



NACE INTERNATIONAL
POLICIES AND PROCEDURES
MANUAL

APPROVED BY: BOARD OF DIRECTORS
DATE: June 21, 2013
AMENDED: June 25, 2014
AMENDED: October 26, 2014
AMENDED: June 26, 2015

**NACE INTERNATIONAL
POLICIES AND PROCEDURES
MANUAL**

Table of Contents

POL – 1 NACE Code of Ethics of Members	4
POL – 2 NACE Antitrust Policy Statement.....	4
POL – 3 NACE General Rules of Antitrust Compliance	7
POL – 4 Conflict of Interest Policy	8
POL – 5 Violation of the NACE Policies, Disciplinary Procedures (see Policy Committee Operating Manual).....	10
POL – 6 NACE Patent Policy.....	10
POL – 7 NACE Trade Names Policy.....	10
POL – 8 Policy on Use of NACE Letterheads	10
POL – 9 NACE Spokesman Policy	11
POL – 10 NACE Business Card Policy (rev. 062514)	11
POL – 11 NACE Fire Safety Policy.....	11
POL – 12 NACE Policy on Use of Logo and Association Name (rev. 062514).....	12
POL – 13 General Membership Meeting Proxy	15
POL – 14 Proxy for Committee Meetings.....	16
POL – 15 Partnership Policy.....	17
16 PROC – 16 Nominations and Elections (see also Nominating Committee Operating Manual Section 6).....	19
17 PROC – 17 Qualifications for Office (see also Nominating Committee Operating Manual Section 5).....	20
18 PROC – 18 Board of Directors (See Bylaw VI, Sections 1-5).....	21
19 PROC – 19 Committees of the Board (See Bylaw X)	21
20 PROC – 20 Special Committee of the Association (See Bylaw IX Section 7 & 8)	22
21 PROC – 21 Activity Committees of the Association (See Bylaw IX Sections 1-6)	22
22 PROC – 22 Reporting.....	22
23 PROC – 23 Committee Operations.....	23
24 PROC – 24 Disciplinary Actions	25
25 PROC – 25 Officers’ Position Descriptions	25
26 PROC – 26 Chief Executive Officer Position Description.....	27
27 PROC – 27 Board Director Position Description	27

28	PROC – 28 Board Committee Position Descriptions	28
29	PROC – 29 Activity Committee Position Descriptions	28
30	PROC – 30 Area Position Descriptions.....	29
31	PROC – 31 Revisions to this Manual	29

This manual contains the policies and procedures of NACE International.

The Articles of Incorporation and the Bylaws of the Association take precedent over all procedures noted in this manual as well as all Board and committee operating manuals.

This manual should always be used in conjunction with the Articles of Incorporation and the Bylaws of the NACE International.

NACE INTERNATIONAL POLICIES AND PROCEDURES MANUAL

For the purpose of this manual, the following terms and abbreviations shall apply. Throughout this document, POLICIES shall be noted as “POL” and PROCEDURES shall be noted as “PROC”.

POLICIES

POL – 1 NACE Code of Ethics of Members

THE FUNDAMENTAL PRINCIPLES

Members uphold and advance the integrity, honor, and dignity of the members' profession by

- using their knowledge and skill for the enhancement of human welfare;
- being honest and impartial, and serving with fidelity the public, their employers, and clients; and
- striving to increase the competence and prestige of the corrosion engineering profession.

THE FUNDAMENTAL CANONS

- A. Members shall hold paramount the safety, health, and welfare of the public in the performance of their professional duties.
- B. Members shall perform services only in the areas of their competence.
- C. Members shall continue their professional development throughout their careers and shall provide opportunities for the professional development of those members under their supervision.
- D. Members shall act in professional matters for each employer or client as faithful agents or trustees and shall avoid conflicts of interest.
- E. Members shall build their professional reputation on the merit of their services and shall not compete unfairly with others.
- F. Members shall associate only with reputable persons or organizations.
- G. Members shall issue public statements only in an objective and truthful manner.
- H. Members shall not maliciously injure the reputation, prospects, or business of others, but this does not remove the moral obligation to expose unethical conduct.

NACE INTERNATIONAL specifically prohibits sexual harassment by or against any employee, member, officer, director, or other volunteer, vendor, or customer; and such conduct will not be permitted or condoned.

POL – 2 NACE Antitrust Policy Statement

The name of this corporation is NACE INTERNATIONAL (hereinafter referred to as “NACE” or “the Association”). NACE is a worldwide technical organization of scientists, engineers, and other parties interested in the development and dissemination of knowledge in the study of corrosion and its prevention.

NACE is not intended to, and will not, play any role in the competitive decisions of its members or their employers, or in any way restrict competition in any industry. Through its technical committees, educational courses, seminars, technical conferences, and other activities, NACE

brings together representatives of competitors from many industries. Although the subject matter of NACE activities is normally technical in nature, and although the purpose of these activities is principally educational and there is no intent to restrain competition in any manner, nevertheless, the Board of Directors recognizes the possibility that the Association and its activities could be seen by some as an opportunity to engage in anticompetitive conduct. For this reason, the Board has taken the opportunity, through this statement of policy, to make clear its unequivocal support for the policy of competition served by the antitrust laws and its uncompromising intent to comply strictly in all respects with these laws.

In addition to the Association's firm commitment to the principle of competition served by the antitrust laws, the penalties that may be imposed upon both the Association and its members involved in any violation of the antitrust laws are so severe that good business judgment demands that every effort be made to avoid any such violation. Certain violations of the Sherman Act, some of which are described below, are felony crimes for which individuals may be imprisoned for up to three years or fined up to \$350,000, or both, and corporations can be fined up to \$10 million for each offense. In addition, treble damages and/or injunctive relief claimed by private parties (including class actions) for antitrust violations are extremely expensive to litigate and can result in judgments of a magnitude that could destroy the Association.

The most important United States antitrust law applicable to the Association is Section 1 of the federal Sherman Act, which makes illegal "every contract, combination in the form of trust or otherwise, or conspiracy, in restraint of trade among the several States, or with foreign nations The focus of this law is to prohibit joint activity or an agreement among businesses that restrains trade and the free operation of markets. For purposes of violating this law, the agreement reached between businesses need not be formal or even written, and may include informal, unwritten and even unspoken agreements or understandings. In addition, these agreements can be established by circumstantial, as opposed to direct, evidence, such as a pattern of conduct or mere presence at a meeting at which illegal agreements or understandings were made.

Another important law is Section 5 of the Federal Trade Commission Act, which prohibits "unfair methods of competition in or affecting commerce and unfair or deceptive acts or practices in or affecting commerce." Unlike Section 1 of the Sherman Act (discussed above) which requires two or more businesses acting in concert, this law can be applied to a company acting alone. Members should bear in mind that neither this policy nor the Association's General Rules of Antitrust Compliance (I-3 of this manual) constitute a comprehensive legal analysis of all applicable antitrust laws; other laws, including state antitrust laws and the laws of foreign nations, may provide additional obligations and penalties that are not set forth in this statement of policy.

The following are some examples of antitrust violations that may occur between competitors. This list is not exhaustive, and is not intended to be exhaustive, but is merely illustrative of some of the types of conduct that raise serious antitrust issues.

1. **Price Fixing.** Agreements among competitors on the price at which they will sell their products or services are called "price-fixing." Price-fixing may exist even if there is no agreement on a specific price to be charged, and even if there is no written document formalizing the agreement. Any agreement between or among competitors with the purpose of increasing or affecting the price of a product or service will violate the antitrust laws. The term "price" as used in this policy statement is to be interpreted in its broadest possible sense, to include, for example, current or projected prices, price changes or differentials, markups, discounts, allowances, terms and conditions of sale (including credit terms and warranty provisions), and

other information that may comprise an element of the price of a product or service (i.e., profits, margins, costs).

2. **Bid-Rigging.** The objective of bid-rigging is to reduce or eliminate price competition, or to assure that, over time, each competing bidder receives a certain share of total business awarded through sealed bids. A bid-rigging violation occurs, for example, when Company A allows a competitor, Company B, to win a bid by submitting an artificially inflated bid, pursuant to an understanding that will similarly allow Company A to win a subsequent bid. Likewise, an agreement between Company A and Company B not to bid on a particular piece of business also constitutes bid-rigging.
3. **Market and Customer Allocation.** Agreements between or among competitors to divide customers by class or by geographic location are strictly illegal. For example, an agreement between competitors whereby Company A agrees not to pursue manufacturers of plastics materials if Company B agrees not to pursue manufacturers of paper materials is unlawful. Similarly, an agreement between competitors in different regions of the United States not to enter into each other's geographic territories is strictly prohibited, as are any discussions concerning plans to expand into or withdraw from certain geographic or product markets.
4. **Group Boycotts.** A group boycott is a collective refusal to deal among competitors, pursuant to which two or more competitors agree that neither of them will do business with a particular supplier or customer, or that they will do business only with certain suppliers or customers, or only on certain terms.
5. **Standard Setting.** Product or service standards development refers to the process of identifying and agreeing upon a specific set of criteria to which a particular type of product or service should conform. Such standards are often developed in the context of trade association meetings and are generally procompetitive. In some limited cases, however, standards development may create antitrust risks where, for example, they preclude certain entities from competing in the sale of a product or service, or where such standards cannot be supported by any legitimate business justification.
6. **Information Exchanges.** The collection or exchange of information concerning matters such as prices charged for services rendered, business plans, marketing plans, new product development, costs and profits, that is not already publicly available and which is competitively sensitive, can raise antitrust concerns in some cases, i.e., where the information exchange suggests an agreement to restrain trade. A few relevant factors include whether the information is being collected by NACE or a third party and will be disseminated in such a way that the sources of the data remain anonymous; whether the information is historical data or projections of future prices and/or costs; and whether the providers of the information constitute a significant share of the market.

Because it is the policy of NACE to conduct its business in accordance with the highest standards of ethics and fair-play, this policy statement and the General Rules of Antitrust Compliance in many instances exceed the minimum requirements of the antitrust laws in order to deter conduct that may violate the spirit of those laws. It shall be the responsibility of NACE staff and of every member of NACE to be guided by NACE's policy of strict compliance with the antitrust laws in all NACE activities. It shall be the special responsibility of committee chair, Association officers, and officers of areas, and sections to ensure that this policy is known and adhered to in the course of activities pursued under their leadership.

Of course, this policy statement is necessarily general and cannot purport to anticipate every legal issue or fact pattern that may emerge. It is very important, therefore, that members and NACE staff consult with counsel whenever questions arise, however remote, as to the specific application of this policy statement and the antitrust laws in general. To assist NACE members, as well as NACE staff, including all of its officers, directors, committee chair, and area, and section officers, in recognizing situations that may raise the appearance of potential antitrust problems, the Board will as a matter of policy furnish to each of such entities and persons the General Rules of Antitrust Compliance. The Association will also make available general legal advice when questions arise as to the manner in which the antitrust laws may apply to the activities of NACE or any committee or section thereof.

POL – 3 NACE General Rules of Antitrust Compliance

The following rules are applicable to all NACE activities and must be observed in all situations and under all circumstances without exception or qualification other than as noted below:

- 3.1. Neither NACE nor any committees, areas, sections, or activities of NACE shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, among members with regard to prices or pricing methods, current or potential bids, procedures for responding to bid invitations, terms and/or conditions of sales, distribution volume or production, or allocation of territories or customers.
- 3.2. No NACE activity or communication shall include any discussion for any purpose relating to prices or pricing methods, production quotas, production levels, production capacity, costs of production, inventories or other limitations on either the timing or volume of production or sale, or allocation of territories or customers.
- 3.3. No NACE committee, area, or section shall undertake, without first obtaining the advice of legal counsel provided by the Association, any activity that involves the exchange or collection and dissemination among members of any information relating to prices or pricing methods, development, costs of production, distribution, marketing plans, business plans, product or service roll-out dates, territories or customers, or non-public information regarding any member's market share.
- 3.4. No NACE activity or communication shall include any discussion for any purpose that could be broadly interpreted as an attempt to prevent any person or business entity from gaining access to any market or customer for goods or services, or to prevent any business entity from obtaining a supply of goods or otherwise purchasing goods or services freely.
- 3.5. No person or entity shall be unreasonably excluded from participation in any NACE committee, area, section, or activity,
- 3.6. Neither NACE nor any committee, area, or section thereof shall make any effort to bring about the standardization of any product or service for the purpose or with the effect of (a) preventing the manufacture or sale of any product or service not conforming to a specified standard or (b) artificially (without legitimate business justification) inflating the price at which a product or service may be offered for sale or sold.

- 3.7. No NACE activity or communication shall include any discussion for any purpose that could be broadly interpreted as facilitating an agreement or understanding to refrain from purchasing any raw materials, equipment, services, or other supplies from any supplier.
- 3.8. No NACE committee, area, or section shall undertake to convene any scheduled meeting without a published agenda of items to be addressed at the meeting. The agenda shall be followed closely at the meeting and no items shall be discussed that are not reflected on the agenda, unless a legal representative is present. A copy of the agenda shall be retained in the Association's files.
- 3.9. A complete set of minutes from any NACE committee, area, or section meeting shall be prepared whenever feasible, and approved. Only approved minutes shall be distributed to members or participants as applicable (to avoid the preservation of misstatements or ambiguities), and a copy of the minutes as approved shall be retained in the Association's files.
- 3.10. Authors of conference and meeting papers shall be provided with a copy of NACE's Antitrust Policy Statement before presenting at any NACE conference, meeting or activity, and shall comply therewith in the preparation and presentation of such papers.
- 3.11. Any NACE information, publications, materials, or reports that are made available to NACE members shall be made available to non-members on reasonable terms where the non-availability of such information, publications, materials, or reports would significantly impair the ability of non-members to compete with NACE members.
- 3.12. All NACE staff and NACE members shall be provided a copy of NACE's Antitrust Policy Statement and these General Rules of Antitrust Compliance, and agree to abide by them.

Failure to abide by the antitrust laws can have grave consequences. To minimize the risk that the Association's activities could expose the Association or its members to antitrust sanctions, any NACE staff member who violates the guidelines reflected in this policy statement is subject to discipline as circumstances require, including termination, and any employee of a member who violates these guidelines in NACE activities may be subject to sanctions by such member. In addition, the Association's bylaws provide that members may be terminated for "unethical conduct or willful violation of the Association's policies." (Bylaw II, Section 9). Additional disciplinary actions are detailed in I-4 of this manual and the Policy Committee Operating Manual.

