



Board Policies

These Board policies were developed to guide the Board of Directors, committees and Product Committees in the operation of association business.

These policies are binding for the Board of Directors, committees and Product Committees and other association entities.

If the Chairman of the Board believes that facts and circumstances justify a temporary modification of a policy, he can do so with the approval of the Executive Committee. Any temporary change in a policy is only good for that incidence.

Any permanent changes to these policies must be made by the Board of Directors.

Approved by the Board of Directors on August 23, 2022

NPCA Board Policies
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NPCA Board Policies

Section 100 – Definitions

100.1 Definitions

As required in the bylaws, the Board of Directors shall create a leadership structure (as defined below), which allows for the efficient and effective participation of members with the purpose of achieving the organization's mission and strategic goals.

- A. **Administrative Year:** The amount of time from the passing of the gavel at one convention to the passing of the gavel of the subsequent convention.
- B. **Advisory Council:** A collection of individuals who advise and support the governance work of the Board of Directors or committees.
- C. **Affiliate:** Any group or organization of existing members of the corporation or other persons or entities who share a common interest in the manufacture of precast concrete products and is classified as a 501(c)(6).
- D. **Branch:** A company owned or controlled by another company with the same name.
- E. **Charge:** The general task or responsibility.
- F. **Closed Meeting:** A meeting that only the members are allowed to attend.
- G. **Committee:** An entity created to promote and expand the association and/or precast industry as a whole in accordance with and to fulfill the association Strategic Plan (Bylaw Article V).
- H. **Conflict of Interest:** Any activity, transaction, relationship, service or consideration which is, or appears to be, contrary to the best interests of NPCA, or which the interests of an individual or another organization has the potential to be placed above those of NPCA.
- I. **Executive Session:** A special meeting-within-a-meeting that provides an opportunity for the Board or Committee to meet privately to handle sensitive and confidential issues, foster robust discourse, and strengthen trust and communication.
- J. **Ex officio Member:** A person who is a member of the Board of Directors or Committee by virtue of some other office or position they hold. A non-voting position.
- K. **Guests:** Any person who attends a committee meeting of which s/he is not an official member of that committee.
- L. **Member of the Corporation:** Any of the Producer or Associate membership classes defined by the Articles of Incorporation or NPCA Bylaws and also referred to in these policies as member company.
- M. **Member of the Corporation in good standing:** A member of the corporation who is current with membership dues and satisfies all outstanding financial accounts with the corporation within 30 days.

- N. **Other Members of the Corporation:** Professional, Honorary, Retired, or Lifetime.
- O. **Parent Committee:** The Board or Product Committee that creates a Task Force or Subcommittee, referred to as the parent committee of the task force or subcommittee.
- P. **Parent Company:** A Producer or Associate member of the corporation owning one or more branch members of the corporation, or subsidiary of that corporation.
- Q. **Product Committee:** An entity created to address product-specific topics in accordance with and to fulfill the association’s Strategic Plan (Bylaw Article V).
- R. **Protected Disclosure:** Any good faith communication that discloses or demonstrates an intention to disclose information that may evidence improper association activity.
- S. **Quorum:** A minimum number of voting members needed to conduct official association business for the Board of Directors, Executive Committee, and Committees
- T. **Regions:** The three geographical areas established to categorize members as follows:
 1. **Eastern:** Connecticut, Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, New Brunswick, New Hampshire, New Jersey, New York, Newfoundland, North Carolina, Nova Scotia, Pennsylvania, Prince Edward Island, Quebec, Rhode Island, South Carolina, Vermont, Virginia, West Virginia.
 2. **Central:** Alabama, Arkansas, Illinois, Indiana, Iowa, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Ohio, Ontario, Tennessee, Wisconsin.
 3. **Western:** Alaska, Alberta, Arizona, British Columbia, California, Colorado, Hawaii, Idaho, Kansas, Manitoba, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, Saskatchewan, South Dakota, Texas, Utah, Washington, Wyoming.
- U. **Representative of a Member of the Corporation:** An employee of a Producer member or an Associate member, or a professional, honorary, or retired member.
- V. **Scope:** The range or extent of action, inquiry or range of operation.
- W. **Subcommittee:** An entity created by the chair of a committee or by the Chair of the Board to accomplish a specific task for an indefinite period of time in accordance with and to fulfill the association Strategic Plan.
- X. **Subsidiary:** A company owned or controlled by another company with a different name.
- Y. **Task Force:** An entity created by the chair of a committee or product committee or by the Chair of the Board to accomplish a specific task for a specific period of time in accordance with and to fulfill the association’s Strategic Plan, after which the entity ceases to exist.
- Z. **Whistleblower:** A person making a protected disclosure, also referred to as “complainant”

NPCA Board Policies

Section 200 – Board of Directors

200 *Board of Directors: Governance*

200.1 Responsibilities

- A. The Board of Directors' role is to ensure the fulfillment of the organization's mission and legal accountability for its operations.
- B. Approve both Board and Product committee charge and scope, to manage Board and Product committee progress, and evaluate the need for existing and/or additional Board and/or Product committees.
- C. Consider and approve creation of a new Product Committee based on information gathered and evaluated on the following criteria:
 - 1. The presence of an opportunity or threat related to the product.
 - 2. A significant number of Producer members that make or intend to make the product.
 - 3. A majority of those members expressing an interest and commitment to the Product Committee.
- D. Approve any proposed changes in the name or scope of a Standing, Board Appointed or Product Committee.
- E. The Chair of the Board, in consultation with the committee chair, may disband a Board or Product committee at any time.
- F. The Board of Directors shall review Board Appointed task Forces annually to approve/and or reappoint the task force along with members serving on that task force.

200.2 Membership

- A. Each member of the Board of Directors shall be a representative of a member of the corporation in good standing.
- B. No two members of the Board of Directors shall represent the same member of the corporation or member of a company that is part of a subsidiary of a parent company.
- C. The Board of Directors shall consist of Chair of the Board, Chair-Elect, Secretary/Treasurer, Immediate Past Chair, for a total of eight-nine (8-9) Producer directors and three (3) Associate directors.
- D. The President (P&CEO) of the corporation shall serve as a non-voting member of the Board.
- E. All incoming members of the Board of Directors shall have completed NPCA's Association Leadership School prior to taking office.
- F. All members of the Board of Directors shall read, understand, agree to abide by and submit to the P&CEO a signed copy of the NPCA Antitrust Policy, a Conflict of Interest Disclosure

Form (found in the Appendix), the NPCA Code of Conduct and the NPCA Confidentiality Agreement, at the start of the Board's term.

200.3 Terms

- A. The term of each elected director shall be three years.
- B. The P&CEO shall remain a non-voting member of the Board as long as employed by the corporation.
- C. The term of a director elected by the Board of Directors to fill a vacancy shall expire at the end of the term for which the director's predecessor was elected.
- D. If a director is elected by the Board of Directors due to an opening created by an increase in the size of the Board of Directors, their term shall expire as of the next annual meeting of the members or when a successor is qualified and elected.

200.4 Attendance

- A. Each Board member may have no more than two (2) absences during the Board term. Board members are expected to attend Board meetings at The Precast Show, the Spring Board meeting, the Annual Convention and conference calls as scheduled. If a Board member exceeds two absences, the member may be removed from the Board of Directors at the discretion of the Chair of the Board, in consultation with the other officers.

200.5 Succession

- A. Directors shall continue to serve until their successors are qualified and elected, or until the earlier of their death, resignation, disqualification or removal by members, or until there is a decrease in the number of directors; provided, however, that a director cannot be removed by such decrease, unless in connection with an election of directors by members of the corporation.
- B. Notices of resignation from the Board of Directors shall be submitted to the Chair of the Board, except for the Chair of the Board, who shall submit notice of resignation to the full Board.

200.6 Elections

- A. Producer members shall be entitled to nominate from their fellow eligible Producer members a total of nine (9) directors, staggered evenly over three years. Producer members shall nominate three Producer members each year to be elected at the annual business meeting of the members of the corporation.
- B. Associate members shall be entitled to recommend from among their fellow eligible Associate members a total of three (3) directors, staggered evenly over three years. Associate directors shall recommend one Associate member each year to be submitted to

the NPCA Nominating Committee. The NPCA Nominating Committee shall nominate one Associate member from those submitted to be elected at the annual business meeting of the members of the corporation.

200.7 Vacancies

- A. The Chair of the Board or the P&CEO shall notify all remaining members of the Board of Directors of receipt of a written resignation within 24 hours.
- B. Vacancies may be filled by a majority vote of all remaining members of the Board of Directors, even if less than a quorum is present.
- C. Any vacancy in the Board of Directors shall be filled by open vote. Absentee ballots shall not be accepted.
- D. Consideration shall be given to the written resume of qualifications of all candidates previously considered by the Nominating Committee.
- E. Individuals who have completed the Association Leadership School also may be considered to fill a vacancy if and only if a written resume of qualifications is submitted for consideration.
- F. If a vacancy or vacancies leave the Board of Directors with no members or if the remaining members of the Board of Directors are unable to agree upon a new director, such vacancy may be filled by a vote of the members at a special meeting called for that purpose or at the next annual meeting of the members.

201 *Board of Directors: Changes in Status*

201.1 Employment Status

- A. Each member of the Board of Directors shall inform the Board of any employment change that may impact their Board eligibility as soon as possible, but no later than 10 business days.
- B. Board seats shall be preserved for individuals whose employment change:
 - 1. Maintains precast industry affiliation.
 - 2. Maintains the same membership status and class.
 - 3. Maintains reasonable region representation on the Board.
- C. The Board of Directors may request the resignation of any Board member as a result of change in employment.
- D. If a resignation is sought, the Board of Directors alone shall decide on a replacement, in accordance with Board Policies on vacancies, (200.6).

201.2 Mergers & Acquisitions

- A. If there is a change in the membership status of a member of the Board due to a merger or acquisition of their member company, the Board of Directors shall decide if a resignation should be sought.
- B. If such change in membership status of a Board member results in multiple Board representatives from the same company, parent company or subsidiary of a parent company, the Board of Directors may request the resignation of either Board member.
 - 1. The Board of Directors shall consider the tenure of each individual affected by the change.
 - 2. Preference shall be given to any individual currently serving on the Executive Committee or as an officer, regardless of tenure.
 - 3. The Board of Directors may/should immediately request a resignation from the individual with the least tenure if and only if such change results in two members of the Executive Committee from the same company or parent company.
- C. Requests for resignation must be honored within 10 days.

202 *Board of Directors: Association Leadership School*

202.1 Requirements

- A. The Association Leadership School (ALS) shall be available year-round as an on-line course.
- B. Any employee of a member company in good standing shall be eligible to complete the ALS Course.
- C. Successfully complete ALS prior to new member Board training.

203 *Board of Directors: Meeting and Travel Expense Reimbursement Guidelines*

203.1 Meeting Requirements

- A. Meeting attendance shall be required as noted in the position Job Descriptions.
 - 1. Attend The Precast Show, the Spring Board Strategic meeting, and the NPCA Annual Convention.
 - 2. Attend all Board meetings and conference calls.
 - 3. Attend all committee meetings and conference calls for the committee to which they are a liaison, including those during Committee Week.
 - 4. Attend the Annual Budget meeting (Executive Committee members only).
 - 5. Time needed to fully prepare for each meeting.
 - 6. No more than two (2) absences during the Board term.

