



Business Conduct Standards

December 1, 2007

Revised June 12, 2017

AMERICAN BAR ASSOCIATION

BUSINESS CONDUCT STANDARDS

The American Bar Association's Business Conduct Standards ("BCS") apply whenever a Member or Employee is performing services or conducting business for or on behalf of the ABA, and whenever a Contractor is performing services, conducting business for or supplying goods to the ABA. All Members, Employees and Contractors must consider and adhere to the BCS whenever they are conducting ABA business. Any Members, Employees or Contractors who find themselves in a situation that may raise legal or ethical issues or that is identified in the BCS shall contact the Ethics Office or a supervisor.

CONTACT INFORMATION

1. To make a report or request advice concerning contemplated or actual conduct that raises or may raise ethical issues or that implicates or violates the BCS, contact your supervisor, a member of the Ethics Office, or EthicsPoint®, a third-party service provider which offers confidential reporting via the web or a telephone hotline. The Ethics Office consists of the Director, Human Resources; Director, Internal Audit; and General Counsel.

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| Director, Human Resources | Annette Reyes 312-988-5526 annette.reyes@americanbar.org |
| Director, Internal Audit | Janae Leflore 312-988-5810 janae.leflore@americanbar.org |
| General Counsel | Jarisse Sanborn 312-988-5215 jarisse.sanborn@americanbar.org |

You may also report ethical issues to other members of the Office of General Counsel.

Lauren G. Robinson
Deputy General Counsel
312-988-5212
lauren.robinson@americanbar.org

For *Foreign Corrupt Practices Act* questions or reports:
Kevin Pak
Deputy General Counsel
312-988-5211
kevin.pak@americanbar.org

EthicsPoint: If you prefer, you may make a report or ask a question via **EthicsPoint** which you may access at:

www.ethicspoint.com

or

1-800-536-6783

You may choose to make an anonymous report or to disclose your identity.

2. To report conduct that raises a **legal** issue or to request legal advice concerning a potential or actual ethics issue, contact any attorney in the Office of General Counsel as posted on the Intranet.

3. To report unsafe practices or conditions in the office or while attending ABA functions, contact:

Director, Administrative Services

Diana Gilbert
312-988-6251
diana.gilbert@americanbar.org

Meetings and Travel Department

312-988-5871
or the assigned meeting planner

4. To report employee-related concerns or questions or potential or actual violations of ABA Employee Policies (which are posted on the Intranet), contact:

Director, Human Resources

Annette Reyes
312-988-5526
annette.reyes@americanbar.org

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A. Introduction

The mission of the American Bar Association (“ABA” or “Association”) is to serve equally our members, our profession and the public by defending liberty and delivering justice as the national representative of the legal profession. It is of particular importance that every individual working on ABA business -- whether a member, employee, or contractor – lead by example by adhering to the highest ethical and legal standards and by demonstrating integrity, professionalism and respect for others and the law in all their actions. Members of the Association¹, the staff of the Association (“Employees”), and third parties who conduct business with or for the Association, such as independent contractors, consultants or vendors (“Contractors”), have an obligation to comply with all applicable laws, regulations and Association policies when conducting Association business and to avoid even the appearance of impropriety in their actions.

The Business Conduct Standards (“BCS”) define ABA policy and outline the ethical and legal responsibilities that all Members, Employees and Contractors must adhere to whenever and wherever they transact Association business. They require that Members, Employees and Contractors treat each other respectfully, equitably and courteously in all business and work interactions with each other. Because the BCS cannot cover all situations that may arise, each Member, Employee and Contractor is entrusted with abiding by the spirit and intent of the BCS in every situation each faces when conducting ABA business.

Failure to comply with the BCS and with the obligation to report perceived or actual unethical or illegal conduct may subject the individual to adverse action, which may include discipline up to and including termination of employment for Employees, censure or removal of membership for Members, and up to and including termination of present and future business relations for Contractors.

B. The Ethics Process

Making Ethical Decisions

Making ethical decisions is critical to promoting respect for the law and to achieving the highest standards of professionalism and competence in the legal profession. All Members, Employees and Contractors are expected to abide by their legal and ethical responsibilities and to apply their best professional skills, ethical values and good judgment when conducting ABA business.

