



## **Code of Ethics**

This Code of Ethics sets forth legal and ethical standards for directors, officers and employees of the American Sexually Transmitted Diseases Association (ASTDA). This Code is intended to deter wrongdoing and to promote the ethical conduct of all ASTDA business.

### **Compliance with Laws, Rules and Regulations**

The ASTDA requires that all directors, officers and employees comply with all laws, rules and regulations applicable to the association. They are expected to use sound judgment and common sense to comply with all applicable laws, rules and regulations.

If an ASTDA director, officer or employee becomes aware of the violation of any law, rule or regulation by the ASTDA, whether by its officers, employees, directors, or any third party doing business on behalf of the Association, it is their responsibility to promptly report the matter to the Ethics Committee.

### **Conflicts of Interest**

ASTDA directors, officers and employees must act in the best interests of the ASTDA. They must refrain from engaging in any activity or having a personal interest that presents a conflict of interest to ASTDA. It is their responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest. This includes situations in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity with ASTDA. Each member of the ASTDA Board of Directors must annually complete a written declaration of conflicts of interest as per ASTDA process and are expected to recuse themselves from discussions and decisions associated with a conflict of interest.

### **Confidentiality**

Members of the Board must protect confidential information entrusted to them in their capacity with ASTDA. Disclosure of any confidential information is prohibited. Additionally, members of the Board should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the ASTDA or another company, is not communicated within the ASTDA except to directors, officers or employees of ASTDA who have a need to know such information to perform their responsibilities.

## **Honest and Ethical Conduct and Fair Dealing**

ASTDA officers, directors and employees should deal honestly, ethically and fairly with the ASTDA's suppliers, customers, and competitors. Statements regarding ASTDA products and services must not be untrue, misleading, deceptive or fraudulent. ASTDA directors, officers or employees must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **Protection and Proper Use of Corporate Opportunities**

ASTDA officers, directors and employees must advance the ASTDA's legitimate interests when the opportunity to do so arises. They must not take for themselves personal opportunities that are discovered through their position with the ASTDA, discussions held as part of ASTDA business, or the use of property or information of the ASTDA.

## **Accuracy of Books and Records and Public Reports**

ASTDA officers, directors and employees must honestly and accurately report all business transactions relevant to ASTDA. They are responsible for the accuracy of their records and reports. Accurate information is essential to the ASTDA's ability to meet legal and regulatory obligations.

## **Reporting and Compliance Procedures**

An Ethics Officer will be chosen based on recommendation of the Board President and voted on by the Board of Directors. The Ethics Officer will be selected from the members of the Board of Directors. The term of this position will be for two years, with a maximum of 4 years.

Every Board member has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any board member who knows or believes that a director, officer, employee or representative of the ASTDA has engaged in, or is engaging in, ASTDA-related conduct that violates applicable law or this Code should report such information to the Ethics Officer.

Such reports should be made without any fear of retaliation. The Ethics Officer will consider such reports and will recommend action to the Executive Committee who may choose to bring the reported issue to the full Board of Directors.

In the event the report is deemed correct and the director, officer, employee or representative has in fact violated the law or the Code, as outlined in this document, the Executive Committee and/or the Board of Directors will devise an appropriate response to include the possibility of removal.

The ASTDA will not discipline, discriminate against or retaliate against any director, officer or employee who reports such conduct, unless it is found that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct.