

**CODE OF CONDUCT
OF THE
NEW YORK STATE BAR ASSOCIATION
(Adopted June 20, 2009; amended June 21, 2014)**

A. Introduction

The purposes of the New York State Bar Association include elevating the standards of integrity, honor and courtesy in the legal profession, as well as promoting the public good and advancing the interests of the legal profession. Members of the Association carry out these purposes on a volunteer basis by their participation in the Association. This Code is intended to assist members in carrying out the purposes of the Association in accordance with the law, the Rules of Professional Conduct, and the high ethical standards the Association espouses.

B. Applicability

This Code applies to all officers, members of the Executive Committee, members of the House of Delegates, and all other members of the Association who: (1) participate in any business decision, as defined in Section D (2) (a) below, of the Association or any of its sections, committees or task forces, or (2) hold a position entitling them to vote on a position or policy of the Association or any of its sections, committees or task forces (“Officers or Other Members”).

C. Other Mandates

The Association and its members are subject to various federal and state laws, rules and regulations. In addition, those members practicing in New York are subject to the Rules of Professional Conduct and those members practicing in other jurisdictions are subject to similar rules of professional conduct. In the event of a conflict between the provisions of this Code and such other authorities, the latter shall control, except for matters concerning conflicts of interest.

D. Financial Conflicts of Interest Policy

1. Fiduciary Duties of Officers and Other Members with Respect to Financial Issues

- a. The purpose of this Financial Conflicts of Interest Policy is to protect the Association’s interests when it enters into a transaction or arrangement that might benefit the personal financial interests of an Officer or Other Member who participate in conducting the business of the Association. Officers and Other Members have a fiduciary responsibility to the Association in connection with transactions or arrangements of the Association which includes a duty of care and a duty of loyalty.
- b. The duty of care concerns an Officer or Other Member’s competence in performing his or her responsibilities in connection with transactions or arrangements of the Association (“Responsibilities”). The Officer or Other Member must carry out his or her Responsibilities with that degree of diligence, attention, care and skill that a reasonable prudent person would exercise under similar circumstances.

- c. The duty of loyalty requires that an Officer or Other Member act in good faith and in a manner they believe to be in the best interests of the Association when performing their Responsibilities. The duty of loyalty forbids self-dealing and usurpation of corporate opportunities.

2. Rule on Related Party Transactions

- a. A “Related Party Transaction” means any transaction, agreement or any other arrangement in which an Officer or Other Member, or any Related Party with respect to such individual, has a financial interest, and in which the Association or any affiliate of the Association is a participant.
- b. The Association shall not enter into any Related Party Transaction, unless the following occur:
 - (i) The Audit Committee determines that such transaction is fair, reasonable, and in the Association’s best interest;
 - (ii) With respect to Related Party Transactions in which an Officer or Other Member (or any Related Party thereof) has a substantial financial interest, the Audit Committee (A) considers, prior to entering into such transaction, alternative transactions to the extent available, (B) approves such transaction by a majority vote of the committee members present at the meeting, and (C) the Audit Committee contemporaneously documents in writing the basis for its approval, including considerations of any alternative transactions.

3. Conflicts of Interest

- a. Except in compliance with this Policy, an Officer or Other Member may not act in carrying out this or her Responsibilities or enter into a Related Party Transaction if those actions involve a conflict of interest. A conflict of interest arises, for example, when an Officer or Other Members has a personal financial interest, which affects the objectivity of that individual in performing his or her Responsibilities on behalf of the Association or conflicts with the best interests of the Association.
- b. Each member of the Executive Committee, Finance Committee, and Audit Committee of the Association shall annually complete, sign and submit to the Secretary of the Association a written statement (i) identifying any entity of which such individual is an officer, director, trustee, member, owner or employee and with which the Association has a relationship and (ii) any transaction in which the Association is a participant and in which such individual might have a conflict of interest. Each member of the Executive Committee, Finance Committee and Audit Committee shall, prior such individual’s initial election, complete, sign, and submit to the Secretary of the Association a questionnaire identifying any entity or transaction with which such person might have a conflict of interest.

