

Revision Date, NOVEMBER 2025

CONSTITUTION AND BY-LAWS OF
THE ASSOCIATION OF NORTH AMERICAN INDEPENDENT LABORATORIES FOR
PROTECTIVE EQUIPMENT TESTING

ARTICLE 1 - NAME AND OBJECT OF ASSOCIATION

SECTION 1. This Association shall be known as the Association of North American Independent Laboratories for Protective Equipment Testing (hereinafter referred to as the Association). Informally, the Association may be known as “NAIL for PET.”

SECTION 2. The purpose and objectives of the Association shall be as follows:

- a) To strive collectively to establish a more harmonious understanding and relationship between its members; to foster reasonable and just regulations by City, State and/or other governmental agencies and bodies authorized to supervise business activities of Association members; to resolve problems affecting the general welfare of the protective equipment industry; to foster and promote the adoption of constructive legislation for the benefit of its member employers engaged in the protective equipment testing industry; to keep its members informed of pending matters of interest to the membership.
- b) To support the voluntary consensus standards process promulgated by ASTM, ANSI, and similar organizations, to render services to ASTM in areas of research, technical matters and the dissemination of information and advice with respect to problems confronting the protective equipment testing industry or industries related to or allied with the protective equipment testing industry and service in all areas which may be of interest to the Association, all of which is to be provided for the Association and for the mutual benefit of its members.
- c) To foster and promote unity, stability, efficiency and fairness in the protective equipment testing industry and, in those industries, affecting the protective equipment testing industry.
- d) To advertise and disseminate information for the best interest and welfare of the members in the pursuit of their business.
- e) To gather information to help in the development of methods to improve economy and labor efficiency in testing procedures.
- f) To publish papers and reports disseminating knowledge and advice of value to the members and their customers; and to encourage a mutual exchange of knowledge and experience.
- g) To engage in any lawful act or activity for which non-stock corporations may be empowered under the General Statutes of the State of Iowa.
- h) To enhance moral and ethical professionalism in performing any testing assignment and evaluation, and to oppose incompetent and fraudulent inspecting and testing analysis; and to

accept assignments only within the firm's capability to accurately and successfully complete.

ARTICLE II - OFFICES OF THE ASSOCIATION

The Association shall maintain a principal office which shall be located at an address selected by the Board of Directors and may have such other offices as the Board of Directors may determine are required by the affairs of the Association from time to time.

The Association shall have and continuously maintain in the State of Iowa a registered office and a registered agent as required by the General Statutes of the State of Iowa. The registered office may be, but need not be, identical with the principal office and the address of the registered office and may be changed from time to time by the Board of Directors.

ARTICLE III - MEMBERSHIP

SECTION 1. Active membership shall be open to any company doing business in the protective equipment testing industry.

There are four distinct classifications of members: Fully Accredited Members; Associate Members; Utility/Contractor Members; and Corporate Members. The final decision regarding how a member will be classified will be up to the Board of Directors and will be based on the primary business of the organization.

Fully Accredited Members must meet the following qualifications:

- a) They shall be regularly engaged in the testing and/or maintenance of protective equipment and electrical materials, devices, or appliances, for the purpose of preventing injury to persons or damage to property and other equipment.
- b) They shall be engaged in such practice for a minimum of two (2) years. They must have a minimum of one (1) test technician meeting the requirements of test technician as defined by the Association.
- c) They must be fully accredited to the NAIL for PET accreditation standards.
 - Note: These standards can be modified from time to time by the Board of Directors.
- d) They must be able to prove financial responsibility.
- e) They must agree to perform all work to the Standards of ASTM/ANSI and to all higher standards set by NAIL for PET.
- f) Members shall have an established commercial location from which they transact business with the public on a full time basis.
 - Note: Mobile Test Labs are treated separately from Labs with established commercial locations. Refer to the current NAIL Criteria for specific accreditation requirements concerning Mobile Test Labs.

