

BY-LAWS

of the

**AMERICAN NATIONAL STANDARDS INSTITUTE,
INCORPORATED ("ANSI")**

January 2020

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ARTICLE I

Name and Purposes

Section 1.01 Name. The name of the corporation is the American National Standards Institute, Incorporated ("ANSI").

Section 1.02 Purposes. The purposes of ANSI shall be:

(1) To serve as the national coordinating institution for voluntary standards, conformity assessment and related activities in the United States of America through which organizations concerned with such activities may cooperate in establishing, improving and recognizing standards, based on a consensus of parties-at-interest, and conformity assessment programs to the end that such activities remain dynamically responsive to national needs; that duplication of work is avoided; and that individual enterprise and initiative are encouraged;

(2) To represent the interests of the United States of America in international non-treaty standards and conformity assessment organizations in which ANSI is a member or otherwise affiliated;

(3) To further voluntary standards and conformity assessment activities as a means of (a) advancing the national economy; (b) benefiting the public health, safety, welfare and environment; and (c) facilitating domestic and international trade, commerce, communications and understanding;

(4) To assure that the interests of the public have appropriate protection, participation and representation in standardization, conformity assessment and related activities;

(5) To provide the means for determining the need for new standards and conformity assessment programs; to promote activity by existing organizations competent to resolve the need; and to work toward establishment of suitable groups for these purposes where such do not already exist;

(6) To establish, promulgate and administer procedures and criteria for the recognition and approval of standards as American National Standards so as to encourage accredited standards developers to prepare and submit standards for such approval by ANSI;

(7) To establish, promulgate and administer procedures and criteria for accreditation

of conformity assessment programs and to encourage organizations to prepare and submit such programs for accreditation by ANSI;

(8) To cooperate with departments and agencies of federal, state and local governments in achieving (i) optimum compatibility between government laws and regulations and the voluntary standards of industry and commerce; (ii) maximum common usage of American National Standards; and (iii) broader cooperation between government and industry on conformity assessment;

(9) To promote knowledge and use of American National Standards and conformity assessment programs; and

(10) To serve as a clearinghouse for information on standards, conformity assessment and related activities in the United States of America and abroad.

Section 1.03 Limitation. In seeking to fulfill the purposes set forth in Section 1.02 of these By-Laws, ANSI itself shall neither develop standards nor conduct certification programs.

ARTICLE II

Membership

Section 2.01 Categories of Members. The Members of ANSI shall be divided into the following seven categories: basic, company, educational, government, individual, international and organizational, as defined in Sections 2.01.1 - 2.01.7 below, and such other categories as the Board of Directors (hereafter "the Board") shall from time to time establish.

Section 2.01.1 Company Member. A company member shall be a corporation, partnership or other entity that is created under the laws of the United States or any state, district or territory thereof and that is engaged in industrial or commercial enterprise or professional, educational, research, testing or trade activity.

Section 2.01.2 Educational Member. An educational member shall be a domestic, educational institution that is interested in voluntary standards or conformity assessment.

Section 2.01.3 Government Member. A government member shall be a department, authority or agency of the United States government or of any state, interstate, regional or local government, interested in voluntary standards or conformity assessment.

Section 2.01.4 Individual Member. An individual member shall be a United States citizen or national interested in the development of standards or related activities, who is not eligible for membership under any other membership category.

Section 2.01.5 International Member. An international member shall be an entity that has no legal presence (*e.g.*, subsidiaries, business units, branch offices) in the United States or any state thereof. International members shall not be entitled to vote on issues coming before the

membership.

Section 2.01.6 Organizational Member. An organizational member shall be a not-for-profit scientific, technical, professional, labor, consumer, trade or other association or organization that is involved in standards, conformity assessment or related activities.

Section 2.01.7 Basic Member. A basic member shall be a company, educational institute, government entity, individual or organization that has an interest in the mission and objectives of ANSI but is not yet ready to become a full member. Basic members shall not be entitled to vote on membership issues and shall enjoy only those benefits of membership as may be established from time to time by the Board of Directors.

Section 2.02 Application and Acceptance. An applicant may be admitted to ANSI in a specified category of membership by vote of the Executive Committee of the Board (hereafter "Executive Committee"). In the event of uncertainty as to category of membership, the Executive Committee shall determine the applicant's appropriate category. By accepting membership in ANSI, each applicant agrees to comply with all the provisions of these By-Laws, including ANSI's Code of Conduct, and to pay promptly all membership fees and charges for special services levied in accordance with these By-Laws and resolutions adopted from time to time by the Board. Each Member shall designate a person to serve as its primary representative.

Section 2.03 Termination of Membership. Voluntary termination of membership shall be made by notice in writing to ANSI. The Executive Committee may, by vote, terminate the membership of any Member for failure to meet membership obligations, except that membership may be terminated without action by the Executive Committee for failure to pay membership fees within three months of the date of the invoice, provided that a notice of delinquency shall have been given.

Section 2.04 Annual Meeting. An annual meeting of the Members shall be held during the fiscal year at such time and place as may be determined by the Board. The President or a staff designee shall cause a written notice of the time and place of each annual meeting to be mailed or sent electronically to each Member not less than twenty days before such meeting, which notice shall include an agenda of the principal items to be considered. If notice is sent electronically, such notice shall be given in the manner specified in Section 7.06 of these By-Laws.

Section 2.05 Special Meetings. Special meetings of the Members may be called by: (i) the Chair of the Board, (ii) the Executive Committee, or (iii) the President of ANSI on petition of twenty percent of the members of the Board. Any such special meeting shall be held at a time and at a place as stated in the written notice of the meeting. Such notice shall provide a statement of purpose of any special meeting as well as an agenda of the principal items to be considered, and no action shall be taken at any special meeting on matters not specified in the agenda. The President or a staff designee shall cause written notice of each special meeting of the Members to be mailed or sent electronically to each Member not less than twenty days before such meeting. If notice is sent electronically, such notice shall be given in the manner specified in Section 7.06 of these By-Laws.

Section 2.06 Quorum. The presence in person or by proxy of at least one-tenth of the Members of ANSI entitled to vote shall constitute a quorum for the transaction of business at all meetings of Members.

Section 2.07 Voting Rights. Each company member, educational member, government member, individual member, and organizational member shall have one vote on matters presented to the Members. Basic members and International members shall have no vote. Members of any additional categories of membership created by the Board shall not have voting privileges unless expressly provided for by the Board.

Section 2.08 Proxies. A Member may authorize ANSI's General Counsel or another party to act for the Member as proxy by providing such authorization in writing or by electronic mail to ANSI's General Counsel or the party who will be the holder of the proxy (with a copy to ANSI's General Counsel), provided that any such authorization sent to ANSI electronically must conform to the requirements set out in Section 7.06 of these By-Laws.

Section 2.09 Attendance at ANSI Meetings. Members (except for Basic members) may attend any meetings of ANSI Forums or Policy Advisory Groups (Article VI), in person or remotely, subject to space and technology limitations. Meetings of the ANSI Board and Board Committees (Article III) and Committees of ANSI (Article IV) are open only to such Board or Committee members, unless attendance by a non-Board or non-Committee member is approved in advance by the relevant Board or Committee Chair.

ARTICLE III

Board of Directors

Section 3.01 Powers and Responsibilities. The activities, property and affairs of ANSI shall be managed and controlled by the Board. All members of the Board shall owe fiduciary duties to ANSI and shall act in the best interest of ANSI. Board members shall also abide by ANSI's Conflict of Interest and Related Party Transaction Policy, as well as the ANSI Code of Conduct.

The Board is responsible for:

- (1) Approving ANSI's annual strategic priorities document.
- (2) Approving the annual budget.
- (3) Approving changes to the membership fee structure.
- (4) Approving appointments to Board Committees.
- (5) Approving a decision to employ or discontinue the employment of the ANSI President.

- (6) Electing the Board Officers and filling vacancies on the Board.
- (7) Approving the scope of responsibilities of the Board Committees, Committees of ANSI, Membership Forums and Policy Advisory Groups.
- (8) Receiving and approving, where required, reports from the Executive Committee.
- (9) Deciding issues and approving policies that would significantly change or affect the strategic direction of ANSI or the voluntary standards federation.

Section 3.02 Composition of the Board. The Board shall consist of the following members:

- (1) The Chair of the Board (*ex officio*);
- (2) The immediate Past Chair (*ex officio*);
- (3) Up to four Vice Chairs (*ex officio*);
- (4) The President (*ex officio and non-voting*);
- (5) The Chair of the Finance Committee (*ex officio*);
- (6) The Chair of the Executive Standards Council (*ex officio*);
- (7) The Chair of the Board of Standards Review (*ex officio*);
- (8) The Chair of the ANSI ISO Council (*ex officio*);
- (9) The Chair of the United States National Committee of the International Electrotechnical Commission ("USNC") Council (*ex officio*);
- (10) The Chairs of each of the Member Forums (*ex officio*);
- (11) The Chairs of each of the Policy Advisory Groups (*ex officio*); and
- (12) Up to thirty-three Directors-at-Large nominated by the Board Nominating Committee and elected by the Members.

The entire Board means the number of voting Directors serving *ex officio* as well as those Directors-at-Large elected as of the most recently held election of Directors-at-Large and any Directors-at-Large whose terms have not yet expired.

Section 3.03 Criteria for Board Membership and Selection Guidelines. Except with respect to candidates who are individual members or employed by a government entity, the Executive Committee shall establish and annually review guidelines to assist the Nominating Committee in

its selection process. In such guidelines, (which provide suggested guidance and do not establish required parameters) the Executive Committee will address issues such as expertise, background, leadership skills, willingness to participate actively, and inter-organizational relationships, and will seek to ensure overall broad diversity of representatives on the Board. Such guidelines and any proposed modifications thereto shall be reviewed and approved by the Board. In order to be eligible for membership on the Board, a candidate must be a corporate officer or have a letter from a corporate representative stating that the company or organization is prepared to and will support the candidate in connection with that person's service on the ANSI Board. The Chairs of the Committees of ANSI, Member Forums, Policy Advisory Groups and the Chair of the USNC Council, also must meet the criteria for Board membership set forth in this section. All Board members shall be employed by or represent a member of ANSI unless the Executive Committee specifically grants an exception.

Section 3.04 Election. The Directors-At-Large shall be elected at the annual meeting by a plurality of all Members entitled to vote. A notice and proxy containing all of the nominations for directors made pursuant to Section 3.03 shall be given to all voting Members by mail addressed to the last known address or electronically sent in the manner specified in Section 7.06 of these By-Laws on or before November 1. All votes and proxies returned to ANSI on or before the annual meeting shall be counted. Alternatively, any voting Member may vote in person at the annual meeting.

Section 3.05 Term. Each of the Directors-at-Large specified in Section 3.03 shall serve for a term of three years. Each such director may serve for a maximum of two full consecutive terms as a Director-at-Large. The terms of the thirty-three Directors-at-Large positions on the Board shall be staggered so that no more than eleven such positions expire at the end of any given calendar year.

Section 3.06 Vacancies. If a vacancy occurs involving one or more Directors-at-Large positions, and if the Nominating Committee determines that it is appropriate to fill a vacancy, it shall submit to the Board nominations of one or more candidates meeting the requirements for Board membership specified in Section 3.03. Such vacancies shall be filled, if at all, by the vote of the majority of the Board. Directors so elected shall serve for the balance of the unexpired term or terms.

Section 3.07 Resignation. A director may resign at any time by giving written notice to the Chair of the Board, with a copy to the President and ANSI General Counsel.

Section 3.08 Meetings. Regular meetings of the Board shall be held at least once each year upon not less than fourteen days' notice sent by the President or a staff designee, which notice shall contain the time and place of such meeting. Special meetings of the Board may be called by: (i) the Chair of the Board, (ii) the Executive Committee of the Board or (iii) the President on petition of twenty percent of the members of the Board. Notice of the time, place and purpose of special meetings of the Board shall be provided by the President or staff designee via mail, fax, electronic means or delivery in person to each member of the Board at least seven days before the meeting. An agenda of the principal items to be considered at any meeting of the Board shall be distributed in advance of the meeting. If notice is sent electronically, such notice shall be given in

the manner specified in Section 7.06 of these By-Laws.