- B. Hotel accommodations (room and tax only)
 - 1. Provided for the Chair and Chair-Elect for The Precast Show and the NPCA Annual Convention, as provided complimentary in the hotel contract.
 - 2. Provided to all members of the NPCA Board of Directors for the Spring Board of Directors' Meeting.
 - 3. Provided to any Board member who volunteers to attend the NPCA Committee Week.
 - 4. Provided to all members of the NPCA Executive Committee for the NPCA Annual Budget Meeting.
- C. Association-sponsored meal functions for Board-related meetings or meetings deemed required, shall be paid for by the National Precast Concrete Association. NPCA optional events are the responsibility of the member.
- D. Airfare, incidental charges and meals not mentioned above are the responsibility of the member. Round-trip airport transfers will be arranged and paid for by the National Precast Concrete Association for:
 - 1. The Chair and Chair-Elect for The Precast Show and the NPCA Annual Convention.
 - 2. All members of the NPCA Board of Directors for the Spring Board of Directors' Meeting.
 - 3. All members of the NPCA Executive Committee for the NPCA Annual Budget Meeting.
 - 4. Officers attending Committee Week.
- E. Registration fees for The Precast Show and the Annual Convention along with any additional fees charged for Board-required events.

204 *Board of Directors: Whistleblower Policy*

204.1 Purpose

The purpose of this policy is to provide all NPCA members, Board members, and committee members with guidelines for the reporting of unethical or illegal behavior by NPCA members, Board members, or committee members.

NPCA is committed to lawful and ethical behavior in all of its activities and requires its members, Board members, and committee members ("NPCA person") to conduct themselves in a manner that complies with all applicable laws and regulations.

204.2 Procedures

The whistleblower policy is intended to be used for serious and sensitive issues relating to fraudulent financial reporting, unethical or illegal conduct. At any time a NPCA person has a concern regarding the propriety or legality of any action contemplated to be taken or that has

been taken by NPCA or any other NPCA person, or believes that an action needs to be taken for NPCA to be in compliance with the law or appropriate ethical standards, the NPCA person should promptly advise the NPCA P&CEO unless the NPCA P&CEO is himself the subject of the concern, in which case the NPCA person should contact the Chair of the Board.

Reports should be submitted in writing to ensure clear understanding of the issues raised.

- A. Reports should be factual rather than speculative.
- B. Reports should contain as much specific information as possible.
- C. Caution must be exercised to avoid baseless allegations.

Every effort will be made to investigate a report by a NPCA person as discreetly as possible. Because of the need to investigate the report, correct a problem, or prevent future problems, NPCA cannot, however, promise complete confidentiality.

204.3 Safeguards

No NPCA person will be discharged, threatened, or discriminated against in any manner for reporting in good faith what he or she perceives to be wrongdoing, violations of law, or unethical conduct.

NPCA Board Policies

Section 300 – Committees

300 *Board-Appointed Committees*

300.1 Definitions

The Committees shall be as follows:

- A. Convention Planning
- B. Education
- C. Engineering and Technology
- D. Outreach
- E. Quality Assurance/Quality Control (QA/QC)
- F. Safety

300.2 Board-Appointed Responsibilities

The charge and scope of each committee shall be:

- A. Convention Planning: To advise and consult with staff on Annual Convention.
- B. Education: To develop a vision and framework for education of the precast industry.
- C. Engineering and Technology: Help members to stay on the cutting edge of precast technology, ensure technical accuracy of committee documents and identify and disseminate industry best practices.
- D. Outreach: Expand the use of precast concrete through education and outreach to specifiers, end users, students and faculty.
- E. Quality Assurance/Quality Control (QA/QC): To develop, and provide review, oversight and guidance of NPCA's Quality Assurance Programs, including the recommendation to the Board of Directors for approval of standards contained in the NPCA Quality Control Manual for Precast Concrete Plants and regulations governing the QC programs.
- F. Safety: To develop and oversee programs and tools that promote plant safety, health and environmental practices.

300.3 Board-Appointed Attendance

- A. Each individual committee member may have no more than two (2) absences during the committee term. Committee members are expected to attend committee meetings at The Precast Show, Committee Week, and the Annual Convention. If a committee member exceeds two (2) absences, then the member may be removed from that committee at discretion of the Committee Chair in consultation with the Chair of the Board.

300.4 Board-Appointed Membership Structure

- A. Each individual committee member must be a Representative of a different member company of the corporation or subsidiary of a parent company, in good standing. Each committee shall consist of a Chair, and others not to exceed a total of fifteen (15) committee members.
 - 1. Exception:
 - a) The QA/QC Committee
 - I. The QA/QC Committee membership will consist of 15 voting members as follows:
 - a. No fewer than 10 NPCA certified plant Producers,
 - b. Up to three Associate members and
 - c. Two industry experts, such as DOT or FHWA officials
 - d. The QA/QC Committee may also include up to two additional slots for non-voting consulting experts.
- B. In no case shall there be less than 50% Producer members on any committee.
- C. Members of the Board of Directors are not eligible to serve as members on Board Committees.
- D. All members of Board-Appointed committees shall read, understand, agree to abide by the code of conduct and abide by and submit a signed copy of the NPCA Antitrust Policy, a Conflict of Interest Disclosure Form and the NPCA Confidentiality Agreement (found in the Appendix) to the P&CEO. All Chairs of Board-Appointed committees shall complete applicable training before taking appointment, including the Association Leadership School.
- E. The Chair-Elect shall appoint and chair a Convention Planning Committee. Additional members shall include, but not be limited to a Producer member and spouse, an Associate member and spouse and the Chair-Elect's spouse.

300.5 Board-Appointed Committee Chairs

Appointment

- A. The Chair-Elect may appoint or re-appoint committee chairs no later than three months prior to commencement of their term of office.
- B. The Outreach Committee Chair shall be a member of the Executive Committee.
- C. Members of the Board of Directors are not eligible to serve as Chair of a committee, except for the Outreach Committee and Audit Committee.
- D. Each committee chair must be employed by a Producer or Associate member in good standing and is recommended to have served at least one year on the committee immediately prior to appointment.
- E. Up to two eligible Board-Appointed Committees may be chaired by an Associate member in good standing, during a term. The eligible Board-Appointed Committees are Education, Engineering and Technology, Outreach and Safety.
- F. All Board committee chair members must complete applicable training before taking appointment, including the Association Leadership School.

Terms

- G. Each committee chair may serve for a maximum of three consecutive one-year terms on that committee, subject to annual review by the Chair-Elect.

Vacancies

- H. Should a committee Chair not be able to fulfill their term, the Chair of the Board or the P&CEO shall notify all remaining members of the committee of receipt of a written resignation within 24 hours. The Chair of the Board shall appoint a replacement. Committee Chairs shall replace task force and subcommittee chairs who are not able to complete their terms, in consultation with the Chair of the Board.
- I. Any committee Chair may be removed at the discretion of the Chair of the Board at any time.
 - 1. The Chair of the Board shall notify the committee Chair in person or via phone of the decision before submitting formal notification in writing.
 - 2. The Chair of the Board shall notify the committee members via conference call immediately after informing the Chair of the committee.
 - 3. The Chair of the Board shall immediately replace the committee Chair to ensure continuity of committee work.
 - 4. Written notification shall reach all committee members within seven (7) business days of verbal notification to the member regarding their removal.

- J. Any task force or subcommittee chair may be removed at the discretion of the Chair of the parent committee in consultation with the Chair of the Board at any time.
 - 1. The Chair of the parent committee shall notify the task force or subcommittee chair in person or via phone of the decision before submitting formal notification in writing.
 - 2. The parent committee Chair, in consultation with the Chair of the Board, shall immediately fill the vacancy to ensure continuity of committee work.
 - 3. Written notification shall reach all task force or subcommittee members within seven (7) business days of verbal notification to the member regarding their removal.

300.6 Board-Appointed Committee Members

Appointment

- A. The Chair of each committee shall recommend members to serve on the committee. Such recommendations shall be taken into consideration by the Chair-Elect during the process of seating the committees.

Terms

- B. The term for committee membership should generally be one year, subject to annual review and reappointment by the Chair-Elect up to three consecutive one-year terms. In no case shall a member of a committee serve more than a total of six one-year terms, unless that member succeeds as chair.

Vacancies

- C. Should a committee member not be able to complete their term, the Chair of the Board, in consultation with the committee chair, shall decide if a replacement should be appointed.
- D. Any committee member can be removed at the discretion of the committee chair, in consultation with Chair of the Board, at any time.
 - 1. The Chair of the Board shall jointly agree with the committee Chair in person or via phone before notifying committee members in person or via conference call.
 - 2. The committee chair shall decide whether or not to recommend a replacement for the vacant committee seat.
- E. Any task force or subcommittee member can be removed at the discretion of the Chair of the parent committee at any time.
 - 1. The chair of the parent committee and the chair of the task force or subcommittee shall consult and agree on the decision jointly.

2. The Chair of the task force or subcommittee shall notify the task force or subcommittee member in person or via phone of the decision before submitting formal notification in writing.
3. The Chair of the task force or subcommittee, in consultation with the parent committee chair, may fill the vacancy if desired.

Mergers & Acquisitions

- F. Each member of the committee shall inform the committee chair of any employment change that may impact their committee eligibility as soon as possible, but no later than 10 business days.
- G. If there is a change in the membership status of a member of any committee due to a merger or acquisition of their member company, the Chair of the Board shall decide if a resignation should be sought.
- H. If such change in membership status of a committee member results in multiple representatives from the same company or parent company, the Chair of the Board may remove either committee member.
 1. The Chair of the Board shall consider the tenure of each individual affected by the change.
 2. The Chair of the Board may/should immediately request a resignation from the individual with the least tenure if and only if such change results in two members of the committee from the same company or parent company.
- I. Requests for resignation must be honored within 10 days.

300.7 Board Liaisons for Board-Appointed Committees

Appointment

- A. The Chair of the Board shall appoint a member of the Board of Directors to serve as Board Liaison for each committee.

Terms

- B. Board Liaisons shall serve a term concurrent with the administrative year.

Responsibilities

- C. Board Liaisons may counsel the committee chair concerning the committee's focus and direction in support of the organization's Strategic Plan.
- D. Board Liaisons will have no committee voting privileges.

300.8 Subcommittees for Board-Appointed Committees

Appointment

- A. The committee chair may form a subcommittee and appoint members to serve on the subcommittee. Such appointments shall require approval by the Chair of the Board.
- B. The chair of the subcommittee shall be a Producer or Associate member of the parent committee.
- C. The Chair of the Board-Appointed Committee, in consultation with the Board of Directors, shall review subcommittees annually to approve the subcommittees with approving and /or reappointing members serving on that subcommittee.

Membership

- D. Other than the chair of the subcommittee, the members of the subcommittee may be other NPCA members from a different member company of the corporation or member or member of a company that is part of a subsidiary of a parent company in good standing or non-NPCA members if they bring needed expertise to the subcommittee
- E. All members of the subcommittee shall read, understand, agree to abide by the code of conduct and abide by and submit a signed copy of the NPCA Antitrust Policy, a Conflict of Interest Disclosure Form and the NPCA Confidentiality Agreement (found in the Appendix) to the P&CEO.
- F. In no case shall there be less than 50% Producer members on the subcommittee.

Terms

- G. The term for a subcommittee chair or member shall be one year, subject to reappointment by the chair of the parent committee. In no case shall a member of a subcommittee serve more than three consecutive one-year terms.

300.9 Quality Assurance/Quality Control (QA/QC) Review Subcommittee

The QA/QC Review Subcommittee reports directly to the parent committee.

The QA/QC Review Subcommittee's role is to:

- A. Hear grievances that have been submitted in writing to NPCA from NPCA member Producer plants (plants), Departments of Transportation or other specifying agencies.
- B. Resolve disputes between plants and NPCA or the inspection agency.
- C. Review NPCA Plant Certification inspection appeals from plants.

- D. Review corrective action taken by plants that have failed an inspection and/or plants that are on probation and determine if an immediate re-inspection is warranted.
- E. Review the materially changed conditions (such as change in ownership, building a new plant, or installation of new production equipment) and determine if an immediate re-inspection is warranted.

