

Sample Policy Manual 2009 Version

Adapted with permission. Be sure to rely on appropriate legal, accounting and insurance counsel when adopting and amending organization policies.
12/08

Sample Policy Manual

CORPORATE GOVERNANCE STRUCTURE

ARTICLES OF INCORPORATION

The articles are the contract between the corporation and the state of incorporation (_____). When these are filed with the states, the corporation comes into existence with all of the powers of a corporation. The articles are the seminal corporate document and take precedence over all other corporate documents, including the bylaws.

BYLAWS

The bylaws are the fundamental association legal documents, the most often referred to, and certainly the documents with which all members of the association constituency are, and should be, most familiar.

The bylaws are the contract between the association and the individual members and embrace a variety of key issues.

BOARD POLICIES

Policies are developed based on an association's experience and are used to guide its operation. They are useful to explain and interpret bylaw provisions which are written in more general terms and to provide guidance for administrative implementation.

BOARD RESOLUTIONS

The board takes legal action at a duly constituted meeting by adopting resolutions by vote. The resolutions, when properly adopted, constitute the official action of the board and are legally binding on the association and its members.

1) ACADEMIC INSTITUTIONS

- a) Academic institutions wishing to join the organization are to be granted executive membership classification (without participation in the benchmarking service) for a significantly reduced annual fee.

2) ANNUAL MEETINGS/CONFERENCE

i) The conference Committee:

- (a) The Conference Chair recommends program features as charged by the Chair of the Board, acts as host body for the convention, and cooperates with the staff in the operation of the conference itself. Members of conference subcommittees, if designated, are assigned duties by the chair of the conference and are expected to act individually as hosts and hostesses to the members and guests attending the conference.
- (b) The members of the conference committee and various subcommittees shall meet as required in advance of the conference with the Chair and staff members in charge of conference details and provide their advice and counsel on matters of all kinds relating to the conference which are brought up for their consideration.
- (c) Specific conference program schedules and commitments are normally left to the committee, with the approval of the Chair of the Board and the executive committee of the organization.

ii) Site Selection:

- (a) The site of the annual conference shall be approved by the Board of Directors, recognizing the recommendations of the staff whenever possible, and the needs of the organization as a whole.
- (b) Once the site is determined and approved, by the Board, staff is authorized to confirm hotel and other arrangements, as required.

iii) Registration Fees, Refunds, Cutoff Policies:

- (a) A strict policy with respect to penalties for cancellation and refunds will be observed, as approved from time to time by the Board of Directors.

iv) Exhibit Policies and Fees:

- (a) Exhibitors at the annual conference are required to be members of the Organization. The exhibit area shall be closed to the general public, although admission fees or reduced registration fees “for exhibit visits only” are permitted on such conditions as may be determined by the Board of Directors.

v) Open/Closed Meetings:

- (a) All meetings during the annual conference will be open to all registrants including spouses, members, and guests – without distinction or discrimination, and to the trade and public press as well. Only approved name badges are required for admission to meeting rooms.

vi) Conference Committee Appointments and Responsibility:

- (a) The general chair of the annual conference is appointed by the Chair of the Board. Members of the conference committee who serve under the conference chair are appointed by the Chair of the Board, on the advice of the conference chair.

vii) Paper Submissions:

- (a) Technical papers shall be solicited and reviewed by the Selection Committee using approved templates.

viii) Gifts and Conference fee waivers/Tour Host:

- (a) Each tour hosting company will be allowed two free registrations to the conference in which the tour is provided. Staff is to make sure there is no confusion as to the identity of the tour host company representatives.

ix) Track Co Leaders:

- (a) Track Co Leaders who also serve on the paper selection committee are to be granted a free conference registration with a limit of two persons for track. A reasonable and customary gift is appropriate to each Track Leader as a thank you from organization. Every effort should be made to rotate members through the positions.

x) Presenters:

- (a) Selected presenters shall be granted a complimentary conference registration. A reasonable and customary gift is appropriate and is to be given to each presenter as a thank you.

xi) Conference and Workshop/Fees:

- (a) Conference and workshop fees are to be recommended each year by the Conference Committee and approved by the Board of Directors. Normally, workshop presenters are not paid. However, exception may be made for those presenters who would not typically have conference attendees as potential customers/clients. The decision to pay a presenter is to be made by the Conference Chair and Education Director.
- (b) Workshop Presenter Reimbursement Policy. Presenter should not, as a rule, need to be reimbursed or paid honorariums (See Appendix D).

- (c) When a speaker reimbursement of \$[REDACTED] or less is needed, the chair of the conference committee can approve so long as an itemized receipt is provided and at \$[REDACTED] or less the director can approve as long as an itemized receipt is provided. These expenses can include hotel, meals, materials, etc.

xii) Commissionable Rates:

- (a) Organization will follow the common practice of commissionable rates on hotel rooms.

xiii) Complimentary Rooms:

- (a) Complimentary rooms will be provided in sequence to: keynote speaker, entertainment, chair, and conference chair. If the hotel provides additional complimentary rooms they will be provided to staff and officers.

xiv) Member Attendance:

- (a) Only members in good standing may attend workshops.

xv) Sponsorships:

- (a) Sponsorship for meals, refreshments and various other events during a conference may be accepted as long as they are promoted in a professional manner.

xvi) Conference Finance:

- (a) Conference committees and individuals do not receive or handle conference funds, which are channeled directly to the headquarters business office. Conference expenses are paid directly by the Organization headquarters' office.

xvii) Complimentary Registration:

- (a) Complimentary registration shall be left to the discretion of the chair of the committee. A single individual registration is offered to Executive Member hosts.

xviii) Suppliers: (Pending)

- (a) Must co-present sessions with a practitioner.

xix) Anti-Trust Policy Communications:

- (a) It is the responsibility of the Conference Chair to insure that the speakers and Conference attendees are informed of the Anti-Trust Policy.

xx) Conference Chair and Co-Chair Registration

- (a) The Conference Chair and Co-Chair receive complimentary attendance at the annual conference.

3) ADVERTISING POLICIES

(Approved 08/10/07)

i) Rates:

- (a) Members in good standing may advertise in the organization publication. Rates are based on the number of insertions during the current calendar year. Advertisers will receive a 10% discount for advertising in all four (4) issues in the same calendar year.

ii) Approval:

- (a) All advertising is subject to publisher's approval and publisher reserves the right to reject, or cancel any advertisement or insertion order at any time, with or without notice to the advertiser or advertising agency. Acceptance of the advertisement by the publisher shall in no way constitute endorsement or recommendation by the organization, the publisher or newsletter for the contents of the advertisement or the product or service advertised. In order to maintain the integrity of the newsletter, organization maintains a minimum of 75% editorial content to a maximum of 25% advertising ratio.

iii) Ad Position:

- (a) Exact position of advertisement is at the discretion of organization.

iv) Materials:

- (a) Written confirmation of material corrections is required by material closing date. If an advertiser fails to provide required material to meet deadlines of issue in which space has been ordered, one of two actions will be taken: (1) the last published advertisement available will be repeated, or (2) if no advertisement is available, the space will be forfeited. In either case, the advertiser will be billed for the space reserved. Advertising materials will be stored for 12 months and will then be discarded unless otherwise requested by the advertiser.

v) Cancellation:

- (a) All cancellations must be received in writing no later than the space closing date. After the closing date, the advertiser is responsible for 100% payment of the ad space for that issue as per the contract.
(Approved Aug. 10, 2007)

4) ANTI-TRUST PROCEDURE

- i) Each new member of the Board of Directors, Committee Chairs and members of Committees must read and sign the adopted Anti Trust Policy Form (appendix A).

5) ATTENDANCE AT EXECUTIVE MEETINGS (Approved 07/06/07)

- i) The purpose of the Executive meetings is to educate executive member company representatives by sharing information about best practices, to provide networking opportunities to the executive member representatives, and occasionally to conduct official business. Attendance and participation is intended only for executive member companies and is normally limited to five (5) representatives from each company. These may be either the official named executive member company representatives or other individuals from the executive member company who are Individual Members in good standing.
- ii) Additionally, attendance at the Executive meetings is open to officers, directors, committee chairs and vice-chairs, staff, and Advisory Board members regardless of whether or not they are executive member company representatives.
- iii) Further, it is recognized that an Executive meeting may serve as a catalyst to encourage individual members and even non-members to step up or to join as executive members. Thus, other guests may be included, upon request or invitation, to attend and participate in the activities. Permission and approval for such guest participation should be sought from the Executive Director and Chair at least 2 weeks before the Executive meeting. (Approved July 6, 2007)

6) CALENDAR

- i) Management firm will develop and continually update an annual calendar to be distributed to the Board and Committee members and posted on the website. The calendar will contain at a minimum internal dates (i.e. newsletter) external dates (seminars, conferences) and dates of seminars and conferences of similar organizations.

7) CHAPTERS

- i) The organization supports the development of local chapters. The chapter representative will be supplied a copy of the Chapter Leader's Guide and Policy Manual, which details the process for forming a chapter. The Membership Committee and Board of Directors will approve chapter affiliation upon submission of the Chapter Bylaws and Twenty (20) "Petition for Chapter Formation" forms have been submitted.
- ii) Chapter coverage area is to be determined by the forming chapter steering committee and included in the letter to the Board of Directors. Chapters must determine their chapter area within the following guidelines; not more than one chapter per state, unless otherwise approved by the board of directors. In most cases, it is recommended that the chapter cover an area that can be driven within two hours. The Board of Directors reserves the right to combine the activity of two chapters in proximity if activity of one given chapter falls below the minimum activity as specified in the Affiliation Agreement.

In the event that proposals for chapter formation are submitted and compete for part of a geographic area, the Improve Member Services Directorate shall approve based on the viability of the chapter.

- iii) In order to form a Chapter, it is required that the chapter has a minimum of twenty (20) members from at least four (4) separate companies. In instances that a group wants to form a chapter with members from less than four (4) companies, a variance can be proposed to the Board of Directors for consideration and approval.
- iv) Upon approval to form from the Board of Directors, organization may present the chapter with seed money. The board reserves the right to adjust the amount of the seed money from time to time. Seed money is intended to supplement chapter start up costs and member events that benefit the chapter membership.
- v) A working Chapter Committee will be made up of one representative from each Chapter. From the Chapter Committee, one member will be elected to represent the Chapter Committee interests to the Board of Directors.
- vi) Chapters are required to submit an annual "Chapter Standards Report" to the Membership Committee via the Chapter Relations Director. Failure to submit the Chapter Standards Report may result in probation or charter revocation.
- vii) Organization shall collect local chapter dues on behalf of the chapter, and submit entire chapter dues collected to chapter at the end of each quarter.
- viii) Organization may submit to the chapter an annual per member rebate for each individual chapter member, to be presented to the chapter representative at the Annual Conference. Organization will maintain database information on members and their chapter affiliations, which will be available to the respective chapters throughout the year. The chapter leaders are to reconcile their records with the database records, at least once annually. This reconciliation is to be

completed by August 1. The primary chapter on record as of August 1, will receive the per member rebate.

Chapter member lists will be run from the database in August and a disbursement form will be submitted to accounting for the rebate. Rebate checks will be presented to the chapter representative at the Annual Conference. In the case that a chapter representative is not available at the conference, the check will be mailed to the chapter address on file following the Annual Conference.

- ix) When planning workshops or presentations, and a member is competent on the topic, the chapter should give consideration to the member for services. In the event that a non-member is competent on the topic, and is the chapter's number one choice, the chapter shall make every effort to recruit the non-member, engage them in membership, and submit information to the organization prior to hiring their services.
- x) If a chapter affiliation should be revoked, twenty (20) members would have to petition the Chair to resume the activities of the former chapter or create a new chapter in the same vicinity. Upon approval of the Board of Directors, the chapter may be reinstated, or a new Affiliation Agreement issued.
- xi) Organization provides a speakers bureau for chapter leaders use to schedule events. In the case that a chapter hosts a workshop from the speakers bureau listing, organization will coordinate with the chapter leaders to arrange time, date, and location, and will promote and register attendees for the workshop. Organization and the chapter will share the net profits of the workshop based on a 50/50 split.

In the case that a chapter has the opportunity to arrange a seminar or workshop presentation that will be a 1/2 day or longer learning experience, by a presenter that is not included in the speakers bureau, the chapter leaders will be responsible to complete and submit a "Workshop/Seminar Approval Form" to the Director of Chapter Development for Board approval and admittance to the speakers bureau. The chapter may plan, promote, and register attendees to the seminar/workshop independently and retain 100% of the net profits of the event.

One and two hour presentations will not be included in the speakers bureau. The chapter leader should be diligent to plan a content rich and valuable event by utilizing the pre- and post-flight presenter checklists as provided by organization.

- xii) Since the relationship between organization and chapters is to provide complementary benefits and value to members, chapters may not plan or host events of 1/2 day or longer within 30 calendar days before, or after the Annual Conference.

- xiii) Chapters are invited to plan chapter meetings in conjunction with the Annual Conference. The chapter will cover cost related to their meeting and the meeting will not be scheduled concurrently with the core events of the conference events. Core events include general sessions, track sessions, workshops, and plant tours.
- xiv) A chapter may register attendees to the Annual Conference to be consistent with the same discounts offered to company members. (Revised July1, 2007)

8) COMMITTEES, COUNCILS, TASK FORCES (see APPENDIX E)

i) Numbers and Functions:

- (a) Such regular or “standing” committees, councils, and task forces, and ad hoc committees as may be determined from time to time by the Chair of the Board shall be appointed from the Organization membership, and from invited non-members, and organized in order to carry out the business of the Organization.
- (b) Normally, it is expected that committee members will be members-in-good-standing, but it is recognized that from time to time, it may be appropriate to include non-members as resources and contributors. In those cases, the committee chair shall propose the name(s) for approval to the Board of Directors before inclusion and shall have the non-XXXX person(s) sign a non-disclosure and waiver of rights concerning intellectual property.
- (c) The actions and recommendations of all committees are at all times subject to review and approval by the Board of Directors of the Organization. Regular committees, councils, and division advisory boards enjoy co-equal status in recommending policies and actions to the Board of Directors of the Organization. (Revision: July 9, 2007)

ii) Membership and Terms of Service:

- (a) Normally, committee and council members will be appointed to serve for three years (at the discretion of succeeding chairs of the board) with membership rotated on as equitable basis as possible. Normally, this means that one-third of the membership of each committee will be replaced each year.
- (b) A chair for each committee, council, and task force will be designated from its membership by the Chair of the Board each year. The committee or council chair may succeed themselves, if the Chair of the Board wishes to reappoint him or her.

iii) Frequency of Meetings:

- (a) Organization committees and councils will meet as often as necessary in order to conduct their business. Committee or council members will

normally pay their own expenses to committee meetings unless authorized by the Board of Directors.

iv) Committee and Volunteer Code of Conduct:

- (a) All Volunteers and Committee members will sign the Volunteer/Committee Code of Conduct upon acceptance and or appointment to a volunteer position and will review and sign annually. (Section (iv) approved by BOD: March 7, 2008)

9) COMMITTEE ARTICLES IN NEWSLETTER POLICY
(Approved 01/04/08)

- i) Due to size limitations of the quarterly newsletter, each committee will be allowed to have no more than two full pages devoted to their committee and its activities in one edition. The Communications Committee will have full editorial rights to edit or cut articles/materials as necessary and appropriate based on space and content. Special exceptions may be made with the approval of the Communications Committee. The two pages do not include re-occurring pieces such as listings or new member listings.

10) CONFLICT OF INTEREST

i) Policy:

- (a) Each officer, director, committee chair, and staff member of the organization must avoid actual and apparent conflicts of interest that would impair their ability to discharge their responsibilities to organization with the necessary loyalty and integrity.

ii) Definition:

- (a) A conflict of interest subject to this policy includes, but is not limited to:
- (b) Ownership of any financial or other proprietary interest in any entity supplying (or seeking to supply) goods or services to organization;
- (c) Receipt of any substantial benefit from a third party on account of that party's past, present, or future business relationship with organization;
- (d) Receipt of any substantial financial benefit from a pending decision of organization; or
- (e) Service as an officer, director, committee chair, or staff member of any competing organization (i.e. any nonprofit or business enterprise whose purposes, products, and/or services compete with those of organization).

In determining whether a conflict of interest exists, the foregoing definition applies to interests owned or benefits received by the individual; his or her spouse, children, or parents; and any business enterprise for which any of the foregoing individuals perform substantial services. In addition, the definition applies to services by the individual or his or her spouse as an officer, director, committee chair, or staff member of any competing organization.

iii) Procedure:

- (a) Each officer, director, committee chair, or staff member should consider, with respect to each matter for which he or she is responsible, or which is before the board, whether a conflict of interest exists. When such a conflict exists, the officer, director, committee chair, or staff member must disclose it to the Board of Directors (in the case of officer, directors, and committee chairs) or to the Executive Director (in the case of staff members).
- (b) Each such individual must then excuse themselves from voting or taking any other action on behalf of organization regarding any matter involving their interests. Any failure to disclose a conflict of interest may subject the individual to removal from office, termination of employment, or other form of discipline, as determined by the Board of Directors or Executive Director.
- (c) In addition, upon disclosure of such a conflict, voluntarily or otherwise, the Board of Directors (or, in the case of a staff member, the Executive Director) may request that the individual having the conflict resign his position with organization or take other action to remove the conflict.
- (d) The Chair has the power to appoint an ad-hoc committee to investigate any apparent conflict of interest. If a conflict should exist with the Chair, the Vice-Chair has the power to appoint an ad-hoc committee.
- (e) Each officer, director, committee chair and staff member shall sign the Code of Conduct statement (see Appendix C)

11) CONSENT AGENDA USAGE

- i) The Chair, in consultation with the Board of Directors, may place items on the consent agenda, (for example; committee, chapter and staff reports). Any item on the consent agenda requires that all related reports be submitted in writing 10-days prior to the official board meeting.

When using a consent agenda, the Board agrees to the consideration of these items as a group under one motion.

Consent items are those which usually do not require discussion or explanation prior to Board action, are non-controversial and/or similar in content, or are those items which have already been discussed and/or explained and do not require further discussion or explanation. Such agenda items might include administrative tasks such as, but not limited to, the approval of the agenda, approval of previous minutes, approval of bills, approval of reports, etc. These items might also include similar groups of decisions such as, but not limited to, approval of staff contracts, approval of minutes, finances and reports.

An individual director may remove items from the agenda by a timely request to the Chair. A request is timely if made prior to the vote on the consent agenda. The request does not require a second or a vote by the Board. An item

removed from the consent agenda will then be discussed and acted on separately immediately following the consideration of the consent agenda.

12) DATA BACKUP

- i) Membership records and data generated by the administration of the organization are to be backed-up daily and stored off-site weekly.

13) DIVERSITY POLICY **(Approved 01/04/08)**

- i) The organization commits to:
 - (a) Encourage the interest and participation of women, minorities, and any other underrepresented groups in the profession.
 - (a) Encourage the interest and participation of non-industry related people with broad occupational areas of focus within the organizations served, including production/operations, design/process engineers, procurement, human resources, business administration, and executive management.
 - (b) Encourage the interest and participation of a broad array of industries, approximating the general distribution of manufacturing, process governmental facilities support and other industries served by organization.
 - (c) Provide support and development to industry professionals, acknowledging and respecting differences in family status, sexual orientation, age, religion, physical abilities, geography, and occupation.
 - (d) Measure our performance in achieving our diversity goals.

14) ENFORCING DIVERSITY POLICY **(Approved 01/04/08)**

- i) Promoting and respecting diversity is a serious matter. As such, the organization shall actively enforce its Diversity policy. Any member or employee who harasses or discriminates against any other member or is otherwise in breach of this policy will be subject to the Organization's disciplinary procedure. Any grievance brought forward by a member or employee shall be reviewed by the Diversity Enforcement committee for review and, where required, specify disciplinary action up to and including loss membership status and professional status as certified members, and termination for employees and staff. The Diversity Enforcement Committee shall be comprised of:

- (a) Sitting Diversity Chairperson

- (a) Sitting Vice Chairperson of the Board of Directors
 - (b) Sitting Director of Member Services
 - (c) Sitting Chairperson of the Organization.
 - (d) Executive Director
- ii) Members and employees have the right to appeal disciplinary decisions made by the Diversity Enforcement Committee. Appeals shall be formally reviewed by the entire Board of Directors. Their decision is final.

15) DUES

- i) Amount of dues payable for new members may be modified from time to time to accommodate new membership campaigns, including flat-rate fees premium offers, and are to be recommended by the membership committee and approved by the Board of Directors.

16) ENDOWMENT FUND

(Approved 03/02/07)

- i) The Trustees of the Endowment Fund will be the Vice Chair of the Board (serving as Chair of the Endowment Fund Trustees), Treasurer of the Board, Education Director on the Board and the Executive Director. (BOD Meeting March 2, 2007)

17) FINANCIAL MATTER

- i) Fiscal Year:
- (a) The fiscal year of the association is January 1 through the following December 31.
- ii) Uniform Bank Resolution:
- (a) Appropriate resolution(s) shall be adopted by the Board at the first meeting of such Board after announcement of election results, providing for designated depositories for funds of the association, custody thereof, and authorized signers of checks. Normally, the signatures of two authorized persons designated by the Chair (who may be one of the two signers) will be required on all checks drawn against Organization accounts.
- iii) General Handling of Funds:

- (a) All moneys received by the Organization in payment of dues, contributions to Organization functions, registration fees, or any other proper obligation to the Organization, shall be caused to be deposited in authorized bank accounts. Funds for the purchase of reserve funds instruments as determined from time to time by Board authorization shall be withdrawn from such accounts when it is determined by the Treasurer and the Chair that sufficient amounts are available. (See later policy with respect to nature of investments.) Such other funds as are required from time to time may be maintained in the Revolving Fund (Imprest) Account of the Organization (see policy explanation for such account) observing procedures approved by the Treasurer.
- (b) Appropriate journals or computer entries which record daily receipts and expenditures will be maintained by the management firm under supervision of the treasurer.

iv) Revolving Fund (Imprest) Account:

- (a) Ordinary Organization operating disbursements are to be made from a Revolving Fund (Imprest) Account. The Revolving Fund Account is to be authorized by the treasurer as may be required and in amounts to satisfy operating cash demands. The funds normally are drawn from the authorized general account(s), and appropriate records maintained for the information of and approval by the treasurer and the Chair of the Board.

v) Annual Audit and Financial Statement:

- (a) An annual audit of the financials shall be conducted. The Board of Directors will review and approve an audit firm specializing in non-profit audits at least once every 3 years. By appropriate resolution, the Board shall normally designate the auditors at their first meeting each year for the previous year. The staff is authorized to prepare a financial statement from the auditor's report in suitable condensed form for approval and submittal by the treasurer to the members at the annual meeting of the association. The audit firm will be selected by a Request For Proposal (RFP) process.

vi) Budget Process:

- (a) Policy: The organization shall adopt an Annual Budget to guide the organization in each fiscal year exercising sound and appropriate fiscal responsibility. A balanced budget is required and may include investment funds as allowed by the investment policy.

vii) Financial Signing Authority:

- (a) The Executive Director has financial authority to execute or electronically sign for expenditures of \$[REDACTED] or less. For expenditures greater than \$[REDACTED] two signatures are required, the Executive Director

and Treasurer. Other officers may also be approved as the executor second signature when necessary (Officers Teleconference June 16, 2006).

viii) Issuance of Membership and Financial Reports:

- (a) Membership and financial reports should be issued by the management firm in the format approved by Membership Committee and Treasurer by the 20th of the month for the proceeding month.

18) GRAPHIC RESOURCES

Acceptable Use

i) Ownership:

- (a) The organization's logo is property of the organization.

ii) Allowed used of the Logo:

(a) Members

- 1. The organization grants permission to any member ("Member" as defined in the bylaws and policies) to include the Logo in media, such as web pages, presentation slides, posters, videos, business cards, and letterhead, provided that the presentation of the Logo confirms to the specifications in section 12.3 ("Presentation Restrictions") and either :
 - i. The media is directly related to organization activities, or
 - ii. The Logo used on business cards, letterhead or as part of other typical means of business or organization identification, and exclusively for purposes of identifying Member as a member of the organization.

(b) Affiliates

- 1. Owner grants permission to any affiliate ("Affiliate", as defined in the policies) to include the Logo in any media in which Affiliate is involved in the creation of, such as web pages, presentation slides, posters and videos, provided that the Logo is presented in accordance with section 12.3("Presentation Restrictions"), and either
 - i. The media in which the Logo is included is directly related with organization activity, or
 - ii. The Logo is being used solely to identify Affiliate as an affiliate of the organization.

(c) All Other Entities

- 1. Organization grants permission to any individual, institution, or other entity to use the Logo as part of all of a web link to the organization's Web Page, provided that

2. The Logo is presented in accordance with section 12.3 (“Presentation Restrictions”)
3. The Web Page containing the Web Line does not contain or directly link to any media that could be considered offensive (such as profanity, violence, or pornography)
4. Activating the Web Link will always cause the request and display a specific web page

iii) Presentation Restrictions:

- (a) Any display of the Logo must meet the following criteria:
 1. The shape of the Logo must not be altered in any way.
 2. The Logo must be displayed in its entirety.
 3. A margin of at least 20% of the Logo’s height (from the top of the circle to the bottom of the circle,) on all four sides of the Logo’s bounding box, must be clear of all other graphic elements, with the following exceptions:
 - i. If displayed as a part of a Web Link, text directly relating to the link may border up against the Logo on the right and left with at least one space between the text and the Logo on both sides, and or
 - ii. If displayed as a graphic element on a poster, presentation slide or other media, the title of the organization may be separate from the Logo’s bounding box with as little as 5% of the Logo’s height.
 4. The Logo and organization name must be displayed entirely in either black and white or Pantone Process blue. The same color must be used for both the Logo and the mirror.
 5. If color output is not practical, the Logo may also be displayed in any shade of gray, provided that all other requirements of this section above are met.
 6. The contrast between the brightness of the Logo and the brightness of all points on the background within the Logo area and the 20% margin described in subsection .3 above must be no less than 1:2.
 7. The Logotype, mirror, and logo must be either entirely brighter than, or entirely darker than the background.

iv) Presentation and Use Restrictions of Other Graphic Resources:

- (a) Any display of the organization’s graphic in any form must meet the following criteria:
 1. The graphic must remain unaltered from its original downloaded form unless permission is otherwise granted by organization on the website, or by specific permission from organization.

19) INTELLECTUAL PROPERTY (PENDING)

i) Scope:

- (a) The organization's Intellectual Property (IP) Rights and Usage Policy is a statement of the policy that covers all aspects of its intellectual property ownership and ownership of such rights by others. This Policy sets forth the organization's position regarding the use of the IP Rights and policies regarding such use.

1. Applicable sections of other policies:

- i. Bylaws
- ii. Operating Policy

ii) Nature of IP Rights:

- (a) The IP Rights comprise three types of intellectual property: Copyrights, Trademarks and Patents.

1. Copyrights

i. Exclusivity of Rights

Copyrights cover all aspects of organization's business. Publications such as Technical Reports, Magazines, Books, Courseware, Journals, Conference Proceedings, Newsletter and the like are all protected by Copyright. In addition, software, videotapes, audio tapes, CDs and the website also come within the protection accorded by Copyright. In summary, Copyright provides the exclusive right to re-produce, display and distribute the works it publishes and accords the exclusive right to create derivative works from such copyrighted works. These exclusive rights are a substantial economic asset of the Organization and are not to be exploited without the specific consent of organization. The Board administers the program for the licensing, distribution and sale of its Copyrighted works.

ii. Acquisition of Rights

As a policy, organization does not publish works in which it does not own the copyright. In most cases, the works that organization typically publishes are authored by its members and volunteers or third-party contractors. Accordingly, it is necessary to assure copyright ownership of all works that are to be published. It is incumbent upon all staff, contractors, members and Executive Members to assure that documents, or other types of works that are to be published, have proper Copyright assignment forms prior to publication.

iii. Licensing of Rights

Generally, organization does not permit the use or copying of unlicensed works. Copyrighted works, including Technical Reports, Magazines, Books, Software, Newsletter and the like are available from organization for those works

individually offered for sale or license. Dissemination of works that are for private use is strictly prohibited unless a license is obtained from organization for such dissemination.

2. Trademarks

The Trade and Service Marks are valuable assets that distinguish the services and products of the organization. It is important that these Marks be respected and used properly.

i. Certification and Conformance

Unless a product or service has passed a conformance test sponsored by organization, it is inappropriate and improper to use a mark in connection with such product or service to imply that it has been certified by organization. Any marketing or advertisement of a product or service claiming conformance to an organization has authorized or approved such claim, unless a conformance testing is part of a conformance program permitting such claims.

ii. Using Organization Marks

When referring to services or products, the trade and service marks are to be used as an adjective before a generic name of the product or service which is being referenced. If there are questions concerning the use of marks in publications, including the use of marks together with third-party trademarks or trade names, contact the organization and are listed in Graphic Resources 12.0.

iii. Use of the Logo

The logo should only be used in officially sponsored conference or events of the organization. Correspondence, publications, products and promotional materials. Guidelines for the use of the logo are available from the organization.

iv. Use of Letterhead

Use of Letterhead and/or Logo on non-organizational documents is not permitted unless such person has been authorized by the organization and are listed in Graphic Resources 12.0. Authorized committees or working groups may use Letterheads for official use only.

v. Using Third-Party Marks

Using the trade or service marks of other organizations in Technical Reports, publications and technical papers should be avoided where possible. However, if it is important to the substance of the publication to use a third-party trade or service mark,

one should adhere to the same standards of use as with a mark; that is, to use it as an adjective in front of a generic name of a produce of service. If known that the mark is registered, an “®” should be used with a footnote indicating the ownership of the mark. Technical Reports should use the generic description of products in reference to their applicability or suitability for use in conformance to the requirements of the Technical Report.

vi. The Emblem

The emblem (United States Trademark Reg. No.....) is a collective mark of the organization used for the sole purpose in indicating membership. As the owner of the mark, the organization makes it available only to members for display by them denoting such membership. No other use of such Emblem shall be made, even by a member.

3. Patents

Technical Reports may include the known use of patent(s), including patent applications, if, in the opinion of the committee developing the Technical Report, there is technical justification, and provided that organization receive assurance from the patent holder that it will license applicants under reasonable terms and conditions. This assurance shall be provided without coercion and prior to issuance or reaffirmation of a patent. This assurance shall be a letter that is in the form of either:

- i. A general disclaimer to the effect that the patentee will not enforce any of its present or future patent(s) whose claims would be necessarily infringed by implementation of the proposed Technical Report against any person or entity implementing the mandatory provisions of the Technical Report to effect compliance or;
- ii. A statement that a license will be made available to all applicants without compensation or under reasonable rates, with reasonable terms and conditions that are demonstrably free of any unfair discrimination.

20) INTERPRETATIONS POLICY

(Approved 04/18/06)

- i) The policy of the organization that provisions involving business relations between buyer and seller, such as guarantees, warranties, and other commercial

terms and conditions, shall not be included in organization standards. It is not acceptable to include proper names or trademarks of specific companies or organizations, acceptable manufacturer lists, service provider lists, or similar material in the text of a standard or in an annex (or the equivalent). Where a sole source exists for essential equipment, materials, or services necessary to determine compliance with the standard, it is permissible to supply the name and address of the source in a footnote or informative annex as long as the words “or the equivalent” are added to the reference. In connection with standards that relate to the determination of whether products or services conform to one or more standards, the process or criteria for determining conformity can be standardized as long as the description of the process or criteria is limited to technical and engineering concerns, and does not include what would otherwise be a commercial term or proper name. (Approved April 18, 2006).

21) IRS FORM 990 DISCLOSURE

- i) The organization will supply Form 990, Return of Organizations Exempt From Income Tax, to individuals or firms that request it. The request must be in person or in writing. If the request is in person, the request will be honored on the day of the request. If the request is in writing the request will be honored within 30 days. Organization will charge a reasonable copying and postage cost. The cost for first page will be \$[REDACTED] and \$[REDACTED] for subsequent pages plus actual postage cost.

22) ISSUANCE OF REQUEST FOR PROPOSALS FOR CONTRACTED SERVICES AND PROJECT PROPOSALS FORMATION (Approved 01/18/07)

- i) After approval of budget, Directors must seek approval for expenditures over \$[REDACTED] and seek approval of services through a RFP process. Contracts must be submitted to the Committee Chair and Officers for approval. The Committee Chair, Chair of the Board and Executive Director will sign the contract.

23) JOINT VENTURE POLICY

(Approved 10/03/08)

This Joint Venture Policy requires that the Organization evaluate its participation in joint venture arrangements under Federal tax law and take steps to safeguard the Organization’s exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

- i. **Joint ventures or similar arrangements with taxable entities.** For purposes of this policy, a joint venture or similar arrangement (or a “venture or arrangement”) means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (A) whether the Organization controls the venture or arrangement; (B) the legal structure of the venture or arrangement; or (C) whether the venture or

arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:

1. 95% or more of the venture's or arrangement's income for its tax year ending within the Organization's tax year is excluded from unrelated business income taxation [including but not limited to: (i) dividends, interest, and annuities; (ii) royalties; (iii) rent from real property and incidental related personal property except to the extent of debt-financing; and (iv) gains or losses from the sale of property]; and
2. the primary purpose of the Organization's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

ii. **Safeguards to ensure exempt status protection.** The Organization will: (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the Organization's exempt status is protected; and (b) take steps to safeguard the Organization's exempt status with respect to the venture or arrangement. Some examples of safeguards include:

- (i) control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the organization;
- (ii) requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;
- (iii) that the venture or arrangement not engage in activities that would jeopardize the Organization's exemption; and
- (iv) that all contracts entered into with the organization be on terms that are arm's length or more favorable to the Organization.

24) LEGAL COUNSEL

- i) The organization shall employ legal counsel from time to time as needed. The procedure to retain legal counsel shall be as follows:
 - (a) The individual member, chapter officer, committee, director or officer of the Board shall present in writing the nature of the problem/issue, who is requesting legal counsel, parties involved and contact information. The issue will be presented to the Officers/Directors for review and approval/disapproval to retain legal counsel.
 - (b) If approved the Executive Director will draft a letter to legal counsel for the Chair of the Board to sign, and attach the problem/issue paper.

25) MAILING LIST

- i) Mailing List:

- (a) Organization does not allow the use of the member mailing list for any conferences or other purposes. Organization does not endorse or support other conferences use of the mailing list without the approval of the Board. The mailing list is for official use only.
- ii) Conference Attendee List
 - (a) An electronic copy of the conference attendee list will be made available to the conference exhibitors approximately one month prior to the conference. Exhibitors receiving the attendee list must be in good standing with organization and exhibiting at the conference. If an individual makes a request, they will be provided a paper copy as part of the normal conference proceedings. Requests for the attendee list by individuals, vendors, consultants, etc. who are not attending that year's conference will not be honored.
- iii) Directory:
 - (a) The directory shall be published regularly, including names, addresses, email addresses and telephone numbers of members. Its distribution is restricted to members only, and to such others as the Chair may determine. The supplier members will not use the Directory as a contact list.

26) MEETING MINUTES

- i) The purpose of taking minutes at meetings is to protect the organization and the people who participate in the meeting. The minutes are not intended to be a record of discussions, or serve as a newsletter for the organization but rather to accurately reflect the meeting and the decisions that are made. The minutes are to be as brief as possible and only reflect action taken at the meeting.
- ii) Accurate minutes shall be kept for all official meetings, including committee and chapter meetings.
- iii) Minutes shall be a record of what was considered and accomplished at the meeting, not a record of conversations, reports and work assignments. They will not include sidebar conversations, if they occur. Minutes shall indicate the place, date and time of the meeting and the names of all participants at the meeting, including persons arriving late or leaving early, guests and staff.
- iv) Drafts of minutes, notes and audio or video recordings shall NOT be retained in the files of the organization officers, directors, committee members and office once the minutes are approved. The Executive Director and staff must be sure they are discarded. Minutes shall be safeguarded in the permanent files as described in Section 21.
- v) Minutes shall be recorded by the staff of the management organization and submitted to the Secretary of the Board for review and approval.
- vi) Minutes will be distributed within a reasonable time following the meeting to those that attended, those who were supposed to be in attendance, and others determined by the Board.

- vii) Minutes shall be safeguarded in the permanent files.

27) METRICS POLICY

(Approved 04/18/06)

- i) It is the policy of the organization that all standards developed by the Standards Committee shall use units from the International System of Units (SI) wherever units are specified. The use of units from the inch/pound system may be provided in parentheses following the SI units in the following form. (Approved April 18, 2006).

Length	mm (in)
Volume	L (gal)
Weight	kg (lbs)
Temperature	°C (°F)

28) NOMINATION

- i) The vision and mission require a commitment to the development of an organization that values differences, respects all of its members and maintains a climate in which everyone is treated with dignity. In the nomination of Officers, Directors, Chairs and working committee member appointments, organization will consider a wide range of human abilities and differences in the organization and will make appointments that reflect the needs of the organization and the ability of members to perform the duties.

(a) Procedure:

1. Nomination Committee, as defined in the bylaws, prepares the slate of Officers, Directors and Committee Chairs – April 1.
2. Slate issued and presented to the Board – May
3. Open call for nominations to the Board issued to membership at large – June
4. If more than one person is forwarded as a candidate, the balloting is conducted or voting takes place at the mid-year Board Meeting to select candidates.
5. Slate of nominated Officers, as approved by affirmation decision of a simple majority vote of the Executive Committee, must be presented to all voting members at least 30 days prior to Annual Business Meeting.
6. Officer positions are elected based on a simple majority vote of the eligible voting members present at the Annual Business Meeting.

7. Terms begin immediately following the affirmation vote.
8. All Board members shall sign the Board Commitment form (Appendix B).

29) OFFICERS AND BOARD OF DIRECTORS (PENDING)

i) Privacy Of Meetings:

- (a) Attendance at meetings of the Board of Directors shall normally be limited to members of the Board, appointive officers, legal counsel, such members of the staff as may be required, and such invited members, expert guests, and suppliers to the association as may be required from time to time to effectively and expeditiously carry on the business of the Board of Directors.
- (b) Members of the trade and public press, in accordance with general association and public practice, shall normally not be invited to attend Board meetings, although officers will conduct such post-meeting press conferences as are believed necessary, and the minutes of the meetings shall be available on request for inspection at all times after their approval.

ii) Indemnification:

- (a) The association shall provide such indemnification of officers and members of the Board as is appropriate to protect them in the event of legal action brought by members or by consumers in class action proceedings, all in accordance with good association operating practice.
- (b) All members of the Board of Directors shall read and sign the Board Commitment Form (Appendix B)

30) ONLINE PRIVACY NOTICE

(Approved 01/18/07)

- ### **i) Organization respects the privacy of its members and other visitors to its Web site.**
- The Organization believes electronic commerce and online activities are to be used responsibly and appropriately. The following policy has been adopted to ensure online privacy of its users.

ii) What Information Does Organization Collect?

- (a) It is our policy to collect and store only personal information that our members and visitors knowingly provide. Data organization collects is used to help better serve its members. Organization and its direct subsidiaries use collected data to improve its own web content; to respond to visitors' interests, needs and preferences; and to develop new products and services.

- (b) Organization makes member contact information available through the Membership Directory to other members using its Web site and to those who register for its conferences. Organization may also provide limited data to third parties that offer products and services. Users may request organization refrain from disclosing the data it collects to third parties when they are providing such information. Additionally, users may contact [REDACTED] to express their preferences and inquiries.
- (c) Organization does not collect any personal information from users browsing its Web site. Only aggregate data, such as the number of hits per page, is collected. Such aggregate data is only used for internal and marketing purposes.
- (d) For the purposes of the Data Protection Act(s) 1984 and 1998 (as applicable), organization or its agents must store, host and otherwise process the information (including personal data) supplied by the user when registering for its Web site. Organization may send such data outside the European Economic Area for processing. If the user resides in the European Union, consent is requested, allowing the volunteered, personal information to be transferred and stored in countries outside of the EU, including the United States.
- (e) Organization does not disclose credit card account information provided by its members and customers. When members and customers choose to pay using their credit cards, organization submits the information needed to obtain payment to the appropriate clearinghouse.

iii) What Privacy Issues Arise With Links to Other Sites?

- (a) This Web site contains links to other web sites. Organization has no control over and is not responsible for the privacy policies or content of such sites.

31) PATENT POLICY
(Approved 04/18/06)

i) Policy:

- (a) It is the policy that it is preferable that proposed standards not require the use of patented inventions. However, if a patented item can be technically justified as necessary for inclusion in a standard, it may only be included under the following conditions.
 - 1. Prior to balloting by the Standards Committee, all known or potential patents on inventions that may be required in order to comply with the provisions of the standard shall be disclosed.
 - 2. It shall be documented that the patent holder will make available without compensation, or under reasonable terms and conditions without discrimination, a license to any applicants for the purpose of implementing the standard.

3. A note shall be added to the foreword of the standard bringing to the attention of the user that compliance with this standard may involve the use of an invention that is covered by patent rights.

ii) Responsibility for Identifying Patents:

- (a) Organization shall not be responsible for identifying all patents for which a license may be required by a standard.
- (b) Where a claim of patent rights is made by the patent holder, organization makes no assumptions or statements as to the validity or enforceability of such a claim.
- (c) The risk of infringement of such rights through misuse of protected materials rests solely with the user.

iii) Records:

- (a) Records pertaining to this policy shall be maintained in accordance with Policy ____ Records Retention. (Approved April 18, 2006).

32) PRIVACY POLICY

- i) The organization collects and maintains membership information as part of servicing its membership. The organization restricts access to nonpublic personal information about members and their sponsoring companies where necessary, to the Board, Chair and Committee members and staff with a business reason to know this information in order to provide services to its members. The organization does not share personal member information without prior approval by the Board of Directors.

██████████ Legal Counsel.

33) PROCESS FOR DETERMINING COMPENSATION POLICY **(Approved 10/03/08)**

This Policy on the Process for Determining Compensation applies to the compensation of all persons employed or under agreement as independent contractors by the Organization.

The process includes all of these elements: (i) review and approval by the board of directors or compensation committee of the Organization; (ii) use of data as to comparable compensation; and (iii) contemporaneous documentation and recordkeeping.

i. **Review and approval.** The compensation of the person is reviewed and approved by the board of directors or compensation committee of the Organization, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.

ii. **Use of data as to comparable compensation.** The compensation of the person is reviewed and approved using data as to comparable compensation for similarly

qualified persons in functionally comparable positions at similarly situated organizations.

iii. Contemporaneous **documentation and recordkeeping**. There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

34) RECORD RETENTION AND SAFEGUARDS

- i) The Board of Directors recognizes the need to preserve and protect the historic records of the organization. Therefore the Board has adopted this policy to be implemented by the management firm/staff of the organization in all formats including electronic and paper.

(a) Financial Record Retention Period

Annual Budget:	Permanent
Annual/Audit Review:	Permanent
Monthly Report:	Three Years
Quarterly Report:	Three Years
Function Report:	Three Years
990's:	Permanent
State Annual Report:	Permanent

ii) Membership Reports:

- (a) New Member Reports: New Member Reports often provide the only backup verification of a new member information, sponsor designation and related details.
- (b) Record Retention Period: Three Years
- (c) Monthly Membership Rosters: the monthly roster is sometimes the only print-record of the membership of the association and becomes a valued document that should be proofed and verified for accuracy.
- (d) Record Retention Period: Permanent

iii) Standards:

- (a) Records shall be prepared and maintained to provide evidence of compliance with standards development procedures. Records concerning new, revised or reaffirmed standards shall be retained for one (1) complete standards cycle, or until the standard is revised. Records concerning withdrawn standards shall be retained for at least five (5) years from the date of withdrawal.

iv) Other Items:

<u>Retention</u>	<u>Period</u>
Accident reports and claims (settled)	7 years

Accounts payable ledgers	7 years
Accounts receivable ledgers	7 years
Archival documents (wearables, programs, pictures for Organization history)	Permanent
Articles of Incorporation	Permanent
Audit reports of accountants	Permanent
Bank Reconciliations	1 Year
Bylaws	Permanent
Capital stock & bond records	Permanent
Cash books	Permanent
Charts of accounts	Permanent
Checks (cancelled, routine)	7 Years
Checks (cancelled, important)	Permanent
Contracts & leases (expired)	7 Years
Contracts & leases in effect	Permanent
Correspondence (general)	3 Years
Correspondence (legal matters)	Permanent
Deeds, mortgages, bills of sale	Permanent
Depreciation schedules	Permanent
Donations	7 Years
Duplication deposit slips	1 Year
Employee personnel records (terminated)	3 Years
Employment applications	3 Years
Expense analyses & distribution schedules	7 Years
Financial statements	Permanent
General & private ledgers	Permanent
Insurance policies (expired)	3 Years
Insurance records, claims, policies	Permanent
Internal Audit reports	3 Years
Inventories	7 Years
Invoices to customers	7 Years
Invoices from vendors	7 Years
Journals	Permanent
Loan documents	Permanent
Minute books of directors & stockholders, including by-laws	Permanent
Notes receivables ledgers	7 Years
Option Records	7 Years
Payroll records and summaries	7 Years
Personnel files	7 Years
Patents	Permanent
Petty cash vouchers	3 Years
Physical inventory tags	3 Years
Property appraisals	Permanent
Property records	Permanent
Purchase orders	13 Years
Receiving sheets	7 Years
Requisitions	1 Year

Sales records	7 Years
Savings bonds records	7 Years
Scrap & salvage records	7 Years
Stenographer's notebook	1 Year
Stock & bond certificates (cancelled)	7 Years
Stockroom withdrawal forms	1 Year
Subsidiary ledgers	7 Years
Tax return & worksheets	Permanent
Time books	7 Years
Trademark registrations & copyrights	Permanent
Vouchers register & schedules	7 Years
Vouchers for payment to vendors and employees	7 Years

- v) In accordance with Section 9. DATA BACKUP Membership records and data generated by the administration of the organization are to be backed-up daily and stored off site weekly.
- vi) Volunteer Disposal – All records pertaining to the governance, operation or development of best practices, standards, and materials on behalf of organization by the officers, director, committee chair or committee member leaves one of these position and will not be serving in any of these capacities in the future, the records are to reviewed with the Secretary and as deemed appropriate archived on organization owned or leased records storage facilities and systems. All such records should be removed from all non-owned or leased records storage facility or system.