- g) Members shall have no managerial affiliation or ownership with regulated utilities, contractors, producers, suppliers, or vendors. They have a sufficient breadth of interest or activity, so that the loss or award of a specific contract would not be a substantial factor in the financial wellbeing of the laboratory.
- h) The employment security status of the personnel of the laboratory is free of influence or control of manufacturers, suppliers and vendors.

Associate Membership must meet the following qualifications:

- a) They shall be regularly engaged in the testing and/or maintenance of protective equipment and electrical materials, devices, or appliances, for the purpose of preventing injury to people or damage to property and other equipment.
- b) Associate Members can be an independent test laboratory which can function as an unbiased testing authority, professionally independent of the regulated utilities or manufacturers of equipment of a type evaluated by the testing organization. They do not need to be fully accredited to the NAIL for PET accreditation standards.
- c) They shall be engaged in such practice when application for Associate Membership is received. Associate Members may become fully Accredited Members upon being accredited to the NAIL for PET certification program. They shall have a maximum of 3 years from date of application to become a Fully Accredited Member; otherwise, the Associate Membership may be withdrawn at the discretion of the Board of Directors. They must have a minimum of one (1) test technician meeting the requirements of test technician as defined by the Association when they are eligible to become a Fully Accredited Member.
- d) They must be able to prove financial responsibility.
- e) They must agree to perform all work to the Standards of ASTM/ANSI and to all higher standards set by NAIL for PET.

Utility/Contractor Membership must meet the following qualifications:

- a) They are wholly or partially owned or operated by a Utility or Utility/Electrical Contractor.
- b) They shall have a facility engaged in the testing and/or maintenance of protective equipment and electrical materials, devices, or appliances, for the purpose of preventing injury to people or damage to property and other equipment.
- c) They shall be engaged in such practice for a minimum of two (2) years. They must have a minimum of one (1) test technician meeting the requirements of test technician as defined by the Association.
- d) They must agree to perform all work to the Standards of ASTM/ANSI and to all higher standards set by NAIL for PET.

- e) Utility/Contractor Members do not need to be fully accredited to the NAIL for PET accreditation standards but may apply for accreditation. The accreditation requirements for a Utility/Contractor Member will be the same as for a Fully Accredited Member

Corporate Membership must meet the following qualifications:

- a) They shall be regularly engaged in selling goods and services to companies that test and/or maintain protective equipment and electrical materials, devices, or appliances, for the purpose of preventing injury to people or damage to property and other equipment.
- b) Corporate Members cannot apply for full accreditation of their lab, should they operate one.
 - i. Corporate Members who operate a fully accredited lab as of the date of these bylaws shall be considered grandfathered in from this section and shall be permitted to continue as a fully accredited lab now and will be permitted to reapply for accreditation in the future. Should any grandfathered Corporate Member which operates a fully accredited lab have their accreditation lapse, they shall not be permitted to reapply and Article 1/Section 1/ Corporate Membership/Section B shall apply.

SECTION 2. The protective equipment testing company desiring to become a member of the Association shall submit an application for membership on a form and in a manner supplied by the Association. The application shall contain an agreement binding the applicant, if elected to membership in the Association, to be governed by its Articles of Incorporation and By- Laws and Amendments thereto; to obey and comply with all lawful agreements, decisions, orders, rules and regulations of this Association. The member application fee shall be set by the Board of Directors and approved by a 2/3 majority of the voting members in attendance at any scheduled meeting of the membership.

SECTION 3. All applications for membership shall be approved or disapproved by the Board of Directors. An affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors shall be required for election to membership.

SECTION 4. Each company accepted into membership shall be allowed only one (1) membership in the Association, regardless of the member classification, number of operations and/or entities which are affiliated with the said company, whether in the form of subsidiaries, divisions or otherwise related.

SECTION 5. Each Fully Accredited member of the Association shall have one (1) Member Representative in the Association, regardless of the number of operations and/or entities which are affiliated with the said electrical testing company, whether in the form of subsidiaries, divisions or otherwise related.

SECTION 6. Only Fully Accredited Member Representatives shall be eligible to vote in Association affairs, hold office, be members of the Board of Directors, serve as committee chairperson and exercise all the rights of membership. No more than one (1) Fully Accredited Member Representative may serve as an Association officer, Director or committee chairperson at any one time or cast their member's ballot in any vote by the membership.

