



**NACE INTERNATIONAL**  
**POLICIES AND PROCEDURES**  
**MANUAL**

APPROVED BY BOARD OF DIRECTORS, September 28, 2017

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**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.
- I. Members shall act in a manner that respects and values the diversity of our members, staff, partners, customers and suppliers, and should strive to promote recognition and participation by individuals regardless of differences. This is consistent with **POL – 16 Diversity and Inclusion**.

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 (rev. 04/14/2018)**

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. No personal advancement or company benefit shall be sought when speaking on behalf of NACE.

Unauthorized persons shall not speak for or act on behalf of the Association nor represent or hold themselves out to any other person, the public, or in public forums (including internet chatrooms, networking sites, bulletin boards, webinars/podcasts, blogs, etc.) 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."

Further, no NACE member, officer or chair shall use a NACE speaking opportunity as a means to promote their business or a commercial product.

**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](http://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

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---

---

\_\_\_\_\_  
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.
  - We must strive to ensure that those with whom we have partnership relationships operate in a manner which reflects our commitment to diversity and inclusion consistent with **POL – 16 Diversity and Inclusion**.
- 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.

## **POL – 16 Diversity and Inclusion**

The continued success and growth of NACE International depends on talented, well-motivated volunteers drawn from a variety of backgrounds. NACE International is committed to, and acknowledges and respects the value of a diverse and inclusive community that promotes and increases active participation by all. A diverse and inclusive community is one that not only embraces differences but grows and leverages members' capabilities regardless of differences. All individuals are valued for their knowledge, skills, abilities and capacity to contribute to the success of both the activities in which they are involved and to the entire organization.

Throughout the Association, members, staff, customers, suppliers and other stakeholders are to be treated as dignified human beings, afforded respect, and provided equality of opportunity regardless of differences.

We are committed to encouraging and supporting activities, committees and programs to create environments that draw upon the strength of all our membership and to establish leaders that support these principles. Furthermore, all Association leaders have responsibility to implement and support this Policy and to identify matters of concern to the CEO or an Officer of the Association.

## 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.

### **17 PROC – 1 Nominations and Elections (see also Nominating Committee Operating Manual Sections 5 and 6)**

- 17.1 The nominating process is illustrated in Figure 1.
- 17.2 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.
- 17.3 Candidates for Vice President and Treasurer shall be accepted only from:
  - 17.3.1 Activity Committees;
  - 17.3.2 Areas (by action of the Area Board of Trustees);
  - 17.3.3 Committees of the Board or
  - 17.3.4 Member petitions with a minimum number of thirty (3) members in good standing, no more than five (5) of which are from the same company.
- 17.4 Candidates for Director shall be accepted only from:
  - 17.4.1 The specific Area Board of Trustees or Activity Committee whose seat is open for nomination;
  - 17.4.2 Member petitions with a minimum number of thirty (30) members in good standing, no more than five (5) of which are from the same company, specifying the specific Director position being nominated (Area or Activity). Such a nominee shall have at least five (5) years of continuous membership in the Association and three (3) years of experience within the last seven (7) years with the Area or Activity Committee.
- 17.5 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.
- 17.6 The names and qualifications of nominees for Vice President, and Treasurer, shall be submitted to the Chief Executive Officer on the appropriate form by the December 1<sup>st</sup> approximately fifteen (15) months before the candidate is to fill the position.
- 17.7 The names and qualifications of candidates for Area or Activity Director shall be submitted to the Chief Executive Officer on the appropriate form by the October 1st. This shall be approximately six (6) to eighteen (18) months before the candidate is to fill the position.

- 17.7.1 Upon receipt of candidates' names and complete documentation, the Committee shall review the qualifications and credentials of all candidates.
- 17.7.2 Should any candidate not meet the required criteria, the Chair of the Nominating Committee shall notify the nominator and nominee.
- 17.8 No Area or Activity Committee may submit more than one (1) candidate for each of the office of Vice President and/or Treasurer.
- 17.9 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.
- 17.10 In the absence of such nomination, the Nominating Committee will submit its recommendation.
- 17.11 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.
- 17.12 A description of the nominating and election timeline and procedures shall be inserted into at least one issue of Materials Performance journal and published on the Association web site each year. The annual notification shall include the list of specific officer and director seats that are eligible for nomination by member petition for the upcoming cycle.

## **18 PROC – 2 Qualifications for Office (see also Nominating Committee Operating Manual Section 4)**

- 18.1 Candidates for the office of President, Vice President and Treasurer must meet the following:
  - 18.1.1 Member of the Association in good standing for at least five (5) consecutive years.
  - 18.1.2 Have employer and financial support for the required terms.
  - 18.1.3 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.
  - 18.1.4 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.
  - 18.1.5 Demonstrates parliamentary skills; skilled at conducting meetings and focusing on relevant issues to arrive at consensus decisions; able to remain impartial to the debate.
  - 18.1.6 Team player; ability to work with others as a team to accomplish the goals of the Association.

- 18.1.7 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.
- 18.1.8 Demonstrated leadership and management skills.
- 18.1.9 Candidates for Officers should meet to the maximum extent possible the Knowledge, Skills and Abilities (KSAs) identified by the Board of Directors for each office (Appendix 17)
- 18.2 In addition to the criteria listed in 2.1, the candidate being considered for Vice President shall meet the following:
  - 18.2.1 Served a full term on the Board (except for the office of Treasurer), or
  - 18.2.2 Served as chair of a NACE INTERNATIONAL area, or
  - 18.2.3 Served as chair of an Activity Committee or Administrative Committee.
  - 18.2.4 Must be prepared to be an ex-officio member of the Finance Committee and Policy Committee for the year preceding that term.
- 18.3 In addition to the criteria listed in 2.1, the candidate being considered for Treasurer shall meet the following:
  - 18.3.1 Candidates for Treasurer also shall have prior financial experience in addition to the preceding qualifications.
  - 18.3.2 The nominee shall be willing to serve one (1) year on the Finance Committee before assuming office.
  - 18.3.3 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.
- 18.4 The Treasurer shall serve a single two-year term.
- 18.5 Nominees for Director should meet to the maximum extent possible the Knowledge, Skills and Abilities (KSAs) identified by the Board of Directors for each position. (Appendix 17). In addition:
  - 18.5.1 Nominees for Area Director shall reside within the Area
  - 18.5.2 Nominees originating from member petition for Area and Activity Committee Directors shall have a minimum of five (5) years continuous membership in the Association and have had at least three (3) years' experience, within the last seven (7) years with the Area or Activity Committee.

## **19 PROC – 3 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, and one (1) director elected from each Area and each Activity Committee. The Chief Executive Officer of the Association, the Treasurer, the President of the NACE Institute, and the President of the NACE International Foundation shall be ex officio members without vote.

Per Bylaw VI, the Board of Directors may appoint one at-large Director to fulfill a particular need on the Board. The At-large position is designed to allow for the introduction of special expertise and contribute to an increased level of transparency and trust in the board by members, donors, sponsors and other stakeholders. This director shall serve for a one-year term, renewable annually by the Board for no more than two additional years and shall serve without vote. Any Board member may propose the appointment of an At-large Director. Eligible candidates may include members or non-members of the Association, past Directors, or past Officers.

## **20 PROC – 4 At-large Director Position Description**

20.1 Advise the Board of Directors and Executive Committee both in matters specifically pertaining to the need for which they were selected as well as in other matters in support of the effective implementation of the strategic plan and operation of the Association.

20.2 This Director also shall have other responsibilities similar to other Board members including the following:

- Attend and actively participate in all Board meetings, including but not limited to reporting and making recommendations to the Board, where appropriate, on matters within the scope of their role as well on other matters appropriate for Board consideration.
- Prepare reports, documents, budgets, procedures, etc., as requested, related to the execution of their role.
- Lead and/or actively participate in activities or committees assigned by the NACE Board of Directors or Executive Committee and review and advise any specific action or comment on the actions taken by such committees of the Board, most especially where these are within the scope of this Director.

## **21 PROC – 5 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 Policy and Outreach Committee

21.1 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.

21.2 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.

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

21.4 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.

21.5 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.

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

## **22 PROC – 6 Special Committee of the Association (See Bylaw IX Section 7 & 8)**

The special committee of the Association is:

Nominating Committee

22.1 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.

## **23 PROC – 7 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

Education Activities Committee

Publications Activities Committee

Technical and Research Activities Committee

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

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

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

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

23.5 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.

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

23.6.1 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.

23.6.2 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.

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

## **24 PROC – 8 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 – 9 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 2/3<sup>rds</sup> 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 may serve as the Director on the Board in accordance with the appropriate committee operating manual), 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<sup>rds</sup>) 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<sup>rds</sup>) 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-large 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 – 10 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 – 11 Officers’ Position Descriptions**

- 25.1 Duties of President (see Appendix 1)
- 25.2 Duties of Vice President (see Appendix 2)
- 25.3 Duties of Immediate Past President (see Appendix 3)
- 25.4 Duties of Treasurer (see Appendix 4)

**26 PROC – 12 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 the 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 – 13 Board Director Position Description**

- 27.1 Duties of Conference and Expositions Activities Committee Director (see Appendix 5)
- 27.2 Duties of Education Activities Committee Director (see Appendix 6)
- 27.3 Duties of Publications Activities Committee Director (see Appendix 7)
- 27.4 Duties of Technical and Research Activities Committee Director (see Appendix 8)
- 27.5 Duties of Area Directors (see Appendix 9)

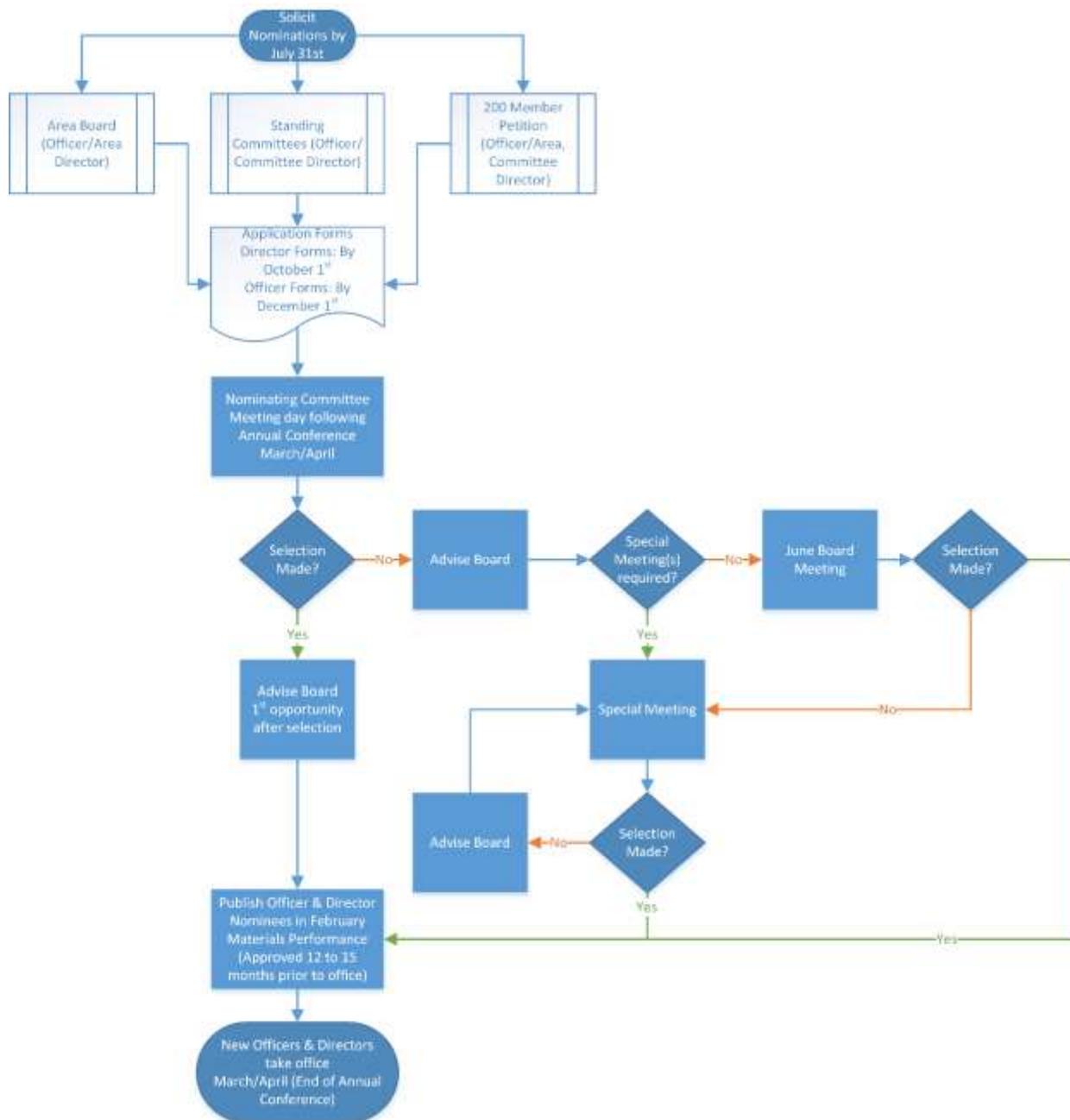
**28 PROC – 14 Board Committee Chair Position Descriptions**

