



ISO 8000 DATA QUALITY SOLUTIONS

ELECTRONIC COMMERCE CODE MANAGEMENT ASSOCIATION

BYLAWS

As Amended
April 23, 2018

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Article I PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1.01: Principal Office

The principal office for the Electronic Commerce Code Management Association (ECCMA) will be located at 2980 Linden Street, Suite E2, Bethlehem, PA 18017.

Section 1.02: Other Offices

The Corporation may have such other office or offices at a suitable place or places within or outside of the state of Pennsylvania as the Board of Directors may, from time to time, authorize.

Section 1.03: Registered Agent

The Corporation shall have and continuously maintain a registered agent in the state of Delaware and the Board of Directors of the Corporation shall appoint and continuously maintain a registered agent in the Commonwealth of Delaware. The registered agent shall be a resident of the state of Delaware, and a member of the Delaware Bar.

Article II MEMBERSHIP

Section 2.01: Purpose of Membership

The primary purpose of ECCMA, without limitation to other lawful purposes of a corporation organized under the General Corporation Law of the State of Delaware, shall be the management and maintenance of codes used in electronic commerce.

Section 2.02: Class of Membership

The Corporation shall have the following Classes of Members:

Full Member Class: The members of this class shall be any individual or legally recognized organization having an interest in furthering the purposes of the Corporation. Individual members and the appointed representative of a member organization shall be entitled to vote in the affairs of the Corporation. Individual members and the appointed representative of a member organization shall receive announcements of all meetings and the minutes of the annual meetings of members. Full member dues and

the benefits associated with full membership shall be set by the Board of Directors.

Associate Member Class: The members of this class shall be any individual or legally recognized organization having an interest in furthering the purposes of the Corporation. Individual members and the appointed representative of an associate member organization shall not be entitled to vote in the affairs of the Corporation. Associate member dues and the benefits associated with associate membership shall be set by the Board of Directors.

Charter Member Class: The members of this class shall be any legally recognized organization having an interest in furthering the purposes of the Corporation. The appointed representative of a member organization shall be entitled to vote in the affairs of the Corporation. The appointed representative of a member organization shall receive announcements of all meetings and the minutes of the annual meetings of members. Charter member dues and the benefits associated with charter membership shall be set by the Board of Directors.

Honorary Member Class: Honorary membership may be granted upon majority vote of the Board of Directors to individuals who have made significant contributions to the Corporation. Honorary members do not vote or pay dues. The benefits associated with honorary membership shall be set by the Board of Directors

Board of Director Class: The members of this class shall be individuals having an interest in furthering the purposes of the Corporation. They shall be entitled to vote in the affairs of the Corporation and shall receive announcements of all meetings and the minutes of the annual meetings of members.

Other Classes: Such other classes of voting or non-voting members as the Board of Directors may establish to provide for groups or persons not included in the defined classes and having an interest in furthering the purposes of the Corporation.

Section 2.03: Membership Voting

Voting members shall be entitled to one vote in person, or by proxy, but no proxy shall be voted on after one year from its date, unless the proxy provides for a longer period.

Section 2.04: Accession

Accession to membership for all classes of membership except honorary member shall be by the payment of dues then applicable to ECCMA.

Accession to membership for honorary members shall be by majority vote of the Board of Directors and shall be renewed annually.

Section 2.05 Term of Membership

The term of annual Membership shall begin with receipt of annual dues, and the billing date shall be on the first day the funds were received and Membership will continue for the term chosen at the time of Membership registration.

Section 2.06 Termination

Membership will expire when renewal dues are unpaid. Expiration of Membership shall result in the forfeiture of all membership rights and privileges including voting.

Section 2.07 Private Property

The private property of the Members of the Corporation shall not be liable for the debts, obligation or liabilities of this Corporation.

Section 2.08: Special Meetings

Special meetings of the Members may be called at any time by the a majority vote by the Board of Directors, by Chairman, by the Chief Executive Officer or by written demand of at least ten percent (10%) of the voting members, then in good standing. Any such call or demand shall state the purpose of the proposed meeting. Special meetings shall be held at such place as may be specified in the notice of meeting. At any special meeting only such business may be transacted as is related to the purpose set forth in the notice of meeting. A special meeting may be called and held in conjunction with the annual meeting.

Section 2.09: Member Voting Provisions

Any action required to be taken at the annual meeting or special meeting may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action to be taken shall be signed by the Members entitled to vote having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted and the written consents are delivered to the Corporation by delivery to its registered agent or principal place of business by hand or by certified or registered mail, return receipt requested.

The written consents must contain the signature of the Members and are good for 60 days. Any action taken by the Corporation without a meeting by less than unanimous written consent require that prompt notice of the taking of the corporate action shall be given to the members who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting.