Membership

- F. The Chair of the QA/QC Review Subcommittee shall be a NPCA Producer member of the parent committee.
- G. The QA/QC Review Subcommittee shall consist of the QA/QC Committee Chair and three current voting QA/QC Committee members and up to two DOT members from the parent committee, as appointed by the Chair of the Committee in consultation with the Chair of the Board.
- H. The Chair of the QA/QC Committee will make recommendations of members to serve on the QA/QC Review Subcommittee. Such recommendations shall be subject to approval by the Chair of the Board.
- I. The QA/QC Review Subcommittee will rotate at least one new subcommittee member onto the subcommittee each year in conjunction with the new committee appointments.
- J. No subcommittee member will serve more than three consecutive years unless s/he becomes Chair of the QA/QC Committee, in which case three additional years may be served.
- K. All members of the QA/QC Review Subcommittee shall read, understand, agree to abide by the code of conduct and abide by and submit a signed copy of the NPCA Antitrust Policy, a Conflict of Interest Disclosure Form and a NPCA Confidentiality Agreement (found in the Appendix) to the P&CEO.

Meetings

- L. The QA/QC Review Subcommittee will meet on a monthly basis (as required) via conference call when review items in need of resolution exist.
- M. An unscheduled conference call or meeting may be called with written notice to all subcommittee members two (2) days prior to the meeting date. Timely notice may be waived by any member of the subcommittee if notice of the waiver is recorded in the minutes.
- N. QA/QC Review Subcommittee meetings will be closed.
- O. The Chair and a minimum of two members of the QA/QC Review Subcommittee must be present during conference calls or meetings in which business is being conducted, including reviews of plant certification status.
- P. At the discretion of the QA/QC Committee Chair, outside individuals may be invited to participate in limited portions of the meetings related to the individual's area of expertise.

This may include plant certification inspectors, plant representatives, or other individuals with relevant knowledge of the issues at hand. The minutes will reflect the individual's participation in the meeting including the times they joined and left the meeting.

- Q. Minutes will be kept of all meetings and approved by the QA/QC Committee Chair and the NPCA P&CEO. Containing specific information relating to plants' individual certification statuses and scores, minutes will remain confidential unless directed by the court or the NPCA Board of Directors for legitimate review and stated reasons.

Procedures

- R. The QA/QC Review Subcommittee will automatically review inspection reports for plants that achieve an overall score less than 80% or less than 75% on a Critical Section. Additional requests for review of a plant's certification status or grievance must be submitted in writing to the Director of Quality Assurance Programs.
- S. A specifying or regulatory agency requesting a re-inspection of a certified plant must provide written objective evidence as to why the re-inspection is warranted. The request and supporting information must be submitted to the Director of Quality Assurance Programs.
- T. The QA/QC Review Subcommittee will review the request and supporting information within 45 days of submittal to determine if the re-inspection is warranted.

Conflict of Interest

- U. If a member of the subcommittee has a conflict of interest, whether real or perceived, with respect to the plant or issue being reviewed, that subcommittee member will recuse themselves from any votes and discussions regarding the issue. This includes, but is not limited to, participating in and voting on plant certification status for plants competing in the same market as the subcommittee member.
- V. In the event the Chair must be recused, another subcommittee member without a conflict of interest, will act as Chair for the purposes of the discussion and vote in question.

301 *Standing Committees*

301.1 Definition

- A. As provided for in the NPCA bylaws, there shall be the following standing committees: an Executive Committee and a Nominating Committee (as outlined in Article V, Section 5.2 and 5.3 of the NPCA bylaws).

302 *Executive Committee*

302.1 Responsibilities

The Executive Committee shall have the following responsibilities:

- A. Prepare, in cooperation with the P&CEO, the annual budget for adoption by the Board of Directors.
- B. Review of the Strategic Plan at least every three years.
- C. Review of the NPCA Policies annually.
- D. Recommend the dates and locations for all meetings of the Board of Directors.
- E. Act on behalf of the Board of Directors between meetings of the Board on matters requiring immediate attention, to the fullest extent permitted, but only upon a unanimous vote of those members present at a meeting at which a quorum is present.
- F. Act as the NPCA Audit/Budget Committee, chaired by the Secretary/Treasurer
Responsibilities of the Audit/Budget Committee include:
 - 1. Employ the independent CPA firm for audit and review services.
 - 2. Review the certified financial statements and management letter issued by the independent CPA firm.
 - 3. Meet with representatives of the CPA firm to review the audit results and discuss any issues.
 - 4. Reviews compliance with NPCA financial policies

302.2 Membership

- A. The Executive Committee shall consist of the Chair of the Board, Chair-Elect, Secretary/Treasurer, Immediate Past Chair, three (3) Producer directors and one (1) Associate director nominated annually by the Nominating Committee.
- B. The P&CEO of the corporation - shall serve as a non-voting member of the Committee.

302.3 Terms

- A. The term of an Executive Committee member shall be one (1) year.

302.4 Vacancies

- A. Should an Executive Committee member not be able to complete their term, Section 200.6 of these Board Policies shall govern to fill the Board vacancy. A replacement for the vacant Executive Committee position shall be selected by the Board of Directors at a special meeting or at the next Board of Directors' meeting

- B. A member of the Executive Committee may be removed from the Executive Committee only by a majority vote of the Board of Directors.

302.5 Subcommittee

The Executive Committee shall be structured with the following subcommittee:

Compensation

Membership: Chair of the Board (Chair), Chair-Elect, Secretary/Treasurer and Immediate Past Chair.

Responsibilities

- A. Organize and conduct the annual review of the P&CEO.
- B. Recommend to the Board salary, bonus and contract extensions, as appropriate.