POL – 4 Conflict of Interest Policy

It is the policy of NACE to conduct its affairs in strict compliance with the letter and spirit of the law and to adhere to the highest principles of business ethics. Accordingly, all officers, employees, and independent contractors must avoid activities which are in conflict, or give the appearance of being in conflict, with these principles and with the interests of NACE.

- 4.1 The following are potentially compromising or harmful situations which must be avoided. Any exceptions must be reported to the Chief Executive Officer and written approval for continuation must be obtained from the Board of Directors.

1. **Confidential Information.**

Revealing confidential information to outsiders or misusing confidential information. Unauthorized divulging of information is a violation of this policy whether or not for personal gain and whether or not harm to NACE is intended or occurs.

2. Gifts.

Accepting or offering gifts, entertainment, favors, or payments which may be deemed to constitute undue influence or otherwise be improper or embarrassing to NACE. Determination of what exceeds this policy shall be made by the Chief Executive Officer and may be appealed first to the Executive Committee and subsequently to the Board of Directors.

3. Personal Relationships.

Initiating or approving personnel actions affecting reward or punishment of employees, applicants or members where there is a family relationship or is, or appears to be, a close personal or social involvement.

4. Harassment.

Initiating or approving any form of personal, sexual, or social harassment of employees, members, customers, suppliers or anyone else.

5. Borrowing and Lending.

Borrowing from or lending to employees, members, customers or suppliers.

6. Property.

Improperly using or authorizing the use of any property of NACE, or any property that is owned by another person or entity.

7. General Conduct.

Engaging in conduct which is not in the best interest of NACE.

8. Foreign Payments.

Making any unlawful agreement, with or without payment, to any domestic or foreign government official or corporate representative.

4.2 Requirements that apply to Association Fund Expenditures

Members responsible for fiduciary responsibility or oversight (i.e. knowledge of budgets) are prohibited from submitting contractual work bids on behalf of:

- a) Themselves;
- b) Immediate family members or their relatives;
- c) Their employer;
- d) Their own company which they may own or have any ownership interest; or
- e) Any arms-length company or affiliation of related business interests relative to the contract in question.

4.3 Requirements that apply to the Board of Directors of the Association.

- a. Board members shall not hold supply contracts (employment) with NACE during their term of office.

- b. Board members shall not use their position to apply undue influence or create a conflict of interest when acting as an officer or a voting member of a committee or participating in activities of committees in which they are not members.

POL – 5 Violation of the NACE Policies, Disciplinary Procedures (see Policy Committee Operating Manual)

POL – 6 NACE Patent Policy

Any invention or patent arising from research or other projects contracted or sponsored by NACE shall belong to NACE unless otherwise stipulated in the governing contract.

When appropriate, decisions with respect to obtaining patent protection on inventions shall be at the sole discretion of NACE. The cost of filing and procuring of patents on inventions shall be at NACE expense and all patents issuing on such application shall be the property of NACE unless otherwise agreed.

NACE research seed grants are not research projects contracted or sponsored by NACE and thus this patent policy does not apply. The grants are to promote interest in corrosion research without any contractual agreement with NACE.

POL – 7 NACE Trade Names Policy

It shall be the policy of NACE INTERNATIONAL (NACE) that trade names shall not be used in NACE standards except for bibliographical references or footnotes acknowledging the copyright source of published material that has been approved for use by the source, if necessary. A trade name is defined as a name that is given by a manufacturer or merchant to a product, process, or service to distinguish it as made or sold by the concern and that may be used and protected as a trademark. Trade name also refers to any name under which a concern does business. Deviation from this policy must have the approval of the Board of Directors before the trade names can be used.

POL – 8 Policy on Use of NACE Letterheads

- 8.1 Any stationery bearing the NACE name or logo to be used by Headquarters staff as well as officers and members of the Association shall comply to the following:
 - 8.1.1 All stationery should be used only for the business purpose implied by the letterhead (i.e., committee letterhead by committee members for business authorized by their committee, area, and section letterheads by officers for business dealing with the operations of their unit as authorized by their governing boards, etc.).
 - 8.1.2 The term of office must be printed on the letterhead.
 - 8.1.3 When the letterhead does not include the name and title of the writer, the writer must make it clear why and by what authority the stationery is being used.
- 8.2 Letterheads with the Association officers' names are distributed for use by the officers, directors, and staff.
 - 8.2.1 When used internally (i.e., for NACE business to and from members and staff), the writer should send duplicate copies to any officer or member who might benefit by the contents of the letter.

- 8.2.2 When used externally (i.e., to persons or companies not affiliated directly with NACE), the writer shall send a duplicate copy to the President and/or the Chief Executive Officer.
- 8.3 When a writer signs a different name than his/her own (i.e., staff signs for the Association President):
 - 8.3.1 The writer must obtain permission to distribute the letter from the one whose signature is used.
 - 8.3.2 The writer is responsible to see that the person whose signature is used receives a copy of the letter.

POL – 9 NACE Spokesman Policy

Only those persons who have been authorized by the Board of Directors or Executive Committee, acting on behalf of the Board, to speak for, provide written communications, or act on behalf of NACE, in accordance with the Association Articles of Incorporation, Bylaws, manuals, operating rules and policies, shall so speak, write, or act only with respect to those matters on which they have been authorized to speak, write, or act.

Unauthorized persons shall not speak for or act on behalf of the Association nor represent or hold himself (herself) out to any other person as possessing or exercising, whether expressly or implied, such authority.

No person shall have the authority to bind the Association, either orally or in writing, without the prior, written approval of the Association Board of Directors.

In the area of standards development and standards interpretation, the Association shall conform to all mandatory government standards, ANSI's (American National Standards Institute) national standards, and current policies and rules as approved by the NACE Board of Directors.

In keeping with the above policy, the NACE Board of Directors requires a disclaimer statement be made by NACE members and members of NACE committees when speaking or writing to individuals or groups where nonmembers of the Association are present, to prevent any chance of statements being mistaken as representing those of NACE INTERNATIONAL. A recommended disclaimer for such purpose is, "The opinions and statements I express are my own and do not necessarily represent those of NACE INTERNATIONAL."

POL – 10 NACE Business Card Policy (rev. 062514)

The use of the NACE Corporate Logo and address on business cards shall be limited to NACE staff, Association officers (must include terms of office), and Board-approved special delegates to specific functions or meetings. Area and Section officers must use the appropriate NACE Area or Section Logo on business cards.

No other member or entity may use the NACE Corporate Logo for personal business cards.

POL – 11 NACE Fire Safety Policy

NACE events (e.g., meetings, conferences, seminars, and courses) shall be conducted in facilities that are in compliance with local fire code provisions.

Further, it is strongly encouraged that facilities used for NACE events should have sprinkler systems and smoke detectors in sleeping rooms and, where possible, in meeting rooms as well.

Fire safety information is recognized as important and the distribution of such information by the facility to attendees at NACE events is encouraged.

POL – 12 NACE Policy on Use of Logo and Association Name (rev. 062514)

The NACE Corporate Logo is a registered trademark as shown in examples below:



No individual or organization is permitted to use the NACE Corporate Logo on letterhead, business cards, advertising, or other print or electronic communications, except to the extent that said printed material is provided by NACE International for use in conducting official NACE Corporate business.

