



AFCEA International Ethics Code

I. INTRODUCTION

AFCEA International is an organization that serves its members by providing a forum for the ethical exchange of information. AFCEA is dedicated to increasing knowledge through the exploration of issues relevant to its members in information technology, communications, and electronics for defense, homeland security and intelligence communities. Members of the AFCEA International Board of Directors are charged with maintaining the highest ethical standards. This Code of Ethics provides guidance on how each board member discharges his or her individual responsibilities.

A code of ethics or statement of policy cannot define appropriate moral conduct for every situation that a member of the Board of Directors, Regional Vice President, Chapter Officer, Chapter Volunteer, or staff member might confront. Each individual involved in AFCEA, or its Chapters, in any capacity is charged with a special trust by AFCEA International to make carefully considered moral and ethical decisions.

II. RESPONSIBILITIES

Every member of the Board of Directors, Regional Vice President, AFCEA member, Chapter Officer, Chapter Volunteer, or AFCEA employee has an obligation on behalf of AFCEA International that encompasses two distinct duties –Duty of Care and the Duty of Loyalty.

1. Duty of Care

To comply with the Duty of Care, each individual should be well informed and participate in Association decisions in good faith.

The Duty of Care presumes that each Director will attend Board and/or Committee meetings on a regular basis, be informed about the workings of AFCEA International, and exercise independent judgment. Directors must always act on behalf of the whole Association and not any particular constituency group.

2. Duty of Loyalty

The Duty of Loyalty requires members of the Board of Directors, Regional Vice Presidents, Chapter Officers, Chapter Volunteers and AFCEA employees to exercise their authority or conduct their employment activities in the interest of AFCEA

International, rather than in their own interest or the interest of another entity or person. This duty relates to three areas: (a) conflict of interest, (b) financial conflict, and (c) confidentiality.

(a) Conflict of Interest

In the event that any individual member of the Board of Directors, Regional Vice Presidents, Chapter Officer, Chapter volunteer, or AFCEA employee has interests that are in conflict with those of AFCEA International, the Duty of Loyalty requires that the individual be conscious of the potential for such conflicts and act with candor and care in dealing with such situations.

(b) Financial Conflict

Before an individual engages in a transaction which he or she reasonably should know may be of interest to AFCEA International, the individual should disclose the transaction to the Board of Directors in sufficient detail and adequate time to enable the Board to evaluate the propriety of the transaction, or in the case of an AFCEA employee, the individual should disclose the transaction to the AFCEA President/CEO in sufficient detail and adequate time to enable the President to evaluate the propriety of the transaction and/or to take the matter to the Board of Directors for evaluation.

(c) Confidentiality

Staff members, members of the Board of Directors, Regional Vice Presidents, Chapter Officers, and Chapter Volunteers should not disclose AFCEA International proprietary or privileged information to third parties, including members of AFCEA International. What constitutes AFCEA International proprietary or privileged information for this purpose is a question of fact to be determined in each case, largely on the basis of the nature of the information and whether it is already known to the public.

III. ETHICAL STANDARDS

HARASSMENT PROHIBITED

AFCEA is committed to providing a professional environment that is free of physical, psychological, and verbal harassment or discrimination. While harassment, as defined below, is ordinarily applicable to employment relationships, it is AFCEA's intent to have the same concepts apply to all AFCEA members, the Board of Directors, Regional Vice Presidents, Chapter Officers, and volunteers. AFCEA will not tolerate physical, psychological or verbal misbehavior or harassment of any nature, including sexual misconduct, sexual exploitation and gender discrimination toward any employee, member, or volunteer by another employee, member, or volunteer or by others doing business with AFCEA International or its Chapters. This policy also applies to conduct of the AFCEA's employees, members and volunteers with respect to customers and others.

Harassment is defined as behavior that intimidates, torments, annoys, or threatens another person. This includes age, gender, ancestry, color, disability, national origin, race/ethnicity, religion/creed or other characteristics.

Sexual Harassment is defined as any unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature. Sexual harassment exists, but is not limited to;

- Submission to the sexual conduct as a term or condition of employment or ability to participate in chapter and association activities;
- Submission to or rejection of such conduct by an individual is used as the basis for employment decisions or ability to participate affecting such individual;
- The sexual conduct interferes with a person's work or ability to participate; or
- The sexual conduct creates an intimidating, hostile, abusive, or offensive work environment or ability to volunteer.

Prohibited Conduct

Prohibited verbal conduct includes, but is not limited to:

- Profanity, offensive language, name-calling, negative stereotypes, or names or labels that others can reasonably find offensive.
- Verbal threats, blackmail, extortion, threatening telephone calls.
- Racial slurs, ethnic jokes, or other comments that demean a race, ethnic group, cultural background, or other personal characteristics.

Prohibited non-verbal conduct includes, but is not limited to:

- Posting or circulating of inflammatory, offensive, or sexual statements, pictures, drawings, messages, calendars, posters, or cartoons at any Association work site or in any association material.
- Assault or hazing.
- Offensive touching, pinching and/ or grabbing any part of any person's body, including clothing and hair.
- Leering, ogling, touching and/or rubbing or otherwise drawing attention to specific parts of your own or another person's body.