Members, Employees and Contractors must also comply with all applicable governmental laws, rules and regulations (“Law”), and all ABA policies, including, without limitation, the BCS and the ABA Policies and Procedures Handbook (“Green Book”), which govern the conduct of ABA business (“Policies”). For Employees, ABA Policies also include all ABA employee and other policies which are posted on the Intranet. The Green Book and the BCS are posted on the Intranet and the ABA’s external website

¹ “Members” include ABA Officers, members of the House of Delegates and Board of Governors, Section Chairs, Committee members, Associate members and all other members who conduct ABA business, including member volunteers working on projects on behalf of the ABA and law student members.

It makes no difference whether Members, Employees or Contractors engage in illegal or unethical conduct to benefit themselves or others or whether they do so in a misguided attempt to benefit the ABA. Good intentions do not justify improper conduct or violations of Law or Association Policies. Members, Employees or Contractors may not use third parties to do anything they themselves are prohibited from doing. Pressure from other Members, Employees or Contractors or business demands do not excuse prohibited conduct. The ABA's success in maintaining the highest standards of legal and ethical compliance can best be achieved when Members, Employees and Contractors keep the BCS in mind whenever they are conducting ABA business.

Seeking Assistance and Making Reports

Any Employee, Member or Contractor who becomes aware of contemplated or actual conduct that raises or appears to raise legal or ethical issues or violates the BCS or other ABA policy has an affirmative **obligation** to report such conduct to his/her supervisor (or someone senior to the employee in his/her supervisory chain) (where applicable), the Ethics Office, EthicsPoint or to anyone identified in the Contact Information section of the BCS (any, a "BCS Contact"). A supervisor is any employee who supervises or has performance management responsibility for an Employee or Contractor. Anyone conducting ABA business who finds him/herself working in circumstances that may be questionable under the BCS should contact a BCS Contact to seek advice or clarification as to whether the conduct or contemplated conduct is appropriate. If at any time there is doubt about whether a BCS Contact should be contacted, the contact should be made.

Supervisor Responsibility

Supervisors must lead by example and exemplify the highest ethical and legal standards when conducting ABA business. Supervisors must foster a work environment that promotes honest, ethical and respectful behavior and must be familiar with the law and policies applicable to their areas of responsibility. Supervisors have an affirmative obligation to report suspected or actual unethical or illegal conduct.

When a Supervisor reasonably believes an Employee, Member or Contractor is engaging in conduct that is unethical, illegal or violates the BCS, the Supervisor must promptly report the matter to the most appropriate BCS Contact. The Supervisor should also try to resolve the matter promptly, if possible, in a manner that conforms with the BCS. The supervisor should seek advice from any higher-level supervisor in the reporting chain or the most appropriate BCS Contact to resolve the matter, particularly, if the supervisor is in doubt as to whether the perceived or actual conduct is illegal. Even if able to resolve the matter themselves, supervisors must notify the Ethics Office, EthicsPoint or Director, Human Resources, about the matter to ensure management is made aware of such conduct and can take additional action as may be appropriate.

The Ethics Office and EthicsPoint®

The ABA has established an Ethics Office and an independent, third-party web and telephone hotline portal called EthicsPoint for individuals to report confidentially suspected or actual BCS or ethical concerns or violations and to seek advice or ask questions confidentially about the BCS or ethics matters.

The members of the Ethics Office are the Director of Human Resources, Director of Internal Audit and the General Counsel. Any Member, Employee or Contractor may contact any one of them to ask a question or submit a report. Additionally, any attorney in the Office of General Counsel who will refer the matter is referred to the Ethics Office.

https://intranet.americanbar.org/content/dam/aba_intranet/divisions-and-departments/general-counsel/policy/aba_business_conduct_standards.pdf

Members, Employees and Contractors may also submit a question or a report to EthicsPoint at www.ethicspoint.com or 1-800-536-6783. It is administered by EthicsPoint®, an independent third party. Reports received by EthicsPoint are sent to the three members of the Ethics Office and to the Chair of the Standing Committee on Audit. EthicsPoint users may choose to submit reports or questions anonymously or with the user's identification. Users should monitor the status of their submission (with a private key code and password) until marked "Closed," especially in cases where an investigation may be warranted.