NACE International prohibits the use of the NACE Corporate Logo in such a manner as might be interpreted by an unrelated third party to endorse an individual, organization, product or service, except to the extent noted below:

MEMBER

A Member in good standing may display the NACE Member Logo for the purpose of identifying the individual as being a Member of NACE International.

In order for the Member to utilize the NACE Member Logo the following conditions must apply:

1. The NACE Member Logo must be clearly separated from any company logo.
2. The NACE Member Logo must be positioned at the lower right or lower left of the front or back page of a personal letter or memorandum. Questions regarding use of the NACE Member Logo should be referred to the Marketing Department of NACE International Headquarters.

The NACE Member Logo must be used in its entirety as shown below. Alterations of this Logo will not be allowed.

Example:



NACE INTERNATIONAL prohibits the use of the Association's name in such a manner as it might be interpreted by an unrelated third party to endorse an individual, organization, product or service, except to the extent noted below:

A member of the Association in good standing may use the following form:

" (individual) is a member of NACE INTERNATIONAL."

CORPORATE MEMBER

Any Corporate Member (Diamond, Gold, Silver, or Iron) in good standing may display the appropriate NACE Corporate Member Logo for the purpose of identifying the Company or Organization as being a Corporate Member of NACE International.

In order for the Corporate Member to utilize the NACE Corporate Member Logo the following conditions must apply:

1. The NACE Corporate Member Logo must be clearly separated from any company logo.
2. If used in marketing communications materials the NACE Corporate Member Logo must be positioned at the lower right or lower left of an advertisement, poster, banner or website; or at the lower right or lower left of the front or back page of a brochure. Questions regarding positioning of other types of materials should be referred to the Marketing Department of NACE International Headquarters.

The NACE Corporate Member Logo must be used in its entirety as shown below. Alterations of this Logo will not be allowed.

Example:



NACE INTERNATIONAL prohibits the use of the Association's name in such a manner as it might be interpreted by an unrelated third party to endorse an individual, organization, product or service, except to the extent noted below:

A Corporate Member of the Association in good standing may use the following form:

" (name of organization) is a Corporate Member of NACE INTERNATIONAL."

AREA AND SECTIONS

Any NACE Area or Section in good standing may display the appropriate NACE Area or Section Logo for the purpose of identifying the Area or Section of NACE International. The NACE Area or Section Logo may only be used for official Area or Section business.

No individual or organization is permitted to use the NACE Area or Section Logo on letterhead, business cards, advertising, or other print or electronic communications,

except to the extent that said printed material is provided by NACE International for use in conducting official NACE International business. Questions regarding the use of the NACE Area or Section Logo should be referred to the Marketing Department of NACE International Headquarters.

NACE International prohibits the use of the NACE Area and Section Logos in such a manner as might be interpreted by an unrelated third party to endorse an individual or organization other than NACE International.

The NACE Area or Section Logo must be used in its entirety as shown in the examples below. Alterations of this Logo will not be allowed.



NACE STRATEGIC PARTNER

Any strategic partner of NACE International as designated by the NACE Chief Executive Officer may display the appropriate NACE International Strategic Partner Logo for the purpose of identifying the organization as being a strategic partner of NACE International.

In order for the Strategic Partner to utilize the NACE Strategic Partner Logo the following conditions must apply:

1. The NACE International Strategic Partner Logo must be clearly separated from any organization logo.
2. If used in marketing communications materials the NACE International Strategic Partner logo must be positioned at the lower right or lower left of an advertisement, poster, banner or website; or at the lower right or lower left of the front or back page of a brochure. Questions regarding positioning of other types of materials should be referred to the Marketing Department of NACE International Headquarters.
3. Strategic Partners are not permitted to use the NACE International Strategic Partner Logo in electronic communications such as email or social media company/profile pages.
4. If the NACE International Strategic Partner Logo is used on a website the logo must be linked back to the NACE International website: nace.org

The NACE International Strategic Partner Logo must be used in its entirety as shown below. Alterations of this Logo will not be allowed.

Example:



POL – 13 General Membership Meeting Proxy

This proxy form is to be a directed proxy rather than an open proxy. Proxies are not acceptable at any Board of Directors meeting. This proxy form will only be acceptable as stipulated within the Policy and Procedures Manual. The holder of this proxy must be a member in good standing at the time the proxy will be used. Proxies cannot be used to establish a quorum to conduct a meeting except for the issue in the proxy. The following is the required format to be used:

In accordance with SECTION 5 of BYLAW V, I, _____ (your name) _____, hereby appoint _____ (name of member to hold proxy) _____ as proxy with power of substitution to represent me and to exercise any authority to vote accruing to me at the _____ meeting of the members of NACE INTERNATIONAL scheduled to commence on the _____ day of _____, 20 at _____ a.m./p.m., at _____ (location) and at any adjournment thereof.

The proxy shall vote as specified below

Date

Signature of Member

Member Number

POL – 14 Proxy for Committee Meetings

This proxy form is to be used by a voting member of a Board Committee, Activity Committee, or Administrative Committee to authorize another member-in-good-standing (proxy holder) to act on his/her behalf in accordance with this Policy and Procedures Manual and/or the operating manual of that committee. Proxies are not valid for meetings of the Board of Directors or committees preparing or reviewing standards, revising manuals or considering disciplinary actions. Proxies shall not be used to establish quorums to conduct business.

Notice: The proxy holder must provide the committee chair with the signed original proxy before the committee meeting begins. No individual may hold more than one proxy.

To the chair of _____ (committee name):

In accordance with Section ____ of the _____ Committee operating manual, I, _____ (your name), hereby appoint _____ (name of proxy holder), with power of substitution to represent me and to exercise my authority to vote at the _____ (Fall/Spring) meeting of the _____ Committee scheduled to commence on the ____ day of _____, 20__ at _____ (a.m./p.m.) at _____ (location) and at any adjournment thereof.

The holder of this proxy:

_____ is directed to vote only on the agenda items as noted below.

_____ is not restricted, thus may vote in accordance with his/her understanding of the issues presented in any agenda issue.

_____ is/is not/ permitted to vote on new business matters.

INSTRUCTIONS:

Date

Signature of Member

POL – 15 Partnership Policy

(approved by Board of Directors June 23, 2012)

Scope

The following policy applies to all entities of the organization, both members and staff, with regard to the establishment of partnership and/or Memorandum of Understanding agreements representing NACE with other organizations. This document does not apply to contracts (supply or other), licensing agreements and other business arrangements that are a part of NACE's day to day business operations. It is only meant to apply to broad reaching, typically loosely defined arrangements between NACE and other organizations.

Definitions

Partnership: is an arrangement where two parties agree to cooperate to advance their mutual interests. They are often used to increase the likelihood that each party will achieve their mission and to amplify their reach.

Memorandum of Understanding (MoU): is a document describing a bilateral or multilateral agreement between parties commonly used to document and define the partnership relation. It expresses a convergence of will between the parties, indicating an intended common line of action. It is often used in cases where parties either do not imply a legal commitment or in situations where the parties cannot create a legally enforceable agreement. It is a more formal alternative to a gentlemen's agreement.

Purpose

NACE International is regularly approached with partnership opportunities, some have significant merit while others are lacking in definable benefit. It is important that all partnerships are mutually beneficial to both parties. To that end, NACE must have a pro-active, well defined strategy, process and set of guidelines for evaluating and establishing partnerships. These should include, but are not limited to, alignment to the NACE Strategic Plan, clear assignment of responsibilities, target/goal setting, performance monitoring and relationship management.