Reporting and Resolving Harassment

A member of the Board of Directors, Regional Vice President, Chapter Officer, Chapter Volunteer or AFCEA employee who believes he or she has been harassed is strongly encouraged to address the person responsible for the harassment and request that such conduct cease. The harassed individual (and/or any individual who observed or learned of such harassment) should promptly report the facts of the incident to his or her manager, to the Chapter President, the Chapter Regional Vice President, the President, or the Chairman of the Board of Directors, or for any person uncomfortable reporting to the foregoing individuals, report may be made directly to the AFCEA Ethics and Compliance Officer or the AFCEA General Counsel. Employees may report complaints against their Manager, Director, or Vice President directly to the President or directly to the Ethics and Compliance Officer. AFCEA takes all complaints of Harassment seriously and all

complaints will be investigated promptly, thoroughly and impartially. Cases may be resolved informally or formally as dictated by the evidence produced through interviews and other fact finding. When a conclusion has been reached, the relevant fact finder will advise the parties to the complaint of the conclusions reached and give them an opportunity to or provide any information not previously gathered. Appropriate actions/disciplinary measures, up to and including employee discharge, removal from Chapter officership, Regional Vice Presidency, Board membership, committee membership, or even AFCEA membership will be taken as appropriate to its findings. The investigation will be treated as confidential to the extent possible, with release of information only to those individuals with a need to know. Records regarding all such complaints, the ensuing investigation and a written report of the findings and the disciplinary action taken will be maintained in a safe and confidential manner. Retaliation against any individual for filing a complaint, or for assisting in a complaint investigation, is strictly prohibited.

The designated “Ethics and Compliance Officer” for AFCEA shall be the Vice President for Human Resources.

In the event that local law (domestic or international) conflicts with this policy, the law of the local jurisdiction shall apply.

Responsibilities Regarding Sexual Harassment

The AFCEA Ethics and Compliance Officer will communicate the harassment policy and reporting and resolution procedures to the Board of Directors, AFCEA employees and volunteers, using methods such as, but not limited to:

- Requiring an annual, documented review of this policy by members of the Board of Directors, Regional Vice Presidents, Chapter Officers, Chapter volunteers, and all employees;
- Ensuring the President is promptly informed of all formal complaints;
- Promptly and thoroughly investigating all reported incidents of harassment and following through to resolution/conclusion; and
- Ensuring that appropriate actions/disciplinary measures are recommended and taken.

Supervisors and Regional Vice Presidents will:

- Ensure that their staffs, Chapter Officers, and Chapter Volunteers are aware of the policy prohibiting harassment and the procedure to be used if they wish to file a complaint.
- Maintain an atmosphere free of harassment and ensure that work areas are free of explicit and implicit conduct that would violate this policy.

- Take appropriate action and report promptly any act of harassment that is personally witnessed or suspected or reported by a staff member or volunteer.

1. Gifts or Business Courtesies

A business courtesy is a gift, favor, gratuity, or entertainment given to an individual Director or volunteer from a person with whom AFCEA International maintains or may establish a business relationship and for which fair market value is not paid by the recipient. A Director, Chapter Officer, Chapter Volunteer, or staff member should limit giving or receiving a gift, favor, gratuity, or entertainment to only what is acceptable in a normal business context.

2. Use of Association Property

A Director, Chapter Officer, or Chapter Volunteer may use AFCEA International property only in the furtherance of AFCEA International business. The use of resources negligible in value is exempted.

3. Public Statements

A staff member, member of the Board of Directors, Regional Vice President, Chapter Officer or Chapter Volunteer should speak on behalf of AFCEA International only to the extent that he or she is confident that the statement reflects established AFCEA International policy. Any other public statement by an individual should be identified as his or her personal opinion.

IV. ADMINISTRATION

1. Handling a Conflict of Interest that Arises at a Meeting

A member of the Board of Directors, to include Chapter Boards of Directors, should be sensitive to any interest he or she may have in a decision to be made by the Board of Directors and, insofar as possible, recognize such interest prior to the discussion or presentation of such a matter before the Board. When a Director has an interest in a transaction being considered by the Board, he or she should disclose the conflict before the Board takes action on the matter. The Director shall refrain from voting on any such transaction, participating in deliberations concerning it, or using personal influence in any way. The Director's presence may not be counted in determining the quorum for any vote with respect to any AFCEA International business transaction in which he or she has a possible interest.

If the Director recognizes that the conflict is ongoing and that information discussed at the Board meeting will bear on that conflict, the Director should not participate in that portion of the discussion and should leave the room. In this case, the appropriate material should be deleted from the minutes provided to that Director.

If the Director in good faith fails to recognize a conflict, the Director, when it is recognized, shall report that failure to the Chairman, who shall take appropriate action to

prevent continuation of the conflict and mitigate past action to the extent reasonable. The matter shall be referred to the Executive Committee for review and recommendation.

2. Infringement of the Code of Ethics

(a) A Director who is unsure about the applicability of the Code of Ethics in a particular situation or has questions is encouraged to consult with the AFCEA General Counsel. In such event, the Director must recognize that the General Counsel's responsibility is to AFCEA International, not to the Director.

(b) Upon receipt of information regarding a possible infringement of the Code of Ethics, the General Counsel shall promptly notify the Chairman of the Board, the President, and the Director who is the subject of the possible infringement. The General Counsel shall then investigate the matter with due diligence and the utmost discretion and shall provide ample opportunity for due process for all parties concerned.

(c) Upon completing the investigation, the General Counsel shall make recommendations to the Board for appropriate action. These recommendations may include, but are not limited to, dismissal of the allegation, remedial action, or removal from office pursuant to the bylaws.

A copy of this Code of Ethics will be presented to each Board Member and the Officers of AFCEA International. The Board members should review the Code prior to all Board of Director and Executive Committee meetings. Full compliance with this Code of Ethics is of fundamental importance to the integrity of AFCEA International.

Signature of Member, AFCEA International
Executive Committee and Board of Directors

Date

Printed Name: