

The American Society of Dermatopathology
Code of Conduct for Leadership & Professional Staff
Approved by the Board of Directors June 17, 2013

The American Society of Dermatopathology (ASDP) is a nonprofit, tax-exempt organization. Maintenance of our tax-exempt status is critical to our financial stability and support. ASDP is subject to scrutiny by, and accountable to, governmental authorities and the public.

The Code of Conduct (“Code”) for Leadership & Professional Staff establishes the standards for Volunteer Leaders (Board Members, committee members, representatives, directors and member/non-member faculty) and professional staff in connection with ASDP business. The purpose of the Code is to provide evidence that the ASDP is committed to the lawful and ethical conduct of its business and to promote lawful and ethical behavior by its leadership, volunteers, and staff.

This Code of Conduct is designed to protect and enhance the reputation and integrity of the ASDP. As a Society, we are committed to the highest standards of legal and ethical conduct. These standards are non-negotiable. The foundation of our Code of Conduct is honesty, integrity and openness in all dealings as representatives of the ASDP. The Society promotes a working environment that values respect, fairness and integrity.

It is the responsibility of every Volunteer Leader and professional staff member to discharge his or her duties in a manner that promotes and preserves public trust, proper stewardship, and confidence in the integrity of the ASDP. The Volunteer Leadership and professional staff must respect and comply with rules and regulations of the ASDP and observe high standards of conduct. Its work is guided by policies that ensure its commitment to fiduciary responsibility, accountability, transparency, diversity, and ethical behavior. ASDP embraces a set of core values and puts them into practice in its dealing with the public and with professional colleagues as it works to improve patients’ health.

While the Code of Conduct can provide answers and guidance on many issues, it is not exhaustive. It does represent ASDP’s corporate standards and states its expectation that all representatives will address situations from a framework of the highest levels of personal and professional integrity.

The Board of Directors is responsible for the development and administration of these policies however, the ASDP Ethics Committee (hereinafter referred to as the “Committee”) is delegated to administer the procedures on behalf of the Board.

Volunteer Leadership and professional staff, shall at all times abide by and conform to the following code of conduct in their capacity as representatives, official and unofficial, of the Society.

Core Values

These ASDP Core Values guide our behavior and the conduct of our Society:

RESPECT & INTEGRITY

1. Demonstrate respect for our members, leadership, volunteers, the community, our staff, and each other.
2. Demonstrate honesty, fulfilling commitments, and keeping our word.
3. Demonstrate fairness and impartiality in all phases of our work.
4. Meet the highest standards of performance, service and achievement toward ASDP's mission.
5. Avoid falsification, destruction, concealment, or misrepresentation of Society information.
6. Be intolerant of any form of unlawful discrimination or harassment.
7. Act in ways that respect the dignity, individuality, and intrinsic worth of every person.
8. Aspire to involve our local and international communities in our work.
9. Strive to make a positive difference and have a measurable impact of enduring consequence.

STEWARDSHIP & ACCOUNTABILITY

1. Acknowledge and recognize that the resources of the ASDP are to be used responsibly and for their intended purpose.
2. Maintain the highest standards of excellence and accountability, including prudent use of finances, and fair, accurate, and honest disclosures of information. ASDP is absolutely committed to accurate, transparent and honest financial reporting in all aspects of its business and abstains from using organizational resources for non-ASDP purposes.
3. Assume responsibility and are accountable for our work and sustainable results.
4. Comply with all state, federal, and local laws, statutes, and ordinances.
5. Make decisions solely in the best interest of the Society.
6. Attempt to avoid activities or outside interests that conflict or gives the appearance of a conflict with the best interest of ASDP.
7. Ensure that outside activities or employment do not adversely affect the performance of ASDP or the achievement of its mission.
8. Disclose any potential or actual conflicts of interest.
9. Maintain confidentiality in all matters of ASDP proprietary and confidential information. This includes, among other things: all non-public information regarding ASDP, its business, donors, stakeholders, programs, and projects.
10. Respect the privacy rights of our leadership, supporters, volunteers, and stakeholders.
11. The Society will not contribute to or endorse any candidate for public office or political committee.
12. Individual members will not imply or promote their own political views as those of the ASDP

LEADERSHIP & LEARNING

1. Demonstrate the most effective model of service and excellence through volunteer leadership.
2. Strive to be effective educators and facilitators of goals of our Society.
3. Strive to demonstrate a commitment to continuous learning and technological advancement.
4. Strongly encourage voluntary giving to support the mission of the Society.

