

NEW YORK SOCIETY OF COSMETIC CHEMISTS, INC.
BOARD OF DIRECTORS AND OFFICERS CODE OF CONDUCT

PURPOSE OF THE CODE: This Code of Conduct (the “Code”) applies to all officers and members of the Board of Directors (collectively “Representatives”) of the New York Society of Cosmetic Chemists, Inc., a New Jersey nonprofit corporation (the “Society”). This Code sets forth the standards of conduct that all Representatives must follow when serving as Representatives of the Society or otherwise acting on behalf of the Society. The Code is not intended to be a contract or a comprehensive manual that covers every situation that may occur. Rather, it is a guide that highlights key issues and identifies policies, practices, and resources to help create and maintain an atmosphere and culture of honesty, integrity and high ethical and legal standards. This Code may be modified from time to time at the sole discretion of the Society.

COMPLIANCE WITH LAWS AND REGULATIONS: The Society conducts business in accordance with all applicable laws, rules and regulations. Representatives must follow applicable laws, rules and regulations at all times when acting on behalf of the Society. If a Representative is convicted of or pleads guilty or *nolo contendere* to any crime (other than a minor misdemeanor traffic offense), they are required to disclose the conviction or plea to the Society within ten (10) days.

CONFLICTS OF INTEREST: A conflict of interest may arise when a Representative is influenced by considerations of gain or benefit to themselves, their relatives, or any other acquaintances with whom they are familiar which may conflict with their obligation to serve the Society’s best interests. A conflict of interest is generally any activity that is, or appears to be, opposed to the best business interests of the Society. Conflicts of interest include but are not limited to the following examples:

- Having a material financial interest in any other business entity where that interest might conflict with the Society’s business interests.
- Accepting or giving valuable or significant personal gifts of equipment, money, discounts, trips, entertainment or favored treatment from or to any actual or potential Society customer, supplier, competitor, or vendor.
- Voting on or otherwise participating in a transaction in which the individual has a personal interest or in which there is or may be a conflict of interest.

All Representatives must be aware of potential conflicts of interest and situations that might appear to be a conflict of interest, and avoid such conflicts at all times. Representatives must disclose to the Executive Board any situation that creates a conflict of interest or that may create the appearance of a conflict.

GIFTS AND IMPROPER PAYMENTS: Representatives may not take or authorize or encourage the taking of bribes or kickbacks from contractors, consultants, vendors, suppliers, competitors or customers. Similarly, Representatives and their family members may not give

valuable gifts or money to any such persons if the gifts are or even appear to be in exchange for a business favor. Small gifts and reasonable hospitality (such as lunches or dinners with vendors or suppliers) may be accepted, but all Representatives should be mindful of any conflicts which significant gifts or hospitality could create. Particular care should be exercised when dealing with government officials at any level of government.

This policy does not prevent Representatives from receiving or giving (in the case of non-government officials only) reasonable business-related products, marketing materials, meals or entertainment if done in the ordinary course of business. If there is any question as to whether a gift could potentially be viewed as violating this Code, or if a Representative deals with or anticipates dealing with government officials in connection with Society, consult the Executive Board immediately.

FRAUD, THEFT, AND FINANCIAL MISCONDUCT: The prudent, effective and appropriate use of Society funds is expected at all times. All Society funds, assets and disbursements must be accurately recorded and reported in compliance with applicable laws and generally accepted accounting practices. Theft of goods and/or services from the Society or from any other party with whom the Society does business, such as vendors, suppliers and customers, is strictly prohibited. Representatives have a duty to report any suspected act of fraud or theft and any questionable accounting, internal accounting controls or auditing matters to the Executive Board.

APPROPRIATE USE OF ELECTRONIC AND OTHER SOCIETY RESOURCES: All electronic and other resources of the Society are intended for the purpose of carrying out the business objectives of the Society. These resources include, but are not limited to, office equipment, communication devices, voicemail, e-mail, computers, supplies, inventories, tools, intellectual property, databases, and any other assets and software of the Society.

Representatives are required to use these resources in a responsible, legal and ethical manner. Misapplication, intentional destruction or waste of such resources is prohibited.

