2 of the Constitution provides:

“The Society may approve or adopt any report, standard, code, recommended practice, or related conformity assessment program but shall forbid and oppose the use of its name and proprietary symbols in any commercial work or business, except to indicate conformity with its standards or recommended practice.

- B. By-Law B3.3 provides:

B3.3.1 Any member who has been found to have violated the Constitution, By-Laws, Code of Ethics, or Code of Conduct of the Society, may be expelled by the affirmative vote of seven members of the Board of Governors.

B3.3.2 The Board of Governors shall vote on the expulsion of any member only upon the recommendation of the Executive Committee (Code of Conduct Violation) or of an Investigative Panel (Ethics Violation). The Board of Governors shall not be bound by the recommendation of the Executive Committee or of an Investigative Panel and shall make its own determination of any disciplinary action.

B3.3.3 The Investigative Panel which shall hear and present a report upon charges against an accused member shall be chosen from among the Society’s staff or membership (or both). The Executive Director/CEO, in consultation with the Chair of the Ethics Committee, will appoint the members of the Investigative Panel, which will be specific to a particular case. Members of an Investigative Panel will continue to serve until the case assigned to that Investigative Panel has been completed.

- C. By-Law B 4.1.1.1 provides:

The Society and its individual members shall be governed by this Constitution and these By-Laws and by the current Society Policies and procedures established by the Board of Governors, including any amendments that may be made from time to time.

- D. By-Law B4.1.1.2 provides:

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c) 3 of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal

income tax under IRC 501(c) 3 or corresponding provisions of any subsequent Federal tax laws.

E. By-Law B4.1.5 provides:

Any officer of the Society or member of any sector, board, committee, or other unit of the Society appointed or elected by the Board of Governors or by any unit of the Society may be removed or suspended from such office or membership by the Board of Governors for cause (which shall include, without limitation, violations of fiduciary duty, racial or other improper discrimination, sexual harassment and defamation).

Any officer of the Society or member of such sector, board, committee or other unit of the Society elected by the corporate membership may be removed for cause only by the vote of the corporate membership, but his or her authority to act as such officer or member may be suspended by the Board of Governors for cause.

Removal for cause by the Board of Governors shall require an affirmative vote of seven members of the Board of Governors. Suspension for cause shall require the vote of a majority of the members of the Board of Governors present at the time of the vote, provided that a quorum is present.

Written notice shall be given to the person to be removed or suspended for cause as early as practicable and in any event at least five days before any action is to be taken by the Board of Governors. The person to be removed or suspended for cause shall be given an opportunity to present a defense to the Board of Governors.

F. By-Law B4.4.10 provides:

“No part of net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to the organization) and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.”

G. Policy 12.15 III A. provides:

ASME's intellectual property must be protected, regulated and maintained, no matter how widely information is distributed, in print, electronically, or otherwise.

H. Policy 15.7.10 provides:

“Engineers who are members of the Society shall abide by the Constitution, By-Laws, and Policies of the Society, and they shall disclose knowledge of any matter involving another member's alleged violation of the Policies of the Society in a prompt, complete and truthful manner to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME

Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged conduct shall be addressed through this Policy or Policy 15.4 "Ethical Conduct Violation Procedures" or Policy 15.8 "Conflicts of Interest" or Policy 15.9 "Policy Against Discrimination (Including Discriminatory Harassment) – Members" or Policy 15.14 "Code of Conduct." There may be situations where actions are taken pursuant to one or more Society Policies.

## **II PURPOSE**

- A. To address how the Society expects its members, wherever located, to conduct themselves in their interaction with other members, staff and the public.
- B. There are instances where immediate action must be taken in order to protect the Society, its members, its staff, as well as third parties.
- C. It is the intent of this policy to memorialize certain core Society values including integrity, honesty, fairness, openness, respect and responsibility.

## **III POLICY**

- A. No member shall engage in any of the following activity:
  - 1. Authorize the use for the benefit of any person or entity the name, emblem, trademark, service marks or other intellectual property of the Society, except in conformance with the Society Policy.
  - 2. Accept or seek on behalf of any person, any financial advantage or gain other than nominal value offered as a result of the member's affiliation with the Society.
  - 3. Engage in harassing behavior directed at members or staff. Examples of such conduct include, but are not limited to, racial or ethnic slurs or threatening, intimidating or hostile acts directed at a particular sex or religion or directed at an individual because of his or her national origin, sexual orientation or color. Harassment may also include repeated attempts to coerce staff or volunteers to take actions in conflict with the decisions of the Board of Governors, the Executive Director/CEO or the Society's Constitution, By-Laws, or Policies. Harassment does not require intent to offend.
  - 4. Use a present or former position at the Society in order to influence the conduct of the Society in such a way as to confer any benefit financial or otherwise on any person, corporation or entity in which the individual has a significant interest or affiliation.
  - 5. Use one's position in the Society to promote the business of one's employer or if self-employed, one's own business. Unless specifically

authorized by the Society, no member may use the Society's name, trademarks, logos or other identifying material on their business cards.

6. Retaliate against any employee or member who raises a concern or complaint to the appropriate authority relating to a violation of this Policy, the Society Code of Ethics, Conflict of Interest or Whistleblower Policies.
7. Promise or commit funds of the Society to a third-party except as permitted by Society By-Laws and Policies.
8. Commit any act or failure to act that is in violation of any law, regulation or other legal duty in all countries that ASME engages in activities.
9. Fail to comply with ASME's Constitution, By-Laws and Policies.
10. Fail to protect confidential information belonging to the Society that is properly marked, otherwise indicated, or understood to be confidential, and personal information belonging to ASME members, employees and other persons.
11. Agree to fix prices or reduce price competition through allocation of customers or markets, manipulate bids in any competitive bidding process, or engage in any other acts that result in restraint of trade.
12. Misuse or infringe the intellectual property of others.

#### **IV ENFORCEMENT**

- A. Any alleged violation of this Code of Conduct shall be reported to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged conduct shall be addressed through this Policy or Policy 15.4 "Ethical Conduct Violation Procedures" or Policy 15.7 "Ethics" or Policy 15.8 "Conflicts of Interest" or Policy 15.9 "Policy Against Discrimination (Including Discriminatory Harassment) – Members". There may be situations where actions are taken pursuant to one or more Society Policies.
- B. If the Executive Committee decides to proceed pursuant to this Policy the Executive Committee shall notify the member in writing of the conduct alleged as constituting a violation. The accused member shall be permitted to submit a written reply to the accusations. The written reply should be submitted to the Executive Director/CEO within ten business days.
- C. When a violation of this policy is reported to the Executive Committee, the Executive Committee after conducting an appropriate investigation, may at its discretion:
  1. Take no action;

2. Refer the matter to the appropriate sector supervisory body or volunteer or staff leadership;
  3. Issue a verbal warning to the member;
  4. Issue a written warning to the member;
  5. Suspend the member's service in a volunteer position for a period not to exceed six months;
  6. Suspend the member's membership in the Society for a period not to exceed six months.
- D. The remedies listed above are non-exclusive and may be employed in any order depending upon the nature and severity of the violation.
- E. The six month suspension may be renewed for a second six month period by the Executive Committee.
- F. Any action taken pursuant to this policy by the Executive Committee is subject to immediate review by the full Board of Governors.
- G. The Board of Governors may expel a member for violation of this Policy by vote of seven Governors. The procedure described in By-Law 3.3 shall apply to any expulsion proceeding.

Responsibility: Executive Committee

Adopted: November 10, 2020

Revised: October 6, 2021