Policy

1. Each Volunteer Leader and professional staff member will abide in all respects by the ASDP's Code of Conduct for Leadership & Professional Staff and all other rules and regulations of the Society (including but not limited to the Society's Articles of Incorporation and Bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the Society remains in good standing at all times. Furthermore, each Volunteer Leader and professional staff member will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the Society when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
2. Volunteer Leaders and professional staff will conduct the business affairs of the Society in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as the Board of Directors may otherwise require or as otherwise required by law, no Volunteer Leader or professional staff member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Society and each Volunteer Leader and professional staff member will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors.
4. Volunteer Leaders will exercise proper authority and good judgment in their dealings with Society staff, suppliers and the general public and will respond to the needs of the Society's members in a responsible, respectful and professional manner.
5. No Volunteer Leaders will use any information provided by the Society or acquired as a consequence of the Volunteer Leader's service to the Society in any manner other than in furtherance of his or her volunteer duties. Further, no Volunteer Leader or professional staff member will misuse Society property or resources and will at all times keep the Society's property secure and not allow any person not authorized by the Board of Directors to have or use such property.
6. Each Volunteer Leader will make his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
7. Upon termination of service, a retiring Volunteer Leader will promptly return to the Society all property entrusted to the Volunteer Leader for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring Volunteer Leader from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure as a Volunteer Leader.

8. Volunteer Leaders and professional staff dedicate themselves to leading by example in serving the needs of the Society and its members, and in representing the interests and ideals of the dermatopathology profession at large.
9. Volunteer Leaders or professional staff shall not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, employee or any other person or entity with an actual or potential relationship to or with the Society to terminate, curtail or not enter into its relationship to or with the Society, or to in any way reduce the monetary or other benefits to the Society of such relationship.
10. Volunteer Leaders and professional staff must act at all times in the best interest of the Society and not for personal or third-party gain or financial enrichment. When encountering potential or actual conflicts of interest, Volunteer Leaders will identify and disclose the conflict and, if required by the Conflict of Interest policy, remove themselves from all discussion and voting on the matter.

Specifically, Volunteer Leaders and professional staff shall:

- Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Society; while the receipt of incidental personal or third-party benefit may necessarily flow from certain Society activities, such benefit must be merely incidental to the primary benefit to the Society and its purposes;
- Not abuse their position by improperly using their Volunteer Leadership, staff positions or the Society's staff resources, services, equipment, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a Volunteer Leader extends any further than that which it actually extends;
- Not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Society;
- Not engage in or facilitate any discriminatory or harassing behavior directed toward Society staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Society;
- Not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Society without fully disclosing such items to the Board of Directors; and
- Provide goods or services to the Society as a paid vendor to the Society only upon commercially reasonable and objectively fair terms and after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.