C. Investigation of Reports

The Ethics Office will investigate each report as thoroughly, impartially and confidentially as practicable. All individuals must cooperate in investigations and be truthful. Obstructing or undermining investigations, withholding or destroying information or providing misleading information related to possible illegal or unethical conduct are violations of the BCS. When an investigation has been completed, the Ethics Office shall prepare a report of its findings and make recommendations for appropriate action. This report is provided to the Executive Director for final decision and action as appropriate. The Ethics Office, in consultation with the Chair of the Standing Committee on Audit and with proper recusals, will determine whether to retain outside counsel to investigate matters concerning elected ABA Officers (President, President-Elect, Chair of the House of Delegates, Secretary and Treasurer) or senior executives (the Executive Director, Chief Financial Officer or General Counsel).

If an investigation involves, in whole or in part, a Member (including ABA Officers and members of the Board of Governors), the report finding(s) and recommendation(s) shall, after review by the Executive Director, be forwarded to the Ethics Review Committee of the Board of Governors which is composed of three current Governors appointed by the President. The Ethics Review Committee shall evaluate the investigative report and determine whether the Member conduct complained of merits referral to the full Board of Governors. If the Ethics Review Committee concludes that referral to the full Board is not warranted and that the matter has been satisfactorily resolved, the report will be returned to the Executive Director for closure or other final action as may be necessary.

If the matter is referred to the full Board, the Ethics Review Committee will notify the President and Executive Director to make the necessary arrangements for presentation to the Board of Governors after recusal of any Officer or Governor for whom the matter presents a conflict of interest. The presentation shall be conducted in executive session, at which time the Member who is the subject of the report shall be given a reasonable opportunity to be present (with counsel if s/he so elects) and to be heard in his/her own defense. The Board of Governors shall determine what action will be taken which, on a finding of good cause, may include censure or suspension or removal from membership. The decision by the Board is final and not appealable.

If the investigation involves, in whole or in part, an Employee or Contractor, the report's finding(s) and recommendation(s) shall be presented to the Executive Director. After the Employee or Contractor is given a reasonable opportunity to respond to the finding(s) and recommendation(s), the Executive Director shall determine what action will be taken, which may include discipline up to and including termination of employment for Employees, or up to and including termination of present and future business relations for Contractors. The Executive Director's decision is final. If any member of the Ethics

Office is being investigated, the investigated member shall not be involved in conducting the investigation or in determining the findings and recommendations.

If the investigation involves both an Employee and a Member, the Executive Director

shall, if practicable, withhold decision and action as to the Employee until after the Board of Governors has finalized its determination and action with respect to the Member or, if the matter was not referred to the full Board, until after the Ethics Review Committee has returned the matter to the Executive Director for final action.

D. Retaliation Prohibited (Whistleblower Protection)

The ABA prohibits retaliation against any Member, Employee or Contractor who, in good faith, reports a situation or event to a supervisor, any BCS Contact or to any management or governance representative or who cooperates in an investigation. Any Member, Employee or Contractor who is found to have engaged in retaliation is subject to disciplinary action up to and including termination of the employment or contract relationship or termination/suspension of membership. The ABA's Anti-Retaliation or "Whistleblower" policy is posted on the ABA Intranet.

E. ABA Environment

The ABA is committed to the equitable treatment of all Members, Employees and Contractors. Members, Employees and Contractors are obligated to conduct themselves professionally and ethically and to treat each other with dignity and respect in the conduct of all ABA business wherever and however that may occur.

Diversity and Inclusion

The ABA actively promotes and encourages diversity and inclusion within its membership, in activity-related matters such as Section, Committee or other ABA entity assignments, in its workforce and within the legal profession.

Equal Protection

The ABA is dedicated to equal employment opportunity for its workforce and prohibits discrimination on the basis of race, color, sex, national origin, age, religion, disability, veteran status, sexual orientation or other protected characteristics. Equal employment opportunity applies to all aspects of the employment process including promotion, placement, training and compensation. The ABA is committed to compliance with all applicable employment laws. Any discriminatory practice that would deprive an individual of employment opportunities or otherwise adversely affect his/her status as an employee is strictly prohibited.

Harassment

The ABA prohibits verbal, sexual or physical harassment of any kind by any Member, Employee, or Contractor that disrupts another person's duties or job performance or that creates an intimidating, offensive, abusive or hostile work environment. It is a violation of the BCS to engage in harassment, including, but not limited to, unwelcome sexual advances, requests for sexual favors, or unwelcome verbal or physical conduct of a sexual nature through jokes, e-mails or other forms of communication.

