

Code of Conduct
Metropolitan New York Chapter
Construction Specifications Institute

Adopted by the Board of Directors on October 14, 2009

- A. The purpose of this Code of Conduct is to communicate Chapter Policy regarding the deterrence and investigation of suspected misconduct and dishonesty by Chapter Officers, Board Members, all appointed Committee and Task Team Members, and Members, and to provide specific instructions regarding appropriate action in case of suspected violations.
- B. Antitrust/Confidentiality
1. For purposes of this policy, misconduct and dishonesty include but is not limited to:
 - a. acts which violate any provision of this Code of Conduct Policy
 - b. theft or other misappropriation of assets, including assets of the Chapter, our customers, suppliers or others with whom we have a business relationship
 - c. misstatements and other irregularities in Chapter records, including the intentional misstatement of the results of operations
 - d. wrongdoing
 - e. forgery or other alteration of documents
 - f. fraud and other unlawful acts
 - g. any similar acts.
 2. The Metropolitan New York Chapter of the Construction Specifications Institute ("Chapter") intends to operate in compliance with the antitrust laws of the United States and, as applicable, the antitrust laws of the state of New York of the United States and the antitrust/competition laws of other countries (generally, "Antitrust Laws"). The Antitrust Laws are intended to preserve and promote free, fair and open competition. This competition benefits consumers and companies which are innovative and efficient. A violation of the Antitrust Laws can have serious consequences for the Chapter and members. Accordingly, the Chapter hereby issues the following guidelines for itself and its members, as guidance in connection with participation in the Chapter activities. The activities of the Chapter are not intended to restrain competition or to harm consumers. The purpose of the Chapter is to bring businesses and business people in the construction industry together to promote business, exchange ideas and to take advantage of the vast amount of experience and information that we can all derive from and share with each other.
 - a. Neither the Chapter nor any of its committees or activities shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, between and among competitors with regard to their prices, terms or conditions of sale, distribution, volume of production, territories, customers, or credit terms.
 - b. In connection with membership or participation in the Chapter, there shall be no discussion, communication, agreement or disclosure among members which are actual or potential competitors, regarding their prices, discounts or terms or conditions of sale or licensing of products or services, pricing methods, profits, profit margins or cost data, production plans, market shares, sales territories or markets, allocation of territories or

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- customers, or any limitation on the timing, cost or volume of the research, production or sales.
 - c. Each member of the Chapter is obligated and expected to exercise its independent business judgment in pricing its services or products, dealing with its customers and suppliers, and choosing the markets in which it will compete.
 - d. No activity or communication of the Chapter, or that of members in connection with their participation in the Chapter, shall include any discussion which could reasonably be construed as an attempt to prevent any person or business entity from gaining access to any market or customer for goods and services, or to prevent any businesses entity from obtaining a supply of goods or services or otherwise purchasing goods or services freely in the market.
 - e. The qualifications for membership in the Chapter are as established by the Board of Directors of CSI and its Bylaws. No application for membership, which meets the qualifications set forth therein, shall be denied membership for any anti-competitive purpose. No member shall be excluded from a working group of the Chapter for an anti-competitive reason.
 - f. The Chapter and each member, in connection with the activities of the Chapter, shall use its best reasonable efforts to comply in all respects with the Antitrust Laws.
 - g. These guidelines are conservative and intended to promote compliance with the Antitrust Laws, not to create duties or obligations beyond what the Antitrust Laws actually require. In the event of inconsistency between these Guide lines and the Antitrust Laws, the Antitrust Laws shall control.
 - h. These guidelines shall be promulgated to all members of and participants in the Chapter. All members and participants shall abide by these guidelines.
3. The protection of confidential business information and trade secrets, subject to disclosures as required by law, is vital to the interests and the success of the Chapter. Such confidential information includes, but is not limited to, the following examples:
- a. personal compensation data.
 - b. computer processes.
 - c. computer programs and codes.
 - d. customer lists.
 - e. financial information.
 - f. marketing strategies.
 - g. new materials research.
 - h. pending projects and proposals research and development strategies.
- C. Whistleblower Protection
1. The reporting of an act of misconduct or dishonesty shall be considered privileged and subject to protection. Said protection is intended to cultivate an open door approach to Chapter Policy compliance and no Officer, Director, Committee or Task Team member, or member who in good faith reports a violation of the Code of Conduct shall suffer harassment, retaliation or adverse consequences. A Chapter Officer, Board, Committee or Task Team member, or member who retaliates against someone who has reported a violation in good faith is subject to discipline in accordance with section F.5 of this Policy.