Section 3.09 Remote Participation in Meetings. With the approval of the Chair of the Board, any one or more directors who are not physically present at a regular or special meeting of the Board may participate by means of conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

Section 3.10 Waiver of Notice. Whenever notice of any meeting of the Board is required to be given, a waiver of notice submitted by a director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, but not limited to, a facsimile or electronic signature. If delivered electronically, the waiver must conform to the requirements set out in Section 7.06 of these By-Laws. The President or a staff designee shall cause such waiver to be filed with the records of the meeting. The attendance of any director at a meeting, without objecting to the lack of proper notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver by the director of notice of such meeting.

Section 3.11 Quorum. The presence of two-fifths of the members of the Board shall constitute a quorum at any meeting of the Board.

Section 3.12 Required Vote. Except as otherwise provided in these By-Laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. A director serving in more than one capacity on the Board shall have only one vote.

Section 3.13 Action Without Meeting. Consent by all directors to any action taken or to be taken by ANSI shall authorize and validate such action as though it had been authorized at a meeting of the Board. Such consent may be written or electronic. If written, the consent must be executed by the director signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including but not limited to a facsimile or electronic signature. If submitted electronically, the transmission of the consent must conform to the requirements set out in Section 7.06 of these By-Laws.

Committees of the Board

Section 3.14 Committees of the Board. The Board shall maintain the following committees of the Board: the Audit Committee, the Compensation Committee, the Executive Committee, the Nominating Committee and the Finance Committee. The Board may establish such additional Board Committees as it deems desirable from time to time.

Section 3.14.1 With respect to matters delegated to a Committee of the Board under these By-Laws or by resolution of the Board, the committees shall provide an overview of actions taken, if any, prior to each meeting of the Board. A committee of the Board may, at its discretion, request that a delegated matter be ratified by the Board.

Section 3.14.2 The Board may, by vote of a majority of the members of the Board, rescind any action taken by a committee of the Board pursuant to a delegated duty.

Section 3.15 Chairs of Board Committees; Notice of Board Committee Meetings; Action Without a Meeting. The Chair of the Board shall appoint the Chair of each Board Committee subject to approval by the Board. Unless extended by the Board, the Chair of the Nominating Committee shall serve for a partial-year (as indicated in Section 3.17) and shall be eligible to serve for a maximum of three consecutive partial-year terms, the Chairs of the Executive and Compensation Committees shall serve for one year and shall be eligible to serve for a maximum of three consecutive one-year terms, and the Chairs of the Finance and Audit Committees shall serve for two years and shall be eligible to serve for a maximum of two consecutive two-year terms. A staff member of ANSI designated by the President shall serve as a non-voting secretary of each Board Committee. Notice of the time and place of meetings of any Board Committee shall be given by the secretary, who will also cause an agenda to be distributed reflecting the principal items to be considered. Notice shall be sent by mail or electronic means or by delivery in person to each member of the Board Committee at least seven days before the meeting. Attendance at the meeting shall be deemed waiver of notice. All Board Committees shall have the right to solicit and receive advice and assistance in the discharge of their duties from members of ANSI who are not members of the Board and other persons with expertise. Consent by all members of a Board Committee to any action taken or to be taken by such committee shall authorize and validate such action as though it had been authorized at a meeting of the Board Committee. Such consent may be written or electronic. If written, the consent must be executed by the director signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, a facsimile or electronic signature. If submitted electronically, the transmission must conform to the requirements set out in Section 7.06 of these By-Laws. Each Board Committee may establish such additional subcommittees or task forces as are considered desirable to accomplish its mission.

Section 3.16 Executive Committee. The Executive Committee shall be chaired by the Chair of the Board and has the power to act for the Board between meetings of the Board to the fullest extent permitted by law. The Executive Committee shall be responsible for:

(1) Approving all memberships, including ANSI Members and membership on Committees of ANSI, and Policy Advisory Groups and making final decisions regarding the termination of ANSI Members in accordance with Section 2.03.

(2) Approving proposals (including those originating from the Board Committees, Committees of ANSI, Membership Forums and Policy Advisory Groups) except those proposals that, in the opinion of the Executive Committee, would impact the strategic direction of ANSI and should be submitted to the Board for final approval.

(3) Reviewing and approving management's proposals as reflected in an annual strategic priorities document before submitting such document or any proposed modifications thereto to the Board for final approval.

(4) Approving the procedures and criteria developed and maintained by the Executive Standards Council (ExSC) as reflected in the "ANSI Essential Requirements: Due process requirements for American National Standards," hereafter referred to as "the Essential Requirements," and the "ANSI Procedures for U.S. Participation in the International Standards Activities of ISO," hereafter referred to as "the International Procedures."

(5) Approving the United States National Committee Statutes and Rules of Procedure.

(6) Reviewing and approving the Operating Procedures of all Committees of ANSI, Membership Forums and Policy Advisory Groups.

The Executive Committee shall report on its activities at each meeting of the Board. The President and the Executive Committee shall report to the Board on significant actions or proposed future plans that, in the view of the Executive Committee, would impact the strategic direction of ANSI.

The Executive Committee shall be composed of:

- (a) The Chair of the Board;
- (b) The immediate Past Chair;
- (c) The Vice Chairs;
- (d) The President (*without a vote*);
- (e) The Chair of the Finance Committee;
- (f) The Chair of the Executive Standards Council;
- (g) The Chair of the Board of Standards Review;
- (h) The Chair of the ANSI ISO Council;
- (i) The Chair of the USNC Council;
- (j) The Chairs of each of the Member Forums;
- (k) The Chairs of each of the ANSI Policy Advisory Groups; and
- (l) Such additional members of the Board as the Chair of the Board shall appoint from time to time with the approval of a three-quarters majority of the directors present at

a meeting at which a quorum is present.

Section 3.17 Nominating Committee. On or before June 1 of each year, the Board shall appoint a Nominating Committee that shall consist of not less than five Board members and shall reflect generally a broad diversity of representatives. The Board shall appoint individuals whose current terms of office are not expiring at the end of the year, such that they may be candidates for one or more open positions on the Board. In the event that a member of the Nominating Committee is identified as a possible candidate for a position on the Board, such member shall resign from the Nominating Committee. The Nominating Committee shall submit nominations to the President or a staff designee on or before October 20 for Directors-at-Large, all of whom must meet the criteria for Board membership set forth in Section 3.03. In making its decisions on nominations, the Nominating Committee shall attempt to ensure broad Board diversity.