Members, Employees and Contractors are encouraged, but are not required, to inform the harasser that the conduct is unwelcome. Regardless of whether the harasser is directly confronted, Members, Employees and Contractors must promptly report the conduct to the Ethics Office, EthicsPoint and/or Director, Human Resources to permit the ABA to investigate and address the conduct. If an Employee is involved in the situation, as either the offender or victim, a report must also be made to the Director, Human Resources.

Violence in the Workplace

The ABA prohibits violence or threats of violence by any Member, Employee or Contractor against any other Member, Employee or Contractor during or related to the conduct of ABA business, whether occurring on ABA premises, while travelling, or during ABA functions held off site. Such conduct may also be criminal and may be reported to law enforcement authorities if appropriate. Any Member, Employee or Contractor whom the Ethics Office or Office of General Counsel determines has engaged in threats of or actual violence shall be subject to disciplinary action including, without limitation, termination of membership or employment, arrest, criminal prosecution or civil action. Contractors are subject to having their business or contract relationship terminated.

Bullying and Intimidation

The ABA prohibits workplace bullying or intimidation by any Member, Employee or Contractor against any other Member, Employee or Contractor in connection with or related to the conduct of any ABA business, wherever it may occur, whether on ABA premises or during ABA functions held offsite. Workplace bullying is any pattern of behavior that harms, intimidates, offends, degrades, threatens, berates, humiliates or prevents work from getting done and which is directed towards any Member, Employee or Contractor. Any Member, Employee or Contractor who has engaged in workplace bullying shall be subject to disciplinary action including, without limitation, termination of membership, employment or their contract relationship.

Intimidation is any behavior or pattern of behavior which frightens or is reasonably calculated to frighten another into submission, compliance, or acquiescence with respect to behaviors or actions that are inappropriate, unlawful or violative of policy or procedure. Supervisors and Members have a heightened obligation to ensure their treatment of and interaction with colleagues (including other supervisors), Members, subordinates and supporting staff employees are appropriate and respectful, and that intimidation is not used to make others do something they should not or cannot do. Supervisor intimidation can be more subtle but just as threatening given the supervisor's ability to impose performance or disciplinary actions against the subject of intimidation.

The ABA's prohibitions against violence, workplace bullying and intimidation reflect its commitment to a workplace that is safe, healthy and efficient. It also reflects the ABA's commitment to fostering an environment in which Members, Employees and Contractors treat each other with civility, dignity and respect.

Acting Cooperatively

The ABA is committed to fostering an environment in which the various entities and components of the Association work together and leverage each other's strengths to create a stronger ABA. Ultimately, we are one ABA. To that end, it is vital that Members, Employees and Contractors respect each other's roles and duties within the ABA and treat each other with dignity and respect at all times. Employees serve Members by helping them execute their work on behalf of the Association and should do so with diligence, as should the Contractors ABA retains to assist in such work. Members must respect an Employee's responsibility to adhere to ABA policies and supervisory direction. Members must respect the delineation of roles that are within the purview of staff.

Alcohol and Drugs

Although alcoholic beverages are served at many ABA social functions, Members, Employees and Contractors may not participate in any such functions in a condition that prevents them from participating safely and from conducting ABA business effectively or that might cause embarrassment to or damage the reputation of the ABA. With the exception of such functions only, Employees must report to work and conduct ABA business free from the influence of alcohol or any illegal substance. The ABA prohibits the possession, sale, purchase, delivery, dispensing, use or transfer of illegal substances on ABA property or at Association functions.

Health and Safety

Members, Employees and Contractors must observe the health and safety rules and practices that apply to their duties or position and foster a safe work and activity environment for everyone. Members, Employees and Contractors should immediately report unsafe or hazardous practices or conditions to the Director of Administrative Services or, if applicable, the responsible meeting planner, if known, or the Meetings and Travel office Contact information for each is provided on page 3 of the BCS.

F. Conflicts of Interest

Conflicts of interest, whether real or potential, must be avoided. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Member's, Employee's or Contractor's obligations to the ABA and the individual's personal, business or other interests. When conducting ABA business, Members, Employees and Contractors must be cognizant of conflicts of interest that may arise, especially those involving improper personal or financial gain, as described below.

Improper Personal or Financial Gain

When conducting ABA business, Members, Employees and Contractors must not use their positions with the ABA for improper personal, professional or financial gain.

Improper personal, professional or financial gain is any gain that results from a decision that is not made in a good-faith belief that the decision is in the ABA's best interest. It includes any improper gain received by a Member, Employee or Contractor or by anyone in a family or close personal or financial relationship with that Member, Employee or Contractor.