Section 2.10: Notice of Meetings

Written notice of the annual meeting and each special meeting of Members shall be given by, or at the direction of, the officer or other person(s) calling the meeting. Such notice shall state the place, date and hour of the meeting and the purpose for which it is to be held and any other information as may be required. Notice of any meeting shall be delivered not less than ten (10) days, before such a meeting, to each voting member of record.

However, any notice of a meeting to act on an amendment of the Articles of the Incorporation, or on a plan of merger, consolidation or exchange shall be given not less than twenty-five (25) days nor more than fifty (50) days before the date of any such meeting and any such notice shall be accompanied by a copy of the proposed amendment, or merger, consolidation or exchange. If notice of any meeting is mailed it shall be mailed to the member at his or her address as it appears on the corporation records.

Despite the notice provisions outlined above, a Member may waive the right to receive notice. This waiver of notice may be signed either before or

after the meeting in question. The signing of a waiver to receive notice shall be the equivalent of the receipt of notice by the Member. A Member who attends a meeting shall be deemed to have timely and proper notice of the meeting, unless the Member attends for the express purpose of objecting to the meeting because it is not lawfully called or convened. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

Section 2.11: Quorum

Twenty (20) percent of the combined voting members, represented in person or by proxy, shall constitute a quorum at all meetings of the Members at which business is transacted unless otherwise provided by statute or the Articles of Incorporation.

The meeting may be adjourned from time to time, and from place to place by announcement of adjournment at the meeting until a quorum is obtained. At any such adjourned meeting at which a quorum is eventually obtained, any business may be transacted.

Article III ARTICLE OF DIRECTORS

Section 3.01: General Powers

There shall be a Board of Directors of the Corporation, which shall manage and supervise the business, property and affairs of the Corporation. The Boards of Directors shall be vested with the powers to oversee the policies of the Corporation, appoint and remunerate agents and employees, disburse funds of the Corporation and adopt rules and regulations for the conduct of business to the extent that such actions are consistent with any applicable rule of law, the Articles of Incorporation, or Bylaws.

Section 3.02: Membership

The Board of Directors shall be comprised of at least five (5) excluding Emeritus Directors and not more than fifteen (15) persons excluding Emeritus Directors. The Board of Directors shall be comprised of Executive, Non-executive and Emeritus Directors. All directors must be over the age of twenty-one (21), but need not be residents of Delaware.

The Executive Directors shall include the Chief Executive Officer, Administrative Director and the President of the Research and Development branch of the Corporation. The three Executive Directors of the Corporation shall be voting members of the Board of Directors by virtue of their office.

The Non-executive Directors are elected in their individual capacity and not their corporate capacity with no two Non-executive Directors being employees, consultants to or directors of the same organization. To be eligible for appointment as a Non-executive Director of the Board of the Corporation an individual must be, or must have been, a senior level executive within an organization or have at least two years of experience, in a senior capacity, in the standards arena.

The Emeritus Directors are elected in their individual capacity and not their corporate capacity. Emeritus Directors may participate in regular and annual meetings at their own discretion as observers but shall not be counted for the purpose of quorum and may not vote. Emeritus Directors will be counted for the purposes of quorum and vote in an extraordinary meeting of the board called to consider any extraordinary motion so designated by at least one member of the Board of Directors. Examples of extraordinary motions include motions which would lead to a change of control, the dissolution of the Corporation or the absorption of the Corporation into another corporation.

Section 3.03: Election

The term of office of the non-executive members of the board shall be two years. The Board shall have the power to limit the number of successive terms that Directors may serve.

The Chief Executive Officer shall issue a call for directors every year in June, as directed by the board or whenever the number of Directors falls below seven (7) Directors. The Chief Executive Officer shall submit the response to the call for Directors to the Board of Directors for vote by e-mail and include the candidate's telephone number and e-mail address. Directors must respond within fourteen (14) days. A failure to respond within fourteen (14) days is considered to be an abstention and will not be counted.

Directors may vote in favor or against the appointment. Votes against must be limited to (a) insufficient qualification to serve or (b) potential conflict of interest. In the case of a potential conflict of interest a summary of the concern must be provided. The Chief Executive Officer tallies the votes and e-mails a report to all directors on the results without identifying the votes of individual directors. A candidate that has received approval of two-thirds (2/3) of the majority of the directors, without any disapproval for reasons of conflict of interest, is considered elected to the board.

A candidate that has received approval of two-thirds (2/3) of the majority of the directors, but has received one or more disapprovals for reasons of potential conflict of interest requires a second vote. The e-mail to the directors requesting a revote shall include the details of the concerns expressed by the disapproving director(s). The result of the second vote is final.