Section 3.18 Finance Committee. The Finance Committee shall be composed of no fewer than five members of the Board appointed from time to time by the Chair of the Board with the approval of the Board. The Finance Committee shall maintain a continuing review of the financial affairs of ANSI and shall make appropriate recommendations to the Executive Committee and report to the Board at each meeting of the Board. The following responsibilities are delegated to the Finance Committee:

- (1) Reviewing and providing a recommendation to the Board for the annual budget and the business plan proposed by the President;
- (2) Authorizing investment policy; and
- (3) Authorizing acceptable accounting and disbursement procedures for all funds under the jurisdiction of ANSI.

Section 3.19 Audit Committee. The Audit Committee shall be composed of no fewer than three members of the Board, who are not members of the Finance Committee, appointed from time to time by the Chair of the Board with the approval of the Board. They shall be "Independent Directors," as defined in the Not-for-Profit Corporation Law. The Audit Committee shall maintain a continuing review of the internal controls and audit affairs of ANSI and shall make appropriate recommendations to the Board or to the Executive Committee of the Board and shall report to the Board at each meeting of the Board. The following responsibilities are delegated to the Audit Committee:

- (1) Overseeing ANSI's accounting and financial reporting processes and the audit of ANSI's financial statements;
- (2) Annually retaining an independent auditor and reviewing the auditor's performance;
- (3) Reviewing the scope of audit with the auditor before the audit begins, and reviewing the results of the audit and any related management letter with the auditor;
- (4) Discussing material risks and weaknesses in internal controls identified by the

auditor;

- (5) Assisting the Board in its oversight and assessment of the adequacy and integrity of ANSI's accounting system, internal controls, financial statements, audit reports, and audit processes; and
- (6) Periodic review of internal financial controls, including Board Conflict-of-Interest policies.

Section 3.20 Compensation Committee. The Compensation Committee shall be composed of the Chair of the Board, the immediate past Chair of the Board and the Vice Chairs. Where appropriate, the Compensation Committee shall follow the applicable provisions of the ANSI Related Party Transaction Policy in establishing and approving compensation, benefits and policies. The following responsibilities are delegated to the Compensation Committee:

- (1) Review periodically, establish and approve the compensation, benefits and policies applicable to the President;
- (2) Evaluate annually the performance of the President and establish an appropriate compensation and benefits schedule for the President; and
- (3) Review and approve other policies concerning employee compensation and benefits.

Board and Corporate Officers

Section 3.21 Number of Board Officers and Qualifications. The Board Officers of ANSI shall be: the Chair of the Board, the Vice Chairs, the Past Chair (*ex officio*) and the President. The President shall serve in a non-voting capacity.

Section 3.22 Nomination, Election and Term of Office. The Nominating Committee selected in accordance with Section 3.17 shall submit annually, to the Board, nominations for the offices of the Chair of the Board and Vice Chair(s). The Board shall elect the Chair of the Board and any expiring Vice Chair positions at the last regular or special meeting of the Board held prior to the end of the fiscal year. The Chair of the Board shall serve for a term of one year. Each Vice Chair shall serve for a term of two years or until that person's successor is elected. Unless extended by the Board, the Chair of the Board may serve for a maximum of three full consecutive terms, and the Vice Chairs for a maximum of two full consecutive terms.

Section 3.23 Vacancies. A vacancy in the office of Chair of the Board shall be filled by one of the Vice Chairs chosen by the Board for the balance of the unexpired term. Vacancies in the offices of Vice Chairs shall be filled by the Board from among its members for the balance of the unexpired term or terms.

Section 3.24 Chair of the Board, Past Chair and Vice Chairs: Powers and Duties. The Chair of the Board shall preside at all meetings of the Board, shall have general supervision and

control of the Board, and shall also perform such other duties as may properly belong to the office or as shall be prescribed from time to time by the Board. The Past Chair and Vice Chairs shall assist the Chair in carrying out these responsibilities and may serve as Chairs for the Board Committees or Committees of ANSI.

Section 3.25 President: Powers and Duties. The Board shall designate a person whose title shall be President and Chief Executive Officer of ANSI and who shall serve in that capacity at the pleasure of the Board. The President shall devote full time to the affairs of ANSI, unless otherwise authorized by the Board. The President may be removed, with or without cause, by the Board. The President shall have the care and custody of all funds and securities of ANSI, subject to the direction and control of the Board. The President or staff designees shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall report thereon to the Board and to the Members of ANSI from time to time, as directed by the Board. The President shall submit annually a planning report to the Board accompanied by a recommendation by the Executive Committee presenting the anticipated needs of ANSI, including proposed organization changes and financial requirements deemed necessary to improve operating effectiveness.

Section 3.26 Senior Vice Presidents, Vice Presidents and General Counsel: Powers and Duties. The Board shall approve the positions and duties of Senior Vice Presidents and Vice Presidents, and Executive Director of the ANSI National Accreditation Board ("ANAB"), and the President shall appoint individuals to serve in such positions. The President shall designate which of these corporate officers attend meetings of the Board. ANSI's General Counsel shall protect ANSI's legal interests, represent the Board and serve as the Secretary of ANSI.

ARTICLE IV

Committees of ANSI

Section 4.01 Committees of ANSI. As described in this Article IV, there are established within ANSI, Program Oversight Committees and International Relations Committees reporting to the Executive Committee, which shall discharge the responsibilities set forth in this Article. The Board may create additional Program Oversight Committees, International Relations Committees and other Committees of ANSI from time to time, and each such Committee shall report to the Executive Committee and discharge the responsibilities established by the Board.

Section 4.01.1 Responsibilities of Committee Members Generally. The members of any and all Committees of ANSI shall, in that capacity, act as fiduciaries to ANSI and shall act in the best interest of ANSI. The members of all Committees of ANSI shall also abide by ANSI's Conflict of Interest and Related Party Transaction Policy, as well as, the ANSI Code of Conduct. All Committees of ANSI shall operate in accordance with Operating Procedures approved by the Executive Committee.

ANSI Program Oversight Committees

Section 4.02 ANSI Program Oversight Committees Generally. Each Program Oversight Committee shall have the exclusive authority to render decisions with regard to issues arising in

the ANSI program it is charged to oversee, subject only to any possible further appeal pursuant to the applicable appeals procedures.