PROCEDURES

Review of Volunteer Leader Conduct

I. Introduction

- A. The Code serves as a code of conduct for Volunteer Leaders in their capacity as Society representatives. Volunteer Leaders affirm their endorsement of the Code and acknowledge their commitment to uphold its principles by accepting and retaining their volunteer position. Violations of the Code may result in sanctions imposed under these Procedures.
- B. The grounds for disciplinary action are one or more material, demonstrable violations of any provision of the Code. Multiple alleged violations of the Code may be consolidated, at the discretion of the Ethics Committee or Board of Directors (as such term is defined below), into a single complaint (as such term is defined below).
- C. These Procedures shall apply to all complaints, allegations, inquiries, or submissions involving a potential violation of the Code (hereinafter collectively referred to as “complaints”) received by ASDP about a Volunteer Leader, whether initiated by another volunteer, Board member, an officer, employee, member, or agent of ASDP, or other third party.
- D. Actions taken under these Procedures do not constitute enforcement of the law, although referral to appropriate federal, state or local government agencies may be made about a Volunteer Leader’s conduct in appropriate situations. Persons bringing complaints are not entitled to any relief or damages by virtue of this process, although they will receive notice of the actions taken. Complaints essentially of a commercial nature (such as claims alleging defamation by or unfair business practices of a competitor), or primarily requesting judicial-type relief, may not be considered under these Procedures unless they also involve potential violations of the Code. The ASDP has a Whistleblower Policy to protect individuals who report violations.

II. Development and Administration of Procedures

- A. The Board of Directors is responsible for the development and administration of these Procedures however, the ASDP Ethics Committee (the “Committee”) is delegated to administer these Procedures on behalf of the Board.
- B. The Chair of the Committee (the “Chair”) is specifically responsible for ensuring that these Procedures are implemented and followed consistently and objectively.
- C. All Volunteer Leaders, professional staff, and other individuals engaged in investigations or decisions on behalf of ASDP with respect to any complaint under these Procedures are indemnified and shall be held harmless and defended by ASDP against any liability arising from such activities to the extent permitted by law, provided such individuals act in good faith and with reasonable care, without gross negligence or willful misconduct, and do not breach any fiduciary duty owed to ASDP. No individual who (directly or through his or her family or business) has any personal or private business involvement in or connection to the alleged misconduct or any other conflict of interest shall be permitted to participate in the matter to be reviewed. Any such involvement or

connection must be immediately disclosed by the affected individual to the Committee and to the Board.

III. Complaints

- A. Complaints may be made and transmitted to the Chair or Executive Director by any member in good standing. Complaints should be in writing and the complainant should be identified. In all instances, the Chair or Executive Director may initiate a written complaint if circumstances warrant.
- B. Direct or indirect retaliation of any kind by ASDP or its officers, directors, employees, members, or agents against any individual involved in making a complaint is strictly prohibited as outlined in the Whistleblower Policy. This prohibition on retaliation shall be enforced strictly by the Board. Similarly, complaints made with knowledge of their falsity, in whole or in part, are strictly prohibited. This prohibition on the making of knowingly-false complaints shall be enforced strictly by the Board
- C. Upon receipt and preliminary review of each complaint, the Committee may conclude, in the Committee's sole discretion, that the complaint: (1) contains factually unreliable or insufficient information or (2) is patently frivolous or trivial. In such cases, the Committee may determine that the complaint does not constitute a potentially actionable complaint that would justify bringing it before the Board for determination of whether there has been a material violation of the Code. If so, such complaint shall be dismissed without prejudice by the Committee with approval by the Board. Notice to the submitter of such action shall be provided by the Chairman in writing, with a copy to the Board, the Executive Director and to ASDP's general counsel. Any such complaint may be re-initiated at any subsequent time pursuant to these Procedures.

IV. Review of Complaint

- A. For each complaint involving an alleged violation of the Code that the Committee believes is a potentially actionable complaint, the Chair will submit to the Board the committee findings for consideration.
- B. Upon Board approval, the Chair shall see that written notice is provided to the Volunteer Leader, whose conduct has been called into question, advising the Volunteer Leader that an investigation is being initiated. The Chair also shall provide written notice to the individual who submitted the complaint that the complaint is being reviewed by the Committee. The Board will be copied on all correspondence.
- C. The Committee will investigate specific facts or circumstances to whatever extent is necessary in order to clarify, expand or corroborate the information provided by its submitter, and in order to assist the Committee in making a determination as to whether charges (and, if so, what charges) against the Volunteer Leader should be brought. The Committee may be assisted in the conduct of its investigation by ASDP staff, legal counsel, and/or outside experts, provided that no such staff person, legal counsel, or outside expert has any actual or apparent conflict of interest with respect to the matter and provided such individuals agree to maintain the complete confidentiality of the investigation.