- 28.1 Duties of Area Coordination Committee Chair (see Appendix 10)
- 28.2 Duties of Audit Committee Chair (see Appendix 11)
- 28.3 Duties of Awards Committee Chair (see Appendix 12)
- 28.4 Duties of Finance Committee Chair (see Appendix 13)
- 28.5 Duties of Nominating Committee Chair (see Appendix 14)
- 28.6 Duties of Policy Committee Chair (see Appendix 15)
- 28.7 Duties of Public Policy and Outreach Committee Chair (see Appendix 16)

**29 PROC – 15 Revisions to this Manual**

- 29.1 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 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.
- 29.2 This manual shall be reviewed completely at least once every five (5) years and submitted to the Board for approval.

30 FIGURE 1 – Nominating Process Flow Chart



## APPENDIX 1 – President Volunteer Position Description

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**POSITION:** President of the Association

**LENGTH OF TERM:** One year

**REVISION DATE:** 03/25/2017

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### MISSION

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### PURPOSE

To advise, govern, oversee policy and direction, and assist with the leadership and general promotion of NACE International so as to support the organization's mission and needs. Also serves as Chairman of the Executive Committee and an Officer of the Association.

As the President of NACE International's Board of Directors, this position serves in the following key areas of Board activity:

- **STRATEGY** – Board members establish and support the mission/vision of NACE, provide points of view on what the organization should ultimately achieve in pursuit of its mission/vision, evaluate the current landscape and NACE's position within that landscape, and develop and support a long-term plan to successfully fulfill the mission/vision.
- **OVERSIGHT** – The Board oversees the governance of all member/volunteer committees and their role in supporting NACE's mission and strategic plan.
- **FIDUCIARY** – Board members are required to act reasonably, prudently and in the best interests of NACE, to prevent negligence, exploitation and fraud, and to avoid conflicts of interest (duties of care, loyalty, and obedience).
- **FINANCIAL** – Board members ensure the financial sustainability of the organization through an understanding of and action on NACE's annual budget, operational performance, and key performance indicators of NACE's financial health. Board members should actively engage in discussions surrounding significant financial decisions presented by the Finance committee and staff.
- **AWARENESS** – Board members maintain an understanding of the key issues and trends facing NACE's members, customers, and the industries in which NACE operates (or desires to operate).
- **VALUES** – Board members articulate, support, and model the core values of the Association.
- **COMMUNICATION** – Board members are obligated to serve as ambassadors to the membership by effectively and regularly communicating a consistent message regarding the strategic direction established by the Board of Directors, accomplishments of NACE, and key issues facing NACE and the membership.
- **LEADERSHIP** – Board members establish and model the leadership culture of the member organization and reflect member needs and interests in the area, section, and committee functions of the Association.

### ESSENTIAL DUTIES

Essential duties of this position are described in the following Association operating procedures.

## President

### Bylaws Operating Manual

- The President shall preside at all official functions of the Board of Directors and Executive Committee, the annual membership meeting of the Association, and the annual banquet of the Association.

### Board of Directors Operating Manual

- Chair of the Board of Directors and Chair of the Executive Committee;
- Oversees the affairs of the Association but only takes action on those that impact the operation or finances with the approval of the Board or its designated committee;
- Presides at all meetings of the Board of Directors and Executive Committee as well as assemblies of the membership-at-large;
- Nominates candidates to serve as liaisons or representatives to other organizations, subject to Board approval; and,
- Is an ex-officio member, without vote, of all Board committees with the exception of the Nominating Committee.
- The Board is the legal representative of the Association. It is responsible for:
  - The direction and oversight of the affairs of the Association.
  - The establishment of procedures to monitor control and disposition of the Association properties and funds.
  - Setting the policies of the Association.
  - Approving the annual budget and any deviations from the budget.
- The President selects the time and place of all Executive Committee meetings.

## Executive Committee

### Bylaws Operating Manual

- Have the oversight of the administrative work of the Association;
- Approve all increases over the total budgeted staff positions before they are filled;
- Ensure the strategic plan, as developed by the Board for the Association, is implemented;
- Administer the Chief Executive Officer's annual performance review; and,
- Act upon disciplinary procedures as recommended by pertinent committees.

## **ADDITIONAL DUTIES**

- Participate and adhere to the activities and responsibilities associated with the management of the Board's performance.
- Develop with the CEO (Chief Executive Officer) the CEO's annual performance bonus plan

## **QUALIFICATIONS**

Qualified candidates for this position must:

- Have served a full term on the Board and shall have been a member of the Association in good standing for at least ten (10) consecutive years.
- Immediate past Vice President, preferred.
- Have employer financial and time support for the term of office.
- Organizational knowledge of the Association; awareness of missions, strategy, 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 of Incorporation, Bylaws, and Operating Manuals.
- Active participation in the Association for at least five (5) consecutive years.

- Demonstrate commitment to the office; ability and willingness to travel for the purpose of attending meetings; to meet with members, customers and other constituents in an interactive mode and as an ambassador to share the Association’s strategies, aspirations, goals, state-of-affairs, and policies.
- Demonstrate parliamentary skills; skilled at conducting meetings which enable the board to focus on relevant issues, to arrive at consensus decisions and to foster accountability of the Board for their commitments, actions and performance; able to remain impartial to the debate.
- Possess the ability to inspire work with others as a team to accomplish the goals of the Association.
- Project a professional image as a public speaker who is clearly able to communicate effectively and is willing and able to fulfill social obligations at various official functions and effectively support the Association’s media needs and public policy initiatives.
- Have demonstrated leadership and management skills.
- Be willing to submit to a background check.

### **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

#### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

#### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Experience with coaching and performance management

Financial analysis and management (experience with profit and loss responsibilities)

#### Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

### **ACCOUNTABILITY**

The President is accountable to the Board of Directors and to the members of the Association.

### **TIME COMMITMENT**

Candidates for this position must be able to meet the following general expectations in regard to the time commitment:

Board Meetings: The Board meets three times per year: Conference (six to seven days); late June (four to five days) and in the fall (four to five days). Board members are expected to spend the time necessary to be prepared for meetings. Additional meetings and Special Meetings may be facilitated by remote participation. Approximately forty to eighty additional hours are required the remainder of the year.

Annual Conference of the Association: Attend Annual Conference of the Association, which lasts one week.

Annual Meeting of the Association's Membership: The annual membership meeting will be held any time prior to the Annual Banquet during Annual Conference. Additional meetings of the Association membership may be held upon determination by the Board of the need to hold such meetings.

Executive Committee Meetings: Participate in and chair meetings of the Executive Committee or other informal discussions of the Executive Committee, the frequency of which is established by mutual agreement of the committee. The Executive Committee has a formal meeting prior to the start of Annual Conference. They also hold regular, informal telecoms, generally monthly, to provide timely oversight of Association affairs consistent with its role.

Area Conferences of the Association: Attend a number of Area conferences throughout the year. Generally the President will attend most of these conferences; however the Vice-President or Past President will fill in where required.

Other Board Activities: Attend Board social and team building functions, conduct exhibitor surveys at annual Conference, Board orientation, serve on ad hoc committees of the Board, as needed; sign annual statement of conflict of interest, serve on strategic teams of the Board, as needed; respond to Board ballots and surveys in a timely manner, actively participate in Board strategic planning sessions and any follow-up (or continuing) strategic work.

Travel: Domestic or international travel may be required for meeting attendance.

In addition, the President:

- Is an ex-officio member, without vote, of all Board committees with the exception of the Nominating Committee.
- Has a substantial travel load during his or her term of office to represent the member leaders of the Association at events which may include Area conferences (including the Area Board of Trustees meeting held at the conference), Association special conferences, seminars or conferences of key partners in our mission, and meetings with member groups, association customers or other key constituents. The time required to fulfill these commitments and the specific travel responsibilities are established by and generally shared among the Executive Committee members by mutual agreement.
- Is expected to attend some part of Board Committee, Activity Committee and Area Board of Trustees and other special events, meetings, and social functions held during Annual Conference.
- Has responsibilities to establish the membership of, participate in as a member, and/or lead board ad-hoc committees.
- Will have telecoms with the CEO or other staff members associated with routine business matters of the association as needs arise, averaging a call per week for an hour

## **REMUNERATION**

Service on NACE's Board of Directors is without remuneration, although some travel expenses for the President are covered by the Association in accordance with current officer travel policy.

## APPENDIX 2 – Vice President Volunteer Position Description

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**POSITION:** Vice President of the Association

**LENGTH OF TERM:** One year

**REVISION DATE:** 03/25/2017

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### MISSION

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### PURPOSE

Acts as the President in his/her absence; assists the President in advising, governing, overseeing policy and direction, and assists with the leadership and general promotion of NACE International so as to support the organization's mission and needs. Also serves as a member of the Executive Committee and an Officer of the Association.