Representatives may not use Society software or systems in a manner that is inconsistent with the terms of applicable licenses or in a manner which negatively impacts the Society's information security policies and practices. The Society specifically reserves the right to review, monitor, access, and intercept any electronic communications contained in and/or accessed through the Society's systems including the Society's electronic resources, computers, mobile communication devices, voicemail, and internet activity. Accessing or transmitting offensive or crude materials or materials which could negatively impact the Society's information technology security while using the Society's electronic resources are strictly prohibited. Representatives have a duty to report to the Executive Board any suspected security breach.

SOCIAL MEDIA POLICY: The social media postings of Representatives reflect on the Society by association. When posting on social media, Representatives are expected to respect themselves, their audience and any subjects of their postings, and to avoid accusations, language and statements that could give rise to defamation, invasion of privacy, harassment, discrimination, or other related claims. If posting about the Society or anything that could be construed as relating to the Society, Representatives must make clear in that post that the views

expressed are their own personal views and not those of the Society, unless they are authorized in writing to post on behalf of the Society, which case that authorization should be explicitly stated. Representatives may not disclose any Society information that is confidential or proprietary, including but not limited to trade secrets.

DISCRIMINATION AND HARASSMENT: The Society prohibits discrimination and harassment based on any protected category. The Society expects all Representatives to treat individuals solely on the basis of their abilities without regard to factors such as race, religion, color, ethnic or national origin, age, disability, gender, sexual orientation, marital status, creed, citizenship status, genetic information, gender identity and/or expression, pregnancy, childbirth and related medical conditions, parental status, veteran status or any other factor prohibited by law.

Representatives are required to report to the Executive Board any incidents of harassment or discrimination of which they are aware. The Society prohibits retaliation against individuals who make reports of harassment and discrimination in good faith, as well as against individuals who participate in investigations into such reports.

CONFIDENTIALITY: Representatives may have access to confidential and proprietary information during the course of serving as a Representative to the Society. Confidential information received in the course as serving as a Representative for the Society must be safeguarded, may never be shared with others outside Society without approval from the Board, and may never be disclosed for personal gain. Representatives are required to comply with all applicable non-disclosure agreements signed in connection with their service as a Representative for the Society. Representatives have a duty to disclose to the Executive Board any known or suspected violations of confidentiality obligations.

RETENTION OF RECORDS: Various laws, regulations and rules require the Society to retain many records, particularly its financial, tax, personnel, health and safety, environmental, contract and corporate records for various periods of time. Similarly, records relating to a pending litigation, audit or government investigation may not be destroyed until no sooner than when the matter is closed. Destruction of records to avoid disclosure in a legal proceeding or investigation may constitute a criminal offense.

Representatives must strictly adhere to the Society's document retention and destruction policies and procedures in addition to the relevant laws. If unsure as to whether or not a Society document should be retained or destroyed, the Representative should consult with the Executive Board before proceeding.

REPORTING VIOLATIONS AND NON-RETALIATION: If a Representative knows or has genuine suspicions of any violation of this Code, violation of applicable laws, rules, or regulations, or incidents of unsafe or unethical practices in Society-related dealings, they must report the matter immediately to the Executive Board so that it can be investigated and appropriate actions can be taken.

The Society prohibits retaliation against anyone who raises a concern in good faith. The Society also prohibits retaliation against anyone who participates in good faith in an investigation into a complaint raised pursuant to this Code.

ENFORCEMENT: All Representatives have the personal responsibility to understand and follow the principles set forth in this Code. Behavior that violates the ethical principles set forth in this Code will be grounds for removal as a Representative for the Society and/or other appropriate measures. Representatives may face legal liability or criminal sanctions if they engage in financial misconduct, unethical business practices, and/or criminal conduct.

CODE NOT A CONTRACT: This Code does not create a contract of employment nor is it meant to limit the Society's rights to act based on actual or suspected violations of this Code. The Society retains all of its rights to interpret and enforce this Code.

Code of Conduct Acknowledgement

By my signature below, I acknowledge that I received and reviewed the New York Society of Cosmetic Chemists, Inc. Code of Conduct for Officers and Board of Directors. I understand that I am responsible for complying with the Code of Conduct at all times while serving as a Representative for the Society, and that I can be subject to removal if I violate the Code of Conduct. I also understand that nothing in the Code of Conduct creates a contractual right of employment with the Society.

Printed Name

Signature

Date