WHEREAS, the Board of Directors of the American Society of Plastic Surgeons (the “Society”) wishes to ensure that it and its individual members maintain a high standard of ethical and professional conduct in the performance of their responsibilities as Directors,

NOW, THEREFORE, BE IT RESOLVED THAT the Board hereby adopts the following Code of Conduct:

1. **Board Members shall act in the best interests of the Society as a whole.** Board Members serve for the benefit of the entire membership of the Society rather than any particular constituency, and shall, at all times, strive to do what is best for the Society as a whole and to promote and enhance the reputation and standing of the Society.

2. **Board Members shall carry out their responsibilities in good faith with reasonable care, honesty and due diligence.** Board Members shall be informed, actively participate in Board discussions, regularly attend Board meetings and be responsible for setting the Society’s strategic direction.

3. **Board Members shall comply with governing documents and relevant law.** Board Members shall use their best efforts at all times to make reasonable decisions that are consistent with the Articles of Incorporation, Bylaws, and other governing documents of the Society, and to be familiar with all such documents. Board Members shall comply with all applicable laws, rules and regulations.

4. **Board Members shall refrain from using their position on the Board for their personal advantage.** Board Members are not to engage in self-dealing or exploit opportunities that become available to them because of their position on the Board if those opportunities fall within the scope of the Society’s current or planned activities.

5. **Board Members shall maintain confidentiality.** Board Members shall at all times maintain the confidentiality of all legal, contractual, personnel, and similar confidential and non-public information entrusted to them or acquired during their service on the Board.

6. **Board Members shall disclose conflicts of interest.** Board Members shall disclose any perceived or potential conflict of interest in accordance with the Society’s Conflict of Interest and Disclosure Policy.

7. **Board Members shall behave professionally at meetings.** Board Members shall conduct themselves at all meetings, including board meetings, annual meetings of the members, and committee meetings, in a professional, courteous, respectful and businesslike manner. Personal attacks against other Board Members, members, management, employees, or guests are not consistent with the best interests of the Society.
8. **Board Members shall refrain from harassment.** Board Members shall not in any way harass, threaten, or otherwise attempt to intimidate any other Board Member, member, or management staff.

9. **Board Members shall refrain from making public statements on behalf of the Society unless authorized to do so.**

10. **Board members shall comply with all Society policies addressing their conduct.** Such policies include the Conflict of Interest and Disclosure Policy, the Corporate Opportunity Policy, the Whistleblower Policy, the Record Retention Policy, the Policy on Sexual Harassment and the Anti-Nepotism Policy.

**Violation of the Code of Conduct.**

Board Members should report violations of the Code to the President and Executive Vice President of the Society. Alleged violations will be investigated and appropriate action taken in the event of a violation. Sanctions may be imposed by the Board commensurate with the degree of the violation and may include a cautionary admonition, a private letter of censure, a request for counseling or other remedial action, a request for resignation or such other action, including removal from office by vote of the membership, as the Board may deem appropriate.