As the Vice President of NACE International's Board of Directors, this position serves in the following key areas of Board activity:

- **STRATEGY** – Board members establish and support the mission/vision of NACE, provide points of view on what the organization should ultimately achieve in pursuit of its mission/vision, evaluate the current landscape and NACE's position within that landscape, and develop and support a long-term plan to successfully fulfill the mission/vision.
- **OVERSIGHT** – The Board oversees the governance of all member/volunteer committees and their role in supporting NACE's mission and strategic plan.
- **FIDUCIARY** – Board members are required to act reasonably, prudently and in the best interests of NACE, to prevent negligence, exploitation and fraud, and to avoid conflicts of interest (duties of care, loyalty, and obedience).
- **FINANCIAL** – Board members ensure the financial sustainability of the organization through an understanding of and action on NACE's annual budget, operational performance, and key performance indicators of NACE's financial health. Board members should actively engage in discussions surrounding significant financial decisions presented by the Finance committee and staff.
- **AWARENESS** – Board members maintain an understanding of the key issues and trends facing NACE's members, customers, and the industries in which NACE operates (or desires to operate).
- **VALUES** – Board members articulate, support, and model the core values of the Association.
- **COMMUNICATION** – Board members are obligated to serve as ambassadors to the membership by effectively and regularly communicating a consistent message regarding the strategic direction established by the Board of Directors, accomplishments of NACE, and key issues facing NACE and the membership.
- **LEADERSHIP** – Board members establish and model the leadership culture of the member organization and reflect member needs and interests in the area, section, and committee functions of the Association.

### ESSENTIAL DUTIES

Essential duties of this position are described in the following Association operating procedures:

#### Vice President

##### Bylaws Operating Manual

- The Vice President shall assist the President in the performance of the latter's duties.
- In case of a vacancy in the office of President, the Vice President shall act in the President's place for the unexpired term.

##### Board of Directors Operating Manual

- Assists the President in performance of duties of the office of President.
- Acts for the President when the President is unable to serve.
- Is a member of the Board and Executive Committee.
- Is a member of the Public Affairs Committee.
- Selects a slate of candidates for the Chairs and Vice Chairs of the Board Committees for one (1) year terms subject to approval by the Board.
- Is an ex-officio member, without vote, of all Board Committees with the exception of the Nominating Committee.
- Send formal letters of appointment or reappointment to chairs, vice chairs, and members of committees.
- The Board is the legal representative of the Association. It is responsible for:
  - The direction and oversight of the affairs of the Association.
  - The establishment of procedures to monitor control and disposition of the Association properties and funds.
  - Setting the policies of the Association.
  - Approving the annual budget and any deviations from the budget.
- The responsibilities of the Board which cannot be delegated to the Executive Committee are many and can be found in the Board of Directors Operating Manual.

#### Executive Committee

##### Bylaws Operating Manual

- Have the oversight of the administrative work of the Association;
- Approve all increases over the total budgeted staff positions before they are filled;
- Ensure the strategic plan, as developed by the Board for the Association, is implemented;
- Administer the Chief Executive Officer's annual performance review; and,
- Act upon disciplinary procedures as recommended by pertinent committees.

#### **ADDITIONAL DUTIES**

- Present recommendations to the Board for the Awards Committee.
- Participate and adhere to the activities and responsibilities associated with the management of the Board's performance.

#### **QUALIFICATIONS**

Qualified candidates for this position must:

- Have served a full term on the Board and shall have been a member of the Association in good standing for at least ten (10) consecutive years.
- Have employer financial and time support for the required terms.
- Possess 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. Required to be familiar with the Articles, Bylaws, and Operating Manuals.

- Demonstrate active participation in the Association for at least five (5) consecutive years.
- Have 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.
- Have demonstrated parliamentary skills; skilled at conducting meetings and focusing on relevant issues to arrive at consensus decisions; able to remain impartial to the debate.
- Demonstrate the ability to work with others as a team to accomplish the goals of the Association.
- Project a professional image as a public speaker who is clearly able to communicate effectively and is willing and able to fulfill social obligations at various official functions.
- Demonstrate leadership and management skills.
- Be willing to submit to a background check.
- Satisfy one of the following criteria:
  - Served a full term on the Board (except for the office of Treasurer), or;
  - Served as a chair of a NACE International area, or;
  - Served as a chair of an Activity Committee or Administrative Committee.
- Be prepared to be an ex-officio member of the Finance Committee and Policy Committee for the year preceding that term.

### **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

#### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

#### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Experience with coaching and performance management

Financial analysis and management (experience with profit and loss responsibilities)

#### Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Objectivity

Global cultural awareness

### **ACCOUNTABILITY**

The Vice President is accountable to the Board of Directors and to the Members of the Association.

### **TIME COMMITMENT**

Candidates for this position must be able to meet the following general expectations in regard to the time commitment:

Board Meetings: The Board meets three times per year: Conference (six to seven days); late June (four to five days) and in the fall (four to five days). Board members are expected to spend the time necessary to be prepared for meetings. Additional meetings and Special Meetings may be facilitated by remote participation. Approximately forty to eighty additional hours are required the remainder of the year.

Annual Conference of the Association: Attend Annual Conference of the Association, which lasts one week.

Annual Meeting of the Association's Membership: The annual membership meeting will be held any time prior to the Annual Banquet during Annual Conference. Additional meetings of the Association membership may be held upon determination by the Board of the need to hold such meetings.

Area Conferences of the Association: Attend a number of Area conferences throughout the year. Generally the President will attend most of these conferences; however the Vice-President or Past President will fill in where required.

Executive Committee Meetings: Participate in meetings of the Executive Committee or other informal discussions of the Executive Committee, the frequency of which are established by mutual agreement of the committee. The Executive Committee has a formal meeting prior to the start of Annual Conference. They also hold regular, informal telecons, generally monthly, to provide timely oversight of Association affairs consistent with its role.

Other Board Activities: Attend Board social and team building functions, conduct exhibitor surveys at annual Conference, Board orientation, serve on ad hoc committees of the Board, as needed; sign annual statement of conflict of interest, serve on strategic teams of the Board, as needed; respond to Board ballots and surveys in a timely manner, actively participate in Board strategic planning sessions and any follow-up (or continuing) strategic work.

Public Affairs Committee Meetings:

Also the VP serves as a member of the Public Affairs Committee.

Travel: Domestic or international travel may be required for meeting attendance.

## **REMUNERATION**

Service on NACE's Board of Directors is without remuneration, although some travel expenses for the President are covered by the Association in accordance with current officer travel policy.

### APPENDIX 3 – Immediate Past President Volunteer Position Description

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**POSITION:** Immediate Past President of the Association  
**LENGTH OF TERM:** One year

**REVISION DATE:** 03/25/2017

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#### MISSION

.NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

#### PURPOSE

The Immediate Past President is responsible for performing the duties of the President when the President and Vice President are unable to serve. Also serves as a member of the Executive Committee and an Officer of the Association.

As the Immediate Past President of NACE International's Board of Directors, this position serves in the following key areas of Board activity:

- **STRATEGY** – Board members establish and support the mission/vision of NACE, provide points of view on what the organization should ultimately achieve in pursuit of its mission/vision, evaluate the current landscape and NACE's position within that landscape, and develop and support a long-term plan to successfully fulfill the mission/vision.
- **OVERSIGHT** – The Board oversees the governance of all member/volunteer committees and their role in supporting NACE's mission and strategic plan.
- **FIDUCIARY** – Board members are required to act reasonably, prudently and in the best interests of NACE, to prevent negligence, exploitation and fraud, and to avoid conflicts of interest (duties of care, loyalty, and obedience).
- **FINANCIAL** – Board members ensure the financial sustainability of the organization through an understanding of and action on NACE's annual budget, operational performance, and key performance indicators of NACE's financial health. Board members should actively engage in discussions surrounding significant financial decisions presented by the Finance committee and staff.
- **AWARENESS** – Board members maintain an understanding of the key issues and trends facing NACE's members, customers, and the industries in which NACE operates (or desires to operate).
- **VALUES** – Board members articulate, support, and model the core values of the Association.
- **COMMUNICATION** – Board members are obligated to serve as ambassadors to the membership by effectively and regularly communicating a consistent message regarding the strategic direction established by the Board of Directors, accomplishments of NACE, and key issues facing NACE and the membership.
- **LEADERSHIP** – Board members establish and model the leadership culture of the member organization and reflect member needs and interests in the area, section, and committee functions of the Association.

#### ESSENTIAL DUTIES

Essential duties of this position are described in the following Association operating procedures:

### Immediate Past President of the Board of Directors

#### Board of Directors Operating Manual

- Is a member of the Board and the Executive Committee.
- Oversees the affairs of the Association but only takes action those impacts on the operation or finances.
- Acts for the President when the President and Vice President are unable to serve.
- The Board is the legal representative of the Association. It is responsible for:
  - The direction and oversight of the affairs of the Association.
  - The Establishment of procedures to monitor control and disposition of the Association properties and funds.
  - Setting the policies of the Association.
  - Approving the annual budget and any deviations from the budget.
- The responsibilities of the Board which cannot be delegated to the Executive Committee are many and can be found in the Board of Directors Operating Manual.

### Executive Committee

#### Bylaws Operating Manual

- Provide oversight of the administrative work of the Association;
- Approve all increases over the total budgeted staff positions before they are filled;
- Ensure the strategic plan, as developed by the Board for the Association, is implemented;
- Administer the Chief Executive Officer's annual performance review; and,
- Act upon disciplinary procedures as recommended by pertinent committees.

### **ADDITIONAL DUTIES**

- Work to support the mission and goals of the Association as defined by the strategic plan, and shall provide reports to the Board in regard to its progress toward meeting those goals and objectives
- Submit any Committee recommendations for action at Board meetings.
- Provide written report to the Board concerning activities within its assigned areas of responsibility at each of the regularly scheduled Board meetings.
- Participate and adhere to the activities and responsibilities associated with the management of the Board's performance.

### **QUALIFICATIONS**

Qualified candidates for this position;

- Must have held the position of President of the Board of Directors for NACE immediately preceding the appointment to Immediate Past President of the Board of Directors.

### **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

#### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

#### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

### Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

### **ACCOUNTABILITY**

The Immediate Past President is accountable to the Board of Directors and to the Members of the Association.

### **TIME COMMITMENT**

Candidates for this position must be able to meet the following general expectations in regard to the time commitment;

Board Meetings: The Board meets three times per year: Conference (six to seven days); late June (four to five days) and in the fall (four to five days). Board members are expected to spend the time necessary to be prepared for meetings. Additional meetings and Special Meetings may be facilitated by remote participation. Approximately forty to eighty additional hours are required the remainder of the year.

Annual Conference of the Association: Attend Annual Conference of the Association, which lasts one week.

Annual Meeting of the Association's Membership: The annual membership meeting will be held any time prior to the Annual Banquet during Annual Conference. Additional meetings of the Association membership may be held upon determination by the Board of the need to hold such meetings.

Executive Committee Meetings: Participate in meetings of the Executive Committee or other informal discussions of the Executive Committee, the frequency of which are established by mutual agreement of the committee. The Executive Committee has a formal meeting prior to the start of Annual Conference. They also hold regular, informal telecoms, generally monthly, to provide timely oversight of Association affairs consistent with its role.

Additional Conferences and Events: If the President and Vice President cannot attend a conference or event where the Executive Committee feels it is important for them to be represented, then the Immediate Past President attends to represent the Executive Committee. This situation arises irregularly, but typically no more than two to three times per year, with a typical attendance period being one to three days.

Other Board Activities: Attend Board social and team building functions, conduct exhibitor surveys at annual Conference, Board orientation, serve on ad hoc committees of the Board, as needed; sign annual statement of conflict of interest, serve on strategic teams of the Board, as needed; respond to Board ballots and surveys in a timely manner, actively participate in Board strategic planning sessions and any follow-up (or continuing) strategic work.

Travel: Domestic or international travel may be required for meeting attendance.

### **REMUNERATION**

Service on NACE's Board of Directors is without remuneration, although some travel expenses for the Immediate Past President are covered by the Association in accordance with current officer travel policy.