Policy

Proposal Evaluation: In the process of evaluating partnership opportunities the following criteria should be considered:

- Partner Evaluation
 - The constitution of the proposed partner must clearly indicate that it is a not-for-profit professional society dedicated to a purpose that is congruent with the protection of people, assets and the environment from the effects of corrosion.
 - The partner's board of directors should consist of distinguished leaders from various sectors of the corrosion community.
 - The organization's strategies and values should help guide all activities and decisions of the society and should be aligned with NACE International's strategic objectives.
 - To ensure the continued growth and success of these partnerships, the society's members and/or staff must be professionals capable of carrying out all the business activities required.
 - The organization should offer a variety of products and services for members and non-members, for example: publications (books, magazines, newsletters,

-
- journals, etc.); professional certification programs, conferences (annual quality congress and exposition); and year-round quality-related training (courses, seminars, on-site training, and self-directed learning programs).
- The organization's performance measurements need to focus on key results. Results should be focused on creating and balancing value for all stakeholders – members of the society, staff, suppliers and partners, the public, and the community.
 - The organization should demonstrate that it is financially viable and is in a strong financial position capable of meeting the requirements of the agreement.
 - To uphold and advance the honor and integrity of the profession, the society should have a clear and concise code of ethics.
 - When available the opinion of NACE member leaders and corrosion industry senior executives should be considered in the evaluation of the partner and the partnership. This is especially critical when considering new markets or international opportunities.
- Evaluation of the agreement
 - The agreement must be consistent with the NACE Mission, Vision, Objectives, Business Plan and Goals.
 - The agreement should offer significant value to the NACE membership and/or stakeholders and provide products, programs or services that are responsive to the needs of NACE members and the corrosion community.
 - Serious consideration should be given to other means or methods to achieve this value before committing to a partnership arrangement.
 - The agreement must include the following elements:
 - Relationship of the parties
 - Scope of the agreement
 - Clearly defined, goals, expected results, responsibilities and, where necessary, financial commitments and budgets
 - An intellectual property rights clause
 - A non-liability clause
 - A defined term of agreement with renewal requirements
 - A cancellation or termination clause
 - Signature by authorized representatives of both parties

Approval: Prior to entering into a partnership agreement it must be reviewed and approved by the Executive Committee.

Authorized Signatories: The only authorized signatories of partnership agreements are the Chief Executive Officer or the President.

PROCEDURES

The following section includes referenced sections and procedures from other NACE manuals. In the event of discrepancies between the text in this manual and the source manual, the procedures described in the source manual shall govern.

16 PROC – 16 Nominations and Elections (see also Nominating Committee Operating Manual Section 6)

- 16.1 The nominating process is illustrated in Figure 1.
- 16.2 By December 1st, the name of the current Vice President is forwarded to the Nominating Committee for reaffirmation as the nomination for the next President. Should that person not be able to accept this nomination or ratification is not obtained, then the Nominating Committee will select a candidate for President from the nominations received for Vice President.
- 16.3 Candidates for Vice President and Treasurer shall be accepted only from:
 - 16.3.1 Activity Committees;
 - 16.3.2 Areas (by action of the Area Board of Trustees); or
 - 16.3.3 Member Petitions with a minimum number of 200 members in good standing.
- 16.4 The Committee shall evaluate equally all candidates, regardless of the number of nominations received for any one candidate. That is, multiple nominations for the same candidate shall receive no additional weighting by the committee. Endorsements (via letter, etc.) shall not be considered by the Committee.
- 16.5 The names and qualifications of candidates for Association Officers shall be submitted to the Chief Executive Officer on the appropriate form by December 1st. The complete documentation of qualifications and credentials of all candidates for Association offices shall be forwarded to the Nominating Committee by December 15th by the Chief Executive Officer. This shall be approximately fifteen (15) months before the candidate is to fill the position.
 - 16.5.1 Upon receipt of candidates' names and complete documentation, the Committee shall review the qualifications and credentials of all candidates.
 - 16.5.2 SHOULD ANY CANDIDATE NOT MEET THE REQUIRED CRITERIA, THE CHAIR OF THE NOMINATING COMMITTEE SHALL NOTIFY THE NOMINATOR.
- 16.6 No Area or Activity Committee may submit more than one (1) candidate for each of the office of Vice President and/or Treasurer.
- 16.7 The Nominating Committee will consider re-nominations of unsuccessful officer candidates for up to three (3) consecutive years, subject to the candidate's approval, willingness to serve, and evidence of continuing support. In the case of a re-nomination, new application forms and all supporting documents must be submitted. After three (3) consecutive years, the candidate shall not be considered for office again until one (1) year has passed and new documentation of employer support has been submitted.

- 16.8 In the absence of such nomination, the Nominating Committee will submit its recommendation.
- 16.9 In the event of a vacancy of the Treasurer during a term of office, the Nominating Committee will appoint a member of the Finance Committee to complete this term.
- 16.10 A description of the nominating procedure shall be inserted into at least one issue of MP each year.

17 PROC – 17 Qualifications for Office (see also Nominating Committee Operating Manual Section 5)

- 17.1 Candidates for the office of President, Vice President and Treasurer must meet the following:
 - 17.1.1 Member of the Association in good standing for at least ten (10) consecutive years.
 - 17.1.2 Have employer and financial support for the required terms.
 - 17.1.3 Organizational knowledge of the Association; awareness of missions, goals, programs, and history of the Association; service on a minimum of two Board-level committees or their subcommittees is desirable. The Officers are required to be familiar with the Articles, Bylaws, and Operating Manuals.
 - 17.1.4 Commitment to the office; ability and willingness to travel for the purpose of attending meetings; to meet with members in an interactive mode and to share the Association's knowledge and policies.
 - 17.1.5 Demonstrates parliamentary skills; skilled at conducting meetings and focusing on relevant issues to arrive at consensus decisions; able to remain impartial to the debate.
 - 17.1.6 Team player; ability to work with others as a team to accomplish the goals of the Association.
 - 17.1.7 Projects a professional image as a public speaker who is clearly able to communicate effectively willing and able to fulfill social obligations at various official functions.
 - 17.1.8 Demonstrated leadership and management skills.
- 17.2 In addition to the criteria listed in 2.1, the candidate being considered for Vice President shall meet the following:
 - 17.2.1 Served a full term on the Board (except for the office of Treasurer), or
 - 17.2.2 Served as chair of a NACE INTERNATIONAL area, or
 - 17.2.3 Served as chair of an Activity Committee or Administrative Committee.
 - 17.2.4 Must be prepared to be an ex-officio member of the Finance Committee and Policy Committee for the year preceding that term.
- 17.3 In addition to the criteria listed in 2.1, the candidate being considered for Treasurer shall meet the following:
 - 17.3.1 Candidates for Treasurer also shall have prior financial experience in addition to the preceding qualifications.
 - 17.3.2 The nominee shall be willing to serve one (1) year on the Finance Committee before assuming office.
 - 17.3.3 The Committee may seek the advice of the Finance Committee, staff, or outside auditors in the process of evaluating the qualifications of candidates for the office of Treasurer.

17.4 The Treasurer shall serve a single two year term.

18 PROC – 18 Board of Directors (See Bylaw VI, Sections 1-5)

The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in the Board of Directors (Board).