Family relationships include spouses, children, parents, siblings, in-laws, domestic partners, and close personal relationships which include dating or live-in relationships. Close personal and/or financial relationships include long-term friendships and those with law or business partners or others. However, a Member will not be considered to have a close personal or financial relationship with those for whom a Member's law firm provides legal services, if the Member does not participate in decisions concerning those services.

Financial relationships also include any substantial direct or indirect interest in a business, such as ownership interest in a publicly owned company of 5% or greater, or any other interest in a closely held company or venture valued at \$15,000 or greater. It also includes any interest sufficient to result in the ability to participate in a business's management decisions, which may be as an officer, director, trustee or employee, or through provision of services to the business as a legal counsel or consultant.

When conducting ABA business, Members should not supervise, directly or indirectly, anyone with whom they have a family or financial relationship, if the supervision could result in improper personal

or financial gain. Employees may not supervise, directly or indirectly, anyone with whom they have a family or financial relationship.

Although Contractors will make decisions based on their own or their company's financial interests, those decisions will not raise conflict of interest issues if they are made in good-faith fulfillment of the applicable contractual obligations. If Contractors make recommendations as to the employment of third parties with whom they have a family or close personal or financial relationship, any such recommendations must be made in a good-faith belief that the recommendation is in the ABA's best interest and the relationship must be disclosed.

Recusals, Disclosures and Waivers

As soon as Members, Employees or Contractors become aware that a family or business relationship, as those terms are described above, exists in a matter under consideration as ABA business, they must disclose the relationship to the Ethics Office, which shall determine whether recusal from the decision-making process is required, or whether a waiver is appropriate under the circumstances. In the alternative, the Member, Employee or Contractor may voluntarily recuse him/herself and take no further part in the decision-making process, in which case no disclosure is required.

Members, Employees and Contractors must recuse themselves and must not participate in making, or attempt to influence, an ABA business decision that could result in improper personal or financial gain, as those terms are described, above.

Board of Governors Special Considerations: Conflict of Interest

The Board of Governors comprises the Association's board of directors under Illinois law. Each governor, as an ABA director, has explicit legal duties to the Association. Each director on the Board of Governors is a fiduciary who owes a duty of care and a duty of loyalty to the Association when discharging the duties of a Governor. The director shall act in good faith and in a manner that (s)he reasonably believes to be in the best interests of the Association and in furtherance of the Association's mission rather than in furtherance of his or her personal interests or the interests of another entity with which he or she is associated. In their capacity as directors, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the ABA.

Conflicts of interest, whether real or potential, must be avoided. A conflict of interest is a transaction or relationship which presents or may present a conflict between a director's obligations to the ABA and the Board Member's personal, business or other interests. If a director has a personal or professional interest in a matter pending before the Board or a committee, that director must fully disclose the fact and nature of that interest. The director may identify the nature of the interest and share the perspective of the other entity with which (s) he may be associated, but the director may not participate in any discussion, debate or decision relating to a matter in which (s) he has a conflict.

The duty of loyalty also prohibits a director from taking personal advantage of an opportunity learned of through his or her service as a director unless the Board of Governors approves such action after full disclosure of the matter and the conflict. Likewise, the director may not improperly act in a manner to benefit an associated entity with whom (s)he is affiliated.

Prohibition of Receipt of Fees

Members, Employees and Contractors are prohibited from personally receiving payment for services they render to a third party if they render those services on behalf of the ABA or any of its

entities, unless the payment is permitted by written contract with the ABA or by a resolution of the Board of Governors.

In addition, Members may not receive a fee for services rendered as a contractor to the ABA or any of its entities while they serve on the Board of Governors or on the governing body of a section or other ABA entity, regardless of whether the services are related to the duties arising from their positions, unless authorized in advance by resolution of the Board of Governors. This limitation does not apply to a Member's law firm, as long as it does not result in improper personal or financial gain to the Member or law firm, as that term is described above. Section council members or members of committees may not serve as paid consultants for projects sponsored by their section or committee and may not receive honoraria for such work.

Outside Employment (For Employees)

Employees may engage in employment outside the Association if such outside employment does not present a conflict of interest with the Employee's ABA duty obligations and does not conflict or interfere with the Employee's work responsibilities or performance. If the Employee is in doubt as to whether the outside employment is permitted, the Employee should consult the Human Resources Department or the Ethics Office.