## APPENDIX 4 – Treasurer Volunteer Position Description

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**POSITION:** Treasurer of the Association

**LENGTH OF TERM:** Single elected two year term

**REVISION DATE:** 03/25/2017

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### MISSION

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### PURPOSE

The Treasurer facilitates the setting of the strategic direction and oversight of the Association's financial position, policies and performance by helping the organization to think strategically about the relationship of mission to money, both short and long term. Also serves as a member of the Executive Committee, Finance Committee, NACE Foundation and the Area Coordination Committee.

As the Treasurer of NACE International's Board of Directors, this position serves in the following key areas of Board activity:

- **STRATEGY** – Board members establish and support the mission/vision of NACE, provide points of view on what the organization should ultimately achieve in pursuit of its mission/vision, evaluate the current landscape and NACE's position within that landscape, and develop and support a long-term plan to successfully fulfill the mission/vision.
- **OVERSIGHT** – The Board oversees the governance of all member/volunteer committees and their role in supporting NACE's mission and strategic plan.
- **FIDUCIARY** – Board members are required to act reasonably, prudently and in the best interests of NACE, to prevent negligence, exploitation and fraud, and to avoid conflicts of interest (duties of care, loyalty, and obedience).
- **FINANCIAL** – Board members ensure the financial sustainability of the organization through an understanding of and action on NACE's annual budget, operational performance, and key performance indicators of NACE's financial health. Board members should actively engage in discussions surrounding significant financial decisions presented by the Finance committee and staff.
- **AWARENESS** – Board members maintain an understanding of the key issues and trends facing NACE's members, customers, and the industries in which NACE operates (or desires to operate).
- **VALUES** – Board members articulate, support, and model the core values of the Association.
- **COMMUNICATION** – Board members are obligated to serve as ambassadors to the membership by effectively and regularly communicating a consistent message regarding the strategic direction established by the Board of Directors, accomplishments of NACE, and key issues facing NACE and the membership.
- **LEADERSHIP** – Board members establish and model the leadership culture of the member organization and reflect member needs and interests in the area, section, and committee functions of the Association.

### ESSENTIAL DUTIES

Essential duties of this position are described in the following Association operating procedures:

#### Treasurer of the Board

##### Bylaws Operating Manual

- The Treasurer has general supervision of the Association's funds.

##### Board of Directors Operating Manual

- Fiduciary responsibility for the Association's funds.
- The Board is the legal representative of the Association. It is responsible for:
  - The direction and oversight of the affairs of the Association.
  - The Establishment of procedures to monitor control and disposition of the Association properties and funds.
  - Setting the policies of the Association.
  - Approving the annual budget and any deviations from the budget.
- The responsibilities of the Board which cannot be delegated to the Executive Committee are many and can be found in the Board of Directors Operating Manual.

#### Executive Committee

##### Bylaws Operating Manual

- Have the oversight of the administrative work of the Association;
- Approve all increases over the total budgeted staff positions before they are filled;
- Ensure the strategic plan, as developed by the Board for the Association, is implement;
- Administer the Chief Executive Officer's annual performance review; and,
- Act upon disciplinary procedures as recommended by pertinent committees.

##### Audit Committee Operating Manual

- The Treasurer serves on the Audit committee;

### **ADDITIONAL DUTIES**

#### Finance Committee

##### Bylaws Operating Manual

- Reviewing and recommending actions related to the finances of the Association; reviewing monthly financial reports; reviewing budget preparation and variances; overseeing investment of Association funds; providing analysis and interpretation of financial conditions to the Board at each meeting and monitoring the results of the investment selection.
- Overseeing the compensation policy for staff including oversight of the contract with the Chief Executive Officer; approve compensation adjustments for all staff that report directly to the Chief Executive Officer.

##### Board of Directors Operating Manual

- a) Association and overseeing the compensation policy for staff, with the exception of the Chief Executive Officer. The Finance Committee reviews and reports/recommends to the Board on the following review financial reports from staff;
- b) Review budget preparation;
- c) Oversee the investment of funds; and,
- d) Provide interpretations and analysis of the Association's financial condition.

##### Foundation Board of Directors

- The Treasurer serves on the NACE International Foundation Board of Directors

### **QUALIFICATIONS**

Qualified candidates for this position must:

- Be a member of the Association in good standing for at least ten (10) consecutive years.
- Have employer financial and time support for the required terms.
- Have 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.
- Have active participation in the Association for at least five (5) consecutive years.
- Demonstrate 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.
- Demonstrate parliamentary skills; skilled at conducting meetings and focusing on relevant issues to arrive at consensus decisions; able to remain impartial to the debate.
- Have the ability to work with others as a team to accomplish the goals of the Association.
- Project a professional image as a public speaker who is clearly able to communicate effectively and is willing and able to fulfill social obligations at various official functions.
- Demonstrate leadership and management skills.
- Be willing to submit to a background check.
- Have prior financial experience in addition to the preceding qualifications.
- Be willing to serve one (1) year on the Finance Committee before assuming office.

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.

### **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

#### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

#### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

#### Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

### **ACCOUNTABILITY**

The President is accountable to the Board of Directors and to the members of the Association.

### **TIME COMMITMENT**

Candidates for this position must be able to meet the following general expectations in regard to the time commitment:

Board Meetings: The Board meets three times per year: Conference (six to seven days); late June (four to five days) and in the fall (four to five days). Board members are expected to spend the time necessary to be prepared for meetings. Additional meetings and Special Meetings may be facilitated by remote participation. Approximately forty to eighty additional hours are required the remainder of the year.

Annual Conference of the Association: Attend Annual Conference of the Association, which lasts one week.

Annual Meeting of the Association's Membership: The annual membership meeting will be held any time prior to the Annual Banquet during Annual Conference. Additional meetings of the Association membership may be held upon determination by the Board of the need to hold such meetings.

Executive Committee Meetings: Participate in meetings of the Executive Committee or other informal discussions of the Executive Committee, the frequency of which are established by mutual agreement of the committee. The Executive Committee has a formal meeting prior to the start of Annual Conference. They also hold regular, informal telecons, generally monthly, to provide timely oversight of Association affairs consistent with its role.

Other Board Activities: Attend Board social and team building functions, conduct exhibitor surveys at annual Conference, Board orientation, serve on ad hoc committees of the Board, as needed; sign annual statement of conflict of interest, serve on strategic teams of the Board, as needed; respond to Board ballots and surveys in a timely manner, actively participate in Board strategic planning sessions and any follow-up (or continuing) strategic work.

Foundation Board of Directors: Attend Board Meetings twice annually and monthly Executive committee meetings.

Finance Committee Meetings: Also the Treasurer serves as a member of the Finance Committee which typically meets three times a year.

Area Coordination Committee Meetings: As required.

Travel: Domestic or international travel may be required for meeting attendance.

## **REMUNERATION**

Service on NACE's Board of Directors is without remuneration, although some travel expenses for the Treasurer are covered by the Association in accordance with current officer travel policy.

## **APPENDIX 5 – Conferences and Expositions Activities Director Volunteer Position Description**

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**POSITION:** Conferences and Expositions Activities Director

**LENGTH OF TERM:** Three years

**REVISION DATE:** 03/25/2017

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### **MISSION**

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### **PURPOSE**

This position has two separate and distinct roles; 1) Chair of the Conferences and Expositions Activities Committee and 2) Director on the NACE International Board of Directors.

As Chair of the Conferences and Expositions Activities Committee, this position serves as the strategic leader of the CEAC Committee which is responsible for setting the strategic direction and establishing strategic plan for the Conference and Exposition Activities of the Association. The Chair of CEAC is also a member of the two standing committees that make up the Conferences and Expositions Activities Committee:

- Annual Conference Program Committee (ACPC)
- Exhibits Administrative Committee (EAC)

As a Director on the NACE International Board of Directors, this position serves in the following key areas of Board activity:

- **STRATEGY** – Board members establish and support the mission/vision of NACE, provide points of view on what the organization should ultimately achieve in pursuit of its mission/vision, evaluate the current landscape and NACE's position within that landscape, and develop and support a long-term plan to successfully fulfill the mission/vision.
- **OVERSIGHT** – The Board oversees the governance of all member/volunteer committees and their role in supporting NACE's mission and strategic plan.
- **FIDUCIARY** – Board members are required to act reasonably, prudently and in the best interests of NACE, to prevent negligence, exploitation and fraud, and to avoid conflicts of interest (duties of care, loyalty, and obedience).
- **FINANCIAL** – Board members ensure the financial sustainability of the organization through an understanding and action on NACE's annual budget, operational performance, and key performance indicators of NACE's financial health. Board members should actively engage in discussions surrounding significant financial decisions presented by the Finance committee and staff.
- **AWARENESS** – Board members maintain an understanding of the key issues and trends facing NACE's members, customers, and the industries in which NACE operates (or desires to operate).
- **VALUES** – Board members articulate, support, and model the core values of the Association. **COMMUNICATION** – Board members are obligated to serve as ambassadors to the membership by effectively and regularly communicating a consistent message regarding the strategic direction established by the Board of Directors, accomplishments of NACE, and key issues facing NACE and the membership.

- **LEADERSHIP** – Board members establish and model the leadership culture of the member organization and reflect member needs and interests in the area, section, and committee functions of the Association.

## **ESSENTIAL DUTIES**

Essential duties of this position are described in the following Association operating procedures:

### Board of Directors Operating Manual

The Board is the legal representative of the Association. It is responsible for:

- The direction and oversight of the affairs of the Association.
- The establishment of procedures to monitor control and disposition of the Association properties and funds.
- Setting the policies of the Association.
- Approving the annual budget and any deviations from the budget.

The responsibilities of the Board which cannot be delegated to the Executive Committee are many and can be found in the Board of Directors Operating Manual.

### Conferences and Expositions Operating Manual

- Responsible for the functioning of the Committee, presiding over Committee meetings, and in cooperation with Headquarters, arranges for meeting times, dates, and places.
- Is a voting member of the Board and is responsible for keeping the Board informed on the activities of the Committee.
- Submit any Committee recommendations for action at Board meetings.
- Provide a written report to the Board concerning activities within its assigned areas of responsibility at each of the regularly scheduled Board meetings.

## **ADDITIONAL DUTIES**

- Lead the CEAC in the establishment of their strategic plan.
- Set agenda and schedule meetings of the CEAC.
- Attend meetings of ACPC and EAC.
- Communicate with CEAC, ACPC and EAC the issues, stances, goals and strategic plan of the Association.
- Communicate regularly with the Staff Liaison to CEAC to keep informed of conferences and exhibitions going on throughout the world.
- Liaise with Staff to determine if and when CEAC, ACPC or Exhibits should become involved with ongoing issues within the purview of CEAC
- Participate and adhere to the activities and responsibilities associated with the management of the Board's performance.
- Work to support the mission and goals of the Association as defined by the strategic plan, and shall provide reports to the Board in regard to its progress toward meeting those goals and objectives
- Submit any Committee recommendations for action at Board meetings.
- Second year Board members may be asked to mentor incoming Board members.

## **QUALIFICATIONS**

Qualified candidates for this position must:

- Satisfy either of the following sets of criteria:
  - Set One: Must have served on the Activity Committee and have been selected to serve as its Chair.

