



NACE INTERNATIONAL

POLICY COMMITTEE

OPERATING MANUAL

APPROVED BY BOARD OF DIRECTORS
DATE: June 24, 2016

**NACE INTERNATIONAL
POLICY COMMITTEE
OPERATING MANUAL**

Table of Contents

	<u>Page</u>
1. SCOPE	3
2. MEMBERSHIP OF COMMITTEE	3
3. TERM OF OFFICE	3
4. STRUCTURE OF COMMITTEE	3
5. MEETINGS	4
6. VOTING PROCEDURE	4
7. RESPONSIBILITY OF COMMITTEE OFFICERS	4
7.1 Chair Responsibilities	4
7.2 Vice Chair Responsibilities	5
7.3 Past Chair Responsibilities	5
8. DISCIPLINARY PROCEDURES: VIOLATION OF NACE POLICIES	5
9. BYLAWS SUBCOMMITTEE	6
10. CONFLICT RESOLUTION	6
11. REVISIONS TO MANUAL	7
12. NACE POLICIES	7

**NACE INTERNATIONAL
POLICY COMMITTEE
OPERATING MANUAL**

1. SCOPE

The Policy Committee (hereinafter called the Committee) is a committee of the NACE INTERNATIONAL (hereinafter referred to as NACE or the Association) Board of Directors (hereinafter referred to as the Board).

This Committee is responsible for advising the Board and Executive Committee of the Board on matters of policy referred to it by these groups, on proposed changes to the Articles of Incorporation and Bylaws, on actions taken by any group within the Association that are contrary to approved policies and procedures, on new or revised committee manuals, on disciplinary procedures, and other matters as established in this operating manual and the Bylaws of the Association.

The Committee will support the mission and goals of the Association as defined by the Strategic Plan.

2. MEMBERSHIP OF COMMITTEE

The Committee consists of a Chair, Vice Chair, most recent Past Chair willing to serve, and no less than six (6) or no more than 12 other members. It is desirable to have a minimum of six (6) members representing each of the separate areas of the Association on this Committee. If necessary, a member-at-large may be appointed to ensure the Committee's business is conducted in a timely manner. The President, Vice President, and Chief Executive Officer are ex officio members of the Committee without vote.

3. TERM OF OFFICE

The Chair, Vice Chair, and Past Chair shall be appointed for one (1)-year terms by the Board based on recommendations from the Vice President. The Chair and Vice Chair may be appointed to a maximum of three (3) consecutive terms. The other members are appointed in the same manner for three (3)-year terms, with approximately one-third appointed each year. The most recent Past Chair willing to serve shall serve until replaced.

The Chair and Vice Chair shall have served as members of the Committee for at least one (1) year prior to their appointment as committee officers.

The term of office for Committee officers begins on the day following the close of the Annual Conference and ends on the last day of the Annual Conference one (1) year thereafter.

The term of office for members begins on the day following the close of the Association's Annual Conference and ends the day following the close of Annual Conference three (3) years thereafter.

In the event of a vacancy, the President may appoint a Member with the concurrence of the Executive Committee to complete the unexpired term after consultation with the Policy Committee Chair and Vice Chair.

4. STRUCTURE OF COMMITTEE

The Committee shall have a permanent subcommittee called the Bylaws Subcommittee (also see Section 10).

The Committee Chair may appoint additional subcommittees and ad hoc committees whenever necessary. The Chair and Vice Chair of other appointed subcommittees and/or ad hoc

committees shall be members of the Committee. Membership on the subcommittees shall not be restricted to members of the Committee but shall consist of Association members in good standing.

The terms of office for subcommittee members will be for one (1) year beginning the day following the close of the Association's Annual Conference and ends the day following the close of the next Annual Conference.

5. MEETINGS

The Committee shall meet in person during the Annual Conference and during the year as often as necessary to conduct its business, usually by remote access. The Chair shall develop an agenda which must be distributed by Headquarters to Committee members at least 21 days prior to a meeting.

Minutes of meetings shall be recorded and distributed to all Committee members by the Committee Staff Liaison within 60 days of the meeting. Upon advice of counsel, however, when particularly sensitive matters such as disciplinary actions are being considered in executive session, the minutes of that executive session may be withheld from distribution until the next Committee meeting when they are distributed for approval and re-collected.

Current portions of Roberts Rules of Order that pertain to committees shall be followed unless otherwise directed in this Operating Manual.

A quorum to conduct business will be a simple majority of the Committee's voting members.

6. VOTING PROCEDURE

A majority of the voting members present shall be required for approval of actions by the Committee except for revisions to Bylaws, Articles of Incorporation, Operating Manual revisions, or disciplinary actions which require a 2/3rds majority of all voting members for all matters requiring same for the Board. Proxies are not allowed.

Letter ballots may be used when necessary. Letter ballots shall be distributed to all voting members with a minimum of 14 days allowed for return. Facsimile or electronically transmitted ballots are permitted. Ballots received after the deadline will not be counted. A majority of all voting members will be required for approval except for issues which require a two-thirds majority of voting members.

When attachments, appendices or addendums to Operating Manuals are submitted for consideration, the officers of the Committee shall review such to determine whether the submission shall be returned for further revision, submitted to the committee for immediate letter ballot or held for the next scheduled meeting.

7. RESPONSIBILITY OF COMMITTEE OFFICERS

7.1 Chair Responsibilities

The Chair is responsible for the functioning of the Committee, chairs the Committee meetings, and in cooperation with Headquarters, arranges for meeting time, date, place, and provide a meeting agenda. The Chair shall keep the Vice Chair informed on all activities.

The Chair shall be responsible for submitting written reports on the activities of the Committee to the Board. These reports shall be forwarded to the Chief Executive Officer for attachment to the Board meeting agenda.

The Chair shall submit the Committee's recommendations to the Board for possible action or delegate this responsibility to the Chair of the respective standing committee of the Board involved.

7.2 Vice Chair Responsibilities

The Vice Chair shall be knowledgeable of the Committee activities so that the duties of the Chair can be assumed when necessary. The Vice Chair shall be Chair of the Bylaws Subcommittee.

7.3 Past Chair Responsibilities

The Past Chair shall serve as advisor to the Committee Chair, shall assume the duties of the Chair if the Vice Chair is unable to fulfill those duties, and shall be a Member of the Bylaws Subcommittee.

8. DISCIPLINARY PROCEDURES: Violation of NACE Policies

General Policy Statement: The Policy Committee will not allow the complaint process to be utilized to enhance a party's case in litigation, nor will it allow NACE to become involved in litigation or other private disputes between parties. To the extent that the subject of a complaint is also the subject of a legal proceeding to which NACE is not a party, the Policy Committee shall take no action or cease action as soon as the Committee is made aware of legal action.

If the Policy Committee becomes aware that legal action has been initiated, the Chair of the Committee will inform the CEO. The CEO will inform both parties, if applicable, that the complaint does not comply with NACE policies and procedures, and that the investigation has been terminated.

Any complaints about the professional behavior or practices of any Association member or staff relating to the Association Policies must be in writing and should be addressed to the Chief Executive Officer (CEO). . The following procedure shall be used in handling all complaints:

8.1 The CEO of NACE International shall determine whether a complaint potentially involves violations of policy that fall under the scope of the NACE International Policy Committee, the NACE International Institute Policy and Practices Committee, or both.

8.2 For Complaints against staff it is the responsibility of the CEO to address through NACE International corporate policies and the applicable employment laws and regulations. This procedure does not apply.

8.2 For complaints that require handling by the Institute Policy and Practices Committee, the NACE International CEO shall forward the complaint to the Secretary/Executive Director of the Institute for handling. If the complaint is also being sent to the NACE International Policy Committee for review, the Secretary/Executive Director of the Institute shall be so advised so that the two committees can coordinate their actions.

8.3 The CEO shall send copies of all information to the Policy Committee members (in confidence) as well as the Executive Committee.

8.4 The Policy Committee must initiate a preliminary evaluation on the complaint within three (3) months of the date it is received in writing from the CEO.

8.5 The Policy Committee members shall conduct a preliminary evaluation to determine whether or not the complaint is considered to be valid and may constitute a violation of Association ethics or policy. Affirming the validity of the complaint is not an implication that the complaint is true and does not attribute guilt to any or all parties of the complaint.