Section 4.02.1 Membership. Except as otherwise delegated by the Board, members of all ANSI Program Oversight Committees shall be appointed by the Chair of the Board with the approval of the Board. In making these appointments, the Chair of the Board shall endeavor to ensure representation of all membership categories concerned with the activities of the Program Oversight Committee. Membership in ANSI by the entity with which the Member is affiliated shall be a prerequisite for participation in any ANSI Program Oversight Committee unless the Executive Committee specifically permits otherwise. Membership in all ANSI Program Oversight Committees, however, shall be by the individual, not the entity with which such person is affiliated. Except as may be extended by the Board, each such appointment shall be for a term of three full years with no person serving more than three full consecutive terms.

Section 4.02.2 Committee Officers. Except as otherwise delegated by the Board, for each Program Oversight Committee, the Board Chair shall appoint the Chair of the Committee subject to approval by the Board. The Chair, and such other officers authorized by the Committee's operating procedures, shall serve for a term of two years and shall be eligible to serve for a maximum of two full consecutive two-year terms. A staff member of ANSI designated by the President shall serve as a non-voting secretary of each ANSI Program Oversight Committee.

Section 4.02.3 Subcommittees and Task Forces. Each ANSI Program Oversight Committee may establish such additional subcommittees and task forces as are considered desirable to accomplish its mission. Subcommittees shall have a defined scope as approved by the relevant Program Oversight Committee, and shall be charged with making recommendations to such Program Oversight Committees.

Section 4.03 Executive Standards Council (ExSC). The ExSC, a Program Oversight Committee, shall be responsible for developing and promulgating procedures and criteria utilized in the national and international standards development activities of ANSI and for other duties that may be delegated to it by the Board. The functions of the ExSC shall include but not be limited to:

1. Developing and promulgating procedures and criteria for: (i) the accreditation and auditing of standards developers; and (ii) the coordination, development, approval and withdrawal of standards as American National Standards, including the Essential Requirements (and any successor or related documents);
2. Developing and promulgating procedures and criteria for the oversight of U.S. Technical Advisory Groups ("TAGs") to ISO, including the International Procedures (or any successor or related document); and
3. Overseeing all aspects of and making determinations relating to ANSI's standards developer accreditation, audit, and audited designator programs, as well as, the accreditation of U.S. TAGs to ISO, including appeals of such decisions.

The ExSC shall exercise exclusive responsibility for the terms of the Essential Requirements and International Procedures, including ANSI's Patent Policy, subject only to ExCo and/or Board approval. The ExSC, in its discretion, may solicit input from other Committees of ANSI, Membership Forums or Policy Advisory Groups from time to time when interpreting or considering revisions to the ANSI Essential Requirements and International Procedures.

Section 4.04 The Board of Standards Review (“BSR”). Except in the case of audited designators, the BSR, a Program Oversight Committees shall be responsible for the approval and withdrawal of American National Standards, and for such other duties that may be delegated to it by the Board. The functions of the BSR shall include, but not be limited to, determining whether standards submitted to ANSI for approval or withdrawal as American National Standards meet the requirements of the Essential Requirements and acting on requests for approval, reaffirmation, revision and withdrawal of American National Standards, including appeals of such decisions.

ANSI International Relations Committees

Section 4.05 ANSI International Relations Committees. Each ANSI International Relations Committee shall have the exclusive authority to develop policy positions arising in the related international organization it is chartered to oversee (*i.e.*, the International Organization for Standardization (“ISO”) and the International Electrotechnical Commission (“IEC”).

Section 4.06 The ANSI ISO Council (AIC). The AIC, an International Relations Committee, shall be responsible for the development and approval of ANSI policy and process-related positions presented at ISO. In addition, the AIC shall be responsible for other actions as specified in the ANSI International Procedures. Members of the AIC shall be appointed by the Chair of the Board with the approval of the Executive Committee. In making these appointments, the Chair of the Board shall endeavor to ensure representation of all membership groups concerned with the activities of the AIC. Membership in ANSI by the entity with which the member is affiliated shall be a prerequisite for participation by that individual in the AIC unless the Executive Committee specifically permits otherwise. Membership in the AIC, however, shall be by the individual, not the entity with which such person is affiliated. Except as may be extended by the Executive Committee, each such appointment shall be for a term of three full years with no person serving more than three full consecutive terms. The terms shall be staggered so that one-third of them expire at the end of each calendar year.

The Chair of the Board shall appoint the Chair of the AIC subject to approval by the Board. The Chair of the Board may also appoint a Vice Chair. Except as may be extended by the Board, the Chair (and any such other Vice Chair) shall serve for a term of two years and shall be eligible to serve for a maximum of two full consecutive two-year terms.

Section 4.07 United States National Committee of the IEC Council (“USNC Council”). The responsibility for United States representation in the IEC and other electrotechnical bodies associated with the IEC has been delegated by the Board to the USNC whose responsibilities are set forth in the United States National Committee Statutes and Rules. The responsibility for the USNC shall be exclusively exercised by the USNC Council, an International Relations Committee,

subject to the oversight of the Executive Committee.

The USNC Council shall be composed of the Chair of the USNC Council and other USNC officers, as well as, other members of the USNC duly elected from the USNC by its entire membership and consented to by the ANSI Executive Committee. Appeal of actions taken within the USNC shall be in accordance with the appeals procedures of the USNC. Such appeals shall be subject to further appeal to the ANSI Appeals Board. The responsibilities of the USNC Council shall include, but not be limited to, the following:

- (1) Representing and coordinating the United States involvement in the IEC and other electrotechnical bodies associated with the IEC concerning IEC standardization and conformity-assessment issues on behalf of ANSI;
- (2) Recommending to the Finance Committee and the Executive Committee an annual budget to cover IEC-related activities;
- (3) Managing programs and adjudicating disputes arising from authorized USNC activities;
- (4) Promoting consistency between international and national activities that fall within the scope of the IEC;
- (5) Reporting annually to the Board on United States participation in IEC activities and coordinating with the International Policy Advisory Group on issues affecting United States interests in more than one international forum; and
- (6) Establishing, as appropriate, Technical Advisory Groups to cover United States participation in IEC activities.

The USNC shall not be dissolved without the consent of the USNC.