- Set Two: Must have served a full term as Trustee of a NACE Section, or Chair of one of the designated NACE Committees (Policy, Finance, any Activity or sub-committee of any Activity committee).
- Have been a member of the Association in good standing for at least five (5) consecutive years.
- Be proposed by their representative bodies to the Nominating Committee in accordance with the procedure outlined in Section 6 of the Nominating Committee Operating Manual.
- Demonstrate leadership and management skills.
- Have employer financial and time support for the required term.
- Have not served as a Board member for that same Activity Committee until at least one term has expired before the candidate is to fill the position.
- Be familiar with NACE's governance documents: the Articles of Incorporation, Bylaws and Operating Manuals.

Qualified candidates for this position should possess the following general attributes:

- Have executive level experience while serving in either of the following two capacities:
  - Served as an executive officer of a sister corrosion society or other not-for-profit technical association acceptable to the Nominating Committee.
  - Served in a management capacity for an organization in which the candidate has both strategic and financial responsibility.

### **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

#### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

#### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

#### Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

### **ACCOUNTABILITY**

The Conferences and Expositions Activity Director is accountable to the needs of members served by this Activity and to the Board of Directors to do what is best for the organization.

### **TIME COMMITMENT**

Candidates for this position must be able to meet the following general expectations in regard to the time commitment:

Committee: CEAC, ACPC, and Exhibits all meet at annual conference and by conference call as needed throughout the year. Six to eight hours are required during conference. A minimum three to four hours are required the remainder of the year.

Board Meetings: The Board meets three times per year: Conference (six to seven days); late June (four to five days) and in the fall (four to five days). Board members are expected to spend the time necessary to be prepared for meetings. Additional meetings and Special Meetings may be facilitated by remote participation. Approximately forty to eighty additional hours are required the remainder of the year.

Annual Conference of the Association: Attend Annual Conference of the Association, which lasts one week.

Annual Meeting of the Association's Membership: The annual membership meeting will be held any time prior to the Annual Banquet during Annual Conference. Additional meetings of the Association membership may be held upon determination by the Board of the need to hold such meetings.

Other Board Activities: Attend Board social and team building functions, conduct exhibitor surveys at annual Conference, Board orientation, serve on ad hoc committees of the Board, as needed; sign annual statement of conflict of interest, serve on strategic teams of the Board, as needed; respond to Board ballots and surveys in a timely manner, actively participate in Board strategic planning sessions and any follow-up (or continuing) strategic work.

Travel: Domestic or international travel may be required for meeting attendance.

## **REMUNERATION**

Service on NACE's Board of Directors is without remuneration.

## APPENDIX 6 – Education Activities Director Volunteer Position Description

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**POSITION:** Education Activities Director

**LENGTH OF TERM:** Three years

**REVISION DATE:** 03/25/2017

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### MISSION

NACE International's Mission is to protect people, assets, and the environment from corrosion.

### PURPOSE

As a Director on the NACE International Board of Directors, this position serves in the following key areas of Board activity:

- **STRATEGY** – Board members establish and support the mission/vision of NACE, provide points of view on what the organization should ultimately achieve in pursuit of its mission/vision, evaluate the current landscape and NACE's position within that landscape, and develop and support a long-term plan to successfully fulfill the mission/vision.
- **OVERSIGHT** – The Board oversees the governance of all member/volunteer committees and their role in supporting NACE's mission and strategic plan.
- **FIDUCIARY** – Board members are required to act reasonably, prudently and in the best interests of NACE, to prevent negligence, exploitation and fraud, and to avoid conflicts of interest (duties of care, loyalty, and obedience).
- **FINANCIAL** – Board members ensure the financial sustainability of the organization through an understanding and action on NACE's annual budget, operational performance, and key performance indicators of NACE's financial health. Board members should actively engage in discussions surrounding significant financial decisions presented by the Finance committee and staff.
- **AWARENESS** – Board members maintain an understanding of the key issues and trends facing NACE's members, customers, and the industries in which NACE operates (or desires to operate).
- **VALUES** – Board members articulate, support, and model the core values of the Association.
- **COMMUNICATION** – Board members are obligated to serve as ambassadors to the membership by effectively and regularly communicating a consistent message regarding the strategic direction established by the Board of Directors, accomplishments of NACE, and key issues facing NACE and the membership.
- **LEADERSHIP** – Board members establish and model the leadership culture of the member organization and reflect member needs and interests in the area, section, and committee functions of the Association.

### ESSENTIAL DUTIES

Essential duties of this position are described in the following Association operating procedures:

#### Bylaws Operating Manual

- Set the policy and oversee activities of the NACE education program including those courses that lead to NACE certification.

#### Board of Directors Operating Manual

The Board is the legal representative of the Association. It is responsible for:

- The direction and oversight of the affairs of the Association.
- The Establishment of procedures to monitor control and disposition of the Association properties and funds.
- Setting the policies of the Association.
- Approving the annual budget and any deviations from the budget.

The responsibilities of the Board which cannot be delegated to the Executive Committee are many and can be found in the Board of Directors Operating Manual.

#### Education Committee Operating Manual

- Assist the Education Activities Committee in providing education and training that delivers professional development needed by customers and learners.
- Advise the NACE Board of activities within its assigned areas of responsibility and implement reporting requests made by the Board to Education.
- Work to support the mission and goals of the Association as defined by the strategic plan, and provide reports to the Board in regard to its progress toward meeting those goals and objectives.
- Serve as Director on the NACE Board representing Education and attend all meetings of the Board.
- Submit any Committee recommendations for action at Board meetings.
- Keep the Board informed of the activities and strategic direction of the Committee.
- Keep the Education Activity Committee apprised of decisions made by the Board of Directors, which impact Education, and ensuring that the activities of Education are congruent with the Board's strategic plan.

#### **ADDITIONAL DUTIES**

- Assist the Education Activities Committee in the establishment of their strategic plan.
- Participate and adhere to the activities and responsibilities associated with the management of the Board's performance.
- Assist the Education Activities Committee to ensure that existing training courses and requests for new course development are congruent with the Association's strategic plan, free of conflict of interest, technically sound, and viable for the market they intend to serve.
- Second year Board members may be asked to mentor incoming Board members.

#### **QUALIFICATIONS**

Qualified candidates for this position must:

- Satisfy either of the following criteria:
  - Set One: Must have served as Area Chair, or;
  - Set Two: Must have served a full term as Trustee of a NACE Section, or a Chair of one of the designated NACE Committees (Policy, Finance, any Activity or an administrative committee of an Activity committee.
- Have been a member of the Association in good standing for at least five (5) consecutive years.
- Must be proposed by their representative bodies to the Nominating Committee in accordance with the procedure outlined in Section 6 of the Nominating Committee Operating Manual.
- Demonstrated leadership and management skills.
- Have employer financial and time support for the required term.

- Have not served as a Board member for that Activity Committee until at least one term has expired before the candidate is to fill the position.
- Be familiar with NACE's governance documents: the Articles of Incorporation, Bylaws and Operating Manuals.

Qualified candidates for this position should possess the following general attributes:

- Have executive level experience while serving in either of the following two capacities:
  - Served as an executive officer of a sister corrosion society or other not-for-profit technical association acceptable to the Nominating Committee.
  - Served in a management capacity for an organization in which the candidate has both strategic and financial responsibility.

### **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

#### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

#### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

#### Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

### **ACCOUNTABILITY**

The Education Activity Director is accountable to the needs of members served by this Activity and to the Board of Directors to do what is best for the organization.

### **TIME COMMITMENT**

At a minimum, candidates for this position must be able to meet the general expectations listed below in regard to the time commitment. Additional time may be required as needed.

Committee: Education and associated subcommittees shall each meet at least quarterly (four [4] times per year including at the annual conference). Additional meetings may be called, as necessary, to conduct committee business. Education and subcommittee business may also be conducted by telephone or electronic media.

Board Meetings: The Board meets three times per year: Conference (six to seven days); late June (four to five days) and in the fall (four to five days). Board members are expected to spend the time necessary to be prepared for meetings. Additional meetings and Special Meetings may be facilitated by remote participation. Approximately forty to eighty additional hours are required the remainder of the year.

Annual Conference of the Association: Attend Annual Conference of the Association, which lasts one week.

Annual Meeting of the Association's Membership: The annual membership meeting will be held any time prior to the Annual Banquet during Annual Conference. Additional meetings of the Association membership may be held upon determination by the Board of the need to hold such meetings.

Other Board Activities: Attend Board social and team building functions, conduct exhibitor surveys at annual Conference, Board orientation, serve on ad hoc committees of the Board, as needed; sign annual statement of conflict of interest, serve on strategic teams of the Board, as needed; respond to Board ballots and surveys in a timely manner, actively participate in Board strategic planning sessions and any follow-up (or continuing) strategic work.

Travel: Domestic or international travel may be required for meeting attendance.

## **REMUNERATION**

Service on NACE's Board of Directors is without remuneration.

## APPENDIX 7 – Publications Activities Director Volunteer Position Description

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**POSITION:** Publications Activities Director

**LENGTH OF TERM:** Three years

**REVISION DATE:** 03/25/2017

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### MISSION

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### PURPOSE

The chair of the Publications Activities Committee (PAC) serves as PAC's strategic leader and is responsible for setting the strategic direction and providing oversight of the organization's publications activities that fall under the responsibility of the committee. The PAC is responsible for ensuring that all publications issued by the Association (other than material developed by other committees within their areas; for example: standards, committee reports, conference papers, education courses, position papers, etc.) are of high quality, are consistent with the aims and objectives of the Association, and provide technically sound information and resources to meet the diverse interests of the membership and other persons interested in the science and technology of corrosion and corrosion control.

As Director on the NACE International Board of Directors, this position serves in the following key areas of Board activity:

- **STRATEGY** – Board members establish and support the mission/vision of NACE, provide points of view on what the organization should ultimately achieve in pursuit of its mission/vision, evaluate the current landscape and NACE's position within that landscape, and develop and support a long-term plan to successfully fulfill the mission/vision.
- **OVERSIGHT** – The Board oversees the governance of all member/volunteer committees and their role in supporting NACE's mission and strategic plan.
- **FIDUCIARY** – Board members are required to act reasonably, prudently and in the best interests of NACE, to prevent negligence, exploitation and fraud, and to avoid conflicts of interest (duties of care, loyalty, and obedience).
- **FINANCIAL** – Board members ensure the financial sustainability of the organization through an understanding of and action on NACE's annual budget, operational performance, and key performance indicators of NACE's financial health. Board members should actively engage in discussions surrounding significant financial decisions presented by the Finance committee and staff.
- **AWARENESS** – Board members maintain an understanding of the key issues and trends facing NACE's members, customers, and the industries in which NACE operates (or desires to operate).
- **VALUES** – Board members articulate, support, and model the core values of the Association.
- **COMMUNICATION** – Board members are obligated to serve as ambassadors to the membership by effectively and regularly communicating a consistent message regarding the strategic direction established by the Board of Directors, accomplishments of NACE, and key issues facing NACE and the membership.

- **LEADERSHIP** – Board members establish and model the leadership culture of the member organization and reflect member needs and interests in the area, section, and committee functions of the Association.

## **ESSENTIAL DUTIES**

### Bylaws Operating Manual

- Set policy and oversee activities of the NACE publications program which includes all publications other than material developed by other committees within their areas; for example, standards, committee reports, conference papers, education courses, position papers, etc.).
- Responsible for setting Association copyright policy and maintaining the *NACE International Publications Style Manual*.