If at any time the Board reaches its maximum number of fifteen (15) directors, the candidates approved by the board shall wait for a vacancy before their appointment becomes effective. Board members that have completed their two (2) year term of office, resign or are removed for failure to attend meetings may respond to a call for directors.

Section 3.04: Resignations

Any Director of the Corporation may resign at any time by giving written notice to the Chief Executive Officer Administrative Directors of the Corporation. Such resignation shall take effect at the time specified in the notice. Unless otherwise specified, it shall not be necessary for the Board to accept such resignation in order to make it effective.

Section 3.05: Quorum and Manner of Action

A quorum of the Board of Directors consists of a simple majority of the Directors. A quorum of the Board is necessary to transact business. If there is a quorum of Directors present at any meeting, the meeting can then progress. In the absence of a quorum, a majority of the directors present may adjourn the meeting until a time when quorum can be met. The Chair of the Board of Directors shall have no authority other than to call and conduct a meeting of the Board of Directors.

Section 3.06: Removal of Directors

Any non executive or emeritus director may be removed at any time with or without cause, by the affirmative vote of two-thirds of the Board of Directors or by the affirmative vote of two-thirds of voting members of the Corporation.

Any non-executive Director shall be automatically removed from the Board if that Director is not present for the purpose of establishing a quorum at two consecutive, regularly scheduled, Board meetings, without written notice to the Chief Executive Officer, or three consecutive, regularly scheduled, Board meetings with or without written notice to the Chief Executive Officer.

Non-executive members of the board must in their individual capacity or through their employer remain at all times a member in good standing of the corporation. Should their membership be terminated as defined in Section 2.06, they shall be automatically removed from the Board.

Section 3.07: Annual Meeting

The Board of Directors may meet, without receiving written notice of such meeting for the purpose of organization, the election of officers of the Corporation and the transaction of other business on the same day as, and at the same place, at which the Annual Meeting is held. Such Annual Directors Meetings may be at any other time or place specific in the notice given in the manner provided for giving notice of special meetings of the Board of Directors, or in a written waiver of notice.

Section 3.08: Regular Meetings

Regular meetings of the Board Directors may be held at such times and places as may be fixed from time to time by action of the Board of Directors.

Section 3.09: Special Meetings

Special meetings of the Board of Directors shall be held whenever called by the Chairman, Chief Executive Officer of the Corporation or by twenty-five percent (25%) or more of the Directors of the Corporation or, at the direction of any of the foregoing, by the Secretary.

Section 3.10: Notice of Meetings

Unless required by resolution of the Board of Directors, notice of any regular meeting of the Board need not to be given. Notice of each special meeting shall be sent to each director, addressed to him/her at his/her residence or usual place of business, at least thirty (30) days before the date on which the special meeting is to be held. Every notice shall state the time and place of the meeting and the purpose of the meeting. No notice of the reconvening of any adjourned or recessed meeting need to be given except as contained in the resolution or ruling directing the adjournment or recess.

Section 3.11: Waiver of Notice Meetings

Despite the notice provisions outlined above, proper notice of any meeting of the Board of Directors may be waived. A written waiver of notice may be signed by a Director before or after the Directors meeting in question. A Director who attends a meeting of the Board of Directors shall be deemed to have had timely and proper notice of such meeting unless the Director attends for the express purpose of objecting to the meeting (and the transaction of business) because the meeting is not lawfully called or convened.

Section 3.12: Compensation

Non-executive Directors shall not receive any compensation for their services as members of the Board of Directors. The Board of Directors may, however, authorize payment by the Corporation of the expenses of any Board member for attending any regular or special meeting of the Board. No Board member is authorized to incur, pay or charge any expenses on behalf of the Corporation without approval of the Chief Executive officer. Non-executive board members are not authorized to originate, structure or negotiate agreements or contracts with any third parties, including, but not limited to, vendors, members, legal counsel or potential business partners.

Section 3.13: Books of the Corporation and Annual Audit

The Board of Directors may cause the books of the Corporation to be kept at such a place or places in one of the Corporation's offices, or elsewhere, unless otherwise required by law. An annual audit of the books of the Corporation, by a certified public accountant, is not required unless requested by the Chief Executive Officer of the Corporation or by the Board of Directors.

Section 3.14: Budget of the Corporation

The Board of Directors shall approve an annual budget within which the anticipated annual operating expenses of the Corporation shall be set out, and upon which a member's dues schedule will be based.

The Chief Executive Officer is responsible for presenting an annual budget to the Board no later than thirty (30) days prior to the beginning of the new fiscal year. Once the budget is approved, the Chief Executive Officer is authorized to incur costs, charges and expenses for any amounts approved by the Board, up to the maximum amount authorized for each budget line item subject to a realignment of 10% between line items without an increase in total budgeted expenditure and within the limits defined in Section 5.02.