- c. Immediately upon an Officer or Other Member learning of a Related Party Transaction between such individual (or his or her Related Party) and the Association or other potential conflict of interest (“Interested Member(s)”), an Interested Member prior to participating in such matter, shall notify the Association’s attorney (or such other Association attorney as may be designated by the Executive Director) (the “Counsel”) in writing, fully describing all material facts of such matter. The Counsel shall disclose to the Audit Committee all Related Party Transactions or other potential conflicts of interest reported to her or him under this Policy.
- d. Interested Members shall not be present at or participate in a committee deliberation or vote on the matter giving rise to such conflict, but may, at the option of such committee, be present prior to the vote or discussion of the vote to make a factual presentation to such committee, disclose additional facts or respond to questions, provided, however, that Interested Members shall not attempt to influence the deliberation or voting on the matter giving rise to such conflict.
- e. The minutes of any committee meeting during which a Related Party Transaction or conflict of interest is discussed shall document the existence thereof, any action taken to determine where a conflict of interest was present, the committee’s determination whether a conflict of interest existed, and a decision on whether the transaction shall be approved notwithstanding the conflict.

4. Rule on Receipt of Gifts

No Officer or Other Member who participate in conducting the business of the Association shall solicit or accept any gift, either in cash or in kind, where it could reasonably be inferred that the gift was intended to obtain a benefit from the Association; provided, however, that gifts valued at less than \$100 shall be presumed not to have been given for this purpose.

E. Confidential Information

Officers and Other Members who acquire confidential information of the Association in connection with their Association activities shall not disclose or use such information other than for the benefit of the Association and shall maintain the confidentiality of such information when such information is not generally available and is not intended to be disseminated beyond the Association. Such confidential information includes, but is not limited to: non-public information regarding Association employees; proprietary and business information; financial information; product or marketing plans; technical information and computer source codes; information about litigation; contracts and sponsorships or royalty agreements; and membership lists.

F. Antitrust Policy

The Association is subject to both federal and state antitrust laws. The Association is committed to obeying the letter and spirit of these laws. Accordingly, officers or other members acting on the Association’s behalf and all other members participating in Association activities shall take

whatever steps are necessary to ensure that the member shall not violate or cause the Association to violate these laws.

G. Reporting Suspected Violations (Whistleblower Policy)

1. The purpose of this Whistleblower Policy is to protect from retaliation any Officer or Other Members, who in good faith, report any action or suspected action taken by or within the Association that is illegal, fraudulent, or in violation of policy of the Association.

2. Any Officer and Other Members who possess knowledge or suspect that any other Officer or Other Members or staff have engaged in conduct while acting on behalf of the Association that raises a substantial question as to whether such person has violated the law, this Code or other policies of the Association, including procedures for preserving the confidentiality of reported information, may make a confidential report of such suspected misconduct to the Counsel (“Whistleblower Reports”). The Association does not permit retaliation against any Officer or Other Member who, in good faith, reports a possible violation of laws, the policies of the Association, including this Code or the Business Conduct Standards. Any Officer or Other Member found to have been involved in improper retaliation shall be subject to sanctions as described in Section H.

H. Administration

The Executive Committee shall appoint a special committee consisting of three or more former Presidents of the Association to administer, investigate and make a recommendation concerning disposition of any reported alleged violation of a provision of this Code, including Whistleblower Reports. Any alleged violation or Whistleblower Reports shall be referred to the special committee and shall not be disclosed to the Executive Committee unless and until the special committee submits a recommendation to the Executive Committee under the procedure set forth in this section. The special committee shall notify the alleged violator, if such notice has not previously been given, describing the alleged violation of the Code or Whistleblower Report, and provide such alleged violator with a fifteen day period in which to submit a written response setting forth information relating to the activities cited in the Whistleblower Reports or as an alleged violation. If the special committee thereafter makes a determination that further inquiry is justified, it shall give the alleged violator an opportunity to be heard. If the special committee determines at any time that there has been no violation, it shall so advise the alleged violator and the complainant. If the special committee determines that there has been no violation, all of the foregoing shall be confidential. Absent such determination, the special committee shall submit its recommendation to the Executive Committee, and the Executive Committee may have access to all material considered by the special committee. If the Executive Committee finds that a violation of the Association’s policies, including the Code, has occurred, or a violation of law may have occurred, the Executive Committee may impose such sanctions as it deems fair and appropriate.

Any member may seek the guidance of the Counsel with respect to any question that may arise under this Code, and may request a written opinion; provided, however, that in providing any written opinion or other advice, the Counsel shall act only as counsel to the Association and shall advise the member accordingly. Any member who receives a written opinion from the Counsel

after having fully revealed all relevant facts may not be sanctioned by the Association for acting pursuant to such advice.

I. Effective Date and Amendment

This Code shall become effective ninety days after adoption of a resolution by the House of Delegates approving the Code. Upon approval, it shall be published on the Association's web site. The Code may be amended from time to time by approval of a resolution by the House of Delegates. The Audit Committee shall review the Code at least once every three years to determine whether any amendments should be proposed.