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2. This Whistleblower Protection is intended to encourage and enable Officers, Directors, Committee or Task Team members, or members to raise serious concerns within the Chapter prior to seeking resolution outside the association.
- D. Ethics/Conflict of Interest
1. The Chapter Board commits all Chapter Officers, Board Members, all appointed Committee and Task Team Members, and all Members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Chapter Officers, Board, Committee, or Task Team Members, and as Members. Accordingly; Chapter Officers, Board, Committee, and Task Team Members, and Members:
 - a. Must conduct themselves with un-conflicted loyalty to the interests the Chapter and its stakeholder members. This accountability supersedes any conflicting loyalty, such as loyalty to other advocacy or interest groups, membership on other boards, and professional responsibility to an employer. It also supersedes the personal interests of any Chapter Officer, Board, Committee, or Task Team Member.
 - b. Must not breach their fiduciary responsibility to the Chapter and must avoid conflict of interest, as well as the appearance of any conflict of interest, with respect to the following:
 - 1) There must be no self-dealing, nor any private business activity, nor personal services between any Chapter Board, Committee, or Task Team Member or Member and the Chapter regardless of whether or not the services or products comprising the business activity are rendered for free or for compensation, including expenses. For purposes of this section a “Chapter Board, Committee, or Task Team member” includes any organization in which the Chapter Board, Committee, or Task Team member, or any member of his/her immediate family, has a beneficial equity ownership interest of at least ten per cent or is an officer or member of the organization’s Board of Directors or Executive Committee, or is an Officer.
 - 2) When the Chapter Board, a Committee, or a Task Team is to decide upon an issue in which a Director or member has an unavoidable conflict of interest, that Director or member shall excuse herself or himself, without comment, from both all voting, and from the entire deliberation.
 - 3) Chapter Board, Committee, or Task Team members must not use their positions to obtain Chapter employment for themselves, family members, or close associates. Should a member desire such an employment offer, he or she must first resign from the position of Director, Committee, or Task Team member.
 - 4) Chapter Board and Committee members will disclose their involvement with other organizations, vendors, or any other associations that might produce a potential conflict under this Policy.
 - 5) The Chapter Board of Directors may not participate in the nomination review process of any Chapter related award for which they, a family member, or a firm they work for or represent, may be eligible or which may otherwise present a conflict of interest or perception of self dealing.

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- 6) Chapter Board and Committee members are expected to be familiar with and abide by Chapter policies.
 - 7) The Board may for good cause exempt the members of the Board, Committee, or Task Team from one or more of the provisions of this Section by affirming the exemption in a Board vote or by stating the exemption in that Board's, Committee's, or Task Team's charter, provided that the exemption is adopted by an affirmative majority of the Board of Directors and provided that the exemption does not permit an actual conflict of interest or actual self-dealing. The action of the Chapter Board will, by virtue of the hierarchical relationship, be implicitly adopted as superseding, in whole or in part, this Policy and thereby enable eligibility of members, Chapter Officers, Board, Committee, and Task Team members to act accordingly.
 2. Chapter Officers, Board, Committee, and Task Team Members may not attempt to exercise individual authority over the organization, except as explicitly set forth in Chapter Board Policies, Committee, or Task Team charters.
 - a. Interaction with the Chapter Officers, Executive Director, or with Chapter staff must recognize the lack of individual Director and Member authority, except when explicitly authorized by Chapter Policy, Committee, or Task Team charters.
 - b. Interactions with the public, press, or other entities must recognize the same lack of individual authority and the inability of any Chapter Board, Committee, or Task Team member to speak for the Chapter Board, Committee, or Task Team, except to repeat explicitly stated Chapter Board decisions.
 3. Chapter Officers, Board, Committee, and Task Team Members will respect the confidentiality concerning Chapter Officers, Board, Committee, and Task Team issues and information of a sensitive nature.
 4. Chapter Officers, Board, Committee, and Task Team Members will annually acknowledge compliance with this Code of Conduct Policy Section D by completing an appropriate consent form(s) as provided by the Secretary of the Chapter. Compliance with this requirement is achieved in part through inclusion of all Chapter positions held on the Chapter member profile and annual reporting Chapters Officers and Committee Chairs. The Secretary of the Chapter shall review each submitted form for general compliance with this policy and properly file the forms.
- E. Sexual Harassment/Harassment/Discrimination
 1. Chapter is committed to providing an environment that is free of discrimination and unlawful harassment. Actions, words, jokes, or comments based on an individual's sex, race, ethnicity, age, religion, or any other legally protected characteristic will not be tolerated. As an example, sexual harassment (both overt and subtle) is a form of misconduct that is demeaning to another person, undermines the integrity of the organization and is strictly prohibited.
 2. Sexual harassment is unwanted sexual attention of a persistent or offensive nature made by a person who knows, or reasonably should know, that such attention is unwanted. Sexual harassment includes sexually oriented conduct that is sufficiently pervasive or severe to unreasonably interfere with a person's performance or create an intimidating, hostile, or offensive working environment.