The Board shall set the policies of the Association.

The Board shall have the power to expend or invest Association funds, but it shall not incur indebtedness beyond the assets of the Association.

The officers of the Association shall be the officers of the Board.

The Board shall consist of voting and ex officio members without vote. The voting members shall consist of the President, the Vice President, the Immediate Past President, the Treasurer, and one (1) director elected from each Area and each Activity Committee. The Chief Executive Officer of the Association, the President of the NACE Institute, and the President of the NACE International Foundation shall be ex officio members without vote.

19 PROC – 19 Committees of the Board (See Bylaw X)

Following are committees of the Board:

Area Coordination Committee
Audit Committee
Awards Committee
Executive Committee (refer to BYLAW VII)
Finance Committee
Policy Committee
Public Affairs Committee

19.1 The Area Coordination Committee shall be responsible for maintaining and expanding the membership of the Association, and the organization and effective operation of Areas, and Sections and their relations with the Association. Authority of the committee shall be functional, extending from this committee through to the Area, Region, and Section membership committees.

19.2 The Audit Committee is responsible for the appointment and dismissal, compensation, and oversight of the independent auditor including review of independent auditor's qualifications, independence and performance.

19.2.1 The Awards Committee shall be responsible for selecting recipients for awards of the Association.

19.3 The Finance Committee is responsible for overseeing all aspects of the Association's finances, and for reviewing and recommending actions related thereto. In conjunction with the Chief Executive Officer, the Committee is also responsible for reviewing and recommending actions related to compensation and benefits policies for staff. The Committee will ensure that all compensations are within budget constraints.

19.4 The Policy Committee shall advise the Board upon matters of policy and for consideration of any proposed changes to the Articles of Incorporation or BYLAWS and recommend them to the Board. The Committee is also the disciplinary board for those individuals who have been complained against for violating NACE Policies.

19.4.1 The Public Affairs Committee shall be responsible for promotions and interactions of the Association with the public, governmental bodies and other organizations worldwide.

20 PROC – 20 Special Committee of the Association (See Bylaw IX Section 7 & 8)

The special committee of the Association is:

Nominating Committee

20.1 The Nominating Committee shall be responsible for the selection of nominees for each of the Association offices of President, Vice President, and Treasurer, and for verifying the qualifications of each Area and Activity Committee Director.

21 PROC – 21 Activity Committees of the Association (See Bylaw IX Sections 1-6)

The following are the Activity Committees of the Association:

Conferences and Exposition Activities Committee

Professional Development Activities Committee

Publications Activities Committee

Technical and Research Activities Committee

21.1 The Conferences and Expositions Activities Committee shall consist of the following administrative committees: Conferences and Expositions.

21.1.1 Conferences are responsible for administering and scheduling all aspects of the Annual Conference technical symposia and topical symposia including setting standards which govern them.

21.1.2 Expositions are responsible for providing a forum through which companies that exhibit at the Association conferences and meetings can make recommendations to the Association.

21.2 The Professional Development Activities Committee shall consist of the following administrative committee: Education.

21.2.1 Education shall be responsible for setting policy and overseeing activities of the NACE education program including those courses that lead to NACE certification.

21.3 The Publications Activities Committee shall be responsible for setting policy and overseeing activities of the NACE publications program which includes all publications other than Association standards. In addition, PC is responsible for setting Association Copyright policy and maintaining the NACE Publications Style Manual.

21.4 The Technical and Research Activities Committee shall consist of the following administrative committees: Technical Coordination and Research.

21.4.1 Technical Coordination is responsible for generating and publishing technical information about all aspects of corrosion mitigation, providing technical symposia, and providing forums for technology interchange.

21.4.2 Research is responsible for all research activities organized or sponsored by the Association, for sponsorship of the Research-in-Progress Symposium, encouraging student participation in the Association, and maintaining liaison with national and international research activities.

21.5 The Board shall have power to create or dissolve committees as needed.

22 PROC – 22 Reporting

Chairs of all Activity Committees, Committees of the Board, and Special Committees of the Association shall report the activities of their respective committees and those committees under their jurisdiction at each Board meeting. The reports shall first cover any Board action that

might be required and, secondly, they should cover general information that is of value to the Board.

23 PROC – 23 Committee Operations

23.1 Administrative Committees

23.1.1 Administrative committees are permanent committees of activity committees.

23.2 Committee Operating Manuals

23.2.1 Every committee of the Association, including Association committees, Board committees, and all committees of those committees shall have an operating manual consistent with the Articles of Incorporation, the Bylaws, and this Policies and Procedures Manual.

23.2.2 An administrative committee may choose to include its committee manual in the parent Activity Committee manual.

23.2.3 All committees of the Association and the Board shall follow *Roberts Rules of Order* unless otherwise stated in committee operating manuals that have been reviewed and endorsed by the Policy Committee and approved by the Board.

23.2.4 Each operating manual shall specify how committee officers will be selected for their position.

23.2.5 Each operating manual shall be completely reviewed at least every five (5) years by the issuing committee. However, changes to the manual may be made at any time deemed necessary by the committee. Operating manual changes require a 2/3rds vote of the respective committee membership.

23.2.6 Activity committees shall submit their operating manuals to the Policy Committee for review and endorsement of changes. The Policy Committee will submit the operating manuals to the Board for approval. Administrative committees shall submit their operating manuals to the parent committee, and upon approval, shall follow the same process.

23.2.7 The latest date of complete review and approval shall be placed on the cover sheet. Dates of minor modifications to the manual shall be placed below the date of approval along with the paragraphs modified.

23.3 Committee Membership

23.3.1 Members of all committees shall be members of the Association. The committee operating manual may specify additional requirements for membership if such requirements are deemed necessary for proper operation of the committee.

23.3.2 Activity Committees shall consist of a chair (who shall serve as a director on the Board), vice chair, most recent past chair willing to serve, and the chairs and vice chairs of its Administrative Committees.

23.3.3 Administrative Committees shall consist of a chair and vice chair (who shall serve on the Activity Committee), most recent past chair willing to serve, and as many members as deemed necessary for proper operation of the committee. The chair and vice chair shall be selected by the committee membership and the names shall be submitted to the parent committee for appointment letters. The chair and vice chair will select the committee members. Committees reporting to Administrative Committees shall follow this same process.

23.3.4 Each operating manual shall specify the number of members their committee will have, their terms, whether members can be reappointed, and how they shall be selected.

23.4 Quorums

22.4.1 Unless otherwise specified in the committee operating manual, a quorum shall consist of not less than 50% of its membership. The quorum requirement does not apply to open membership technical committees.

22.4.2 Voting in all committee meetings shall be by simple majority of those constituting the quorum except for cases where a two-thirds (2/3^{rds}) majority is required.

23.5 Proxies

23.5.1 Unless otherwise specified in the committee operating manual, proxies shall not be allowed in committee meetings.

23.5.2 Proxies may not be used to establish a quorum in any meeting.

23.5.3 Proxy holders must provide the committee chair with the signed original proxy before the committee meeting begins.

23.5.4 The holder of the proxy may be directed to vote only on the agenda items that will be noted on the form; or may not be restricted, thus may vote in accordance with his/her understanding of the issues presented in any agenda issue; or may/may not be permitted to vote on new business matters.

23.6 Letter Ballots

Letter ballots are defined as being sent by post, courier, electronic means or facsimile transmission. Electronic means are the preferred mode of communication.

