

**SPECIALTY EQUIPMENT MARKET ASSOCIATION & PERFORMANCE RACING,  
INC.  
MEMBERS CODE OF CONDUCT**

**I. SCOPE.**

Specialty Equipment Market Association & Performance Racing, Inc. ("SEMA/PRI" or "Association") has adopted this Code of Conduct ("Code"), which applies to all members of the Association as well as other guests who participate in or attend SEMA/PRI events and activities.

**II. PURPOSE.**

This Code is in support of the SEMA/PRI mission to help its members succeed and prosper. SEMA/PRI's membership consists of the producers and marketers of specialty-equipment products and services for the automotive aftermarket and motor sports industry. SEMA/PRI's programs support its mission and the Association's Directors and staff are guided by this purpose. The Association is proud of the values with which it conducts business. It has and will continue to uphold a high level of integrity in all of its actions and relationships. The Association promotes a professional and collegial environment that values respect and fairness and its policies for employees and others reflect that commitment.

**III. APPROPRIATE CONDUCT AND AVOIDANCE OF CONFLICTS WITH THE ASSOCIATION.**

Each member, and/or its representatives, as well as business guests invited to, participating in, or attending any SEMA/PRI activity, program, event conference or Show, as well as their interaction with the Association's members, directors, officers or staff, shall:

1. Abide by the Bylaws any and all policies adopted by the Association.
2. Conduct themselves in Association initiatives, events or activities in a legal, non-offensive manner, avoiding inappropriate or disruptive behavior, being responsive to any lawful requests of the Board of Directors, Committee Leadership or staff.
3. Avoid any business relationship or activity that is in conflict with and directly competes with the Association.
4. Not attempt to misappropriate confidential information relating to the operation of the Association and its business affairs. Confidential information includes but is not limited to all non-public information relating to the Association's strategies, business or contractual relationships, personnel records, financial affairs, legislative strategies, past or future member affiliations, or any other information relating to the Association's operations, business affairs or strategy.

No member of the Association will do any of the following:

5. Falsely represent having authority to speak for or act on behalf of the Association in any business matters, contracts, agreements or in any written, electronic or oral communications regarding the Association.

6. Use any SEMA/PRI trademark, service mark, name, logo or branding in an unauthorized or deceptive way that suggests a relationship or endorsement with the Association that does not exist.
7. Engage in threatening, demeaning or harassing behavior of any kind at Association events, initiatives or activities or in their interaction with the Association's directors, officers, members or employees.
8. Misappropriate the Association's property, financial resources, or services of the Association's personnel for personal benefit.

#### **IV. REPORTING FOR COMPLIANCE.**

It is the responsibility of members and/or its representatives and SEMA/PRI guests to comply with this Code of Conduct and they will report violations or suspected violations to the Chief Executive Officer or his/her designee for purposes of the operation of the policy. All reported violations will be reviewed, pursuant to Section V, and violations of this Code may lead to disciplinary action, which may include but is not limited to, conducting corrective actions as requested by the Association, reprimand, suspension, and/or revocation of membership.

#### **V. DUE DILLIGENCE PROCEDURES.**

1. Any complaint must be in writing, signed by the complaining party (the "Complainant"), shall state the matter complained of in detail, and be accompanied by materials the Complainant wishes to bring to the attention of the Association (collectively referred to as "Complaining Materials").
2. The Complaining Materials must be sent to Association headquarters within twelve (12) months of the occurrence of the conduct which is the subject matter of the complaining materials.
3. The Complaining Materials are reviewed by designated staff and counsel to determine if the conduct complained of involves a possible violation of this Code, or might otherwise constitute conduct detrimental to the Association.
4. If it is determined that the Complaining Materials do not involve a possible violation, the Complainant is informed and the matter is closed. If it is determined that the Complaining Materials may involve a possible violation, the Ethics Committee is informed and the Complaining Materials may be further investigated by staff/counsel to collect additional evidence.
5. Once the collection process is deemed sufficiently complete, a summary document will be created and will be sent to the alleged infringer with a request for a written response. The response must be in writing, signed, and shall be accompanied by all materials the alleged infringer wishes to bring to the attention of the Association in response to complaining materials ("Responding Materials").
6. The Complaining and Responding Materials are then reviewed by the Association's Ethics Committee to determine whether there is sufficient evidence to warrant a disciplinary proceeding. In making their determination, the Ethics Committee may request additional information from either the Complainant or the alleged infringer. A

copy of any such additional information provided by a party will, if the matter proceeds to a disciplinary hearing, be provided by the Association to the other party prior to the date of any disciplinary hearing.

7. If the Ethics Committee concludes that a disciplinary hearing is not warranted, both parties are informed in writing of such determination and the matter is closed.

8. If the Ethics Committee determines that a disciplinary hearing is warranted, then the Association shall send notice of the disciplinary hearing to the parties prior to the date of the disciplinary hearing. The notice of disciplinary hearing shall specify the date, time and place (including virtual) of the hearing.

9. Either party may submit such other written materials they wish to bring to the attention of the Ethics Committee ("Additional Materials"), provided such Additional Materials are received at Association's headquarters no later than twenty (20) days prior to the hearing date. A copy of Additional Materials submitted by a party must be sent by the submitting party to the other party by certified mail, return receipt requested, so that the same materials will be received by the other party no later than fifteen (15) days preceding the hearing date.

10. The Complainant shall be required to participate in the hearing in the manner described below. If the Complainant fails to participate in the hearing for any reason, the complaint will be dismissed as against the Complainant with prejudice to Complainant's right to file another complaint against the alleged infringer in connection with the subject matter that was set forth in the complaint. The Complainant and the alleged infringer shall participate in the hearing via video teleconferencing, telephone conference call, or other available electronic conferencing method. The Complainant and the alleged infringer shall each provide the Association with written notice, no later than ten (10) days prior to the hearing date, containing information as to whether they plan to participate in the hearing in person or via legal counsel, a telephone number where they may be reached on the date of the hearing, and a list of witnesses if applicable.

11. No recording or transcript of such hearing shall be made unless it is specifically requested and paid for in advance by the requesting party. The hearing process shall be treated confidentially by the participants.

12. After the hearing, the Ethics Committee shall meet to consider the proceedings that have occurred, the evidence presented, any prior precedential rulings, and determine any disciplinary action to be taken (including any applicable time frame). The recommendation(s) of the Ethics Committee shall be submitted to the SEMA/PRI Executive Committee for final disposition (which may include consideration by the Board of Directors).

13. Any disciplinary action shall be communicated to the alleged infringer in writing. The Complainant shall not be informed of the outcome.