



Code of Conduct for the Society of Architectural Historians, (SAH) & Charnley-Persky House Museum Foundation (CPHMF)

I. This Code of Conduct is based upon a fundamental and abiding respect for law and ethical practices and the realization that the overall interests of the SAH and CPHMF and those acting on its behalf, in serving the public are best served by strict adherence to this Code of Conduct. The policy of the SAH and CPHMF with respect to conflicts of interest requires that persons acting on behalf of the SAH or CPHMF avoid any conflict or appearance of conflict between their personal interests and the interests of SAH and CPHMF in dealing with organizations or individuals doing or seeking to do business with the SAH or CPHMF.

II. This Code of Conduct applies to every person acting on behalf of SAH or CPHM. The following definitions shall apply to this Code of Conduct:

1. "Society": the entire Society of Architectural Historians, including the international office, all boards, committees and other constituent groups. "Foundation": the entire Charnley-Persky House Museum Foundation, including the staff, all boards, committees and other constituent groups

2. "Representative": every officer or former officer, director or former director, committee member, employee (full-time or part-time) or any other person acting on behalf of the Society or the Foundation.

3. "Associate": (1) a member of a Representative's immediate family; (2) any organization in which a Representative (or a member of a Representative's immediate family) is a partner, or in which a Representative or a member of his/her family own more than 10 percent of any class of securities; or (3) a trust of which a Representative is a trustee, or in which a Representative or a member of his/her family has a beneficial interest.

4. "Board": the Board of Directors of the Society or the Foundation.

III. Each Representative is responsible for compliance with this Code of Conduct and for taking steps to see that Representatives within his or her control comply fully. The primary responsibility of each Representative is to perform the duties of his or her position in a manner best suited to promote the interests of the Society or the Foundation.

IV. While the following guidelines are not intended to cover every situation or take the place of personal integrity, they will indicate how Representatives are to conduct themselves in many cases. The absence of a specific guideline does not relieve any Representative of the responsibility for proper, legal and ethical conduct at all times. Representatives in doubt should take up their problems with the responsible staff person or the Board or an appropriate committee thereof.

1. Personal Financial Interests: Without prior disclosure and a decision thereon as outlined in Paragraphs V and VI, no Representative shall personally or through any Associate have a direct or indirect investment in any business enterprise which is doing or seeking to do business with the Society (unless that investment is in the equity securities of a publicly-owned corporation regularly traded in the open market), including the receipt of any grants, fellowships or contributions from the Funds of the Society or the Foundation.

2. Gifts, Entertainment or Other Favors: No Representative or any Associate shall solicit or accept gifts, cash, travel or lodging, unreasonable entertainment, loans or any other gifts or favors from persons doing business with the Society or the Foundation, including suppliers of goods or services, other than those of such nominal value that they cannot be regarded as placing the Representative under any obligation to the donor.

3. Giving Gifts or Entertaining: Society or Foundation funds or other assets shall not be used for improper payments to those doing or seeking to do business with the Society or the Foundation. This prohibition covers direct payments or indirect payments through third parties, and reimbursement of Representatives for improper payments by them. However, Representatives may give gifts to or entertain others at Society or Foundation expense if such gifts, favors or entertainment are of limited value and consistent with accepted practices and are not in contravention of applicable law and generally accepted ethical standards.

4. Outside Employment: Representatives shall not engage in outside employment which conflicts with their work, scheduled hours or performance of Society or Foundation assignments. Before a Representative accepts part-time employment with any organization or any person with which the Society or Foundation does business, that Representative shall submit in writing a description of the work assignment, the remuneration and expected duration of the work assignment to the responsible staff person or the Board or an appropriate committee thereof, who will decide if there is a conflict of interest by responding in writing to the Representative.

5. Employment by the Society or Foundation: No Associate of any Representative shall be a full or part-time employee of the Society or Foundation.

6. Documentation: Appropriate documentation in the books and records of the Society and Foundation, including Board minutes where appropriate, concerning any question which may arise under or any interpretation which may be made of this Code of Conduct is encouraged as a protection to the Representative and the Society or Foundation. The confidentiality of contributor records shall be maintained and limited to use by the Society or Foundation.

V. It is recognized that situations will occur in which a Representative has an outside affiliation or an interest in a present or proposed transaction which might be in conflict with, or have the potential to be in conflict with, or be perceived as being in conflict with the interests of the Society or Foundation. When such situations arise, a Representative shall make full disclosure in writing to the responsible staff person or the Board of appropriate action taken, or opinion of no conflict rendered as set forth below in paragraph VI.

VI. When any such actual, potential, or perceived conflict of interest is relevant to a matter requiring action by the Board or a committee, the interested person shall call it to the attention of the Board (or committee) and such person shall not vote on the matter.

Moreover, the person having a conflict shall retire from the room in which the Board (or committee) is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.

The minutes of the meeting of the Board or committee shall reflect that the actual or potential or perceived conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board (or its committee) excluding the person concerning whose situation the doubt has arisen.

VII. A decision on any potential or actual conflict shall be made by the responsible staff person or the Board or an appropriate committee thereof. Such person or group shall use appropriate means at its disposal in order to render a decision, which means may include review by an unbiased disinterested person or group, including peer review of research projects with appropriate records being maintained on the matter. If the immediately responsible person or group decides that an unacceptable conflict does or would exist, then an opinion shall be so rendered and any necessary action shall be taken by the responsible person or group, which action may include, where appropriate, dismissal, recall or other appropriate action with respect to the Representative involved, or revocation, rescission or termination of a contract, return of monies, or other appropriate remedial action.

VIII. A copy of this Code of Conduct shall be furnished each Representative who is presently serving this organization. This policy shall be reviewed annually for the information and guidance of all Representatives. Any new Representatives shall be advised of the policy upon undertaking the duties as a Representative of the Society or Foundation.

Diversity Statement

The Society of Architectural Historians and the Charnley Persky House Museum Foundation value diversity as essential to their missions and are committed to creating an inclusive environment where all programs, materials, and activities are sensitive to those they serve and to recruiting volunteers, board members, and others who support the Society and Foundation and share fully their talents, skills, and passions in pursuit of their missions.

Freedom from Discrimination and Harassment

The Society of Architectural Historians and the Charnley Persky House Museum Foundation are committed to providing a productive and professional environment in which Representatives work

together with mutual respect and appreciation of their diversity to achieve the missions of the Society and Foundation. In keeping with this commitment, Representatives are held to a standard of conduct that reflects favorably on the reputations of the Society and Foundation, and that avoids stereotyping or isolating people. Discrimination or harassment based on age, disability, sex, race, ethnic origin, religion, economic status, or sexual orientation will not be tolerated. Violation of this policy will result in disciplinary action that may include termination of employment or volunteer services.

Policy updated 11/1/16