35) REFUND POLICY

(Approved 01/18/07)

Our refund policy varies with each program and product. To request a refund for a particular product or program, please email us at [REDACTED], via fax to [REDACTED], or via mail to [REDACTED]

36) REPRESENTATION OF POLICY

- i) Directors, members, or volunteers shall not make any representations or statements regarding Policies or positions except in strict conformity with written policy statements duly adopted and published by organization.

37) SEXUAL HARASSMENT POLICY

(Approved 12/01/07)

- i) Organization is committed to maintaining an organizational atmosphere free from sexual harassment. Organization realizes its moral and legal obligations to ensure that all members are provided a discrimination free environment to

accomplish the mission of organization and to function effectively at organization activities. Sexual harassment by anyone whether occurring within or without the confines of a meeting, while involved in organization-related functions, or at social gatherings, will not be tolerated by this organization.

- ii) Because organization takes allegations of sexual harassment seriously, it will respond promptly to complaints of sexual harassment and where it is demonstrated that such harassment has occurred. Organization will act promptly to eliminate the harassment and impose such corrective action as is necessary.

38) STATEMENT OF SEXUAL AND OTHER UNLAWFUL HARASSMENT POLICY

(Approved 12/07/07)

- i) Organization is committed to maintaining an organizational environment based upon mutually respectful interactions between people, and further, to strictly complying with all laws applicable to its activities. United States federal and most state laws strictly prohibit sexual harassment, as well as harassment based on race, color, religion, gender, national origin, age, and disability.
- ii) Organization's policy specifically prohibits sexual harassment by or against any member, officer, director, staff, or any other person engaged in any official activity, including, but is not limited to, meetings, education programs, committee activities, social events, and day-to-day operations.
- iii) Organization will act promptly to eliminate the harassment and impose corrective action against violators of the policy.

39) RESERVE FUND INVESTMENT

First Draft Submitted: October 2, 1997

Second Draft Submitted: October 5, 1997

Adopted: October 5, 1997

- ii) It is the objective, desire and responsibility of the Board of Directors to properly manage the financial reserves. Therefore, the board has composed the following guidelines:
 - (a) A desirable level of reserve fund shall be available for investment based on retaining a minimum of six month's operating expenses in the investment account. However, this guideline will be reviewed on an annual basis during the budgetary process to determine if a larger or smaller level is necessary for the upcoming year(s).

- (b) The highest priority objective in terms of management of this fund is to minimize financial risk and preserve capital. The second priority objective of this fund is to maintain liquidity of assets at all times for emergency operational needs of the association. The third priority objective of this fund is to maximize return on investment, factoring in the first two objectives and providing for a long-term perspective.
- (c) Given that historically, over the long-term the return on stocks has been greater than the return on bonds, and that the return on both stocks and bonds has been greater than the return on CDs, Treasury Notes, Money Markets, and the like, a desirable reserve fund portfolio would include a mix of stocks (or mutual funds), bonds, and CDs, etc.
- (d) Given that the performance of stocks (or mutual funds), bonds and CDs generally perform better than money markets and other similar money management accounts, a desirable performance on the after cost return on this portion of reserve fund investment should at least better than money markets and other similar money management accounts measured over the long-term.
- (e) Because of the complexities of the stock and bond markets (appropriate sector allocations, market timing for risk management, continual monitoring of performance, etc), a professional money manager will be used to initially invest and provide full-time, continual monitoring and reporting (at least monthly) to organization of the reserve fund investment's performance. This money manager must be able to provide an audited track record for a minimum of 10 years revealing his/her experience, expertise and performance to generally accepted benchmarks (as previously indicated) net of fees, with emphasis on preservation of capital on a consistent basis.
- (f) The sector allocation of the reserve fund investment portfolio shall be based solely on the determination of the professional manager who, in turn, will base his/her investment strategies based on the three highest objective priorities of organization (as previously indicated).
- (g) Organization's chair, vice chair and treasurer shall comprise the Reserve Fund Investment Committee, and working with the professional money manager and the executive director, will oversee the reserve fund and make reports and recommendations to the board as necessary, including investment performance compared to generally accepted benchmarks for all portions of the portfolio, annual professional money manager performance, recommendations for changes in the investment portfolio, etc.
- (h) Should the need arise between regular meetings of the Board of Directors for a timely decision regarding the reserve fund investment, the responsibility for this decision will rest with the Reserve Fund Investment Committee based on recommendations from the professional money manager and executive director.
- (i) The investment firm will send documents to the Treasurer of the Board and Executive Director who will review and report to the Officers and Directors. The Treasurer will submit to the office for filing and retention according to policy.

40) SPECIAL INTEREST GROUP (SIG) POLICIES

(Approved 09/05/08)

- i. The organization is authorized, subject to approval of the Board of Directors, to provide for the formation of SIGs and may grant an Activity Agreement to such SIGs upon petition of a sufficient number of persons whose qualifications comply with the eligibility requirements of Members of the Association and subject to the approval of the Board of Directors and the SIG Development Committee.
- ii. The organization supports the activity of Special Interest Groups (SIG) within the membership. The SIG representatives will be supplied a copy of the process for forming a SIG, the SIG Activity Agreement, and the criteria to annually evaluate the activity of the SIG. The SIG Development Committee and Board of Directors will approve SIG formation upon submission of a letter requesting to form including the SIG mission, accompanied by twenty (20) “Petition for SIG Formation” forms, or 20 signatures, on a single petition, and an outline of intended SIG activities. A minimum of 4 different companies must be represented on the petition.
- iii. The special interest that a SIG will concentrate on is to be specified in the letter requesting to form that is submitted to the Board of Directors. Only one special interest will be focused on by the SIG; and only one SIG may be formed to concentrate on any particular special interest. The Board of Directors reserves the right to combine the activity of two (2) SIGs if activity of one given SIG falls below the minimum activity as specified in the SIG Activity Agreement and if the special interest is similar.
- iv. In order to form a SIG, it is required that the SIG has a minimum of twenty (20) members from at least four (4) separate companies. In instances that a group wants to form a SIG with members from less than four (4) companies, a variance can be proposed to the Board of Directors for consideration and approval.
- v. The Organization shall enact rules and regulations of the governing of its SIGs. All such rules and regulations shall conform to the Bylaws of the Organization and to any amendments, revisions or alterations, which are duly made.
- vi. SIGs shall hold a minimum of four (4) organizational and activity planning meetings per year, one of which shall be designated as the Annual Meeting.
- vii. **Officers:** The officers of the _____ SIG shall be a Chair, Vice Chair, Secretary/Historian, and Past Chair, and shall have voting rights on

recommendations relative to the business affairs of ____SIG. Officers whose authority and duties are not prescribed in these policies shall have the authority and perform the duties assigned, from time to time, by the Board of Directors.

- (a) *Qualifications:* An individual must be a current member in good standing, as well as a member of the ____ SIG. Beginning three (3) years from the date of establishment of the SIG, the SIG Chair shall be required to hold the [REDACTED] designation. Any deviations shall be approved by Board of Directors. Incoming officers will sign a commitment form each year stating they understand the obligations of the position they have been elected to fill and will expend the time and energy to fulfill these responsibilities. The chairman, co-chairman, and secretary/historian, should be employed by three separate companies.
- (b) *Election and Terms of Office:* With the exception of the Past Chair, the officers of the ____ SIG shall be elected at the Annual Meeting of the ____ SIG by members of the ____ SIG and shall hold office for a term of one year, or until election of their successors. Terms begin immediately following the election and conclude immediately following the next election.
- (c) *Vacancies:* The Board of Directors may fill any vacancy in any office for the unexpired portion of the term.
- (d) *Resignation and Removal:* An Officer may resign from his/her position at any time upon thirty (30) days advanced written notice of his/her intent submitted to the Chair. Any SIG officer elected by the members may be removed by the Board of Directors or by the affirmative vote of the majority of the members, whenever in its (their) judgment, the best interests of the ____ SIG would be served.
- (e) *Chair:* The Chair is the designated liaison to the Board of Directors and will be responsible for all required reporting to the organization and attending any required meetings of the organization.
- (f) *Vice Chair:* The Vice Chair shall perform such duties and have such powers as assigned by the Chair or the Board of Directors from time to time. Further, in the absence of the Chair, or in the event of his/her inability or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair, and shall have such other duties from time to time as necessary to carry out the business affairs and strategic initiatives of ____ SIG.
- (g) *Secretary/Historian:* The Secretary/Historian shall be the principal Records Officer of ____ SIG. His/her primary responsibility shall be to ensure that the minutes of all official ____ SIG meetings are recorded; notifications are distributed as necessary to the Board of Directors and

members; all business actions and votes are carried out and recorded in a professional and businesslike manner; the history of the SIG is preserved. The Secretary/Historian shall provide organization with the names of the newly elected SIG officers no later than November 1, or thirty (30) days after the date of the election, whichever occurs first. The Secretary/Historian shall have such other duties as assigned by the Chair or the Board of Directors from time to time to carry out the business affairs and strategic initiatives of ___ SIG. All officers of the SIG are responsible for ensuring adherence to the ___ SIG Activity Agreement. All possible violations of the Activity Agreement should be reported by the Secretary/Historian to Board of Directors for further consideration and action.

(h) Immediate Past Chair: The Past Chair shall primarily be responsible for assisting the Chair in ensuring that ___ SIG's strategic initiatives are being carried out. He/she also shall have primary responsibility for ensuring that ___ SIG's long-term vision is intact and up-to-date, and shall have such other duties as assigned by the Chair or the Board of Directors from time to time to carry out the business affairs and strategic initiatives of ___ SIG.

viii. SIG activity will be reviewed and evaluated annually by Board of Directors to determine the continued interest, participation, and viability of the SIG. In the instance that a SIG's activity and participation falls below the minimums set forth in the SIG Activity Agreement, probation or charter revocation may result.

ix. Organization may collect SIG dues which are subject to change, in addition to membership dues which will be used to fund the administration activities of the SIGs.

x. If a SIG is dissolved, twenty (20) members will have to petition the Chair to resume the activities of the former SIG. Upon approval of the Board of Directors, the SIG may be reinstated.

xi. SIGs may not plan or host events of ½ day or longer within thirty (30) calendar days before or after the Annual Conference.

xii. SIGs are encouraged to plan an educational track session in conjunction with the Annual Conference, but such shall not be scheduled concurrently with general sessions or plant tours.

xiii. Minimum SIG Standards

A. *SIG Operations*

1. The historical documents of the SIG, including Activity Agreement, and meeting minutes, shall be contained together and shall reside at the organization's headquarters.