SECTION 7. Rights of Fully Accredited Member includes the right to use and display the NAIL for PET logo and membership affiliation on any correspondence, promotional literature or website.

SECTION 8. Rights of ASSOCIATE MEMBER, UTILITY MEMBER, and CORPORATE MEMBER

- a) Associate Members, Utility/Contractor Members, and Corporate Members shall have all rights and privileges of a member except for the following:
 - i. Use of the NAIL for PET logo on any correspondence, promotional literature or web sites. (Use of the logo or reference to Association membership if not fully accredited by NAIL for PET will terminate membership in the Association.)
 - ii. Right to hold office of the Association.
 - iii. Right to hold seat on Board of Directors of the Association.
 - iv. Right to vote on Association matters.
- c) Associate Members, Utility/Contractor Members and Corporate Members will be invited to all 'general' meetings and will be encouraged to accept positions as Committee Members. It is the desire of the Association to seek qualified applicants from Associate Members and Corporate Members to actively participate in the upgrading and advancement of our industry.
- d) Companies desiring to apply to be Associate Members, Utility/Contractor Members, and Corporate Members shall submit an application for membership on a form and in a manner supplied by the Association.
- e) Corporate Members will be invited to, but are not required, to present their company, products or services at the Annual General Meeting.

SECTION 9. RESIGNATION; Membership in this Association shall be cancelled on sixty day (60) written notice to the President.

SECTION 10. DISCIPLINE; Any member may be censured, suspended or expelled for failure to comply with the aims or purposes of the Association as herein defined or of any Bylaw, rule, regulation, order or resolution of the Association, or nonpayment of dues/fees, or because said member has been guilty of conduct deemed by the Board of Directors to be prejudicial to the best interests of the Association or its members. Suspension or expulsion or any combination, shall be by a two-thirds (2/3) vote of the Board of Directors.

SECTION 11. ARBITRATION OF DISPUTES; By executing an application for membership in the Association and by becoming a member of this Association, each member agrees to abide by these bylaws. Enforcement and interpretation of these bylaws is up to the discretion of the Board of Directors. Should a member not agree with the Board's decision, they may submit a request to the Board for arbitration. Any arbitration disputes will fall under the Arbitration Rules of the American Arbitration Association. Any costs associated with arbitration will be borne by the losing party.

SECTION 12. Members of the Association shall support said Association financially in such a manner

as shall be agreed upon by the Board of Directors.

SECTION 13. The By-Laws are a contract and agreement by each member not only in favor of the Association, but also expressly for the benefit of, and in favor of, the member and every other member of the Association.

SECTION 14. Upon written request signed by an expelled member and filed with the Secretary, the company may be reinstated to membership by the affirmative vote of a majority of the members of the Board of Directors upon such terms as the Board of Directors deems appropriate.

SECTION 15. The rights, privileges and obligations of a member of the Association shall not be assigned or be subject to any rights, levy, attachment or transfer.

ARTICLE IV - MEMBERSHIP MEETINGS

SECTION 1. Fully Accredited Members holding one-third (1/3) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the Fully Accredited members present may adjourn the meeting from time to time without further notice.

SECTION 2. The meetings of the Association shall be governed by the parliamentary rules set out in Roberts Rules of Order, except as the rules may be modified by the Articles of Incorporation and By-Laws, or by proper action of the Association and its members.

SECTION 3. The regular, or Annual Meeting of this Association shall be held around the month of October of each year at a time and place as determined by the Board of Directors, for the purpose of electing members as may come before the meeting.

SECTION 4. Special meetings of the members may be called by the President or the Board of Directors.

SECTION 5. Written notice, stating the place, the day and hour of any meeting of members, shall be delivered, either personally, by mail, or e-mail to each member entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days before the date of the meeting, or at the direction of the President or the Board of Directors. In case of a Special Meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. It shall be the responsibility of each member to advise the office of the Association of any change of address and of their current telephone number and e-mail address.