### Publications Activities Committee Operating Manual

- Conduct the affairs of PAC, at and between meetings, scheduling meetings, developing agendas, and approving minutes of meetings.
- Appointing PAC member leads for the product areas of Magazines (*Materials Performance, CoatingsPro, InspectThis! and Stay Current*); Journal (*CORROSION*); Books; and NACE public technical list servers (NACE Corrosion Network, NACE Coatings Network); complying with strategic and tactical planning practices of the Association.
- Provide oversight, review and approval consistent with the activities and responsibilities contained in the operating manual; form and implement strategies to support the committee's objectives; provide input to organizational policy decisions as they directly relate to NACE's mission with respect to publications; provide advice to enhance publication quality; and provide ethical accountability.
- Work with staff prioritizing and vetting ideas, interpreting policy within guidelines, planning and implementing the plans, developing agendas, and providing committee management.
- Is a voting member of the Board and is responsible for keeping the Board informed on the activities of the committee.
- Shall attend all meetings of the Board.
- Submit any Committee recommendations for action at Board meetings.
- Provide written report to the Board concerning activities within its assigned areas of responsibility at each of the regularly scheduled Board meetings.

## **ADDITIONAL DUTIES**

- Participate and adhere to the activities and responsibilities associated with the management of the Board's performance.
- Attend *CORROSION* journal and *Materials Performance* Editorial Board meetings at annual conference.
- Facilitate a quarterly PAC Executive Committee meeting with key NACE staff.

## **QUALIFICATIONS**

Qualified candidates for this position must:

- Satisfy either of the following sets of criteria:
  - Set One: Must have served on the activity committee and been selected to serve as its chair.

- Set Two: Must have served a full term as trustee of a NACE section, or chair of one of the designated NACE committees (Policy, Finance, any Activity or subcommittee of any activity committee)
- Have been a member of the Association in good standing for at least five (5) consecutive years.
- Be proposed by their representative bodies to the Nominating Committee in accordance with the procedure outlined in Section 6 of the Nominating Committee Operating Manual.
- Demonstrate leadership and management skills.
- Have employer financial and time support for the required term.
- Have not served as a Board member for that activity committee until at least one term has expired before the candidate is to fill the position.
- Be familiar with NACE's governance documents: the Articles of Incorporation, Bylaws and Operating Manuals.

Qualified candidates for this position should possess the following general attributes:

- Must have executive level experience while serving in either of the following two capacities:
  - Served as an executive officer of a sister corrosion society or other not-for-profit technical association acceptable to the Nominating Committee.
  - Served in a management capacity for an organization in which the candidate has both strategic and financial responsibility.

### **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

#### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

#### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

#### Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

### **ACCOUNTABILITY**

The PAC Director is accountable to the needs of members served by this activity and to the Board of Directors to do what is best for the organization.

### **TIME COMMITMENT**

Candidates for this position must be able to meet the following general expectations in regard to the time commitment:

Committee: The PAC meets once per year at the annual conference. Additional meetings may be called, as necessary, to conduct committee business. The PAC Executive Committee meets quarterly either in person or by telephone. PAC business may also be conducted by telephone or electronic media.

Board Meetings: The Board meets three times per year: Conference (six to seven days); late June (four to five days) and in the fall (four to five days). Board members are expected to spend the time necessary to be prepared for meetings. Additional meetings and Special Meetings may be facilitated by remote participation. Approximately forty to eighty additional hours are required the remainder of the year.

Annual Conference of the Association: Attend annual conference of the Association, which lasts one week.

Annual Meeting of the Association's Membership: The annual membership meeting will be held any time prior to the awards dinner during annual conference. Additional meetings of the Association membership may be held upon determination by the Board of the need to hold such meetings.

Other Board Activities: Attend Board social and team-building functions; conduct exhibitor surveys at annual conference; Board orientation; serve on ad hoc committees of the Board, as needed; sign annual statement of conflict of interest; serve on strategic teams of the Board, as needed; respond to Board ballots and surveys in a timely manner; actively participate in Board strategic planning sessions and any follow-up (or continuing) strategic work.

Travel: Domestic or international travel may be required for meeting attendance.

## **REMUNERATION**

Service on NACE's Board of Directors is without remuneration.

## APPENDIX 8 – Technical and Research Activities Director Volunteer Position Description

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**POSITION:** Technical and Research Activities Director

**LENGTH OF TERM:** Three years

**REVISION DATE:** 03/25/2017

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### MISSION

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### PURPOSE

This position has two separate and distinct roles; 1) Chair of the Technical and Research Activities Committee (TRAC) and 2) Director on the NACE International Board of Directors.

As Chair of the Technical and Research Activities, this position serves as the strategic leader of the TRAC which is responsible for setting the strategic direction and providing oversight of the organization's Technology and Research activities.

As a Director on the NACE International Board of Directors, this position serves in the following key areas of Board activity:

- **STRATEGY** – Board members establish and support the mission/vision of NACE, provide points of view on what the organization should ultimately achieve in pursuit of its mission/vision, evaluate the current landscape and NACE's position within that landscape, and develop and support a long-term plan to successfully fulfill the mission/vision.
- **OVERSIGHT** – The Board oversees the governance of all member/volunteer committees and their role in supporting NACE's mission and strategic plan.
- **FIDUCIARY** – Board members are required to act reasonably, prudently and in the best interests of NACE, to prevent negligence, exploitation and fraud, and to avoid conflicts of interest (duties of care, loyalty, and obedience).
- **FINANCIAL** – Board members ensure the financial sustainability of the organization through an understanding of and action on NACE's annual budget, operational performance, and key performance indicators of NACE's financial health. Board members should actively engage in discussions surrounding significant financial decisions presented by the Finance committee and staff.
- **AWARENESS** – Board members maintain an understanding of the key issues and trends facing NACE's members, customers, and the industries in which NACE operates (or desires to operate).
- **VALUES** – Board members articulate, support, and model the core values of the Association.
- **COMMUNICATION** – Board members are obligated to serve as ambassadors to the membership by effectively and regularly communicating a consistent message regarding the strategic direction established by the Board of Directors, accomplishments of NACE, and key issues facing NACE and the membership.
- **LEADERSHIP** – Board members establish and model the leadership culture of the member organization and reflect member needs and interests in the area, section, and committee functions of the Association.

## **ESSENTIAL DUTIES**

Essential duties of this position are described in the following Association operating procedures:

### Bylaws Operating Manual

- Technical Coordination - Generating and publishing technical information about all aspects of corrosion prevention and control, providing technical symposia, and providing forums for technology interchange.
- Research - 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.

### Board of Directors Operating Manual

The Board is the legal representative of the Association. It is responsible for:

- The direction and oversight of the affairs of the Association.
- The Establishment of procedures to monitor control and disposition of the Association properties and funds.
- Setting the policies of the Association.
- Approving the annual budget and any deviations from the budget.

The responsibilities of the Board which cannot be delegated to the Executive Committee are many and can be found in the Board of Directors Operating Manual.

### TRAC Operating Manual

- Responsible for conducting the affairs of his/her respective committee, and between meetings, for scheduling meetings, developing agendas, and approving minutes of meetings. The chair shall comply with strategic and tactical planning practices of the Association.
- Is a voting member of the Board and is responsible for keeping the Board informed on the activities of the Committee.
- Shall attend all meetings of the Board.
- Submit any Committee recommendations for action at Board meetings.
- Provide a written report to the Board concerning activities within its assigned areas of responsibility at each of the regularly scheduled Board meetings.
- Shall be responsible for presentation of the Committee's budget at the appropriate Finance Committee meeting.

## **ADDITIONAL DUTIES**

- LEAD the TRAC in the establishment of their strategic plan.
- Advise the NACE Board of activities within its assigned areas of responsibility and implement reporting requests made by the Board to Education.
- Work to support the mission and goals of the Association as defined by the strategic plan, and shall provide reports to the Board in regard to its progress toward meeting those goals and objectives.
- Participate and adhere to the activities and responsibilities associated with the management of the Board's performance.
- Encouraging the pursuit and development of new opportunities for Technical and Research Committees.
- Submit any Committee recommendations for action at Board meetings.

## **QUALIFICATIONS**

Qualified candidates for this position must:

- Satisfy either of the following sets of criteria:
  - Set One: Must have served on the Activity Committee and have been selected to serve as its Chair.
  - Set Two: Must have served a full term as Trustee of a NACE Section, or Chair of one of the designated NACE Committees (Policy, Finance, any Activity or sub-committee of any Activity committee).
- Have been a member of the Association in good standing for at least five (5) consecutive years.
- Must be proposed by their representative bodies to the Nominating Committee in accordance with the procedure outlined in Section 6 of the Nominating Committee Operating Manual.
- Demonstrated leadership and management skills.
- Have employer financial and time support for the required term.
- Have not served as a Board member for that Activity Committee until at least one term has expired before the candidate is to fill the position.
- Be familiar with NACE's governance documents: the Articles of Incorporation, Bylaws and Operating Manuals.

Qualified candidates for this position should possess the following general attributes:

- Should have executive level experience while serving in either of the following two capacities:
  - Served as an executive officer of a sister corrosion society or other not-for-profit technical Association acceptable to the Nominating Committee.
  - Served in a management capacity for an organization in which the candidate has both strategic and financial responsibility.

## **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

### Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

## **ACCOUNTABILITY**

The Technical and Research Activity Director is accountable to the needs of members served by this Activity and to the Board of Directors to do what is best for the organization.

## **TIME COMMITMENT**

Candidates for this position must be able to meet the following general expectations in regard to the time commitment:

Committee: The Committee shall meet at the Annual Conference. Additional meetings may be called, as necessary, to conduct Committee business. Committee business also may be conducted by telephone, mail, or electronic media.

Board Meetings: The Board meets three times per year: Conference (six to seven days); late June (four to five days) and in the fall (four to five days). Board members are expected to spend the time necessary to be prepared for meetings. Additional meetings and Special Meetings may be facilitated by remote participation. Approximately forty to eighty additional hours are required the remainder of the year.

Annual Conference of the Association: Attend Annual Conference of the Association, which lasts one week.

Annual Meeting of the Association's Membership: The annual membership meeting will be held any time prior to the Annual Banquet during Annual Conference. Additional meetings of the Association membership may be held upon determination by the Board of the need to hold such meetings.

Other Board Activities: Attend Board social and team building functions, conduct vendor surveys at annual Conference, Board orientation, serve on ad hoc committees of the Board, as needed; sign annual statement of conflict of interest, serve on strategic teams of the Board, as needed; respond to Board ballots and surveys in a timely manner, actively participate in Board strategic planning sessions and any follow-up (or continuing) strategic work.

Travel: Domestic or international travel may be required for meeting attendance.

## **REMUNERATION**

Service on NACE's Board of Directors is without remuneration.

## APPENDIX 9 – Area Director Volunteer Position Description

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**POSITION:** Area Directors

**LENGTH OF TERM:** Three years

**REVISION**

**DATE:**

03/25/2017

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### MISSION

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### PURPOSE

Promote the objectives of the Association within their established Areas. To advise, govern, oversee policy and direction, and assist with the strategic leadership and general promotion of NACE International so as to support the organization's mission and needs. Support the cause of NACE International through mentoring and guidance and inclusion of new, young or currently uninvolved members.