- D. Both the individual submitting the complaint and the Volunteer Leader who is the subject of the investigation also may be contacted by the Committee or its agents for additional information with respect to the complaint. In addition, the Committee or its agents may contact such other individuals who may have knowledge of the facts and circumstances surrounding the complaint.
- E. The Committee shall then determine whether the complaint warrants the bringing of charges under these Procedures against the Volunteer Leader who is the subject of the complaint. If the Committee concludes that charges should be brought, it shall prepare written charges and a written report explaining the alleged aggrieved conduct and why such conduct constitutes grounds for disciplinary action under the Procedures. Said charges will be recommended to the Board for approval. If the Committee concludes that no charges should be brought, it shall recommend dismissal of the charges without prejudice to the Board for approval and so notify the Volunteer Leader in writing. All such dispositions of complaints shall be immediately reported in writing to all members of the Board, with a copy to the ASDP Executive Director and to ASDP's general counsel. Any such complaint may be re-initiated at any subsequent time pursuant to these Procedures. Whether or not charges are brought, for all complaints, the Committee should determine whether the matter should be referred to another entity engaged in the administration of law, and, if so, should promptly do so upon Board approval.
- F. If the Committee recommends that charges be brought and the Board has approved, the Chair shall notify the Volunteer Leader to be charged and send the Volunteer Leader a copy of the charges and the Committee's report. The Chair shall advise the Volunteer Leader that an investigation will be conducted and that a hearing will be held, providing the Volunteer Leader with the proposed date and time for such hearing. The Volunteer Leader shall be advised that he or she may request the opportunity to submit information or arguments contesting the charge in person or in writing, by submitting such request to the Committee within thirty days from receipt of the notice (or such other period established by the Committee, if any). The Volunteer Leader also shall be advised that he or she may have the right to review evidence to be presented at the hearing in advance and that he or she may be represented by legal counsel. The Volunteer Leader shall be sent a copy of these Procedures.
- G. All investigations and deliberations of the Committee and Board are to be conducted in strict confidence to the extent possible, except that the Committee and Board shall be permitted to disclose any relevant information when compelled by law or to parties essential to the review and investigation of the alleged misconduct. All investigations and deliberations of the Committee and Board shall be conducted objectively, without prejudice of any kind. An investigation may be directed toward any aspect of a complaint that is relevant or potentially relevant.
- H. The Committee hearing may be held in person, or by telephone, electronic or video conference if the Volunteer Leader does not request the opportunity to appear in person. The Chair shall preside and make evidentiary and other procedural rulings with the advice of ASDP's general counsel. If a hearing is held with the charged Volunteer Leader present, the Committee shall determine the rules of evidence and for oral presentations by the parties, as advised and approved by ASDP's general counsel. Written statements may be accepted as evidence. If witnesses appear, they shall be subject to cross-examination. The Volunteer Leader may be accompanied and

represented by legal counsel at all times, at the Volunteer Leader's sole discretion and expense.