A member's written waiver of notice shall serve as equivalent to providing the member with the notice that has been waived.

SECTION 6. The Board of Directors may designate any place as the place of meeting for any Annual Meeting or for any Special Meeting that may be called. But, if all of the members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 7. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 8. Proxy voting as such shall not be allowed at any meeting of the members, but voting by the Fully Accredited Member Representative shall be permitted as and to the extent provided in these By-Laws.

SECTION 9. A complete and current list of members of the Association shall be regularly maintained and kept on file and available for inspection.

SECTION 10. Any action which may be taken at a meeting of members may be taken without a meeting, if consent in writing, setting forth the action so taken or to be taken, is signed by all the persons who would be entitled to vote upon such action at a meeting, or by their duly authorized representatives(s).

ARTICLE V - DIRECTORS

SECTION 1. The affairs of the Association shall be managed by its Board of Directors.

SECTION 2. The Association shall have no less than four (4) nor more than nine (9) Directors, who shall be elected by the members at the Annual Meeting of the Association. As the terms of the Directors on the Association's first Board of Directors expire, the ratio for determining the number of Directors shall be: four (4) Directors for the first thirty (30) MEMBERS; AND ONE (1) ADDITIONAL Director for each additional ten (10) members, not to exceed the maximum of nine (9) Directors.

No person shall be eligible to be elected to, or to serve on, the Board of Directors unless they are a Fully Accredited Member of the Association. The exception to this rule is that any individual who, as of the date of adoption of Revision 4 of these bylaws, has previously served as Association President will be permitted to serve as a Board Member or Officer, regardless of the membership classification of their employer.

SECTION 3. At the Discretion of the President, two (2) additional Directors may be appointed. One appointed director shall be a from a Utility/Contractor Member and the other shall be from a Corporate Member. These appointed Directors are not permitted to vote on matters of the Association, will be excused from any closed session of the Board, and will not participate in discussions regarding the accreditation of any member facility.

SECTION 4. The term of office of each Director shall be for a period of three (3) years, or until their successor is elected and qualified; provided, however, that the Directors elected at the first Annual Meeting may be elected for a term of one (1) year, two (2) years, or three (3) years, as determined by the members at the Annual Meeting, so that after the first Annual Meeting the terms of only that portion of the total number of Directors which is or most nearly approximates one-third (1/3) of the total number of Directors shall expire in any one (1) year.

SECTION 5. No less than 30 days and no more than 90 days before the Annual Meeting of the Association, the President will contact the Members of the Association to solicit for interested candidates to serve on the Board of Directors to fill vacancies of expiring terms. At the President's discretion, they may ask for candidates to submit resume/CV, professional bio, and/or responses to a list of questions. The non-expiring Board members will serve as the Nominating Committee and will review all submissions.

The Nominating Committee will present their recommended candidates to the Members at the beginning of the Annual Meeting. Should the number of candidates equal the number of open positions, the President can call for a simple voice vote of yeas and nays. Should there be more candidates than open positions, the President may choose for a roll call vote, or a written ballot can be issued. The newly elected Board, including any new officers, will then conduct the Annual Meeting of the Association.

SECTION 6. Vacancies occurring on the Board of Directors shall be filled with an appointment of the remaining Directors of qualified persons who will hold office for the remainder of the vacated term.

SECTION 7. A regular Annual Meeting of the Board of Directors shall be held without other notice than these By-Laws, immediately before and at the same place as the Annual Meeting of Members. The Board of Directors may provide by Resolution the time and place, either within or without the State of Iowa, for the holding of additional regular meetings of the Board without other notice than such Resolution.

SECTION 8. Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call Special Meetings of the Board may fix any place, either within or without the State of Iowa as the place for holding any Special Meeting of the Board called by them.

SECTION 9. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 10. Notice of any Special Meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered personally or sent e-mail to each Director at their email address as shown by the records of the Association. Any Directors may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or Special Meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

SECTION 11. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the board of Directors unless the act of a greater number is required by law or by these By-Laws.

SECTION 12. Any action required by law to be taken at a meeting of Directors may be taken without a

meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors.