G. Gifts, Favors and Entertainment

Definition of Gift

A "Gift" is generally intended as a sincere expression of friendship and appreciation based on a personal relationship that has developed in the normal conduct of ABA business. As used in the BCS, a "Gift" is any item (except compensation) that is accepted, solicited or offered for the personal benefit of a Member, Employee or Contractor in connection with ABA business. A "Gift" may be cash, including cash equivalents such as gift certificates, checks, or other items that may readily be converted to cash. A "Gift" may also be food, meals, unusual discounts, merchandise or services received or purchased at a lower-than-normal price and any favors, benefits, advantages or loans. A "Gift" includes complimentary entertainment (such as sporting events and dinners) and accommodations from third parties. A "Gift" does not include items or mementos that are purchased with funds from the ABA or any of its entities or from contributions from Members which are given to Members in appreciation for service to the ABA or its entities.

As used in the BCS, "Gift" does not include hotel accommodations, meals, entertainment or amenities received in connection with ABA-approved site inspections, or as an integral part of an ABA contract related to a meeting or other event, or that are otherwise received through the ABA in connection with an ABA-sanctioned activity. "Gift" does not include items received from Contractors that are raffled at the employee holiday party. Finally, "Gift" does not include meals or entertainment that are of reasonable value, do not occur too frequently, and have in attendance both the giving and receiving party for the purpose of discussing business. Employees may accept complimentary travel, lodging and transportation in connection with meeting site visits or site inspections when authorized in advance and in writing by the Director of their Section, Division, Forum or ABA entity.

Accepting, Soliciting or Offering Gifts

Members, Employees and Contractors are discouraged from accepting, soliciting or offering Gifts that are intended for the recipient's personal benefit in connection with, or in anticipation of, conducting business for or with the ABA. Members and Employees, however, are permitted to accept Gifts for their personal benefit that are up to \$200 in value, or have an annual aggregate value of up to \$200 from a

source, unless the Gift would affect, or may be perceived to affect, the judgment and objectivity of the recipient, or where there is an intention to influence or reward a business decision or transaction.

Reporting of Gifts

Members, Employees, or Contractors who are offered Gifts valued at more than \$200 must promptly notify the Ethics Office. The Ethics Office will decide whether the Gift may be accepted or should be returned with a letter explaining ABA policy. If the Gift is impractical to return, the Ethics Office will determine the disposition of the Gift (e.g., whether the Gift may be used in a drawing as a form of employee recognition, may be shared with the entire department, or will be donated to charity). In the relatively infrequent circumstance when it may be appropriate for the recipient to retain the Gift for personal use, the Ethics Office may approve that disposition and will document the basis for that decision.

If a Member, Employee or Contractor is offered a Gift of any amount by or on behalf of a vendor under consideration for ABA business, the Member, Employee or Contractor must report the offer to the Ethics Office, who may require that the Member, Employee or Contractor recuse him/herself from the selection process, regardless of whether acceptance of the Gift was ultimately approved.

Sponsorships

Provided that policies governing sponsorships are followed, Members, Employees and Contractors may offer, solicit and accept sponsorships from third parties for the benefit of the ABA and its entities; but, Gifts may not be offered or received in connection with such solicitations or sponsorships.

H. Doing Business with Others

The ABA requires that all relationships with third parties who provide services or goods to the ABA be developed in a fair, honest and ethical manner.

Purchasing Practices

All purchasing decisions must be based on the best value received by the ABA. Obtaining competitive bids, following the RFP procedures and otherwise adhering to all ABA policies (including conflicts of interest discussed in Section F above), verifying quality and service claims, and confirming the financial condition of the third party providing the goods or services are all important steps in making a good purchasing decision. The Competitive Bid Policy requires Employees every three years to obtain at least three competitive bids: (1) for goods expected to exceed a rolling 12-month total of \$20,000 or more; and, (2) and for services expected to exceed a rolling 12-month total of \$50,000 or more. Bid waivers may be requested when circumstances indicate an exception may be appropriate and that quality and value will not be sacrificed.

Sales and Marketing Practices

The ABA requires that all sales, marketing and promotion materials be honest, accurate and non-deceptive. All such materials must follow ABA policy that prohibits endorsement of other organizations or their products or services. Any proposed use of the ABA name or logo by third-parties, sponsors, or non-ABA entities must be reflected in a written agreement approved by the Office of the General Counsel prior to the dissemination of materials on which they appear. Violations of these standards erode consumer confidence, dilute the value of the ABA name or may expose the ABA to legal action. Member mailing lists and email addresses are subject to special handling policies to protect our Members' privacy. All Members, Employees and Contractors are required to comply with the procedures and restrictions outlined in Association policies.