As a Director on the NACE International Board of Directors, this position serves in the following key areas of Board activity:

- **STRATEGY** – Board members establish and support the mission/vision of NACE, provide points of view on what the organization should ultimately achieve in pursuit of its mission/vision, evaluate the current landscape and NACE's position within that landscape, and develop and support a long-term plan to successfully fulfill the mission/vision.
- **OVERSIGHT** – The Board oversees the governance of all member/volunteer committees and their role in supporting NACE's mission and strategic plan.
- **FIDUCIARY** – Board members are required to act reasonably, prudently and in the best interests of NACE, to prevent negligence, exploitation and fraud, and to avoid conflicts of interest (duties of care, loyalty, and obedience).
- **FINANCIAL** – Board members ensure the financial sustainability of the organization through an understanding of and action on NACE's annual budget, operational performance, and key performance indicators of NACE's financial health. Board members should actively engage in discussions surrounding significant financial decisions presented by the Finance committee and staff.
- **AWARENESS** – Board members maintain an understanding of the key issues and trends facing NACE's members, customers, and the industries in which NACE operates (or desires to operate).
- **VALUES** – Board members articulate, support, and model the core values of the Association.
- **COMMUNICATION** – Board members are obligated to serve as ambassadors to the membership by effectively and regularly communicating a consistent message regarding the strategic direction established by the Board of Directors, accomplishments of NACE, and key issues facing NACE and the membership.
- **LEADERSHIP** – Board members establish and model the leadership culture of the member organization and reflect member needs and interests in the area, section, and committee functions of the Association.

## **ESSENTIAL DUTIES**

Essential duties of this position are described in the following Association operating procedures:

### Bylaws Operating Manual

- Promote the objectives of the Association.
- Adhere to the procedures defined in the Area Coordination Committee's, or its Administrative Committee's Operating Manual.

### Board of Directors Operating Manual

The Board is the legal representative of the Association. It is responsible for:

- The direction and oversight of the affairs of the Association.
- The Establishment of procedures to monitor control and disposition of the Association properties and funds.
- Setting the policies of the Association.
- Approving the annual budget and any deviations from the budget.

### Area Operating Manual

- Represent his or her Area on the NACE board.
- Provides continuity and guidance to the Area Board.
- Chairs and votes on the Area nominating committee.
- Must exercise good judgment in helping the Area in the selection of nominees for the Area offices and must be alert for possible candidates for association offices of the Association.
- Appoints representatives to the NACE Nominating Committee.
- Reviews the Activities Handbook for meetings and provides guidance in Area meeting plans.
- Shares the visitation of sections with the Chair and Vice Chair.
- Present Distinguished Service and Technical Achievement Awards as necessary.

## **ADDITIONAL DUTIES**

- Participate and adhere to the activities and responsibilities associated with the management of the Board's performance.
- Participate in NACE strategic planning definition, evaluation, and monitoring
- Share the NACE Strategic Plan and other strategic direction or decisions of the Board of Directors with the Area Board of Trustees and encourage acceptance and implementation
- Be prepared, educated, and informed when attending any NACE meetings.
- Be completely informed about the area activities and report it under board requirements.
- Make sure when the position is undertaken that thorough vetting of the previous position holder is made so that understanding of current issues, the history that led to current strategies, etc. is understood. If you are not offered this information, YOU must go and find it.
- Recruit, inform, and inspire those coming up the system – plan ahead, who do you see that with some coaching could be a wonderful leader. Help them ascertain if these are their goals, can they get company support, can they fulfill our mission.
- Be the liaison between members of the Area (via sections) and headquarters, as well as to and from the Board.
- Support and attend Area conferences.
- Help with the initiation of new sections and find other ways to support members locally.
- Be informed about any NACE activities in the Area
- Advise members on the handling of issues at the section level.
- Liaise with sister societies and associations in the Area encouraging good relationships and being aware of their related activities.

- Collect remarkable area issues and requirements in order to communicate it to the Board.
- Represent the interests of the Area and bring forth needs, issues, and concerns.
- Advise the Board on situations in the Area that may affect NACE, including market and the political situation.
- Attend Area and Section meetings when possible.
- Have a passion, commitment, and wherewithal to be sitting as a leader.
- Second year Board members may be asked to mentor incoming Board members.

## **QUALIFICATIONS**

Qualified candidates for this position must:

- Satisfy either of the following criteria:
  - Set One: Must have served as Area Chair, or;
  - Set Two: Must have served a full term as Trustee of a NACE Section, or a Chair of one of the designated NACE Committees (Policy, Finance, any Activity or an administrative committee of an Activity committee).
- Have been a member of the Association in good standing for at least five (5) consecutive years.
- All candidates for director positions (Area and Activity) must be proposed by their representative bodies to the Nominating Committee in accordance with the procedure outlined in Section 6 of the Nominating Committee Operating Manual.
- Have demonstrated leadership and management skills.
- Reside within the Area.
- Have employer financial and time support for the required term.
- Have not served as a Board member for that same Area until at least one term has expired before the candidate is to fill the position.
- Be familiar with NACE's governance documents: the Articles of Incorporation, Bylaws and Operating Manuals

Qualified candidates for this position should possess the following general attributes:

- Have executive level experience while serving in either of the following two capacities:
  - Served as an executive officer of a sister corrosion society or other not-for-profit technical association acceptable to the Nominating Committee.
  - Served in a management capacity for an organization in which the candidate has both strategic and financial responsibility.

## **KNOWLEDGE, SKILLS AND ABILITIES**

Desired attributes of candidates for this position include:

### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

### Personal

Ability to engage in and facilitate dialog

Accountability  
Emotional intelligence  
Global cultural awareness  
Objectivity

## **APPENDIX 10 – Area Coordination Committee Chair Volunteer Position Description**

---

**POSITION:** Area Coordination Committee Chair

**LENGTH OF TERM:** One year

**REVISION DATE:** 03/25/2017

---

### **MISSION**

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### **PURPOSE**

As Chair of the Area Coordination Committee, this position serves as the strategic leader of the Area Coordination Committee (ACC), which is responsible for Association membership development activities and for effective operation of NACE Areas and Sections.

### **ESSENTIAL DUTIES**

Essential duties of this position are described in the following Association operating procedures:

#### Area Coordination Committee Operating Manual

- Responsible for the functioning of the Committee
- Chairs the Committee meetings, and in cooperation with Headquarters, arranges for meeting time, date, place, and provides a meeting agenda
- Responsible for submitting written or oral reports on the activities of the Committee to the Board of Directors (Board).
- Liaise with other committees affected by ACC activity to ensure they are appropriately informed or involved

### **ADDITIONAL DUTIES**

- Participate in NACE strategic planning definition, evaluation, and monitoring
- Encourage and participate in all Area meetings where NACE strategic planning is disclosed as well as initiatives of the Board
- Attend Area and Section Board of Trustees meetings during Conference to be informed of the overall NACE membership perspective
- Ensure Area issues brought to the Committee are raised to the Board, if necessary

### **QUALIFICATIONS**

Qualified candidates for this position must:

- Be a member of good standing with the Association
- Be an Area Director on the Board
- Have served in the position of Area Director on the Board for at least previous two years
- Expect to be able to serve the entire term as Chair of the Area Coordination Committee
- Have knowledge and/or experience in parliamentary procedures (Roberts Rules of Order)
- Have personal or corporate financial support for time and travel required for the position
- Have a passion, commitment and wherewithal to be sitting as a leader
- Be well versed with Section, Area, and NACE Membership related activities

## **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

### Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

## **ACCOUNTABILITY**

The Chair of the Area Coordination Committee is accountable to the needs of the members served and to the Board of Directors to do what is best for the organization.

## **TIME COMMITMENT**

At a minimum, candidates for this position must be able to meet the general expectations listed below in regard to the time commitment. Additional time may be required as needed.

Annual Conference of the Association: Attend the Area Coordination Committee Meeting held during Annual Conference of the Association

Committee: The Area Coordination Committee shall meet as often as necessary to conduct its business, but no less than two times per year with one of those two meetings to take place in person at Conference.

Travel: Domestic or international travel may be required for meeting attendance.

## **REMUNERATION**

Service on NACE's Area Coordination Committee is without remuneration.

## APPENDIX 11 – Audit Committee Chair Volunteer Position Description

---

**POSITION:** Audit Committee Chair

**LENGTH OF TERM:** One year renewable

**REVISION DATE:** 03/25/2017

---

### MISSION

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### PURPOSE

As Chair of the Audit Committee, this position serves as the strategic leader of the Audit Committee, which is responsible for the selection and oversight of the independent auditor, the completion of the fiscal year-end financial audit, and fraud prevention.

### ESSENTIAL DUTIES

Essential duties of this position are described in the following Association operating procedures:

#### Audit Committee Operating Manual

- Responsible for the functioning of the Committee
- Chairs the Committee meetings, and in cooperation with Headquarters, arranges for meeting time, date, place, and provides a meeting agenda
- Responsible for submitting written reports on the activities of the Committee to the Board

### ADDITIONAL DUTIES

### QUALIFICATIONS

Qualified candidates for this position must:

- Be a member of the NACE International Board in good standing
- Have served as a member of the Committee for at least one year prior to serving as Chair
- Be generally familiar with the accounting and reporting principles and practices applied by NACE
- Have knowledge and/or experience in parliamentary procedures (Roberts Rules of Order)
- Have personal or corporate financial support for time and travel required for the position

### KNOWLEDGE, SKILLS AND ABILITIES

Qualified candidates for this position should possess the following general attributes:

#### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

#### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

**ACCOUNTABILITY**

The Chair of the Audit Committee is accountable to the Board of Directors to do what is best for the organization.

**TIME COMMITMENT**

At a minimum, candidates for this position must be able to meet the following general expectations in regard to the time commitment:

Committee: The Audit Committee shall meet as often as necessary to conduct its business, but no less than two times per year. The Committee shall meet at least once a year privately with the independent auditor upon completion of the annual financial statement audit.

Travel: Domestic or international travel may be required for meeting attendance.

**REMUNERATION**

Service on NACE's Audit Committee is without remuneration.

## APPENDIX 12 – Awards Committee Chair Volunteer Position Description

---

**POSITION:** Awards Committee Chair

**LENGTH OF TERM:** One year renewable

**REVISION**

**DATE:**

03/25//2017

---

### MISSION

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### PURPOSE

As Chair of the Awards Committee, this position serves as the strategic leader of the Awards Committee which is responsible for defining the awards (including honors) made in the name of the Association and the procedures for determining successful candidates.

### ESSENTIAL DUTIES

Essential duties of this position are described in the following Association operating procedures:

#### Awards Committee Operating Manual

- Responsible for the functioning of the Committee
- Chairs the Committee meetings, and in cooperation with Headquarters, arranges for meeting time, date, place, and provides a meeting agenda
- Responsible for submitting written reports on the activities of the Committee to the Board

### ADDITIONAL DUTIES

- **Present, with the President, awards at the Awards Banquet**

### QUALIFICATIONS

Qualified candidates for this position must:

- Be a member of good standing with the Association
- Have served as a member of the Committee for at least one year prior to serving as Chair
- Have knowledge and/or experience in parliamentary procedures (Roberts Rules of Order)
- Have personal or corporate financial support for time and travel required for the position

### KNOWLEDGE, SKILLS AND ABILITIES

Qualified candidates for this position should possess the following general attributes:

#### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

#### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

**ACCOUNTABILITY**

The Chair of the Awards Committee is accountable to the Board of Directors to do what is best for the organization.

**TIME COMMITMENT**

At a minimum, candidates for this position must be able to meet the general expectations listed below in regard to the time commitment. Additional time may be required as needed.

