
Code of Conduct and Disciplinary Procedures Policy

Section 1: Code of Conduct

All officers, members, and affiliates of this organization must adhere to the rules provided below. If an officer, member, or affiliate violates one or more of the rules in this code of conduct, they will be subject to disciplinary action in accordance with Sections 2 and 3 of this Code of Conduct and Disciplinary Procedures Policy. Disciplinary action includes, but is not limited to, suspension from the organization, removal from a position, or termination of membership.

This code of conduct requires as follows:

1. All officers, members, and affiliates will uphold JCI Michigan's mission and values at all times.
2. All officers, members, and affiliates must treat others with respect and dignity at all times.
3. No officer, member, or affiliate will harass any other person. Harassment is defined as persistent verbal or physical conduct designed to threaten, intimidate, coerce, or otherwise mentally or physically harm another person. Harassment includes, but is not limited to, the examples provided in the JCI USA National Policies.
4. No officer, member, or affiliate will treat another person differently based on that person's race, color, age, sex, religion, disability, national origin, sexual orientation, gender identity, genetic information, or marital status.
5. No officer, member, or affiliate will defame any other person. An officer, member, or affiliate defames another person when they communicate a false statement about the person to a third-party that, if believed to be true, would cause others to think less of that person.
6. All officers, members, and affiliates will timely fulfill any obligations owed to JCI Michigan or to fellow officers, members, or affiliates. This includes, but is not limited to, paying dues, fulfilling duties of office, and adhering to all applicable bylaws and policies.
7. When reporting on matters to the Board of Directors during meetings of the Board of Directors, all officers, members, and affiliates must not intentionally fabricate any fact, materially misrepresent any fact, or fail to disclose any material fact.
8. In handling the property or funds of JCI Michigan, all officers, members, and affiliates must act with the care required of a fiduciary. This means that the officer, member, or affiliate must act in the best interest of JCI Michigan when handling the organization's property or funds.

9. All officers, members, or affiliates entrusted with confidential information must not disclose that confidential information to anyone not entitled to know that information, unless required to do so by law or these bylaws.
10. All officers, members, or affiliates must promptly report violations of this code of conduct that they witness firsthand.
11. No officers, members, or affiliates will retaliate against another for the person's reporting a violation of this code or a person's participating in the Audit Committee's investigation.

Section 2: Audit Committee Investigation

A. *Filing a Complaint.* If an officer, member, or affiliate experiences behavior by another that violates the code of conduct or else witnesses firsthand another commit a violation of the code of conduct, they must promptly send a written complaint to [auditcommittee@jci.org]. The chair of the Audit Committee will be in charge of monitoring the email address.

B. *Investigation.* Upon receiving the complaint, the chair of the Audit Committee must promptly circulate the complaint to the other members of the Audit Committee. The Audit Committee must then promptly review the complaint and investigate the allegations made within it. The Audit Committee may investigate in any way and to any extent it considers reasonably necessary, but any investigation must end no later than 60 days after the day the complaint is filed.

C. *Report and Recommendation or Dismissal of Complaint.*

1. No later than 70 days after receiving the complaint, the Audit Committee must meet to vote whether to act on the complaint.
2. If a simple majority of the Audit Committee concludes that there is a fair likelihood the allegations in the complaint are true and that the conduct alleged would violate one or more provisions of the code of conduct, the chair of the Audit Committee will provide the President a report of its findings and a recommendation of whether to take disciplinary action. This report and recommendation must be in writing.
3. To recommend termination of membership from the organization, 4 of the 5 members of the Audit Committee must agree.
4. If a simple majority of the Audit Committee concludes there is not a fair likelihood the allegations in the complaint are true or concludes that, even if the allegations are true, the allegations in the complaint do not constitute a violation of the code of conduct, the Audit Committee must dismiss the complaint. If the Audit Committee votes to dismiss the complaint, the chair of the Audit Committee must notify the President and the person who filed the complaint. The Audit Committee need not

provide a written summary of its findings to the President or Board of Directors in this instance.

D. *Complaints Involving the President.* If a complaint alleges that the President violated the code of conduct, the chair of the Audit Committee will instead direct all correspondence to a member of the Board of Directors whom the complaint does not allege violated the code of conduct. The chair of the Audit Committee may choose to direct correspondence to any member of the Board of Directors he or she finds fit to run the disciplinary proceedings described in Section 3 of this Code of Conduct and Disciplinary Procedures Policy, so long as the member of the Board of Directors is not alleged to have violated the code of conduct. In this case, the member of the Board of Directors selected by the chair of Audit Committee will assume the duties of the President described in Section 3 of this Code of Conduct and Disciplinary Procedures Policy.

E. *Confidentiality.* The Audit Committee may disclose details about the allegations in the complaint and details about the investigation only to those who have a legitimate interest or responsibility related to the matter. When disclosing information to such persons, the Audit Committee may disclose only what is reasonably necessary under the circumstances.

F. *Complaints Involving Audit Committee Members.* If a complaint involves a member of the Audit Committee, that member of the Audit Committee may not participate in the investigation of the complaint nor in any discussion or voting pertaining to it. The President must appoint an interim member to the Audit Committee to participate in the disqualified member's place. The interim member will assume the duties of the disqualified member related to investigation of the complaint. The disqualified member of the Audit Committee will otherwise retain his or her duties unrelated to the investigation of the complaint while the investigation and disciplinary proceedings remain ongoing.