I. ABA Assets

Protecting ABA Assets

The integrity of the assets and resources of the ABA is a key to the Association's continued success. All Members, Employees and Contractors are responsible for protecting and safeguarding the ABA's physical, financial, intellectual property and other assets to ensure their efficient use. Members, Employees and Contractors must not use these assets for purposes not related to Association business without proper written authorization. When it becomes necessary to utilize ABA's communications equipment and resources, including the Internet, for occasional, limited and infrequent non-business use (e.g., telephone, printer), good judgment must be used at all times.

Accuracy of ABA Records

All ABA accounting reports, financial statements and other business records must materially conform to legal requirements and the ABA's system of internal controls. Members, Employees and Contractors must not permit false or intentionally misleading entries that hide or disguise the true nature of transactions to be made in the ABA's records. Dishonest and unethical reporting within the ABA or to organizations or people outside the ABA is strictly prohibited. The transfer of funds or assets in an undisclosed or unrecorded manner may only take place as expressly permitted by applicable law or regulation.

Intellectual Property

The ABA works to identify, establish, protect and defend its rights in its intellectual property assets, including patents, trademarks, copyrights and other proprietary information. Members, Employees and Contractors are expected to safeguard these assets. Employees are expected to identify and disclose any new works of authorship, technology advances or unique solutions to business problems that belong to the ABA to enable the ABA to establish and protect its rights to such proprietary assets. The intellectual property assets of the ABA, as well as its name, logo, trademarks and service marks, may be used only for authorized Association business, except as may be otherwise authorized with the ABA's prior written approval.

In addition, the ABA respects the intellectual property rights of others, including rights belonging to its Members, Employees and Contractors. Members and Employees must consult with the Office of General Counsel concerning necessary licenses and approvals prior to using intellectual property belonging to others.

J. Protecting Confidential Information

Confidential information includes all non-public ABA information that might be of use or value to competitors, or otherwise harmful to the ABA, its Members or Employees, if disclosed. Examples of confidential information include, but are not limited to: financial information, product or marketing plans, technical information and computer source codes, information about litigation, contracts, sponsorship agreements, and member information, including membership lists. Members, Employees or Contractors may disclose ABA confidential information only if disclosure is authorized in writing by the Office of General Counsel.

K. The Law

Antitrust

The purpose of antitrust laws is to preserve fair and open competition in our free market economy. The ABA works to comply fully with all antitrust and other competition laws. Members, Employees and Contractors or their agents may not enter directly or indirectly into any formal or informal agreement with competitors that fixes prices or allocates markets, eliminates competition, or otherwise unreasonably restrains trade unless an immunity exception has been granted by the competent governmental authority. It is the responsibility of any individual who has a question about potential antitrust implications of a discussion, decision or action to consult with the Office of General Counsel before taking any action. Violation of antitrust laws and regulations can expose the ABA to significant financial and other civil and criminal penalties.

Political Contributions

The ABA prohibits political contributions from ABA funds and resources to any political candidate or party, whether domestic or foreign. Members, Employees and Contractors are free to make private individual political contributions to the party or candidates of their choice. Any decision to do so must be completely voluntary.

Foreign Corrupt Practices Act (“FCPA”)

The American Bar Association (“ABA”) sponsors a broad array of international programs designed to foster the development of the rule of law, including programs to improve legal infrastructure capability to expose and prosecute instances of bribery and corruption. The business environment can sometimes present significant challenges to our ability to conduct operations with integrity and in a manner that exemplifies the legal norms we are advocating. As an organization dedicated to the rule of law, we strive to conduct our business according to the highest standards of ethical conduct and to avoid even the appearance of impropriety in the actions of our Employees, Members, Contractors and Vendors².

The ABA complies with the FCPA, and therefore strictly prohibits anyone from directly or indirectly offering, promising to pay, or authorizing the payment of money or anything of value to: (1) employees and officers of foreign governments, including state owned enterprises such as banks and hotels; (2) employees and officers of certain public international organizations; (3) political parties; and, (4) political candidates, collectively “Foreign Officials”, if the provision, or offer to provide, is intended to improperly influence the acts of such individuals to provide a business advantage to any persons. The fact that bribery may be an accepted local practice in a country does not relieve Members, Employees and Contractors from complying with the FCPA. Any Member, Employee or Contractor faced with a situation that raises questions or doubts concerning compliance with the FCPA should immediately contact the Ethics Office, EthicsPoint or the Office of General Counsel.