303 *Nominating Committee*

303.1 Responsibilities

The duties and scope of responsibility of the Nominating Committee shall be to:

- A. Submit to the Producer membership a call for nominations by April 1 of each year.
- B. Solicit references on candidates from Association members to provide relevant information regarding the ability of candidates.
- C. Review annually the NPCA Strategic Plan and other documents the Chair deems important so that members fully understand the challenges future NPCA leaders will face.
- D. Hold meetings as needed and at least once per year. Meetings are held at the discretion of the Chair either in person or via teleconference.
- E. Ensure that all nominees understand the requirements of the position for which they are nominated to include the time commitment and financial obligations.
- F. Communications to the Committee or individual members should be in writing and be routed through the Chair.
- G. A member of the Committee may nominate someone from their organization but must abstain from voting on the candidate.
- H. In selecting nominees, the Committee will select the best-qualified candidates with consideration for regional representation and the Association membership profile.
 - 1. Campaigning shall be highly discouraged
 - 2. The Board Nominee Evaluation Form in Appendix B shall be used to evaluate each candidate

- I. Provide at least one name for Secretary/ Treasurer, Chair-Elect, Associate director position and each Producer director's position to be filled, plus an alternate.
- J. Submit a list of nominees to the Board of Directors no less than 60 days prior to the annual meeting.
- K. Submit a list of nominees for officers and for all directors of the Board of Directors to the membership no less than 45 days prior to the annual meeting.

303.2 Membership Structure

- A. Membership to the Nominating Committee is open to any NPCA Producer or Producer branch member in good standing and to any one Associate member in good standing, appointed at the discretion of the Chair of the Nominating Committee. The Associate member will serve as an ex-officio member.
- B. The current term Immediate Past Chair shall serve as a member of the Nominating Committee.
- C. No more than two (2) members of the committee may reside in the same region
- D. No two (2) members of the Nominating Committee shall represent the same member of the corporation or member of a company that is part of a subsidiary of a parent company.
- E. The Chair of the Nominating Committee may appoint any qualified member to join the Nominating Committee.
- F. All members of the Nominating Committee shall read, understand, agree to, abide by and submit to the P&CEO a signed copy of the
 - 1. NPCA Antitrust Policy
 - 2. Conflict of Interest Disclosure Form
 - 3. Confidentiality Agreement
 - 4. Code of Conduct

303.3 Committee Chair

Appointment

- A. The Immediate Past Chair of the Board, after the term as Immediate Past Chair, automatically shall succeed to become Chair of the Nominating Committee.
- B. The Chair of the Nominating Committee must be employed by a Producer member in good standing.

Duties

- C. Provide written notice to members eligible for Executive Committee service and officer positions, providing them the opportunity to prepare a written resume of qualifications for the position.

- D. Canvass the membership for highly qualified persons to serve on the Board of Directors and provide them the opportunity to prepare a written resume of qualifications for the position.
- E. Submit a nominee list to the Board of Directors with consideration of criteria in Section 5.3.a of the Association Bylaws and 303.1 of the NPCA Board Policies.
- F. Submit to the P&CEO the written resume of qualifications of all non-selected candidates to keep on file in the event of a vacancy.

Terms

- G. The Nominating Committee Chair may serve only one (1), one-year term.

Vacancies

- H. Should a Nominating Committee Chair not be able to fulfill their term, the current Immediate Past Chair of the Board shall become Chair of the Nominating Committee automatically and serve until the close of their own full term.

303.4 Committee Members

Terms

- A. Nominating Committee members may serve multiple terms with a maximum of two (2) consecutive one-year terms, if and only if appointed by the Chair of the Nominating Committee.

Vacancies

- B. Should a committee member not be able to complete their term, the Chair of the Nominating Committee, in consultation with the Chair of the Board, shall decide if a replacement should be appointed.
- C. Any Nominating Committee member may be removed at the discretion of the committee Chair, in consultation with Chair of the Board, at any time.

304 *Product Committees*

304.1 Definitions

The Committees shall be as follows:

- A. Above Ground Products
- B. Transportation Infrastructure Products
- C. Wastewater Treatment Products

D. Underground Products and Infrastructure

304.2 Responsibilities

The charge and scope of each committee shall be:

- A. In alignment with the approved Strategic Plan and,
- B. Provide guidance on manufacturing practices and identify opportunities to expand and improve the market.
- C. Gather information, investigate and address issues and develop industry standards and practices.

304.3 Attendance

- A. Each committee member may have no more than two (2) absences during the committee term. Committee members are expected to attend committee meetings at The Precast Show, Committee Week, and the Annual Convention. If a committee member exceeds two (2) absences, then the member may be removed from that committee at discretion of the Committee Chair, in consultation with the Chair of the Board.

304.4 Product Committee Structure

For Product Committees:

- A. Each member of an individual committee must be a representative from a different member company of the corporation or of a subsidiary of a parent company, in good standing or non-member stakeholders (specifiers, regulators, etc.) if they bring needed expertise to the committee
- B. Each committee shall at a minimum consist of a chair and others, not to exceed a total of fifteen (15) committee members.
- C. The Immediate Past Chair may serve a one-year term on the committee upon completion of their term as Chair.
- D. Representatives of the Board of Directors are not eligible to serve as a member of a product committee.
- E. In no case shall there be less than 50% Producer members on any product committee.
- F. All members of product committees shall read, understand, agree to abide by and submit a signed copy of the NPCA Antitrust Policy and a Conflict of Interest Disclosure Form (found in the Appendix) to the P&CEO, on an annual basis. All chairs of product committees shall also sign the NPCA Confidentiality Agreement for Committee Chairs.

304.5 Product Committee Chairs

Appointments

- A. The Chair-Elect of the board may appoint or re-appoint Product Committee Chairs no later than three months prior to commencement of their term of office.
- B. Each Product Committee Chair must be employed by a Producer member in good standing and is recommended to have served at least one year on the committee immediately prior to appointment.
- C. All Product Committee Chairs must complete applicable training before taking appointment, including the Association Leadership School.

Terms

- D. Each Product Committee Chair may serve for a maximum of three consecutive one-year terms, subject to annual review by Chair-Elect

Vacancies

- E. Should a Product Committee Chair not be able to fulfill their term, the Chair of the Board shall appoint a replacement.
- F. Any Product Committee Chair can be removed at the discretion of the Chair of the Board at any time.
 - 1. The Chair of the Board shall notify the Chair of the Committee in person or via phone of the decision before submitting formal notification in writing
 - 2. The Chair of the Board shall notify the committee members via conference call immediately after informing the Chair of the Committee
 - 3. The Chair of the Board shall immediately replace the Chair of the Committee to ensure continuity of committee work.
 - 4. Written notification shall reach all committee members within seven business days of verbal notification
- G. Any task force or subcommittee Chair can be removed at the discretion of the Chair of the parent committee in consultation with the Chair of the Board at any time.
 - 1. The Chair of the parent committee shall notify the task force or subcommittee chair in person or via phone of the decision before submitting formal notification in writing.
 - 2. The Chair of the parent committee, in consultation with the Chair of the Board shall immediately fill the vacancy to ensure continuity of committee work.
 - 3. Written notification shall reach all task force or subcommittee members within seven business days of verbal notification of the member regarding their removal.

304.6 Product Committee Members

Appointments

- A. The chair of each product committee shall recommend to the Chair-Elect members to serve on their respective product committee. Such recommendations shall also be taken into consideration by the Chair-Elect during the process of seating the committees.

Terms

- B. A term for product committee membership should generally be one year, subject to annual review and reappointment by the Chair-Elect, up to three consecutive years. In no case shall a member of a committee serve more than six years unless that member succeeds as chair.

Vacancies

- C. Should a product committee member not be able to complete their term, the Chair of the Board, in consultation with the Product Committee Chair, shall decide if a replacement should be appointed.
- D. Any product committee member can be removed at the discretion of the product committee chair, in consultation with Chair of the Board, at any time.
 - 1. The Chair of the Board shall jointly agree with the committee Chair in person or via phone before notifying committee members in person or via conference call.
 - 2. The committee Chair shall decide whether or not to recommend a replacement for the vacant committee seat.
- E. Any task force or subcommittee member can be removed at the discretion of the Chair of the parent committee at any time.
 - 1. The Chair of the parent committee and the Chair of the task force or subcommittee shall consult and agree on the decision jointly.
 - 2. The Chair of the task force or subcommittee shall notify the task force or subcommittee member in person or via phone of the decision before submitting formal notification in writing.
 - 3. The Chair of the task force or subcommittee, in consultation with the parent committee chair, may fill the vacancy if desired.

Mergers & Acquisitions

- F. If there is a change in the membership status of a member of any committee due to a merger or acquisition of their member company, the Chair of the Board may remove any committee member.

- G. If such change in membership status of a committee member results in multiple representatives from the same company or parent company, the Chair of the Board may remove either committee member.
1. The Chair of the Board shall consider the tenure of each individual affected by the change.
 2. The Chair of the Board may/should immediately request a resignation from the individual with the least tenure if and only if such change results in two members of the committee from the same company or parent company.
 3. Requests for resignation must be honored within 10 days.

304.7 Board Liaisons for Product Committees

Appointments

- A. The Chair of the Board shall appoint members of the Board of Directors to serve as Board Liaison for each product committee.

Terms

- B. Board Liaisons shall serve a term concurrent with the administrative year.

Responsibilities

- C. Board Liaisons may counsel the product committee chairs concerning the committee's focus and direction in support of the organization's Strategic Plan.
- D. Board Liaisons will have no committee voting privileges.

304.8 Subcommittees for Product Committees

Appointment

- A. The committee Chair may form a subcommittee and appoint members to serve on the subcommittee. Such appointments shall require approval by the Chair of the Board.
- B. The Chair of the subcommittee shall be a Producer or Associate member of the parent committee.
- C. The Chair of the product committee in consultation with the Board of Directors shall review subcommittees annually to approve the subcommittees with approving and /or reappointing members serving on that subcommittee.

Membership

- D. Other than the Chair of the subcommittee, the members of the subcommittee may be other NPCA members from a different member company of the corporation or member of a company that is part of a subsidiary of a parent company in good standing or non-NPCA members if they bring needed expertise to the subcommittee
- E. All members of the subcommittee shall read, understand, agree to abide by the code of conduct and abide by and submit a signed copy of the NPCA Antitrust Policy, a Conflict of Interest Disclosure Form and the NPCA Confidentiality Agreement (found in the Appendix) to the P&CEO, prior to being officially seated
- F. In no case shall there be less than 50% Producer members on the subcommittee.

Terms

- G. The term for a subcommittee Chair or member shall be one year, subject to reappointment by the Chair of the parent committee. In no case shall a member of a subcommittee serve more than three consecutive one-year terms.

305 *Task Forces*

305.1 Definitions

- A. Board Appointed Task Force
- B. Board-Appointed Committee Task Force
- C. Product Committee Task Force

305.2 Appointment

- A. The Chair of the Board, the Chair of a Board-Appointed Committee or the Chair of a Product Committee may form a task force and appoint the Chair and members to serve on the task force.
- B. The Chair of the task force shall be a Producer or Associate member of the parent committee.
- C. The Chair of the Board-Appointed or Product committee, in consultation with the Board of Directors, shall review task forces annually to approve the task force along with approving and/or reappointing members serving on that task force.

305.3 Task Force Membership

- A. The members of the task force may be other NPCA members in good standing or non-NPCA members if they bring needed expertise to the task force.
- B. The members of a task force of the Board of Directors shall be appointed by the Chair of the Board.

- C. A task force with members from the general NPCA membership may be created by the Chair of the Board.
- D. Each member of an individual task force must be a representative from a different member company of the corporation or subsidiary.
- E. All members of the task force shall read, understand, agree to abide by the code of conduct and abide by and submit a signed copy of the NPCA Antitrust Policy, a Conflict of Interest Disclosure Form and a NPCA Confidentiality Agreement (found in the Appendix) to the P&CEO.
- F. In no case shall there be less than 50% Producer members on the task force.

305.4 Term

- A. The term for a task force Chair or member shall be until the specific task of the task force is complete or no longer than one year, whichever comes first. All task force members are subject to reappointment by the Chair of the parent committee if the specific task is not complete in one year's time. In no case shall a member of a task force serve more than three consecutive one-year terms.