Conference of the Association: Attend the Awards Committee Meeting held during Annual Conference of the Association.

Awards Banquet: Attend the Awards Banquet held each year during Conference

Committee: The Awards Committee shall meet as often as necessary to conduct its business, but no less than two times per year.

Travel: Domestic or international travel may be required for meeting attendance.

**REMUNERATION**

Service on NACE's Awards Committee is without remuneration.

## **APPENDIX 13 – Finance Committee Chair Volunteer Position Description**

---

**POSITION:** Finance Committee Chair

**LENGTH OF TERM:** One year renewable

**REVISION DATE:** 03/25/2017

---

### **MISSION**

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### **PURPOSE**

As Chair of the Finance Committee, this position serves as the strategic leader of the Finance Committee, which is responsible for overseeing all aspects of the Association's finances, and for reviewing and recommending actions related thereto.

### **ESSENTIAL DUTIES**

Essential duties of this position are described in the following Association operating procedures:

#### Finance Committee Operating Manual

- Responsible for the functioning of the Committee
- Chairs the Committee meetings, and in cooperation with Headquarters, arranges for meeting time, date, place, and provides a meeting agenda
- Responsible for submitting written reports on the activities of the Committee to the Board

### **ADDITIONAL DUTIES**

### **QUALIFICATIONS**

Qualified candidates for this position must:

- Be a member of good standing with the Association
- Have served as a member of the Committee for at least one year prior to serving as Chair
- Have knowledge and/or experience in parliamentary procedures (Roberts Rules of Order)
- Have personal or corporate financial support for time and travel required for the position

### **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

#### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

#### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

#### Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence  
Global cultural awareness  
Objectivity

**ACCOUNTABILITY**

At a minimum, candidates for this position must be able to meet the general expectations listed below in regard to the time commitment. Additional time may be required as needed.

Chair of the Finance Committee is accountable to the Board of Directors to do what is best for the organization.

**TIME COMMITMENT**

Committee: The Finance Committee shall meet as often as necessary to conduct its business.

Travel: Domestic or international travel may be required for meeting attendance.

**REMUNERATION**

Service on NACE's Finance Committee is without remuneration.

## **APPENDIX 14 – Nominating Committee Chair Volunteer Position Description**

---

**POSITION:** Nominating Committee Chair  
**LENGTH OF TERM:** One year

**REVISION DATE:** 03/25/2017

---

### **MISSION**

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### **PURPOSE**

As Chair of the Nominating Committee, this position serves as the strategic leader of the Nominating Committee which is 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.

### **ESSENTIAL DUTIES**

Essential duties of this position are described in the following Association operating procedures:

#### Nominating Committee Operating Manual

- Responsible for the functioning of the Committee
- Chairs the Committee meetings, and in cooperation with Headquarters, arranges for meeting time, date, place, and provides a meeting agenda
- Responsible for submitting written reports on the activities of the Committee to the Board when required.
- 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

### **ADDITIONAL DUTIES**

- Conduct committee business as applicable
- Ensure proper conduct is enforced when interviewing potential candidates for the Officer and Director positions e.g. no non-relevant or discriminatory questions are asked of the candidates
- Inform successful and unsuccessful candidates of the voting outcomes

### **QUALIFICATIONS**

Qualified candidates for this position must:

- Be a member of good standing with the Association
- Be one of two most-recent Past Presidents not currently on the Board, with the greatest tenure of those two as stated in Section 2.0 of the Nominating Committee Operating Manual
- Have knowledge and/or experience in parliamentary procedures (Roberts Rules of Order)
- Be aware of the Nominating Committee's policies, procedures, and responsibilities
- Be capable to function as Committee leader and coordinate with Board of Directors
- Have personal or corporate financial support for time and travel required for the position

### **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

**ACCOUNTABILITY**

The Chair of the Nominating Committee is accountable to the Board of Directors to do what is best for the organization.

**TIME COMMITMENT**

At a minimum, candidates for this position must be able to meet the general expectations listed below in regard to the time commitment. Additional time may be required as needed.

Annual Conference of the Association: Attend the Nominating Committee Meeting held during Annual Conference of the Association.

Committee: The Nominating Committee shall meet as often as necessary to conduct its business, but no less than one time per year.

Travel: Domestic or international travel may be required for meeting attendance.

**REMUNERATION**

Service on NACE's Nominating Committee is without remuneration.

## **APPENDIX 15 – Policy Committee Chair Volunteer Position Description**

---

**POSITION:** Policy Committee Chair  
**LENGTH OF TERM:** One year renewable (up to 3 years maximum)

**REVISION DATE:** 03/25/2017

---

### **MISSION**

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### **PURPOSE**

As Chair of the Policy Committee, this position serves as the strategic leader of the Policy Committee which is responsible for advising the Board and Executive Committee 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.

### **ESSENTIAL DUTIES**

Essential duties of this position are described in the following Association operating procedures:

#### Policy Committee Operating Manual

- Responsible for the functioning of the Committee
- Chairs the Committee meetings, and in cooperation with Headquarters, arranges for meeting time, date, place, and provides a meeting agenda
- Responsible for submitting written reports on the activities of the Committee to the Board.

### **ADDITIONAL DUTIES**

- Provide and remind the committee of its roles and responsibilities while in session
- Provide counsel in advisory role to the Board, Executive Committee, and other committees on relevant items pertaining to policies and procedures of the Association
- Work closely with the Committee's staff liaison to ensure all manuals are scheduled for review/revision in a timely manner and to comply with procedures outlined in operating manuals
- In concert with the President-elect, provide recommendations in staffing the Committee for the next officer year to ensure diverse membership representing all global interests

### **QUALIFICATIONS**

Qualified candidates for this position must:

- Be a member of good standing with the Association
- Have served as a member of the Committee for at least one year prior to serving as Chair
- Have knowledge and/or experience in parliamentary procedures (Roberts Rules of Order)
- Have personal or corporate financial support for time and travel required for the position

### **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

**ACCOUNTABILITY**

The Chair of the Policy Committee is accountable to the Board of Directors to do what is best for the organization. The Chair shall ensure policies established by the Board of Directors are implemented.

**TIME COMMITMENT**

At a minimum, candidates for this position must be able to meet the general expectations listed below in regard to the time commitment. Additional time may be required as needed.

Annual Conference of the Association: Attend the Policy Committee Meeting held during Annual Conference of the Association.

Committee: The Policy Committee shall meet as often as necessary to conduct its business, but no less than one time per year.

Travel: Domestic or international travel may be required for meeting attendance.

**REMUNERATION**

Service on NACE's Policy Committee is without remuneration.

## **APPENDIX 16 – Public Policy and Outreach Committee Chair Volunteer Position Description**

---

**POSITION:** Public Policy and Outreach Committee Chair

**LENGTH OF TERM:** One year renewable

**REVISION DATE:** 03/25/2017

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### **MISSION**

NACE International's Mission is to equip society to protect people, assets, and the environment from the adverse effects of corrosion.

### **PURPOSE**

As Chair of the Public Policy and Outreach Committee, this position serves as the strategic leader of the Public Policy and Outreach Committee, which is responsible for recommending and executing NACE's strategies involving government, public and media outreach activities and programs, and fostering relationships with other societies that would enhance NACE's success with these strategies.

### **ESSENTIAL DUTIES**

Essential duties of this position are described in the following Association operating procedures:

#### Public Policy and Outreach Committee Operating Manual

- Responsible for the functioning of the Committee
- Chairs the Committee meetings, and in cooperation with Headquarters, arranges for meeting time, date, place, and provides a meeting agenda
- Responsible for submitting written reports on the activities of the Committee to the Board

### **ADDITIONAL DUTIES**

### **QUALIFICATIONS**

Qualified candidates for this position must:

- Be a member of good standing with the Association
- Have served as a member of the Committee for at least one year prior to serving as Chair
- Have knowledge and/or experience in parliamentary procedures (Roberts Rules of Order)
- Have personal or corporate financial support for time and travel required for the position

### **KNOWLEDGE, SKILLS AND ABILITIES**

Qualified candidates for this position should possess the following general attributes:

#### Strategic

Entrepreneurial thinking

Global perspective

Strategic thinking—ability to look forward

#### Management

Awareness of current and future industry trends

Broad knowledge and understanding of the various types of customers (e.g., readers, authors, advertisers, non-member customers)

Financial analysis and management (experience with profit and loss responsibilities)

Personal

Ability to engage in and facilitate dialog

Accountability

Emotional intelligence

Global cultural awareness

Objectivity

**ACCOUNTABILITY**

The Chair of the Public Policy and Outreach Committee is accountable to the Board of Directors to do what is best for the organization.

**TIME COMMITMENT**

At a minimum, candidates for this position must be able to meet the general expectations listed below in regard to the time commitment. Additional time may be required as needed.

Annual Conference of the Association: Attend the Public Policy and Outreach Committee Meeting held during Annual Conference of the Association.

Committee: The Public Policy and Outreach Committee shall meet as often as necessary to conduct its business, but no less than one time per year.

Travel: Domestic or international travel may be required for meeting attendance.

**REMUNERATION**

Service on NACE's Public Policy and Outreach Committee is without remuneration.

**APPENDIX 17 – Knowledge, Skills and Abilities (KSAs) for Board of Directors**

**LEADERSHIP REQUIREMENTS FOR BOARD OF DIRECTORS**

**REQUIRED KSAs**

Strategic	K	Strategic Planning processes and concepts
	K	Broad knowledge of membership
	A	Strategic thinking
	A	Support/connect/communicate NACE mission
	K	Global perspective

Management	K	Association Management
	A	Understand roles and responsibilities

Personal	S	Communication (written and oral)
	A	Integrity
	A	Team player
	S	Interpersonal Relationship Skills
	A	Manners and Respect

Commitment	A	Willingness and ability to dedicate time
	A	Ability to travel to meetings as required
	A	Financial support for active participation

Governance	K	NACE Bylaws
	K	NACE Policies & Procedures
	K	Robert's Rules of Order
	K	NACE Organization and Structure
	S	Support and defend policies of the Board

Commitment	Prepared for all meetings and openly engaged in the meeting in a thoughtful and professional manner	
	A full understanding of and personal commitment to the NACE Mission, Core Values, Strategic Plan and the Commitment to Excellence	
	Will represent constituents but is not beholden to them and will make decisions in the best interest of the organization	

**LEADERSHIP REQUIREMENTS FOR BOARD OF DIRECTORS**

(continued)

**NICE TO HAVE KSAs**

Strategic	K	Awareness of Current & Future Industry Trends
	A	Entrepreneurial Thinking
	A	Creative/innovative thinking
Management	K	Accounting
	S	Financial analysis and management
	K	Project Management
	K	Performance Management
	K	Sales, Marketing & Public Relations Management
	K	Legal
	S	Executive Level Experience
Personal	S	Public speaking
	A	Creative and innovative thinking - problem solver
Governance	K	NACE Articles of Incorporation
Constituency Representation		Industry/technical focus representation
		Corporate representation

**Revision and Approval**

<b>Version Number</b>	<b>Date Changed</b>	<b>Change Description</b>	<b>Approved By (Name and Title)</b>	<b>Date Approved</b>
1		Revised POL-9 Spokesman Policy	Board of Directors	4/14/2018
2		Revised PROC – 1 (Nominations & Elections), PROC – 2 (Qualifications for Office) and PROC – 9 Committee Operations Figure 1 to be updated.	Board of Directors	3/23/2019