2. SIGs shall complete the nomination and election process for Chair position by November 1 of each year. The Nomination Committee shall have a complete slate to present to the membership six (6) weeks prior to the deadline. This slate will be sent to Headquarters to ensure that all nominees are members in good standing. Election results shall be forwarded to SIG Development Director when the election process is complete.
3. SIG's participants agree to follow the Anti Trust Policy and Procedure. Anti Trust Procedure: Each new member of the SIG, Chairs and members of the SIG must read and sign the adopted Anti Trust Policy Form (See Activity Agreement Attachment 7). In addition, the Anti Trust Statement will be read before each meeting of the SIG.
4. Beginning three (3) years from the date of establishment of the SIG, the SIG Chair will be required to hold the [REDACTED] designation.
5. SIGs shall comply with published image guidelines for use of name, logo, etc. (See Activity Agreement Attachment 4)

B. SIG Administration

1. SIGs should hold a minimum of four (4) organizational and activity planning meetings per year.
2. In order to form a new SIG, there shall be a minimum of twenty (20) members, representing a minimum of 4 different companies, and that membership minimum shall be maintained.
3. Organization will maintain a membership database of qualified SIG members.
4. SIGs activity and participation will be evaluated annually by set criteria and standards (criteria available).
5. SIGs shall be expected to make a minimum of one SIG presentation at the Annual Conference.
6. SIG leadership shall monitor listserv activities, a minimum of once per month, to ensure that no conflict of interest or anti trust laws are being violated; there are no illicit activities, on listserv; and other listserv rules and regulations, such as no solicitation, are being adhered to. Upon signing up for listserv, registrant will be required to view listserv rules and regulations.

C. Member Services

1. SIGs shall conduct a member needs assessment at least every three (3) years.
2. SIGs shall conduct at least two (2) in person programs, and four two (2) virtual programs each year.
3. SIGs shall host a forum for SIG participants to review standards specific to their special interest for the Standards Database.

41) SUPPLIER CODE OF ETHICS **(Approved 06/06/08)**

- i) Supplier members in the organization are welcomed and encouraged to participate in all facets of Organization activities, other than holding office. We value their industry experience, their organizational depth to assist the Organization functions, their ideas and contacts throughout our practice arena.

The purpose of the organization is to develop a voice for the profession, to be a vehicle for professional development, and to provide an opportunity to network with other professionals. Suppliers can assist with these activities and contribute to our success while doing so.

Because of the nature of the organization's goals, it would be inappropriate for any supplier to use the organization as a forum for promotion of its products and services. This activity would be divisive and detracts from achieving our goals.

Acceptable behavior is considered to be answering direct questions about products and services. We would especially encourage members to meet outside of the meeting time to follow up on the business interests. From time to time the organization may also call upon suppliers to demonstrate or teach about an aspect of their expertise.

Courtesy emails alerting customers that you will be attending the Annual Conference as an exhibitor or supplier is acceptable. Emails should be polite, professional, and any opt out requests by the recipient for future emails shall be honored.

If a supplier's behavior falls outside these guidelines, they will be reprimanded by officers of the organization. Repetitive email blasts or other forms of communications not associated with the annual conference courtesy email that uses organization, its logo, themes, etc. to commercially promote a product is considered unacceptable practice. Continued offenses may result in a request to terminate membership. If specific input is required on appropriate behavior, the supplier should contact the Membership Director, and volunteer Membership Director.

42) TRAVEL

(Approved 01/04/08)

- i) Travel and other miscellaneous expenses for Board of Directors, Committee Chairs, Committee members, ad hoc task force members in the course of doing business normally would NOT be considered reimbursable item by organization. The Board of Directors must approve any exceptions to this policy prior to the activity in question and will follow the considerations listed below:

Travel expenses for staff to attend meetings of the Board or other meetings shall be reimbursed on presentation of an approved expense report form.

The following considerations are understood:

- (a) Expenses must be approved in budget and/or approved by the Board of Directors.
- (b) Hotel rooms should be in the medium price range: reimbursement for suite-type accommodations is not authorized.
- (c) Air travel; coach is authorized. For international travel, where flight time exceeds 8 hours, business class travel will be allowed pending approval from Executive Director.
- (d) Automobile travel expenses will be reimbursed at the then current rate per mile authorized by the Internal Revenue Service. However, where air travel would be considered the 'normal transportation mode and auto travel is chosen as a personal preference of for personal convenience, only the equivalent coach class airfare will be reimburses.
- (e) Per Diem reimbursement for food and beverages for meals will be at actual, reasonable cost with presentation of receipts. Any meals included in scheduled meetings will not be reimbursed. Incidental expenses such as phone, internet access, shuttle, tips, cab fares, parking will be reimbursed at actual expense and receipts should be provided as possible. Miscellaneous expenses such as bottled water (except international), soft drinks, coffee, snacks, refreshment center, magazines and alcoholic beverages (except when with members, clients) will not be reimbursed.

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43) WHISTLE BLOWER POLICY

(Approved 03/07/08)

i) General

The Code of Conduct (hereinafter referred to as the Code) requires directors, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The objectives of the Whistleblower Policy are to establish policies and procedures for:

- (a) The submission of concerns regarding questionable, contractual, buying, unlawful, ethical, policy breakage, accounting and auditing matters by employees, directors, officers, and other stakeholders of the organization, on a confidential and anonymous basis.
- (b) The receipt, retention, and treatment of complaints received by the organization regarding contractual, buying, unlawful act, ethical, policy breakage, accounting, internal controls, or auditing matters.

- (c) The protection of directors, volunteers and employees reporting concerns from retaliatory actions.

ii) Reporting Responsibility

Each director, volunteer, and employee of organization has an obligation to report in accordance with this Whistleblower Policy:

- (a) Questionable or improper contracting, buying, unlawful, ethical, policy breakage accounting or auditing matters, and
- (b) Violations and suspected violation of the Code (hereinafter collectively referred to as Concerns).

iii) Authority of Audit Committee

All reported Concerns will be forwarded to the Audit Committee in accordance with the procedures set forth herein. The Audit Committee shall be responsible for investigation, and making appropriate recommendations to the Board of Directors, with respect to all reported Concerns.

iv) No Retaliation

This Whistleblower Policy is intended to encourage and enable directors, volunteers, and employees to raise Concerns within the Organization for investigation and appropriate action. With this goal in mind, no director, volunteer, or employee who, in good faith, reports a Concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

Reporting Concerns

v) Employees

Employees should first discuss their Concern with their immediate supervisor. If, after speaking with his or her supervisor, the individual continues to have reasonable grounds to believe the Concern is valid, the individual should report the Concern to their immediate supervisor. In addition, if the individual is uncomfortable speaking with his or her supervisor, or the supervisor is a subject of the Concern, the individual should report his or her Concern directly to the Executive Director and Audit Committee Chair.

If the Concern was reported verbally to the Executive Director and Audit Chair, the reporting individual, with assistance from the both, shall reduce the Concern to writing. The Executive Director and Audit Committee Chair have specific and exclusive responsibility to investigate all Concerns. If either, for any reason, does not promptly forward the Concern to the Audit Committee the reporting individual should directly report the Concern to the Chair of the

Board of Directors. Concerns may also be submitted anonymously. Such anonymous Concerns should be in writing and sent directly to the Chair of the Audit committee and Executive Director.

vi) Directors and Other Volunteers

Directors and other volunteers should submit Concerns in writing directly to the Chair of the Audit Committee and Executive Director.

vii) Handling of Reported Violations

The Audit Committee shall address all reported Concerns. The Chair of the Audit Committee shall immediately notify the Audit Committee, the Chairman, and the Executive Director. The Chair of the Audit Committee will notify the sender and acknowledge receipt of the Concern within five days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns.

All Reports will be promptly investigated by the Audit Committee, and appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the complainant for complete closure of the Concern.

The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

viii) Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper act in contracts, buying, unlawful act, ethical matters,, policy breakage accounting or auditing practice, or violation of the Codes. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

ix) Confidentiality

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Disclosure of reports of Concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment. Such conduct may

also give rise to other actions, including civil lawsuits. (Approved by BOD: March 7, 2008)

44) WORKSHOP PRESENTER REIMSUBSEMENT (see Appendix D)

- i) It is a standard policy that we do not reimburse Workshop presenters for certain expenses related to their presentation because we recognize that they are likely to enjoy the residual benefit of generating future business from members as a result of the exposure opportunity we've provided to them. Organization will provide a venue and cover basic costs including meeting room space costs, audio-visual cost, food & beverage costs, and meeting marketing costs. However, in situations where a presenter is unable to cover all or part of the other meeting-related expenses and pending approval from board of directors, in appreciation for a presenter's contribution of educational value to our members we may be willing to provide the presenter with one or more of the following considerations:
 - (a) Complimentary sleeping room at the facility at which our workshop is being held (for one night preceding and, is necessary, one night following the presentation)
 - (b) Reimbursement of reasonable expenses related to air travel (coach class only and 30-day advance ticket reservation), ground travel (to/from airport/hotel, taxi or rental car – whichever is least costly), meals (\$■ per day – organization usually provides meals to presenters and attendees during the official meeting dates and presenters are encouraged to join us at these times), and reasonable incidental expenses (telephone, faxes, etc.).
 - (c) Reimbursement of reasonable expenses (not to exceed \$■) related to the preparation of any presentation materials such as handouts, handbooks, etc. (presenters are advised to please contact organization in advance of preparing these materials with a cost estimate). The presenter has the sole responsibility to prepare and deliver the full quantity of presentation materials.
 - (d) Normally, workshop presenters are not paid. However exceptions may be made for those presenters who would not typically have organization workshop attendees as potential customers/clients. The decision to pay a presenter is to be made by the Director of the Committee and Chair of the Committee. (See Appendix D).

45) STANDARD DEVELOPMENT

- i) Scope of Standards Activities:
 - (a) Organization activity in the field of standardization shall be confined to the development of industry standards as they relate to the Body of Knowledge.

ii) Standards Developing Authority:

- (a) The Standards Committee shall be authorized to develop standards.

iii) Voluntary Adherence to Standards:

- (a) Adherence or non-adherence to a Standard shall be left to the individual discretion of every user unaffected by agreements, understandings, or direction of any type of the organization.

iv) Anti-Trust Compliance:

- (a) Organization standards shall not be written so as to attempt to fix prices, exclude competition from the marketplace, curtail production, or otherwise restrain trade.

v) Commercial Terms and Conditions:

- (a) Organization standards shall not include provisions which are a part of the commercial relationship between the buyer and seller, such as warranties, allocation of the risk of loss, conditions of acceptance or rejection, or the determination of which party is to provide services incidental to the installation of a standard item.
- (b) It is not acceptable to include proper names or trademarks of specific companies or organizations, acceptable manufacture lists, services provider lists, or similar material in the text of a standard or in an annex (or the equivalent). Where a sole source exists for essential equipment, materials, or service necessary to determine compliance with the standard, it is permissible to supply the name and address of the source in a footnote or information annex as long as the words “or the equivalent” are added to the reference.
- (c) In connection with standards that relate to the determination of whether products or services confirm to one or more standards, the process or criteria for determining conformity can be standardized as long as the description of the process or criteria is limited to technical and engineering concerns and does not include what would or otherwise be a commercial term or proper name.

vi) Standard Practice:

- (a) The statement that a method or procedure shall be the “standard practice” or any similar statement shall refer only to a specific method or procedure and shall not constitute a recommendation or statement of what the actual practices of the various practitioners, suppliers or consultants should be.

vii) “Special” Products:

- (a) Standards shall not include statements to the effect that certain items are to be considered as “special” or any similar term.

viii) Patented Items:

- (a) There is no objection in principle to drafting a proposed standard in terms that include the use of a patented item, if it is considered that technical reasons justify this approach.
- (b) If organization receives a notice that standard may require the use of a patented invention, 13.2.3 “Patent Policy” shall apply.

ix) Revision History:

- (a) All developed standards shall include a revision history formatted as shown below.