Duty to Obtain Advance Approval and Document When Providing Anything of Value to Foreign Officials: Because the FCPA prohibits the provision of anything of value to Foreign Officials for an improper purpose, it is particularly important that all “provisions of anything of value” to Foreign Officials be carefully reviewed for compliance and documented. The provision of anything of value, including gifts, to Foreign Officials must be approved in advance by the Anti-Bribery Compliance Officer in the Office of General Counsel and must be annotated in a log established for this purpose. In recognition of common international custom, the Office of General Counsel has pre-approved certain low-value (non-

² The terms “Contractor” and “Vendor” are distinguished in the ABA’s FCPA Policy.

cash equivalent of less than \$100), hospitality-type gifts which are traditionally offered as a gesture of friendship or diplomacy. More complete details are provided in the ABA's FCPA and Anti-Corruption Policy.

Violation of the FCPA can lead to significant financial penalties and imprisonment by US authorities, but could also expose offenders and the ABA itself to prosecution under anti-corruption laws of the host country. Although the financial and criminal sanctions are serious, the collateral impact on the ABA's name and reputation represent an even more significant and damaging risk in light of ABA's purpose in advancing the rule of law and, more specifically, its involvement in programs aimed at exposing corruption worldwide.

Employees who violate this Policy, who order another to violate this Policy or who knowingly permit a subordinate to violate this Policy will be subject to appropriate disciplinary action, up to and including termination of employment, in addition to whatever criminal penalties may apply. Contractors and Vendors who violate this Policy are subject to termination of the business and contract relationship. Members who violate the FCPA Policy face possible censure, suspension or revocation of membership. If a Policy violation is also a violation of the FCPA, such conduct will be reported to appropriate law enforcement authorities.

To Seek Advice or Report Suspected Violations: To ask questions, seek advice or obtain other assistance, contact:

1. Anti-Bribery Compliance Officer in the Ethics Office (312-988-5211)

Kevin Pak
312-988-5211
kevin.pak@americanbar.org

2. Any member of the Ethics Office
3. Any attorney in the Office of General Counsel (312-988-5214)
4. EthicsPoint at www.ethicspoint.com or 1-800-536-6783

The ABA's FCPA policy is more fully detailed in the document entitled "Foreign Corrupt Practices Act and Anti-Corruption Policy" which is available on the intranet.

All Members and Employees participating in and involved with overseas operations shall read and acknowledge ABA's FCPA Policy by a separate certification and will participate in periodic mandatory training. All Contractors working for the ABA who are involved in administering or directing ABA programs overseas will also require training. Contract vendors in overseas locations must be made aware of and agree to comply with the FCPA's prohibitions.

Remember, when in doubt, the best course of action is to notify and seek guidance before you engage in or authorize conduct that raises suspicion or is questionable.

L. Conclusion

The Business Conduct Standards outline the ethical and legal responsibilities that all ABA Members, Employees, and Contractors are expected to understand and abide by when conducting ABA business. Although it is not a comprehensive discussion of all situations that may arise, Members, Employees and Contractors are expected to apply the spirit and intent of the BCS, along with their professional skills, personal values and good judgment, to assist the ABA in maintaining the highest standards of legal and ethical compliance.

Document Control

| Version | Date | Revised by | Notes, Reasons for Changes |
|---------|------------|--|----------------------------|
| v.1 | 12/1/2007 | GCO | |
| v.2 | 10/31/2009 | Lauren G. Robinson | Annual Update |
| v.3 | 2/11/2011 | Lauren G. Robinson | Annual Update |
| v.4 | 12/13/2011 | Lauren G. Robinson | Clean up Revisions |
| v.5 | 6/15/2013 | Jarisse J. Sanborn Lauren G. Robinson | Update |
| v.6 | 2/28/2017 | Jarisse J. Sanborn | Clean-up Revisions |
| v. 7 | 6/12/17 | Jarisse Sanborn | BOG Revisions |

ACKNOWLEDGEMENT and CERTIFICATION

I certify that I have received, read, understand and will abide by the American Bar Association's Business Conduct Standards.

Signature

Printed Name

Date