Section 3.15: Officers to the Board of Directors

The Directors, by majority vote, shall elect one of their members to act as Chairman.

The Chairman of the Board shall be responsible for conducting each meeting of the Board of Directors.

Section 3.16: Independent Legal Counsel

The Corporation may retain independent legal counsel upon the terms and conditions established by the Board of Directors.

Section 3.17: Private Property

The private property of the Directors of the Corporation shall not be subject to the debts, obligations or liabilities of the Corporation.

Article IV Officers, Agents and Employees

Section 4.01: General Provisions

The Chief Executive Officer of the Corporation shall be an Executive Director employed by the corporation. The Board of Directors shall perform and approve the Chief Executive Officer's annual performance and compensation review.

Section 4.02: Powers and Duties of the Chief Executive Officer

The Chief Executive Officer of the Corporation shall have general charge of the business and affairs of the Corporation and may employ and discharge employees and agents of the Corporation to include the Administrative Director and the Chief Technical Officer. The Chief Executive Officer shall have the authority to sign all contracts, financial instruments, checks, notes and order for payment and receipt of funds on behalf of the organization. The Chief Executive Officer may assign any of his own aforementioned powers to other employees of the corporation.

Section 4.03: Powers and Duties of the Secretary

The Board of Directors shall have the authority to elect one of its members as the Board Secretary. The Secretary shall have charge of the preparation of the minutes of all proceedings of the Members of the Board of Directors, shall attend to giving of all notices to Members and Directors, shall have charge of the seal of the Corporation and shall attest the same by signature whenever required, shall have charge of such books and papers as the Board of Directors may direct, and shall have all such powers and duties as generally are incident to the position of Secretary or as may be assigned to him or her by the Chief Executive Officer or the Board of Directors. In the absence of a Board Secretary, the Chief Executive Officer will assume the role of Board Secretary.

Section 4.04: Powers and Duties of the Administrative Director

The Administrative Director shall report to the Chief Executive Officer. They manage the administrative staff and play a role in long-term organizational planning. They may oversee a number of departments. Specific duties may fall into a variety of categories such as, office management, technology, finance and human resources, but duties may not be limited to the previously stated. With regards to office management, they are responsible for managing the overall daily office operations, negotiate contracts, manage member relationships, primary liaison to building landlord and oversee office operating procedures. With regards to technology, they are responsible for overseeing network administration, managing phone system and helps evaluate internal information systems. With regards to finance, they are responsible for drafting and implementing

the annual budget, reviewing operating costs and suggesting cost saving measures. With regards to human resources, they are responsible for the hiring of personnel, maintaining personnel records, monitoring insurance coverage and ensuring personnel policies are up-to-date.

Article V COMMITTEES

Section 5.01: Authority

The Board of Directors may, by resolution, designate one or more committees, each of which shall include two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. The members of any committee and the committee chairman shall be appointed and vacancies filled by the Board of Directors at any regular or special meeting of the Board of Directors or by the Chairman of the Board of Directors. Each committee shall report to the Board on its activities at each regular meeting of the Board, or more frequently if so required by the Board. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on them by law.

Article VI ASSESSMENTS

It is not the purpose of the Corporation to operate for profit. All dues and assessments will be fixed in the amounts no greater than necessary to defray expenses and to permit reasonable operation of the Corporation.

Article VII FISCAL YEAR

The Fiscal Year of the Corporation shall end on December 31st of each year.

Article VIII AMENDMENT OF BYLAWS

The Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by resolution approved by two-thirds (2/3) majority vote of the entire Board of Directors or by two-thirds (2/3) majority vote of the entire voting membership by electronic mail ballot. Proposed alterations or amendments to these Bylaws or new Bylaws to be voted on at a meeting

of the Directors shall be distributed to all Directors at least 30 days in advance of such meeting. Actions by the Board of Directors to amend or alter the Bylaws shall be reported to the members within 30 days. Proposed alterations or amendments to these Bylaws or new Bylaws to be voted by the membership shall be distributed to all members by electronic mail at least 30 days in advance of the ballot.

Article IX INDEMNITY

Each Director and officer, past or present, of the Corporation, and each person who serves or may have served as a Director or officer, and their respective heirs, administrators, and executors, shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, the provisions of the Delaware Nonstock Corporation Act as from time to time amended.

Article X SEAL

The seal of the Corporation shall be circular in form and contain the name of the Corporation, the year the Corporation was formed, and such other material as the Board may prescribe or as may be required by law. The Corporation may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

Article XI RULES OF ORDER

The Rules contained in Robert's Rules of Order, the latest available edition, shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with the ECCMA bylaws.



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