<u>Revision Level</u>	<u>Date</u>	<u>Brief Description of Revision</u>
0	----	Initial

46) GOVERNANCE EVALUATION (see APPENDIX F)
(Approved 06/06/08)

As part of improving its utilization of volunteers, the Board of Directors has adopted a policy to regularly evaluate its performance through three components: full board appraisals, director self evaluations and board meeting evaluations.

- i) **FULL BOARD APPRAISAL-** These appraisals assist the board in evaluating its performance as a governing body and making improvements. The first section of the form asks for an evaluation of how well the board functions. Its responsibilities are grouped into seven categories: advancing the vision; promoting the mission; engaging in strategic planning; fulfilling its fiduciary responsibility; monitoring programs and services; being an advocate for organization and the membership; and building board-staff partnerships.

PROCEDURE: This form is to be sent out before October, results compiled and discussed at an October Board of Directors Meeting.

- ii) **DIRECTOR SELF EVALUATION -** Helps directors become better by providing a format for examining his/her own performance and competence as a director and for determining his or her satisfaction with the director experience.

PROCEDURE: To be completed by new Board members when they are appointed to the Board so that they may benchmark their Board understanding and involvement. It is to be completed by all Board members in April so board members can review where they are and recommit.

iii) **BOARD MEETING EVALUATION** - Will be used at each in person meeting to measure the board's satisfaction with the quality of the board discussion, the appropriateness of the agenda issues and the meeting facility.

PROCEDURE: To be sent to all Board Members, Committee Chairs and members and others attending the in person Board of Directors Meeting.

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APPENDIX

FORMS

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ANTI-TRUST POLICY FORM

The Organization or any committee, section, chapter, or activity of the Organization shall not be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, expressed or implied, among two or more members of other competitors with regard to prices or terms and conditions or contracts for services or products. Therefore, discussions and exchanges of information about such topics will not be permitted at Organization meeting or other activities.

- There will be no discussion discouraging or withholding patronage or services from, OR encouraging exclusive dealing with, any supplier or purchaser or group of suppliers or purchaser of products or services, any actual or potential competitor or group of actual potential competitors, or any private or governmental entity.
- There will be no discussions about allocating or dividing geographic or service markets or customers.
- There will be no discussion about restricting, limiting, prohibiting, or sanctioning advertising or solicitation that is not false, misleading, deceptive, or directly competitive with Organization products or services.
- There will be no discussion about discouraging entry into or competition in any segment of the marketplace.
- There will be no discussion about whether the practices of any member, actual or potential competitor, or other person are unethical or anti-competitive, unless the discussions or complaints follow the prescribed due process provisions of the Organization's bylaws.
- Certain activities of the Organization and its members are deemed protected from antitrust laws under the First Amendment right to petition government. The antitrust exemption for these activities, referred to as the Noerr-Pennington Doctrine, protects ethical and proper actions or discussions by members designed to influence: 1) legislation at the national, state, or local level; 2) regulatory or policy-making activities (as opposed to commercial activities) of a government body; or 3) decisions of judicial bodies. However, the exemption does not protect actions designed to cover-up anticompetitive conduct.
- Speakers at committees, educational meetings, or other business meetings of the Organization shall be informed that they must comply with the Organization's antitrust policy in the preparation and the presentation of their remarks. Meetings will follow a written agenda approved in advance by the Organization or its legal counsel.

- Meetings will follow a written agenda. Minutes will be prepared after the meeting to provide a concise summary of important matters discussed and actions taken or conclusions reached.
- At informal discussions at the site of any Organization meeting all participants are expected to observe the same standards of personal conduct as are required of the Organization in its compliance.

Signature

Date

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BOARD COMMITMENT FORM

As a member of the Board of Directors, I will:

- Perform my duties so as to honor the trust of the membership that elected me.
- Comply with all applicable statutes and regulations applying to non-profit organizations and the terms of the Articles of Incorporation, the bylaws, and the policies adopted by the Board.
- Protect the interest of the organization as determined by its Board, its mission and prudent business practice.
- Refrain from using my position on the Board for my own personal advantage or the advantage or any special interests inside or outside of the organization.
- Protect the confidentiality of private or confidential information to which I become a party as a member of the Board, i.e. member lists, financial information, public policy, goals, etc.
- Refrain from asserting authority as a Board member except when participating in a meeting of the board or as the Board delegates to me, recognizing the chair of the Board has the final authority.

Accept my personal responsibility to:

- Make every effort to attend the meetings of the Board and Board committees to which I have accepted appointment.
- Review all information and materials sent to me in connection with Board business and to provide to the Board my best attention and judgment.
- Conduct myself so as to reflect credit on the association and the Board of Directors.
- Respect the integrity and abilities of my fellow Board members and strive to advance the unity and harmony of the Board, recognizing all actions, whether or not I agree, belong in one to the board and not the individual.
- Tender my resignation from membership on the Board if I am, or become, unable to serve in accordance with the provisions of this commitment.

Date

Board Member Signature

CODE OF CONDUCT

Introduction

Members of the Board or Directors and staff carry certain duties and responsibilities for the well being of the organization. The Code of Conduct outlines some of those duties and responsibilities in accordance with governing documents⁵.

Confidentiality

Board members and staff will have access to information, that if revealed to outsiders, could be damaging or sensitive to other members or staff, harmful to the best interest of the organization, or even create legal liability. Information provided to the board and staff may concern personnel, financial, contractual, membership or legal matters. It will often be confidential and is intended for use in decision making and governance. Information shall be held in the strictest of confidence and shall not be divulged to any outside party, including other members, without authorization of the board chair or organization executive director.

Conflicts of Interest

Board members and staff members owe a high fiduciary duty to the organization. Thus, no board or staff members shall maintain any business enterprise or other activity that directly conflicts with the interest of the organization. Board and staff members shall not solicit members for any reason that is not directly related to official business.

Violations

Violations of the Code of Conduct may result in disciplinary action in accordance with the governing documents. Discipline may include removal of a board member from office or termination of a staff member.

Acknowledgement of Receipt

I acknowledge that I have received and read a copy of the Code of Conduct and that I am responsible for compliance.

Signature

Date

⁵Governing documents include articles of incorporation, bylaws, policy manual, etc. Please address questions to the organization's board chair and/or executive director.

PRESENTER REIMBURSEMENT COMPARISON

EXPENSE / EVENT TYPES	ANNUAL CONFERENCE	WORKSHOPS	EXECUTIVE MEETINGS
VENUE & ADVERTISING COSTS	XXXX Paid	XXXX Paid	XXXX Paid
TRAVEL EXPENSES	No	Yes:	No
* Air Fare/Ground		Coach Class; 30 Day Advance	
* Parking		Yes	
* Meals		\$35 per day & meal(s)	
* Telephone & Fax		Yes	
HOTEL ROOM	Preceding night; following night, if necessary. At site.	Preceding night; following night, if necessary. At site.	N/A
EVENT REGISTRATION	One Registration	N/A	N/A
MEETING ROOM COST	XXXX Paid	XXXX Paid	XXXX Paid
* Room Rental			
* A-V Equipment			
* Food & Beverage			
* Meeting Marketing			
HANDOUT MATERIALS	None	* <\$500 Limit; advise in advance. Presenter responsible for publication.	
GROUP TRANSPORTATION	XXXX Paid	N/A	XXXX Paid

* Should allow leeway for audience size.

Notes:

1. Original or suitable receipts are required for reimbursements.
2. **The Association for Facilities Engineering** allows similar presenter reimbursement. Suppliers pay their own costs.
3. **Productivity Inc.** provides complimentary event registration. If attending a pre-conference workshop, offers a 50% reduction or registration fee.

Committee and Volunteer Member Code of Conduct

Introduction

The _____ industry's continuous improvement process involves the indirect transfer of industry concepts and practices from the "best-in-class" organizations to those seeking to improve. The committees and volunteers of organization facilitate this process through establishment of standards and industry guidelines related to benchmarking, metrics development, industry knowledge, development of certification, tests, education, and other activities.

To guide the activities of committee and volunteer members and enhance the professionalism and overall effectiveness of initiatives and programs, organization has established this Committee and Volunteer Member Code of Conduct. Compliance with this code of conduct is a requirement for participation on committees and involvement in the Organization.

Governing Principles

The activities of the volunteer members of committees and the staff who support committees' activities will be governed by the following principles:

- Volunteers have an obligation of fiduciary duty to the organization. It requires the exercise of reasonable care, whether participating in activities, making statements or otherwise. Fiduciary duty includes the responsibilities of honesty, good faith, care and loyalty. In plain English, that means the volunteer must look out for organization's best interests, not the individual's best interests or those of the individual's member company
- Data and other information submitted to organization for committee purposes will be used to establish performance and practice norms, to codify industry standards and best practices. Data and other information may also be used to support research initiatives with the goal of expanding or amending the body of knowledge, certification, tests, education and other activities.
- Any interchange of data and information for committee purposes will be treated as confidential to the individuals and organizations involved. Confidential individual company data will not be communicated to any individual or other organization without the expressed written permission of the company submitting the data. Only aggregated data will be published or disclosed outside of the committee. Rules for aggregating data to protect individual company confidentiality shall be established by the individual committee's involved, shall not be in conflict with policies and will be strictly followed.
- Committee members and volunteers will have access to information that if revealed to outsiders, could be damaging or sensitive to other members or staff, harmful to the best interest of the organization or even create legal liability. Information provided to committees and volunteers may concern personnel, financial, contractual, membership or legal matters. It will often be confidential and intended for use in decision making and governance. Information shall be held in strictest of confidence and shall not be divulged to any outside party, including other members without authorization of the board chair or executive director.

- No attempt will be made to gain confidential information from any organization that is not related to the activities of committees.
- No attempt will be made to seek confidential information on other companies through staff. Board or committee members.
- If an individual inadvertently receives any information that, based on this Code of Conduct, they should not have, they should inform the Executive Director of how the information was received and return the information back to organization.
- If committee members are made knowledgeable of information concerning personnel, financial, contractual, membership or legal matters, such information will be held in the strictest confidence and will not be divulged to any outside party without the authorization of the Board of Directors or Executive Director.
- Any products or analytical reports developed by committees or individuals from data received will belong to the organization.
- Discussions or actions that might lead to or imply an interest in restraint of trade, market customer allocation schemes, dealing arrangements, bid rigging, bribery, collusion, boycotts, prices, sales related data, misappropriation or otherwise violate the Anti-trust Policy and are strictly prohibited.

Requirements

Members of committees and volunteers will be required to sign this Committee Member Code of Conduct.

Staff and any third party researchers will be required to execute confidentiality agreements in accordance with the policy.

Compliance

Failure to comply with any provisions of this Committee and Volunteer Member Code of Conduct will result in expulsion from the committee(s) on which the member serves, and review of membership status by the Board of Directors.

Acknowledgement of Receipt

I acknowledge that I have received and read a copy of the Committee Member Code of Conduct and that I am responsible for compliance.

Signature

Date

Printed Name

Company

Board of Directors Governance Appraisal

Circle your response using a scale of

5 = strongly agree to

1 = strongly disagree

I. BOARD FUNCTION

The first section of the evaluation asks you to evaluate how well the Board of Directors carries out its major responsibilities: advancing the vision, promoting the mission; engaging in strategic planning; fulfilling its fiduciary responsibility; monitoring programs and services; being an advocate for organization and the membership; and building the staff/board partnership.

A. Advancing the Vision

The Board of Directors is the keeper of the vision. A vision has impact when members embrace it and are motivated to action.

Vision is to become the global organization known for providing competitive advantage through improved physical asset management.