SECTION 13. A Director may participate in any regular or Special Meeting of the Board, other than the Annual Meeting for the election of officers by means of conference, telephone or similar communications equipment enabling all Directors participating in the meeting to communicate with one another. Participation in a Board meeting pursuant to this Section shall constitute “presence” at such meeting for purposes of the quorum and voting requirements set forth in Article VI, Section 8 and 10.

SECTION 14. The Board may designate two (2) or more of its members to constitute a committee. To the extent provided in the resolution of the Board, such Committee shall have and may exercise the powers of the Board in the management of the activities, property and affairs of the Association, and shall keep records of its acts and proceedings and report the same to the Board as and when required.

SECTION 15. Attendance at Board meetings is critical for Board members to be able to collaborate and understand the dealings of the Association. Attendance in person is always preferable. At a minimum, a Board member is expected to attend at least 1 of the 2 meetings each year in person, while the other can be attended virtually. Should a Board member repeatedly be unable to attend in person, the President shall discuss with that Board member the ongoing lack of attendance. If the Board member is unable to make a commitment to in-person attendance, the President, in consultation with the other Officers, may ask for that Board member to resign their position so that the position can be filled by another individual able to dedicate the time.

SECTION 16. Voting on Board matters is a critical function of all Board members. Especially as it relates to applications for accreditation, timeliness of votes is very important. It is expected that Board members shall generally be able to respond to an electronic vote conducted by the Secretary within 3 business days. Should a Board member repeatedly not respond to votes in a timely manner or at all, the President shall discuss with that Board member the ongoing no vote/slow vote. If the Board member is unable to make a commitment to prompt votes, the President, in consultation with the other Officers, may ask for that Board member to resign their position so that the position can be filled by another individual able to dedicate the time.

ARTICLE VI - OFFICERS

SECTION 1. The officers of this Association shall be the President, Vice President, Secretary, Treasurer and such other Officers as may be elected or appointed in accordance with the provisions of this Article.

SECTION 2. Officers of this Association shall be elected bi-annually by the membership from among its members at the Annual Meeting. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until their successor has been duly elected.

SECTION 3. The duties of the Officers of the Association shall be as follows:

- a) President – The President shall preside at all meetings of the Association and at all meetings of the Board. They shall in general supervise and control the affairs of the Association. They shall at all times have the right to vote and shall be an ex-officio member of all committees of the Association. They may sign, with the Secretary or any other proper Officer of the Association

authorized by the Board of Directors; any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other Office or Agent of the Association; and in general they shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board from time to time.

- b) Vice President – In the absence of the President or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have the authority of the President.
- c) Secretary – The Secretary shall be a secretary and voting member of the Board and ex-officio secretary of all Committees. They shall keep a correct record of all proceedings in books prepared for that purpose and shall give proper notice of all meetings of the Association, Board and Committees. When authorized by the Board, they may sign checks drawn upon the account of the Association. They shall take charge of all goods, papers and other documents belonging to the Association. They shall receive all applications for membership, notify all applicants of their election or rejection, they shall perform all other duties belonging to their department or required by them by the President of the Board. Their books and records shall be open at all times for inspection by the Association.
- d) Treasurer – The Treasurer shall be responsible for all financial matters of the Association and shall oversee any outside bookkeeping, tax or accounting services rendered to the Association. They shall collect all money due the Association. When authorized by the Board; they may sign checks drawn upon the account of the Association and they shall keep the accounts of the Association in a bank, or banks authorized by the Board. They shall take charge of all books or other documents belonging to the Association as required of them by the President of Board. Their books and records shall be open at all times for inspection by the Association.

SECTION 4. Any Officer elected or appointed by the Board may be removed by the Board whenever in the judgment of the Board the best interests of the Association will be served thereby.

SECTION 5. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

ARTICLE VII - COMMITTEES

SECTION 1. The Board, by Resolution adopted by a majority of the members thereof in office, may designate and appoint from among its members an Executive Committee and one (1) or more other Committees, which Committees to the extent provided in said Resolution, shall have and exercise the authority of the Board in the management of this Association; provided, however; that no such Committee shall have the authority of the Board in reference to electing, appointing, or removing any member of any such Committee or any Officer of the Association or amending the Articles of Incorporation.