23.6.1 Unless specifically prohibited in the operating manual, letter ballots may be used for committee actions when necessary.

23.6.2 Letter ballots shall be distributed to all voting members with a maximum of 30 days allowed for return, or as required.

23.6.3 Ballots may be returned by post, courier, electronic means or facsimile transmission. Electronic letter ballots are required to contain a digital signature.

23.6.4 Ballots received after the deadline will not be counted.

23.6.5 A majority of all voting members will be required for approval except for issues that require a two-thirds (2/3^{rds}) majority of voting members. Alternate members may not vote on letter ballot issues.

23.6.6 Balloting on NACE standards and reports are not covered by this section. The balloting and resolution of negatives are outlined in the *Technical Committees Publications Manual*.

23.7 Alternate Member Voting

23.7.1 The committee operating manual may specify if a committee member may have an alternate and whether the alternate is able to vote in the absence of the committee member for whom he is an alternate.

23.7.2 Chairs and vice chairs of committees may not have alternates.

23.8 Terms of Office

23.8.1 The terms of office shall be specified in the respective committee operating manual. Terms shall begin the day following the close of the Annual Conference and terminate at the close of the Annual Conference at the end of their terms.

23.8.2 Area Directors

- 23.8.2.1 Area directors shall be elected by the respective area as outlined in the Areas Operating Manual.
- 23.8.2.2 Voting directors shall each be elected for a three (3)-year term.
- 23.8.3 Activity Committees
 - 23.8.3.1 The chair shall be elected by the members of the Activity Committee for a term of three (3) years. Nominees shall be selected from the list of present and past administrative committee chairs. The nominee must meet the requirements for membership on the Board. The chair may not serve successive terms.
 - 23.8.3.2 The vice chair shall be elected by the members of the Activity Committee for a term of one (1) year renewable up to two additional terms. Nominees shall be selected from the list of past and present administrative committee chairs. The vice chair may not serve successive terms.
- 23.8.4 Administrative Committees
 - 23.8.4.1 The chair and vice chair of each Administrative Committee will be selected by the members of that committee for a term of one year. They may serve a maximum in any one office for three consecutive terms.
 - 23.8.4.2 The Administrative Committee members shall be selected by its officers and approved by the committee.
- 23.8.5 Committees of the Board
 - 23.8.5.1 Except for the Finance Committee, the chair and vice chair of the committees of the Board will be selected by the Vice President, reviewed by the Executive Committee, and approved by the Board for one (1) year terms and their members to staggered three (3)-year terms (except where otherwise indicated). They may serve a maximum in any one office up to three (3) consecutive terms.
 - 23.8.5.2 The Finance Committee chair shall be selected by the committee from among the four at-large members. The Committee will recommend at-large¹ candidates to the Board for approval. The Treasurer is an ex officio member of this committee. At-large members shall serve three-year terms on a rotating basis.

24 PROC – 24 Disciplinary Actions

- 24.1 The Policy Committee shall be responsible for determining whether charges brought against individuals and organizations for violation of the NACE Policies are valid, establish disciplinary actions, and report its findings and recommendations to the Board. It will also be responsible for disciplinary action that may become necessary for certificate holders. (Also see Policy Committee Operating Manual.)

25 PROC – 25 Officers' Position Descriptions

- 25.1 Duties of President
 - 25.1.1 Is the chief elected officer of the Association and provides the leadership necessary for the organization to achieve its objectives. Is an ex officio member, without vote, of all Board Committees and special committees with the exception of the Nominating Committee;

¹ An at-large member is one who is not currently serving as an Officer or Board member.

- 25.1.2 Call meetings of the Board at his/her discretion or when requested to do so upon written request of one-third (1/3rd) of the members of the NACE Board or upon written notice of 200 members in good standing;
 - 25.1.3 Preside at any meetings of the NACE Board, Executive Committee, general membership, and annual banquet of the Association;
 - 25.1.4 Take action on behalf of the Association without prior review of the NACE Board on matters when, in the President's judgment, obtaining prior review would involve a delay, and such delay would jeopardize accomplishment of such action; provided that as soon as possible after the action has been taken, the President shall report his/her actions to the NACE Board;
 - 25.1.5 Refer all operating matters or decisions on policy implementation either to the NACE Board or to one or more Board Committees;
 - 25.1.6 Report all actions of the Executive Committee to the NACE Board;
 - 25.1.7 Present a report on the state of the Association at the annual general membership meeting and for the annual report of the Association;
 - 25.1.8 Request periodic reports from committee Chairs and issue any instructions necessary for committee progress or cooperation;
 - 25.1.9 Prepare a message to the NACE membership to be printed in the conference issue of *Materials Performance* during the year in which he/she takes office;
 - 25.1.10 Instruct the Chief Executive Officer in all matters not covered under "Duties of the Chief Executive Officer;"
 - 25.1.11 In conjunction with the Executive Committee, conduct the Chief Executive Officer's annual performance review; and recommends salary adjustments, accordingly;
 - 25.1.12 Recommend liaison representatives to other organizations for Board approval; and
 - 25.1.13 Appoint members to ad hoc committees as necessary to carry out the assignments issued by the NACE Board or Executive Committee.
- 25.2 Duties of Vice President
- 25.2.1 Assists the President in performance of duties;
 - 25.2.2 Performs the duties of the President when the President is unable to serve;
 - 25.2.3 In case of a vacancy in the office of President, the Vice President shall act in the President's place for the unexpired term. In case the Vice President cannot act for the President, the most Immediate Past President willing to serve, shall serve (also see BYLAW III, SECTION 8).
 - 25.2.4 Is a member of the NACE Board and Executive Committee;
 - 25.2.5 Is a member of the Public Affairs Committee;
 - 25.2.6 Is an ex officio member, without vote, of all Board Committees with the exception of the Nominating Committee; and
 - 25.2.7 In concert with committees of the Board, develop a slate of candidates for chairs and vice chairs (for one- [1] or two- [2] year terms where appropriate), and their members to staggered three (3)-year terms (except where otherwise indicated). The Vice President will appoint the candidates to the respective committees and terms, upon Board ratification at the fall meeting preceding the annual conference in which he/she assumes office, no later than the annual conference Board meeting.
- 25.3 Duties of Immediate Past President
- 25.3.1 Is a member of the NACE Board and Executive Committee; and,
 - 25.3.2 Performs the duties of the President when the President and Vice President are unable to serve.
 - 25.3.3 Is a member of the NACE Foundation Board of Directors

25.4 Duties of Treasurer

- 25.4.1 Is a member of the NACE Board and Executive Committee;
- 25.4.2 Is an ex officio member of the Audit and Finance Committee;
- 25.4.3 Is a member of the NACE Foundation Board of Directors;
- 25.4.4 Is a member of the Area Coordination Committee, without vote;
- 25.4.5 Has general supervision of the Association's funds and has access to all financial records of the Association;
- 25.4.6 During the year, review the income and expense statement with NACE staff and provide input to the Finance Committee Chair who will present a report on the finances to the NACE Board at each Board meeting; and
- 25.4.7 Present a report on the state of the finances at the annual general membership meeting and for the annual report of the Association.