8.6 If the Policy Committee comes to a unanimous decision that the complaint is unfounded or that NACE is not the appropriate entity to address the complaint, this decision will be communicated to the Executive Committee and the CEO, and the CEO will so advise the complainant in writing. The matter will be considered closed with respect to further action by the Policy Committee.

8.7 If a majority of Policy Committee decides that consideration of a complaint that was not sent to the NACE Institute Policy and Practices Committee should be referred to them as well, the CEO shall immediately advise the NACE International Institute Secretary/Executive Director of this decision.

8.8 If one or more of the Policy Committee members believes the complaint to be valid, further investigation shall be made. In this event, the person against whom the complaint is lodged will be advised by expedited mail with confirmation of receipt by the CEO, giving the nature and the details of the complaint. The person being complained against shall have 60 days after notification to present an explanation. The response may be in the form of a presentation or a written rebuttal to the Policy Committee. At this stage, the Policy Committee may also make such other inquiries or investigations as deemed necessary. If both the Policy Committee and the NACE International Institute Policy and Practices Committee are handling the complaint and decided to investigate the matter, NACE staff shall coordinate this effort to avoid any duplicate contacts with persons involved.

8.9 The complaint shall be deemed to be unjustified if the Policy Committee fails to find the complaint justified by the required two-thirds vote. The Policy Committee shall inform the Executive Committee and the CEO of the findings. The CEO shall then advise all parties involved, and the case will be considered closed.

8.10 If the Policy Committee decides by two-thirds vote of all members that the complaint is justified, it shall in most cases direct the CEO to advise in writing the person complained against, with copies to the Board of Directors, to cease and desist from further actions or behave or of the type covered by the complaint. Compliance with this directive, if issued, shall be confirmed in writing to the CEO within thirty (30) days. Failure to do so will result in further disciplinary action. The Policy Committee may recommend action to be taken by the Executive Committee in addition to or in lieu of the directive such as one of the following:

8.10.1 Suspend membership and any Association office held for a specified period or until satisfactory correction of the complaint has been effected.

8.10.2 Revoke membership and any Association office held by the person complained against.

The Policy Committee may, however, take any action or combination of actions, up to and including the measures set forth in 8.10.1 and 8.10.2, that it determines will appropriately address the complaint, such as issuing a reprimand, requiring the member to take educational courses, or revising NACE policies and procedures to prevent future infractions by members.

The CEO shall inform the Board of Directors of any actions or reprimands taken.

9. BYLAWS SUBCOMMITTEE

The function of the Bylaws Subcommittee is to review and recommend to the Committee changes to the Association Bylaws and Articles of Incorporation where necessary.

The membership of the Bylaws Subcommittee shall be comprised of a Chair, who is the Policy Committee Vice Chair, the Policy Committee Past Chair, and one (1) other Member appointed by the Committee Chair.

The terms of office of the Bylaws Subcommittee shall be equal to that of the Policy Committee officers or members, whichever is applicable.

10. CONFLICT RESOLUTION

Where conflict in responsibility arises between Committee and Staff Members and the guidance and intent of responsibility is not adequately provided in this operation manual:

The Chair and/or Vice-Chair shall first work with Staff to resolve or clarify the issue using the requirements of this operating manual and the guidance and intent it conveys.

In the absence of a successful resolution, the Committee shall forward the conflict to the Chief Executive Officer for appropriate action (pertaining to staff) or to the parent committee and/or the Executive Committee (pertaining to committees).

11. REVISIONS TO MANUAL

This Manual is to be reviewed by this Committee at least once every five (5) years for revision or reaffirmation.

Revisions or reaffirmations of this Manual shall require a two-thirds affirmative vote of the voting members of the Committee.

The revised or reaffirmed Manual shall be submitted to the Board for approval.

The latest date of Board approval will be placed on the cover of the Manual and said revisions will replace all previous versions. If minor revisions/reaffirmation only are made to the manual, then the date of the overall approval and the date of the revisions/reaffirmation will then be shown on the cover. The latest Manual approved will govern.

12. NACE POLICIES

The Committee shall operate within the rules of the NACE INTERNATIONAL Policies which are either included as an attachment or as Section 3 of the NACE INTERNATIONAL Operating Manuals Handbook.