ARTICLE V

Conflict of Interest Policy, Code of Conduct and Related Party Transactions Policy

Section 5.01 Conflict of Interest Policy. All members and leadership officers of the Committees of ANSI and key staff shall abide by, and act in accordance, with ANSI's Conflict of Interest Policy, as amended from time to time.

Section 5.02 Code of Conduct. All members and leadership officers of the Committees of ANSI and key staff shall abide by, and act in accordance with, ANSI's Code of Conduct, as amended from time to time.

Section 5.03 Related Party Transactions. All members and leadership officers of the Committees of ANSI and key staff shall abide by, and act in accordance with, ANSI's Related Transactions Policy. A related party transaction is any transaction, agreement or any other

arrangement in which a related party has a financial interest and in which ANSI or any affiliate of ANSI is a participant. A related party is (i) any director, officer or key person of ANSI or any of its affiliates; (ii) the spouse, ancestor, sibling, child, grandchild, great-grandchild, spouse of a sibling, child, grandchild, or great-grandchild, or domestic partner of an individual defined in (i) above; or (iii) an entity in which any of the above individuals has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent. A substantial financial interest is one that, based on all the facts and circumstances, is determined by ANSI to be financially significant to the related party.

Section 5.03.1 Procedures for Related Party Transactions. Before ANSI may enter into any related party transaction:

- (1) Any director, officer, or key person who has an interest in a related party transaction shall disclose that interest in good faith to the Board or an authorized committee thereof, and the material facts concerning such interest;
- (2) No related party may participate in deliberations or voting relating to the approval of a related party transaction; and
- (3) The Board or authorized committee thereof must determine that the transaction is fair, reasonable, and in ANSI's best interest.

Section 5.03.2 Procedure for Substantial Related Party Transactions. Before ANSI may enter into any related party transaction in which a related party has a substantial financial interest:

- (1) Any director, officer, or key person who has a substantial financial interest in a related party transaction shall disclose that interest in good faith to the Board or an authorized committee thereof, and the material facts concerning such interest;
- (2) No related party with a substantial financial interest may participate in deliberations or voting relating to the approval of a related party transaction;
- (3) The Board or authorized committee thereof must consider alternative transactions to the extent available, determine that the transaction is fair, reasonable, and in ANSI's best interest, and approve the transaction by not less than a majority vote of the directors or committee members present at the meeting; and
- (4) The Board or authorized committee thereof must contemporaneously document in writing the basis for the board or authorized committee's approval, including its consideration of any alternative transactions.

ARTICLE VI

Forums and Policy Advisory Groups

Section 6.01 Forums and Policy Advisory Groups of ANSI. The Board may create Forums and Policy Advisory Groups from time to time, and each such Forum or Group shall report to the Executive Committee and discharge the responsibilities set forth in these By-Laws or established by the Board. All Forums and Policy Advisory Groups shall operate in accordance with Operating Procedures approved by the Executive Committee. In participating in such Forums or Policy Advisory Groups, the members of such Forums and Policy Advisory Groups are not acting in a fiduciary capacity but they must act in accordance with ANSI's Code of Conduct at all times.

Forums

Section 6.02 Forum Organization and Function Generally. The functions of each of the Forums shall include, but not be limited to, the following:

- (1) Provide a forum for discussion and networking by a defined member or interest category;
- (2) Provide a mechanism for “early warning” of relevant trends;
- (3) Address issues of interest primarily to their membership and galvanize implementation at their constituent level;
- (4) Identify broader-based issues and, where appropriate, recommend that they be addressed by the Executive Committee; and
- (5) Assume an active role in ANSI membership recruitment and retention.

Section 6.02.1 Forum Officers. Each Forum shall elect from among its members a Chair and such officers as it shall choose, who shall be nominated and elected in accordance with the operating procedures of such Forum. Each Chair shall meet the criteria for Board membership set forth in section 3.03. The Chair and such other officers of the Forums shall serve for one year and shall be eligible to serve for a maximum of three full consecutive terms. A staff member of ANSI designated by the President shall serve as a non-voting secretary of each Forum.

Section 6.02.2 Forum Subcommittees and Task Forces. Each Forum may establish such additional subcommittees and task forces as are considered desirable to accomplish its mission.

Section 6.02.3 Meetings and Notice of Meetings. Members (except for Basic members) may attend Forum meetings in person or remotely, provided there are no space or technology limitations Notice of the time and place of meetings of a Forum shall be given by the secretary of such Forum, who will also cause an agenda to be distributed. Written notice shall be sent by mail or electronic means to each member of the Forum at least seven days before the meeting. If electronic, the notice must conform to the requirements set out in Section 7.06 of these By-Laws.

Section 6.03 Consumer Interest Forum. Consumers are defined as those individuals who use goods or services to satisfy their individual needs and desires, rather than to resell them or to produce other goods or services with them (“Consumers”). The Consumer Interest Forum shall

be composed of knowledgeable representatives from consumer organizations, producers, retailers, distributors, standards developers, conformity assessment organizations and government. Consistent with available resources, the Consumer Interest Forum shall promote the education of consumers regarding the activities of ANSI, the proper function of standards and standardization and consumer participation in these activities and in the activities of standards developing organizations. The Consumer Interest Forum shall be dedicated to facilitating the representation of consumer interests in the voluntary consensus standards process and in enhancing the effectiveness and credibility of ANSI. The Consumer Interest Forum shall elect its own Chair provided that such person meets the criteria for Board membership set forth in section 3.04.

Section 6.04 Company Member Forum. The Company Member Forum shall consist of one representative from each company member.

Section 6.05 Government Member Forum. The Government Member Forum shall consist of one representative from each government member. In addition to the functions of the Forums described in Section 6.02, the Government Member Forum shall assist governmental entities in voluntary standards development activities and encourage participation by governmental agencies in the voluntary standards and conformity assessment process.

Section 6.06 Organizational Member Forum. The Organizational Member Forum shall consist of one representative from each organizational member.

Policy Advisory Groups

Section 6.07 Policy Advisory Group Organization and Function. The functions of each of the Policy Advisory Groups ("PAGs") shall include, but not be limited to, the following:

- (1) Provide a place for discussion, analyses and recommendations from experts and other parties who have an interest in the subject matter of the PAG;
- (2) Provide a mechanism for "early warning" of relevant trends within the expertise of the PAG;
- (3) Address issues of interest to the PAG; and
- (4) Identify broader-based issues and trends and, where appropriate, recommend that they be addressed by the Executive Committee.