26 PROC – 26 Chief Executive Officer Position Description

- 26.1 Is the chief operating officer and is employed under contract by the Association.
- 26.2 Is a member, without vote, and secretary of both the NACE Board and Executive Committee.
- 26.3 Is the registered agent of the Association
- 26.4 Enters into contracts on behalf of the Association within the limitations imposed by the Articles, Bylaws, charters and operating manuals of the Association.
- 26.5 Manages the staff employed by the Association.
- 26.6 Has charge of the Association records.
- 26.7 Attends and reports to meetings of the Board and Executive Committee and, as secretary, prepares and distributes minutes of all Board meetings no later than thirty (30) days afterward. In the event of a second meeting during Annual Conference, the agenda will be developed during Annual Conference and must be made available at least two (2) hours before the Board and/or Executive Committee meetings.
- 26.8 Issues the Board meeting agenda package twenty-one (21) days prior to the scheduled meeting.
- 26.9 Is an ex officio member, without vote, of all Board Committees and special committees.
- 26.10 Prepares the Association Annual Report.
- 26.11 Collects and deposits monies for the Association.
- 26.12 Is responsible for the financial records of the Association.
- 26.13 Forwards a quarterly financial summary to the Board.
- 26.14 Handles nominating and election procedures and letter ballots as detailed in PROC – 1 of this Manual.
- 26.15 Notifies members of dues for the coming year.
- 26.16 Reinstates a member who has resigned or was dropped for nonpayment of dues upon payment of dues for the year of reinstatement.
- 26.17 Ensures proper procedures are followed to accept applications for membership.
- 26.18 Ensures proper procedures are followed for authorization of joint sponsorship of activities with other organizations.
- 26.19 Compiles budgets and presents to Finance Committee.

27 PROC – 27 Board Director Position Description

- 27.1 Set direction for the Association.
- 27.2 Attend and actively participate in Board meetings.
- 27.3 Regularly review programs assigned to the NACE Executive Committee, Activity Committees, special committees, or ad hoc committees, and shall formally

- review and approve any specific action or comment on the actions taken by such committees;
- 27.4 Approve by consent or specific action all actions of NACE Activity Committees, committees of the Board, special committees, or ad hoc committees;
- 27.5 Review/approve all activity, special, and ad hoc committee reports not reviewed by Board Committees;
- 27.6 Establish all NACE policies and revisions to policies;
- 27.7 Approves all operating manuals;
- 27.8 Approve all committee and ad hoc committee appointments;
- 27.9 Review/approve all financial matters, including budgets, reports, and income and expense statements;
- 27.10 Approve proposals for new annual conference sites;
- 27.11 Set dues and fees;
- 27.12 Review/amend the NACE Bylaws;
- 27.13 Ratify that proper procedures for adoption of a NACE standard have been followed;
- 27.14 Review upon appeal any disciplinary action enacted by the Policy Committee or Quality Control Committee; and
- 27.15 Remove an officer or director for cause.

28 PROC – 28 Board Committee Position Descriptions

- 28.1 Duties of Board Committee Chairs
 - 28.1.1 Preside over respective committee meetings;
 - 28.1.2 Have knowledge and/or experience in parliamentary procedures (Roberts Rules of Order);
 - 28.1.3 Provide written reports to the Board for attachment to the meeting agenda and/or minutes, whichever is applicable, on the activities and/or actions of the respective committee;
 - 28.1.4 Prepare and review budgets with staff, as applicable;
 - 28.1.5 In conjunction with Headquarters staff, prepare and distribute agendas thirty (30) days in advance of the meeting and minutes thirty (30) days following the meeting;
 - 28.1.6 Conduct committee business, as applicable; and
 - 28.1.7 Keep vice chair informed on all activities applicable to the respective committee.
- 28.2 Duties of Board Committee Vice Chairs
 - 28.2.1 Act for committee chair and preside over respective committee meeting(s) in the event the chair is not able to serve; and
 - 28.2.2 Shall be knowledgeable of committee activities so that the duties of the chair can be assumed, if necessary.
- 28.3 Duties of Board Committee Past Chairs
 - 28.3.1 Act for committee chair and preside over respective committee meeting(s) in the event the chair and vice chair are not able to serve; and
 - 28.3.2 Act as advisor to the chair.

29 PROC – 29 Activity Committee Position Descriptions

- 29.1 Duties of Activity Committee Chair
 - 29.1.1 Preside over respective committee meetings;
 - 29.1.2 Have knowledge and/or experience in parliamentary procedures (Roberts Rules of Order);

- 29.1.3 Provide written reports to the Board for attachment to the meeting agenda and/or minutes, whichever is applicable, on the activities and/or actions of the respective committee;
- 29.1.4 Review and discuss budgets as prepared by administrative committee officers and staff, as applicable;
- 29.1.5 In conjunction with Headquarters staff, prepare and distribute agendas thirty (30) days in advance of the meeting and minutes thirty (30) days following the meeting;
- 29.1.6 Conduct committee business, as applicable; and
- 29.1.7 Keep vice chair informed on all activities applicable to the respective committee.
- 29.2 Duties of Activity Committee Vice Chair
 - 29.2.1 Act for committee chair and preside over respective committee meeting(s) in the event the chair is not able to serve; and
 - 29.2.2 Shall be knowledgeable of committee activities so that the duties of the chair can be assumed, if necessary.
- 29.3 Duties of Activity Committee Past Chair
 - 29.3.1 Act for committee chair and preside over respective committee meeting(s) in the event the chair and vice chair are not able to serve; and
 - 29.3.2 Act as advisor to the chair.

30 PROC – 30 Area Position Descriptions

- 30.1 Duties of Area Director
 - 30.1.1 Represent the respective Area on the NACE Board.
 - 30.1.2 Provides continuity and guidance to the Area Board.
 - 30.1.3 Chairs and votes on the Area nominating committee.
 - 30.1.4 Must exercise good judgment in helping areas in the selection of nominees for Area offices and must be alert for possible candidates for association offices of the Association.
 - 30.1.5 Appoints Area representatives to the NACE Nominating Committee.
 - 30.1.6 Reviews the Area Activities Handbook for area meetings and provide guidance in area meeting plans.
 - 30.1.7 Shares the visitation of sections with the Chair and Vice Chair.
 - 30.1.8 Present Distinguished Service and Technical Achievement Awards as necessary.
- 30.2 Duties of Area Chair
 - 30.2.1 Preside over respective Area meeting(s);
 - 30.2.2 Shares the visitation of sections with the Director and Vice Chair; and
 - 30.2.3 Shall be knowledgeable of Area activities.
- 30.3 Duties of Area Vice Chair
 - 30.3.1 Act for committee chair and preside over respective Area meeting(s) in the event the chair is not able to serve; and
 - 30.3.2 Shares the visitation of sections with the Director and Chair.
 - 30.3.3 Shall be knowledgeable of Area activities so that the duties of the chair can be assumed, if necessary.

31 PROC – 31 Revisions to this Manual

- 30.1 It shall be the responsibility of the Policy Committee to maintain and revise this manual. Any member who feels there is a necessary revision or an omission may contact a member of the Policy Committee or the staff liaison to the Policy Committee at NACE Headquarters to make their remarks known. If a member

makes such a request, the Policy Committee shall acknowledge receipt of the request and act upon it within one year after the next regular meeting of the committee.

- 30.2 This manual shall be reviewed completely at least once every five (5) years and submitted to the Board for approval.

FIGURE 1 – Nominating Process Flow Chart