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While sexual harassment encompasses a wider range of conduct, some examples of specifically prohibited conduct include:

- a. Promising, directly or indirectly, a reward, if the person complies with a sexually oriented request;
 - b. Threatening, directly or indirectly, to retaliate against a person, if the person refuses to comply with a sexually oriented request;
 - c. Denying, directly or indirectly, a person's opportunity, if the person refuses to comply with a sexually oriented request;
 - d. Engaging in sexually suggestive physical contact or touching another person in a way that is unwelcome;
 - e. Displaying, storing, or transmitting pornographic or sexually oriented materials using Chapter equipment or facilities;
 - f. Making sexual-related comments that can be overheard by others;
 - g. Engaging in indecent exposure; or
 - h. Making sexual or romantic advances toward a person and persisting despite the person's rejection of the advances.
3. Sexual harassment can be physical and/or psychological in nature. An aggregation of a series of incidents can constitute sexual harassment even if one of the incidents considered on its own would not be harassing.
 4. Persons are prohibited from harassing other persons whether or not the incidents of harassment occur at Chapter events. Sexual harassment can involve males or females being harassed by members of either sex. Sexual harassment can involve a person in a greater position of authority as the harasser, and individuals in positions of lesser or equal authority also can be found responsible for engaging in prohibited harassment. Consensual sexual or romantic relationships between persons are deemed unwise and are strongly discouraged if one person has authority over the other person.
 5. Harassment on the basis of any other protected characteristics is also prohibited. Under this policy, harassment is verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of his/her race, color, religion, sex, age, national origin, disability, or any other characteristic protected by law that:
 - a. has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
 - b. has the purpose or effect of unreasonably interfering with an individual's performance; or
 - c. otherwise adversely affects an individual's opportunities.
 6. Harassing conduct includes, but is not limited to: epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes and display or circulation of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through e-mail.)
 7. All incidents of sexual harassment or inappropriate sexual conduct must be reported regardless of their seriousness. Publicizing information about alleged harassment without following the reporting procedures or filing a formal complaint might be considered evidence of a vexatious intent on the part of the accuser.

F. Administration

1. Chapter Officers must deal expeditiously and fairly with all allegations of violation of this Code of Conduct whether or not there has been a written or formal complaint. Chapter Officers must:

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- a. Ensure that any claim of alleged inappropriate conduct is reported to the entire Chapter Board within one day of knowledge of an alleged incident;
 - b. Cooperate with the Chapter Officers conducting the investigation; and
 - c. Implement corrective action to prevent prohibited conduct from reoccurring.
 - d. Chapter Officers who knowingly allow or tolerate harassment are in violation of this policy and subject to disciplinary action as set forth in Section F.5 below.
2. Chapter Officers or their designee is responsible for:
- a. Ensuring that both the individual filing the complaint (hereafter referred to as the complainant) and the accused individual (hereafter referred to as the respondent) are aware of the seriousness of a harassment complaint;
 - b. Explaining the Chapter's harassment policy and investigation procedures to the complainant and the respondent;
 - c. Exploring informal means of resolving harassment complaints;
 - d. Arranging for an investigation of the alleged harassment and the preparation of a written report.
3. Violation
- a. Any member who believes a violation of this policy has been committed may raise the incident or concern to the chief officer of the Chapter for resolution.
4. Investigation
- a. In the circumstance of an allegation, assertion, or act of misconduct, breach of the Code of Conduct, or unprofessional behavior on the part of a Chapter Officer, Board, Committee, or Task Team Member, or their designee will conduct an immediate investigation into the alleged harassment. A final report with recommendations will be generated and submitted to the Chapter Board of Directors for resolution in accordance with Item F.5 below.
 - b. In the circumstance of an allegation, assertion, or act of misconduct, breach of the Code of Conduct, or unprofessional behavior on the part of a Member the procedure set forth in *Institute Policy Section III–Members, Part4, Misconduct* shall prevail.
5. Discipline
- a. Any Chapter Board, Committee, Task Team Member, or Member who is determined to have violated any provision of this policy shall be subject to sanctions up to and including a request of the Institute for expulsion from membership, a loss of any and all honors, awards, designations, titles, and privileges as have been provided by the Chapter, as determined by the Board. If an investigation results in a finding that this policy has been violated, the mandatory minimum discipline is a written reprimand. The minimum discipline for very serious or repeat violations is expulsion from membership. Persons who violate this policy may be subject to civil damages or criminal penalties as permitted by law.