Section 6.07.1 PAG Officers. The Chair of the Board shall appoint the Chair of the PAG subject to approval by the Board. The Chair shall serve for two years and shall be eligible to serve for a maximum of two full consecutive terms. A staff member of ANSI designated by the President shall serve as a non-voting secretary of each PAG.

Section 6.07.2 PAG Subcommittees and Task Forces. Each PAG may establish such additional subcommittees and task forces as are considered desirable to accomplish its mission.

Section 6.07.3 Meetings and Notice of Meetings. Members (except for Basic members) may attend PAG meetings in person or remotely, provided there are no space or technology limitations Notice of the time and place of meetings of a PAG shall be given by the secretary of such PAG, who will also cause an agenda to be distributed. Written notice shall be sent by mail or electronic means to each member of the Forum at least 30 days before the meeting. If electronic, the notice must conform to the requirements set out in Section 7.06 of these By-Laws.

Section 6.07.4 Membership in ANSI PAGs. Membership in PAGs shall generally be open to all interested ANSI members. Each such member shall be entitled to a single vote in the PAG.

Section 6.08 The National Policy Advisory Group (“NPAG”). The National Policy Advisory Group shall provide views and propose policies regarding national standards and conformity assessment issues, including related public policy issues. The NPAG shall respond to requests for input from time to time from the Board, Executive Committee, Committees of ANSI, Forums and other PAGs.

Section 6.09 The International Policy Advisory Group (“IPAG”). The International Policy Advisory Group shall provide views and propose policies regarding regional and international standards and conformity assessment issues, including related public policy issues. The IPAG shall respond to requests for input from time to time from the Board, Executive Committee, Committees of ANSI, Forums and other PAGs.

Section 6.10 The Intellectual Property Rights Policy Advisory Group (“IPRPAG”). The Intellectual Property Rights Policy Advisory Group shall provide views and propose policies regarding the incorporation of essential patents or other proprietary intellectual property (such as trademarks and copyright) in national, regional or international standards. The IPRPAG shall also provide views and propose policies regarding exploitation rights to the copyright in standards and the recognition of copyright protection for standards by courts, legislation, regulatory bodies, industry and others. The IPRPAG shall respond to requests for input from time to time from the Board, Executive Committee, Committees of ANSI, Forums and other PAGs.

ARTICLE VII

Financial and Administrative Matters

Section 7.01 Membership Fees and Charges. Membership fees and other charges shall be established by the Board.

Section 7.02 Checks, etc. The President and staff designees shall be authorized to sign contracts, checks and other documents.

Section 7.03 ANSI Services. The President and staff shall be authorized to:

- (i) determine regular services, including publications, to which Members shall be entitled;

(ii) define those services, facilities and materials that shall be subject to charges by ANSI; and

(iii) publicize its decisions with respect to clauses (i) and (ii).

Section 7.04 Gifts. Acceptance of gifts by ANSI, other than those received for membership fees and services as defined in Sections 7.01 and 7.03, shall be subject to the approval of the Executive Committee.

Section 7.05 Use of Assets on Dissolution or Liquidation. Upon dissolution or final liquidation of ANSI, after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets, if any, shall be distributed in accordance with the determination of the Board, and in compliance with the Certificate of Incorporation, these By-Laws and all federal and state laws applicable to an organization created and operated under relevant law for similar educational, scientific or charitable purposes.

Section 7.06 Electronic Notice. In any instance where electronic notice is permitted by these By-Laws, such notice shall be considered to have been given when directed to the addressee's electronic mail address as it appears on the record of ANSI or to such other electronic mail address as has been filed with the secretary of ANSI. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically: (1) if ANSI is unable to deliver two consecutive notices to the addressee by electronic mail; or (2) ANSI otherwise becomes aware that notice cannot be delivered to the addressee by electronic mail.

Section 7.07 Consent or Action by Electronic Means. In any instance where electronic consent or action is permitted by these By-Laws, such consent shall be considered to have been given or action considered to have been taken if the email transmission of the consent or action sets forth, or is submitted with information from which it can reasonably be determined that, the consent or action was authorized by the individual to whom the consent or action is attributed.

ARTICLE VIII

Indemnification

Section 8.01 Indemnification. ANSI shall indemnify each of its corporate officers and directors to the fullest extent permitted by the laws of the State of New York.

ANSI shall also indemnify any employee or volunteer of ANSI who serves on a Committee of ANSI, Forum or Policy Advisory Group at ANSI's request. Each such person shall be indemnified by ANSI against expenses reasonably incurred by such person in connection with any action, suit or proceeding to which such person may be made a party by reason of such service; provided, however, that no indemnification shall be made if a judgment or final adjudication establishes that the actions of such person were committed outside the scope of the authority delegated by ANSI, in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that such person gained in fact a financial profit or other advantage to which that person was not legally entitled. Expenses shall

include the cost of any reasonable settlement made with a view to curtailing litigation but all settlements shall be subject to the approval of the Board.

ARTICLE IX

Fiscal Year

Section 9.01 Fiscal Year. The fiscal year of ANSI shall be the calendar year.

ARTICLE X

Amendments to By-Laws

Section 10.01 Amendments. These By-Laws may be amended either by the Board or by the Members in accordance with the following procedures.

Section 10.01.1 Amendment by the Board. The Board may amend these By-Laws in accordance with the following procedures. Any member of the Board may propose an amendment to the By-Laws. If such proposed amendment is approved by the Board in accordance with the voting procedures set forth in Section 3.12, then such proposed amendment shall be published in an official publication of ANSI, which shall be sent to all Members. During the thirty-day period following such publication, any Member may submit comments to the Board relating to such proposed amendment. Following such thirty-day period, the Board may conduct a final vote of the members of the Board on the proposed amendment. The proposed amendment shall be adopted if it is approved by three-quarters of the entire Board at a meeting of the Board duly called, provided that notice of the proposed amendment has been included in the notice of the meeting.

