

**AMERICAN REGISTRY FOR INTERNET NUMBERS, LTD.**  
**CODE OF CONDUCT FOR BOARD OF TRUSTEES**

**1. PURPOSE**

- 1.1 The Board of Trustees (“Board”) members share a commitment to nurture and safeguard American Registry for Internet Numbers, Ltd.’s (“ARIN”) reputation and to act in the best interests of the organization.
- 1.2 ARIN’s success requires a productive and safe working environment for all participants. Trust and mutual respect among members of the ARIN community are essential for providing the necessary environment. To this goal, Board members are expected to behave in a manner consistent with the guidelines set forth in this Code of Conduct (“Code”).

**2. APPLICATION**

- 2.1 This Code applies to all ARIN Board members. Consistent with Article VI, Section 1.c. of ARIN’s Bylaws, all Board members will be provided with a copy of the Bylaws and this Code, and will be requested to sign a written acknowledgement on an annual basis confirming their receipt, understanding of, and agreement to comply with the Bylaws and Code.
- 2.2 This Code applies to ARIN Board members when they are at any ARIN or Internet industry meeting, conference or event or when they are in the presence of individuals known to them to be members of the ARIN community, regardless of whether their expenses are paid for by ARIN. This Code does not address the conduct of Board members at private events that are unrelated in any manner to ARIN or the Internet industry.

**3. GENERAL PROVISIONS**

- 3.1 Everything we do in connection with our work at ARIN is measured against the highest customary standards of ethical and professional behavior. ARIN’s commitment to these highest standards helps bring great people into the ARIN community and encourages their lasting participation.
- 3.2 ARIN Board members must fully comply with the conflict of interest rules in ARIN’s Bylaws and governing legislation. In addition, Board members should be aware of circumstances where there may not be an actual conflict but there may be the perception of one. Board members should, where appropriate given the nature and materiality of the issue and having regard to how the situation might be perceived by others, disclose the potential perceived conflict.
- 3.3 ARIN Board members must be generally aware of ARIN’s employment policies and conduct themselves in a matter consistent with those policies and this Code. They also

need to be aware of and comply with applicable laws, rules and regulations, and must never knowingly violate these laws.

#### **4. POLICY AGAINST HARASSMENT**

- 4.1 Every member of the ARIN community and broader Internet community is entitled to fair treatment, courtesy and respect. ARIN strongly disapproves of and will not tolerate harassment of any of its participants, members, employees, officers, Advisory Council members, Board members, or Internet industry participants (collectively, the “ARIN community”). The ARIN community includes not only those directly involved with ARIN but also those throughout the Internet industry with whom ARIN Board members engage in any manner.
- 4.2 ARIN is committed to maintaining an environment that is free of harassment. ARIN believes it is the responsibility of all Board members to assist ARIN in providing an environment that is free from sexual harassment, racial or national origin harassment, and other harassment including by not engaging in offensive or inappropriate harassing behavior and by reporting incidents of such behavior.
- 4.3 ARIN prohibits harassment in any form -- verbal, physical or visual -- which includes slurs and any other offensive remarks, jokes, or verbal, graphic or physical conduct. Some examples of conduct that may constitute prohibited sexual harassment include but are not limited to the following:
- Lewd or sexually suggestive comments;
  - Jokes or slurs about gender-specific traits;
  - Sexual gestures or sexual innuendo;
  - Unwelcome sexual advances or propositions;
  - Offering benefits in exchange for sexual favors;
  - Display of foul, obscene or sexually-suggestive printed or visual material, including pictures, magazines, photos, cartoons or posters;
  - Verbal abuse of a sexual nature such as graphic verbal commentaries about an individual’s body or appearance, or sexually degrading words used to describe an individual or their appearance; or
  - Physical conduct such as patting, pinching, touching, or intentionally brushing against another’s body.
- 4.4 Any member of the ARIN community who feels that he or she is being harassed by another member should immediately notify any of the following: the Chairman of the Board, the President of ARIN, ARIN’s Director of Human Resources, or ARIN’s General Counsel.
- 4.5 All complaints of harassment that are reported will be investigated as promptly as possible. All complaints of harassment that are reported will be treated with as much confidentiality as possible, consistent with the need to conduct a thorough investigation.

- 4.6 ARIN prohibits retaliation against any ARIN community member who complains about alleged inappropriate behavior, even if sufficient evidence is not found to substantiate the complaint. ARIN also prohibits retaliation against any ARIN community member who participates in an investigation of a harassment complaint. An ARIN community member will not be penalized in any way for reporting a harassment problem.

## **5. VIOLATIONS OF CODE OF CONDUCT**

- 5.1 Violations of this Code may result in disciplinary action which correlates with the nature and gravity of the violation. Discipline can include a reprimand, limitation of Board duties, removal of a Board member, or any other measure deemed necessary by the Board to maintain a productive and safe working environment for all participants.
- 5.2 ARIN Board members are expected to adhere to the highest standards of behavior and decorum. A Board member's failure to comply with ARIN Participants Expected Standards of Behavior or the ARIN Mailing List Acceptable Use Policy may constitute a violation of this Code. Prohibited conduct includes making statements while in an ARIN capacity that may be considered slanderous or libelous if not true, including making accusations of criminal conduct in the absence of an indictment or conviction.

## **6. CONFIDENTIALITY**

- 6.1 ARIN Board members will from time to time receive information relating to an alleged violation of this Code that if disclosed to anyone could reveal the identity of an ARIN community member and could be embarrassing to an ARIN community member, harmful to the interests of ARIN, or even create legal liability for ARIN. Therefore, all information acquired by an ARIN board member concerning ARIN personnel matters, financial matters, legal matters, member status issues, or any other item of ARIN business that is designated by the President, Chairman of the Board or General Counsel as being confidential in nature shall be held in the strictest of confidence and shall not be divulged to any outside party, including other ARIN members, without prior authorization by the President or Chairman of the Board. This confidentiality provision does not supersede, but rather supplements, the non-disclosure agreement signed by each Board member.

**ACKNOWLEDGMENT OF RECEIPT**

I acknowledge that I have received a copy of this Code of Conduct and agree to comply with it.

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
DATE

\_\_\_\_\_  
PRINTED NAME