G. *Procedures for Investigation and Considering Complaint.* The chair of the Audit Committee may adopt any procedures he or she considers necessary to administer the foregoing provisions so long as those procedures are not inconsistent with this Code of Conduct and Disciplinary Procedures Policy or the bylaws.

Section 3: Disciplinary Proceedings

A. *Generally.* The Board of Directors will administer disciplinary proceedings following the Audit Committee's investigation.

B. *Complaints Involving Member of the Board of Directors.* If a complaint accuses a member or members of the Board of Directors of violating the code of conduct, the member, or members are disqualified from participating in the disciplinary proceedings described here. The President, or other member of the Board of Directors selected by the chair of the Audit Committee under Section 2(C)(4) if complaint alleges the President violated the code

of conduct, may appoint interim members to the Board of Directors to assume the duties of the disqualified member(s).

C. *Circulating the Complaint.* Upon receiving a report and recommendation from the chair of the Audit Committee, the President, or other member of the Board of Directors selected by the chair of the Audit Committee under Section 2(C)(4), must promptly circulate the report and recommendation to the voting members of the Board of Directors.

D. *Recommendations Other Than Termination or Suspension for More Than 60 days.* If Board of Directors seeks to take disciplinary action other than termination of membership or suspension from the organization for less than 60 days the rules below apply:

1. Upon receiving a report and recommendation from the chair of the Audit Committee, the President, or other member of the Board of Directors selected by the chair of the Audit Committee under Section 2(C)(4), must promptly provide notice to the person(s) accused of violating the code of conduct. The notice must include (1) a copy of the Audit Committee's report and recommendation; (2) a statement that the person(s) accused has 14 days in which to respond to the report and recommendation.
2. Within 14 days of the President or other member of the Board of Directors sending the notice, the person(s) accused may file a written response with the Board of Directors.
3. Within 30 days after receiving the written response of the person(s) accused, the Board of Directors will meet to decide whether to impose the Audit Committee's recommendation. If the person(s) accused has failed to file a written response within 14 days, the Board of Directors will meet to decide whether to impose the recommended disciplinary action within 30 days of the expiration of the 14 days.
4. If the Audit Committee's recommendation is to remove an officer from his or her position, the Board of Directors may remove the officer from his or her position only if three-fourths of the voting members of the Board of Directors agree. Upon such vote, the officer is removed from his or her position.
5. The Board of Directors may take any other disciplinary action against an officer, member, or affiliate if a simple majority of the voting members of the Board of Directors agree.
6. Within 5 business days of the vote on whether to take disciplinary action, the Board of Directors must issue a final decision in writing to the person(s) accused and the person who filed the complaint.

E. *Recommendation for Termination or Suspension for More Than 60 Days.* If Board of Directors seeks to terminate someone from the organization or suspend someone from the organization for 60 or more days, the rules below apply:

1. The person(s) accused is entitled to a hearing in front of the voting members of the Board of Directors before the voting members of the Board of Directors vote whether

to impose the recommended disciplinary action. The hearing may be conducted in person or by video conferencing at the discretion of the President.

2. Upon receiving a report and recommendation from the chair of the Audit Committee, the President, or other member of the Board of Directors selected by the chair of the Audit Committee under Section 2(C)(4), must do as follows:
 - i. Schedule a hearing to take place within 60 days of receiving the report and recommendation.
 - ii. Within 10 days, provide notice of the report and recommendation and scheduled hearing to the person(s) accused of violating the code of conduct. The notice must include (1) a copy of the Audit Committee's report and recommendation; (2) the date the hearing is to take place.
3. If the person(s) accused reports that they cannot attend the hearing, the President, or other member of the Board of Directors selected by the chair of the Audit Committee under Section 2(C)(4), may reschedule the hearing at its discretion or may instead direct the person(s) accused to submit a response in writing due before the scheduled hearing date.
4. The Board of Directors must hold a meeting to decide whether to adopt the Audit Committee's recommendation no later than 5 business days after the scheduled hearing date, no matter if a hearing occurs.
5. If a hearing occurred, only those voting members of the Board of Directors who were present at the hearing may vote at the meeting. If no hearing occurred, all voting members of the Board of Directors may vote at the meeting.
6. The Board of Directors may terminate a person's membership in this organization only if three-fourths of the voting members of the Board of Directors agree.
7. The Board of Directors may suspend a person from this organization for 60 or more days only if two-thirds of the voting members of the Board of Directors agree.
8. The Board of Directors may take any other disciplinary action against an officer, member, or affiliate if a simple majority of the voting members of the Board of Directors agree.
9. Within 5 business days of the vote, the Board of Directors must issue a final decision in writing to the person(s) accused and the person who filed the complaint.

F. *Finality of Decisions.* The decisions of the Board of Directors under this Code of Conduct and Disciplinary Procedures Policy may not be appealed.

G. *Procedures for Disciplinary Proceedings.* The President, or other member of the Board of Directors selected by the chair of the Audit Committee under Section 2(C)(4), may adopt

any procedures he or she considers necessary to administer the provisions in Section 3 so long as those procedures are not inconsistent with this Code of Conduct and Disciplinary Procedures Policy or the bylaws.