Section 10.01.2 Amendment by the Members. The Members may amend these By-Laws by the affirmative vote of a plurality of all Members entitled to vote at any regular or special meeting of the Members, provided notice pursuant to Section 2.04 is mailed or sent electronically to the last known regular or electronic address of all voting Members at least thirty days before the meeting. Electronic notice shall be given in the manner specified in Section 7.06 of these By-Laws. All proxies returned to ANSI on or before the meeting shall be counted. Alternatively, any voting Member may cast his or her vote in person at the meeting. Proposals for amendments may be made either by the Board or by written petition made to the Board by forty or more voting Members of ANSI.

ARTICLE XI

Dispute Resolution

Section 11.01 Exhaustion of Remedies. Each Member agrees that if a dispute shall arise between the Member and ANSI, the Member shall in the first instance be obligated to pursue and exhaust all administrative appeals available to it within ANSI.

Section 11.02 The Appeals Board. There is established an ANSI Appeals Board, that reports to the Executive Committee, to consider and decide all final appeals in accordance with procedures approved by the Executive Committee. No appeal may be heard by the ANSI Appeals Board unless brought by: (i) directly and materially interested persons; (ii) who have been or will be adversely affected by the actions or inactions of another Committee of ANSI; and (iii) who have first exhausted all other appeals available under procedures established by ANSI. The Appeals Board's Operating Procedures shall be approved by the Executive Committee and its members shall abide by the ANSI Conflict of Interest Policy and Code of Conduct.

Exhibit A

ANSI CONFLICT OF INTEREST POLICY

ARTICLE I: PURPOSE

The purpose of this conflict of interest policy is to protect ANSI's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an ANSI director, officer, key person or member of a Committee of ANSI with fiduciary duties. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. In the event any potential conflict of interest may also be considered a related party transaction under Section 7.15 of the Not-for-Profit Corporation Law of the State of New York, ANSI shall comply with the provisions of Article V of the By-Laws in addition to this policy.

ARTICLE II: DEFINITIONS

Section 1. Interested Person. Any director, principal officer, key person or member of a Committee of ANSI with fiduciary duties, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) A material ownership or investment interest in any entity with which ANSI has a transaction or arrangement;
- (b) A material compensation arrangement with ANSI or with any entity or individual with which ANSI has a transaction or arrangement; or
- (c) A potential, material ownership or investment interest in, or compensation arrangement with, any entity or individual with which ANSI is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

For the purpose of this section, Financial Interest does not include: (i) licensing agreements under which ANSI licenses or is licensed by others to sell standards; (ii) payments of membership dues to ANSI; or (iii) grants, sponsorships or other payments to ANSI to fund ANSI's mission-related work. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III: PROCEDURES

Section 1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining governing board or committee members shall decide if a conflict of interest exists.

Section 3. Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. In no instance may an interested person attempt to influence improperly the deliberation or voting on the matter giving rise to such conflict;

(b) The Chairman of the governing board or Chairman of a committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;

(c) After exercising due diligence, the governing board or committee shall determine whether ANSI can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest;

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested governing board or committee members whether the transaction or arrangement is in ANSI's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement;

(e) The governing board or committee shall maintain minutes and documentation regarding the handling of any potential conflicted transaction.

Section 4. Violations of the Conflict of Interest Policy.

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose; and

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5. Annual Statements

Each director, principal officer, key person or member of a Committee of ANSI with fiduciary duties shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflict of interest policy;
- (b) Has read and understands the policy; and
- (c) Has agreed to comply with the policy.

Exhibit B

ANSI CODE OF CONDUCT

General Principles

1. To promote and support the overall mission of ANSI as well as the purposes and objectives of the voluntary consensus standards system.
2. To maintain a process that is open, honest, and fair to all participants.
3. To promote the development of consensus through the broad participation of a variety of interests and through a full airing and discussion of all points of view.
4. To adhere, both in letter and in spirit, to all duly established rules, regulations, and policies governing the ANSI voluntary consensus standards system.

Code of Conduct Applicable to Participants

1. All persons serving on the Board, Board Committees, Committees of ANSI, Forums, Policy Advisory Groups and any other ANSI committees, subcommittees, task groups or other related bodies (hereafter "Participants") shall act honestly, in good faith and with the highest professional standards.
2. Although it is recognized that legitimate differences of opinion can exist on individual issues, Participants should act in a dignified and courteous manner, so as to avoid injuring others, their property, reputation, or employment by false, malicious or improper action and to avoid acting in a disrespectful or unprofessional manner towards other Members or ANSI staff.
3. In order that the points of view and information Participants contribute to the ANSI voluntary consensus standards system can be accurately evaluated by others, Participants should always endeavor to make known their business, commercial, organizational, or other affiliations that might affect their interests or points of view, avoiding real or perceived conflicts of interest whenever possible.
4. In all discussion, debate, and deliberation, Participants should confine their comments to the merits of the issues under review. Although Participants may forcefully advocate their views or positions, they should be candid and forthcoming about any weaknesses in their position, and they should refrain from debate and discussion that is disrespectful or unprofessional in tone or that is unduly personalized or damaging to the overall process of achieving consensus.
5. In circumstances where duly established policies and procedures related to the ANSI voluntary consensus standards system permit deliberations to take place in executive session, participants should respect and observe the confidentiality of those executive sessions.

6. No Participant should ever attempt to withhold or prohibit information or points of view from being disseminated, particularly on the grounds that the Participant is in disagreement with the information or points of view. Disagreements should be addressed and resolved through full presentation and discussion of all information and points of view not through withholding information or preventing points of view from being expressed.
7. Participants who have been retained to represent the interests of another with respect to a specific issue or issues that are to be addressed by any ANSI body shall declare those interests.
8. Participants should treat all persons with respect and fairness and should not offer or appear to offer preferential treatment to any person or group.
9. Participants should refrain from disseminating false or misleading information or from withholding information necessary to a full, fair, and complete consideration of the issues duly discussed.
10. Participants should obey all applicable laws and ANSI policies, including policies promulgated by ANSI for the committee, forum or group on which they participate; and
11. Participants should safeguard ANSI's reputation and integrity by ensuring that any public statements relating to ANSI, which are not official statements of ANSI, are properly portrayed as the opinion of the individual making them.

Violation of Code of Conduct

12. Violations of this Code will result in disciplinary action against Participants, which may include termination of a Participant's continued participation and/or termination of ANSI membership status of the ANSI member on whose behalf the Participant acts.