- | | | | | | | |
|---|---|---|---|---|---|---|
| 1. The Board understands and embraces vision. | 5 | 4 | 3 | 2 | 1 | |
| 2. The Board uses the vision as the standard against which strategic and policy decisions are made. | | 5 | 4 | 3 | 2 | 1 |
| 3. Directors assist the membership to understand and support the vision. | | 5 | 4 | 3 | 2 | 1 |

B. Promoting the Mission

The Board of the Directors is responsible for clearly defining s mission.

Mission is to: (Insert appropriate mission statement here.)

- | | | | | | | |
|--|---|---|---|---|---|---|
| 4. The board understands and supports mission. | 5 | 4 | 3 | 2 | 1 | |
| 5. The Board reviews the mission on a regular basis. | | 5 | 4 | 3 | 2 | 1 |
| 6. Integral to mission is a commitment to be a diversified organization. | | 5 | 4 | 3 | 2 | 1 |

C. Strategic Planning

The Board of Directors is responsible for engaging in a planning process which results in an enhanced understanding of the changing environment in which operates and decisions which will help to function more effectively in that environment.

7. The Board ensures an effective strategic planning process is in place	5	4	3	2	1
8. The Board focuses its attention on strategic and policy issues rather than on operational issues.	5	4	3	2	1
9. The Board makes strategic decisions which are responsive to trends and other changes in the environment.	5	4	3	2	1
10. The Board devotes sufficient time to strategic issues.	5	4	3	2	1

D. Fiscal Management

The Board of Directors is responsible for maintaining sound fiscal policy and practices.

11. The Board understands its fiduciary responsibility.	5	4	3	2	1
12. The Board receives sufficient information to keep current on financial condition and to make informed and prudent fiscal decisions.	5	4	3	2	1
13. The Board makes resource allocation decisions which enable organization to advance its vision and achieve its strategic goals.	5	4	3	2	1
14. The Board approves an annual operating budget established against the Strategic Plan.	5	4	3	2	1

E. Programs and Services

The Board of Directors is responsible for determining the spectrum of programs and services which should be offered to advance the vision, fulfill its mission and meet members' needs.

15. The Board reviews the spectrum of programs and services annually to be certain they support the mission and are consistent with the strategic plan.	5	4	3	2	1
16. The Board receives adequate information on member's needs, expectations and satisfaction to make decisions about programs and services.	5	4	3	2	1

F. Advocacy

The Board of Directors is responsible for enhancing organization's image and fostering a clear understanding of organization, its direction and leadership decisions among the membership and various publics.

17. The Board approves a public relations and marketing strategy for organization.	5	4	3	2	1
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18. The Board fosters effective and open communications between leadership and membership. 5 4 3 2 1

19. The Board designates the official spokespersons for organization. 5 4 3 2 1

G. Board/ Staff Partnership

The Board of Directors is responsible for building and nurturing an effective working partnership with staff, and in particular with the Chief Staff Executive.

20. The Board ensures a climate of mutual trust and respect exists between the Board and the Chief Staff Executive. 5 4 3 2 1

21. The Board gives the Chief Staff Executive the authority and responsibility to lead and manage organization successfully. 5 4 3 2 1

22. The Board and the Chief Staff Executive have agreed upon how to define success for organization and the Chief Executive is evaluated based upon related criteria. 5 4 3 2 1

23. The Board seeks and respects the opinion and recommendations of staff. 5 4 3 2 1

Comments:

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II.

III. BOARD EFFECTIVENESS

The second section of the evaluation asks you to assess how effective and efficient the Board is in doing its work. Contributing to effective governance are the following factors; clearly defined roles and responsibilities; an efficient governance structure; well-developed group process; knowledgeable directors; and, meaningful meetings.

A. Roles and Responsibilities

24. The Board has defined a role for the Board. 5 4 3 2 1

25. There is a job description for Directors. 5 4 3 2 1

26. Directors execute their responsibilities. 5 4 3 2 1

B. Governance Structure

27. The structure of Board contributes to it's ability to function effectively. 5 4 3 2 1

28. Each section, committee and task force has 5 4 3 2 1

a charge and is reviewed regularly.

C. Board Dynamics

29. There is a climate of mutual respect and trust among Directors, and between Directors and Staff.	5	4	3	2	1
30. Directors fully participate in Board discussions.	5	4	3	2	1
31. Directors have sufficient opportunity to express themselves on issues during Board discussions.	5	4	3	2	1
32. There is a clear commitment to building consensus on issue.	5	4	3	2	1
33. The Board makes decisions based upon information and data about members' needs and satisfaction.	5	4	3	2	1
34. There is effective and appropriate communication between the Board and its Officers, and the Board and the Chief Staff Executive.	5	4	3	2	1

D. Meaningful Meetings

35. Directors receive agendas and supporting materials for review prior to Board meetings.	5	4	3	2	1
36. Board meetings make the most productive use of Director's time.	5	4	3	2	1
37. Sufficient meeting time is allowed for reaching consensus on issues.	5	4	3	2	1
38. Board members are familiar with Bylaws and Policy.	5	4	3	2	1

Comments:

IV. BOARD DEVELOPMENT

The third section of the evaluation asks you to assess how committed Board of Directors is to preparing new Directors for their responsibilities and improving the effectiveness and efficiency of the Board.

A. New Directors

39. The current Board contains a sufficient range of expertise and experience to make it an effective governing body, representative of the membership.	5	4	3	2	1
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40. Directors help identify candidates for leadership roles in organization. 5 4 3 2 1

41. A formal orientation program for new Directors is in place. 5 4 3 2 1

B. Board Development

42. The Board commits time for group learning experiences designed to improve the Board's effectiveness as a governing body and its understanding of governance issues. 5 4 3 2 1

43. Directors are encouraged to enhance their individual leadership skills. 5 4 3 2 1

Comments:

IV. GENERAL ASSESSMENT

44. What issues require the Board's special attention during the next 12-24 months?

45. How can the Board's structure or performance be improved in the next 12-24 months?

46. What other comments or suggestions would you like to offer about the Board or its performance?

Signature (voluntary) _____

Individual Board Member Self-Evaluation

How satisfied are you that you:	Not Satisfied			Satisfied		Not Sure
1. Understand mission, vision, and goals?	1	2	3	4	NS	
2. Support the mission and goals?		1	2	3	4	NS
3. Have a good working relationship with other board members?		1	2	3	4	NS
4. Have a good working relationship with the chief executive?		1	2	3	4	NS
5. Are knowledgeable about organization's major programs and services?		1	2	3	4	NS
6. Assist in fund raising by, for example, identifying prospective members, potential certificants, or registrants for conference?		1	2	3	4	NS
7. Are able to express a dissenting vote or voice concerns about a recommendation with which you disagree?		1	2	3	4	NS
8. Strive to represent the views and interests of the general membership during board meetings?		1	2	3	4	NS
9. Read and understand financial statements?	1	2	3	4	NS	
How satisfied are you that you:	Not Satisfied			Satisfied		Not Sure
10. Act knowledgeably and prudently when making recommendations about how funds should be invested or spent?		1	2	3	4	NS
11. Prepare for and participate at board meetings, as well as other activities of organization?		1	2	3	4	NS
12. Take advantage of opportunities to enhance the organization's public image by periodically speaking to leaders in the community about the work of the organization?		1	2	3	4	NS

13. Take advantage of opportunities to enhance organization's image by periodically speaking to members and nonmembers about the association's benefits?	1	2	3	4	NS
14. Are able to meet the time and financial commitments to organization?	1	2	3	4	NS
15. Are able to attend regularly scheduled meetings?	1	2	3	4	NS
16. Respect the confidentiality of the board's executive sessions?	1	2	3	4	NS
17. Suggest agenda items for future board and committee meetings?	1	2	3	4	NS
18. Advise and assist the chief executive and staff when your help is requested?	1	2	3	4	NS
19. Are heard and considered when you give your opinions and views?	1	2	3	4	NS
20. Find serving on the board to be satisfying and rewarding experience?	1	2	3	4	NS

Comments:

Meeting Evaluation Form

Directions: By evaluating our past meeting performance, we can discover ways to make future meetings shorter and more productive. Check each item “Good” or “Need to Improve.” If you check “Need to Improve,” include suggestions for improvement.

Date _____

This evaluation is for a: ☐ Committee meeting ☐ Regular board meeting

If Committee, please name: _____

GOOD	NEED TO IMPROVE	
☐	☐	Meeting was businesslike, results-oriented, and we function like a team
☐	☐	Discussion was civil and many members offered their opinions
☐	☐	Discussion was confined to agenda items only
☐	☐	Policy issues, rather than daily management issues were discussed
☐	☐	Parliamentary rules were observed and legal counsel was consulted as necessary
☐	☐	Meeting was guided by the board president/ chairperson
☐	☐	Controversial items were handled successfully and to the satisfaction of all members
☐	☐	Members were prepared for discussion of agenda packet material
☐	☐	Reports were clear, organized and provided adequate information
☐	☐	Printed materials were easy to understand and use
☐	☐	Meeting room was comfortable and conducive to board activity
☐	☐	All members attended, and the meeting began and ended on time
☐	☐	For committees and ad hoc groups only: There was adequate reason to meet

Suggestions for improving our meetings:

REVISION HISTORY

<u>Revision</u>	<u>Date</u>	<u>Brief Description of Revision</u>
3	April 18, 2006	1) Approved Policy #20 - Interpretation Policy 2) Approved Policy #27 - Metrics Policy 3) Approved Policy #31 - Patent Policy
3	January 18, 2007	1) Approved Policy #20 – Issuance for Request for Proposals Policy 2) Added Policy # 30 - Online Privacy Notice 3) Added Policy #35 - Refund Policy
1	March 2, 2007	1) Added Policy # 6 - Endowment Fund
2	April 17, 2007	1) Renumbered CHAPTERS sections 5.2 and 5.3 to 5.6 and 5.7 2) Added new CHAPTERS sections 5.2 through 5.5 and 5.8 through 5.13
1	June 1, 2007	1) Revised Policy #7 Chapters
1	July 1, 2007	1) Added Section A on Policy #2, section XX
1	July 6, 2007	1) Added Policy #5 Attendance at Executive Meetings
1	July 9, 2007	1) Revised Policy #8 Committees
1	August 10, 2007	1) Added Policy #3 Advertising Policy
4	December 1, 2007	1) Added Sexual Harassment Policy #37 2) Added Statement of Sexual and other unlawful harassment Policy #48 3) Added Diversity Policy #13 4) Added Enforcing Diversity Policy #14
1	January 4, 2008	1) Added Policy #8 and renumbered following policies
1	January 23, 2008	1) Revised Policy # 42: Travel
2	March 7, 2008	1) Added Policy #43: Whistleblower Policy and renumbered remaining policies. 2) Added section (iv) on Policy #8. 3) Added Appendix E: XXXX Committee and Volunteer Code of Conduct.
2	June 6, 2008	1) Added Policy # 46 XXXX Governance Evaluation 2) Added Appendix F: XXXX Board of Directors Governance Appraisal
2	July 15, 2008	1) Added section C on Policy #2, section XI, Conference and Workshop Fees 2) Added onto Policy # 42: Travel, section C

1	July 31, 2008	1) Revised headquarters address on cover page
1	September 5, 2008	1) Added Policy # 40 SIG Activity
4	October 3, 2008	1) Added section (ii) Conference Attendee List to Policy #25 Mailing List Policy 2) Revised Policy #41 Supplier Code of Ethics 3) Added Policy # 23 Joint Venture Policy 4) Added Policy # 33 Process for Determining Compensation Policy
1	October 15, 2008	1) Overall revision of Policy Manual. Had to renumber policies and reformat some policies to fit to the overall policy manual flow.
1	November 7, 2008	1) Revised Policy 42. Travel, section E

Sample Policy Manual