SECTION 2. Other Committees not having and exercising the authority of the Board in the management of the Association may be designated by a Resolution adopted by a majority of the members present at a

meeting at which a quorum is present. The President of this Association shall appoint the members of each Committee so designated by the Board.

SECTION 3. Except as otherwise provided in the Resolution of the Board designation the Committee, each member of a Committee shall continue as such until the next Annual Meeting of the members of this Association and until their successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. One (1) member of each Committee shall be appointed Chairperson thereof by the President or the Board, whichever appoints the members of such Committee.

SECTION 5. Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Unless otherwise provided in the Resolution of the Board designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

SECTION 7. Each Committee may adopt rules for its own government consistent with these By-Laws or with rules adopted by the Board.

ARTICLE VIII - EMPLOYEES

SECTION 1. The Association shall have no direct employees.

SECTION 2. The Board of Directors of the Association may contract individuals as independent contractors, or companies to provide services to the Association.

SECTION 3: Any person, persons or company providing services to the Association will ultimately be responsible to and report to the President of the Association, with the exception of any financial or accounting services will report to the Treasurer.

SECTION 4: Any person, persons or company providing services to the Association, including but not limited to Association Inspectors, may be required to provide appropriate insurance coverage so as to protect the Association. The President or any Officer should seek guidance and recommendation from a licensed insurance professional as to the recommended coverage for the service provider.

ARTICLE IX - ACCOUNTING

SECTION 1. An annual review of the books and records shall be required by a Committee appointed by the President or by the Board of Directors. The annual fiscal year of the Association will be the twelve (12) month period ending December 31 of each year.

ARTICLE X - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. The Board may authorize any Officer or Officers, Agent or Agents of the Association, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

SECTION 2. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed as shall from time to time be determined by Resolution of the Board. In the absence of such a determination by the Board, such instruments shall be signed by the Secretary or Treasurer.

SECTION 3. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select. With authorization from the Board of Directors, the Treasurer may invest funds of the Association in an FDIC-insured bank Certificate of Deposit for no more than 6 (six) months at a time.

SECTION 4. The Board may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

ARTICLE XI - INSURANCE

SECTION 1. The Association should be required to carry insurance coverage as listed below, at a minimum, with coverages written through insurance companies with an AM Best rating of, at least, A.

- a) Director's & Officer's Liability Insurance with limits of Liability of, at least, \$2,000,000 per Occurrence with a \$2,000,000 Aggregate.
- b) Crime with a limit of at least \$100,000 covering Employee/Volunteer Theft, Computer Fraud and Funds Transfer Fraud and Social Engineering.
- c) Cyber Liability of at least \$250,000 covering Cyber Extortion and Data Risk coverages.
- d) Commercial General Liability with limits of \$1,000,000 per Occurrence with a \$2,000,000 Aggregate
- e) Hired & Non-Owned Auto Liability with a limit of \$1,000,000 per Occurrence

ARTICLE XII - CODE OF ETHICS

SECTION 1. Foundational Principles

Members of the North American Independent Laboratories for Protective Equipment Testing (NAIL4PET) are committed to the highest standards of professional integrity and ethical conduct. Our work is guided by the following core principles:

- a) Accuracy and Objectivity: We shall strive for accuracy and objectivity in the exchange of information related to testing procedures and equipment performance.

- b) Transparency and Openness: We shall promote transparency and open communication among members regarding testing methodologies and relevant data, while respecting legitimate proprietary information.
- c) Safety and Well-being: Our ultimate goal is to contribute to the safety and well-being of electrical workers through the advancement of reliable testing procedures for personal protective equipment.
- d) Professional Competence: We shall maintain and enhance our knowledge and expertise in the field of protective equipment testing and share information responsibly.
- e) Integrity and Compliance: We shall conduct ourselves with honesty, integrity, and in compliance with all applicable laws, regulations, and industry standards.