V. Determination of Violation

- A. Upon completion of its investigation and the hearing, the Committee shall determine by confidential majority vote, upon a preponderance of the evidence, whether or not there has been a violation of the Code, and whether the Board should impose sanctions. When the Committee finds that there has been a violation, it also shall recommend imposition of an appropriate sanction. If the Committee so recommends, a written determination with a proposed sanction shall be prepared under the supervision of the Chair, and shall be presented by a representative of the Committee to the Board, along with the record of the Committee's investigation and deliberation. Written notice of the Committee's determination, the proposed sanction, and the fact that the matter will be reviewed by the Board shall thereafter be provided to the charged Volunteer Leader. If the Committee determines that a violation has not occurred, a summary report shall be made in writing to the Board for approval. The complaint shall be dismissed with prejudice, with written notice thereof provided to the affected Volunteer Leader, as well as to the individual who submitted the complaint.
- B. If a violation is found and sanctions are recommended by the Committee, the Board shall review the recommendations of the Committee based upon the record presented. The Volunteer Leader charged may submit a written statement appealing the Committee's findings and recommendations (appeal) to the Board prior to the Board making its decision, but may not otherwise appear before or participate in the Board's deliberations. The Board will review and consider any such appeal and may accept, reject or modify the Committee's determinations either with respect to the determination of a violation or the recommended sanction to be imposed. If the Board agrees by the affirmative vote of not less than a majority of a quorum that a violation has occurred, then the determination and imposition of a sanction, as determined by the Board based on the affirmative vote of not less than a majority of a quorum, shall be promulgated by written notice to the affected Volunteer Leader, as well as to the individual who submitted the complaint, if the submitter agrees in advance and in writing to maintain in confidence whatever portion of such information is not made public by the Board. If the Board determines that a violation has not occurred, then the complaint shall be dismissed with prejudice, with written notice thereof provided to the affected Volunteer Leader, as well as to the individual who submitted the complaint.
- C. The Board may consider a recommendation from the Committee that the Volunteer Leader in violation of the Code should be offered the opportunity to submit a written assurance that the conduct in question has been terminated and will not recur. The decision of the Committee to make such a recommendation and of the Board to accept it, are within their respective discretionary powers. If such an offer is extended, the affected Volunteer Leader must promptly submit the required written assurance to the Board, and the assurance must be submitted in terms that are acceptable to the Board, including but not limited to any probationary period, if required by the Board. If the Board accepts the assurance, then written notice thereof shall be provided to the affected Volunteer Leader, as well as to the individual who submitted the complaint, if

the submitter agrees in advance and in writing to maintain in confidence whatever portion of such information is not made public by the Board. Complaints disposed of in this manner shall be deemed to have been disposed of without prejudice.

- D. All examinations of the record by and deliberations of the Board are to be conducted in strict confidence to the extent possible, except that the Board shall be permitted to disclose any relevant information when compelled by law. All examinations of the record and deliberations of the Board shall be conducted objectively, without prejudice of any kind.

VI. Sanctions

One or more of the following sanctions may be imposed by the Board upon a Volunteer Leader whom the Board has determined to have violated the Code. The sanction(s) applied must reasonably relate to the nature and severity of the violation, focusing on reformation of the conduct of the affected Volunteer Leader and deterrence of the same or similar conduct by others.

The sanctions are:

1. Written reprimand to, or censure of, the Volunteer Leader (combined with any probationary period, if desired);
2. Suspension of the Volunteer Leader from membership on the Board for a designated period of time (combined with any probationary period, if desired);
3. Permanent expulsion of the Volunteer Leader from membership on the Board;
4. Suspension of the Volunteer Leader from membership on one or more ASDP committees or similar bodies for a designated period of time (combined with any probationary period, if desired);
5. Permanent expulsion of the Volunteer Leader from membership on one or more ASDP committees or similar bodies;
6. Suspension of the Volunteer Leader from membership in ASDP (combined with any probationary period, if desired);
7. Permanent expulsion of the Volunteer Leader from membership in ASDP.

Once one or more of the above sanctions is imposed, the complaint shall be deemed to have been disposed of with prejudice.

VII. Resignation

If a Volunteer Leader who is the subject of a complaint voluntarily resigns (in writing) his or her membership on one or more ASDP committees, on the Board or Society membership at any time during the pendency of a complaint under these Procedures, the complaint shall be dismissed without prejudice and without any further action by the Committee or the Board. The Volunteer Leader may not seek membership on any ASDP committee, the Board or Society membership for a period of five years from the effective date of his or her resignation. However, the Board may communicate the fact and date of Volunteer Leader's resignation, and the fact and general nature of the complaint that was pending at the time of resignation, to or at the request of one or more government entities engaged in the

administration of law. Similarly, in the event of such resignation, the individual who submitted the complaint shall be notified in writing of the fact and date of the resignation and that the Board has dismissed the complaint (without prejudice) as a consequence.