SECTION 2. Responsibilities to the Organization and its Members

Members shall:

- a) Act in a manner that upholds the mission and objectives of NAIL4PET.
- b) Contribute to the exchange of accurate and reliable information regarding testing procedures.
- c) Engage in respectful and constructive dialogue with fellow members.
- d) Share knowledge and expertise in a collaborative spirit.
- e) Respect the intellectual property and proprietary information of other members and organizations.
- f) Avoid misrepresentation of their qualifications or the capabilities of their laboratories.
- g) Disclose any potential conflicts of interest that may arise in their participation within NAIL4PET.
- h) Support the development and dissemination of best practices in protective equipment testing.

SECTION 3. Responsibilities to the Industry and End Users

Members shall:

- a) Recognize the critical role of accurate testing in ensuring the safety of electrical workers.
- b) Promote the use of reliable and standardized testing procedures.
- c) Advocate for continuous improvement in testing methodologies and equipment standards.
- d) Share information in a manner that contributes to a greater understanding of protective equipment performance among stakeholders.
- e) Avoid any actions that could compromise the integrity of the testing process or the reliability of test results.

SECTION 4. Prohibition of Price-Related Discussions and Collusion

1. Antitrust Compliance

This organization is committed to full compliance with all applicable antitrust and competition laws. Members shall not engage in any conduct or communication—formally or informally—that may violate such laws.

2. Restrictions on Price Discussions

Members are strictly prohibited from discussing, exchanging, or agreeing upon:

- Current or future pricing, pricing strategies, or pricing policies

- Discounts, rebates, credit terms, or promotional allowances
- Cost structures or profit margins
- Market allocation, customer allocation, or bid coordination
- Any other competitively sensitive information

3. No Collusion

Any agreement, understanding, or coordinated action between members—express or implied—that directly or indirectly fixes, controls, or influences prices or terms of sale is strictly forbidden.

4. Meetings and Events

All meetings, whether in person or virtual, shall be conducted in accordance with a pre-approved agenda and monitored to ensure compliance with this section. If any prohibited topic is raised, it must be immediately stopped and noted in the meeting minutes. Attendees are encouraged to leave any meeting where improper discussions occur.

5. Violations and Enforcement

Any member found to be in violation of this section may be subject to disciplinary action, up to and including suspension or termination of membership, and may be reported to the appropriate legal authorities.

SECTION 5. Enforcement and Grievance Procedures

- a) Allegations of ethical misconduct by a member shall be reported to the President of the Board of Directors. Should the allegation involve the President or their company, it shall be reported to any Board Officer.
- b) Sanctions for violations of this Code of Ethics may include, but are not limited to, warnings, suspension of membership privileges, or expulsion from NAIL4PET, as determined by the Board of Directors.

ARTICLE XIII - SEAL

SECTION 1. There shall be a Corporate Seal.

ARTICLE XIV - WAIVER OF NOTICE

SECTION 1. Whenever any notice is required to be given under the provisions of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV - AMENDMENTS TO BY-LAWS

SECTION 1. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the members of the Association at any duly constituted Annual or Special Meeting of the members in the following manner:

- a) Any five (5) or more members in good standing desiring to propose any alteration of, amendment to, or repeal of any By-Law or By-Laws or the adoption of any new By-Law or By-Laws shall file with the Secretary their written proposal setting forth the same with particularity.
- b) Written notice setting forth the proposed alteration, amendment, or repeal of new By-Law or By-Laws or a summary of the changes that would be affected thereby shall be given to each member entitled to vote thereon in or together with the notice of meeting next given for a meeting of the members, which notice of meeting shall specify that it has been proposed that such matter be submitted to a vote of the members at such meeting.
- c) The proposed alteration, amendment, repeal, or new By-Law or By-Laws shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting are entitled to cast.
- d) Should any provision(s) of these By-Laws be declared illegal by any Court of competent jurisdiction, such provision (s) shall immediately become null and void, leaving the remainder of the By-Laws in full force and effect and the members shall thereupon seek to negotiate substitute provision(s) which are in conformity with applicable laws.