306 *Voting & Parliamentary Procedures*

306.1 Quorum

- A. Board of Directors (Bylaws Article IV, Section 4.2)
 - 1. Ten (10) Directors constitute a quorum except when filling vacancies.
 - 2. A majority vote constitutes approval of any action unless a greater number is required by the act, the corporation's articles of incorporation or the bylaws.
- B. Executive Committee (Bylaws Article IV, Section 5.2.(d))
 - 1. Six (6) voting members of the Executive Committee shall constitute a quorum for the transaction of any business.
- C. Board Appointed and Product Committees
 - 1. A minimum of 50% of a committee's voting members shall constitute a quorum for transaction of any committee business, except as otherwise governed by the Bylaws.
 - 2. The Chair of a committee is a voting member only voting when their vote would affect the result.
 - 3. The Board Liaison is not a voting member.

306.2 Voting by Proxy

- A. Voting by proxy shall not be allowed for the Board of Directors.
- B. Voting by Proxy shall not be allowed for all standing committees.
- C. Voting by proxy shall be allowed for all Board-Appointed committees.

- D. Voting by proxy shall be allowed for all Product committees.
- E. Where voting by proxy is allowed, the proxy vote is to be given to the Chair of the Committee.
- F. Where voting by proxy is allowed, meeting minutes shall note clearly the name and company of the absentee member whose proxy is being given to the Chair.

306.3 Meeting Attendees (Guests)

- A. Any meeting shall be designated as an open meeting, excluding the QA/QC Review Subcommittee and when meetings go into executive session.
- B. Any NPCA member (Guest) may attend an open meeting.
- C. All guests shall be given a copy of the meeting agenda and shall be allowed to observe the committee conduct official business.
- D. To preserve order, guests shall first be acknowledged and recognized by the Chair of the meeting before contributing to any agenda discussion.
- E. Guests shall be allowed to present new issues/ideas for the meeting to address/consider.
 - 1. Guests shall present new issues/ideas to the Chair prior to the meeting for approval by the Chair of the meeting and inclusion on the meeting agenda.
 - 2. All agenda items shall be subject to the approval of the Chair of the meeting.
 - 3. At least four (4) weeks prior to the scheduled meeting, guests shall submit any and all handouts pertaining to their approved agenda item to the Chair of the meeting for consideration.
 - 4. A guest shall be allowed to discuss any item they submitted prior to the meeting and approved by the Chair for inclusion on the agenda.
- F. Guests shall not have voting rights at any meeting.
- G. The Chair of the meeting shall advise any and all guests of this policy before the meeting commences.

306.4 Bylaw and Articles of Incorporation Amendment(s)

- A. Proposed change(s) or amendment(s) to the NPCA Bylaws or Articles of Incorporation first must be considered by the Executive Committee.
- B. If the proposed change(s) or amendment(s) is approved by the Executive Committee, a draft of the change(s) or amendment(s) must be sent to the Board of Directors for its consideration.
- C. The change(s) or amendment(s) must be considered by the Board of Directors over two Board meetings in accordance with the following:
 - 1. During the first meeting, the proposal(s) will be introduced and discussed.
 - 2. During the second meeting, discussion will continue, and a vote will be taken.

- D. If the proposed change(s) or amendment(s) is approved by the Board of Directors at the second meeting, the draft of the amendment(s), along with explanation(s), will be sent to the full membership in accordance with the notice provisions in the Bylaws.

307 *Project Funding and Budgeting*

307.1 Optional Programs with Ballots

- A. Board-appointed committees (as defined in Section 300.1) and Product Committees may propose optional programs to meet member needs through voluntary funding.

Written Requests

- B. All proposed optional programs (Appendix G) shall be submitted in writing to the Executive Committee for consideration and for recommendation to the Board of Directors for final disposition. The Executive Committee may recommend that appropriate optional program requests be referred to the NPCA Foundation for review and funding consideration.
- C. All optional program proposals for optional programs shall, at a minimum, include:
 - 1. Supporting documentation of the optional program's merit.
 - 2. The scope of the project at varying levels of funding.
 - 3. Estimated direct costs at each level of funding.
 - 4. The minimum amount of funds to be requested from each supporting company, called the unit cost, and supporting documentation justifying the unit cost.
 - 5. Written commitment from 80% of the voting committee members, agreeing to fund the program at a minimum of one-unit cost.

Time of Consideration

- D. Generally, requests for optional programs shall be submitted to NPCA staff by July 1 of each year for inclusion on the annual budget meeting agenda each August.

Program Ballots

- E. An optional program with a ballot request shall be developed for the Executive Committee for approval.
- F. Ballots shall list all approved optional program(s) and shall be submitted individually to voting members of all Producer and Associate member companies for consideration of funding commitments.
- G. The canvass time for the ballot shall be approved by the Executive Committee based on the number and nature of the programs being balloted.

- H. Results of the ballot will be submitted to all voting members within thirty (30) days of the conclusion of the ballot process.

Member Payment

- I. Member companies voting for programs that are approved by the Board of Directors will be invoiced accordingly within forty-five (45) days following the conclusion of the ballot process.
- J. Members are expected to make full payment for optional programs according to their ballot record.
- K. Optional Program ballot funds are non-refundable. The exception would be in the event of a cancelled optional program, at which time the remaining funds may be proportionately refunded at the voting member's request, less any associated expenses incurred by the optional program.

307.2. Funding Policy

- A. All Board-Appointed and Product Committees (as defined in Section 300.1 and 304.1) may solicit the Board of Directors for funds annually.
 - 1. All funding requests may be considered by the Board of Directors over two Board meetings.
 - a. During the first meeting, the request will be introduced and discussed.
 - b. During the second meeting, discussion may conclude, and a vote will be taken.
- B. The NPCA Foundation may solicit the NPCA Board of Directors for funding.
 - 1. A written description of the project shall be submitted to the Executive Committee 30 days prior to the Executive Committee's next scheduled meeting.
 - 2. The Executive Committee shall review the proposed project for compliance with the NPCA Strategic Plan and for the amount proposed for NPCA funding support.
 - 3. The Board of Directors will have the final review and approval of all funding requests.

307.3 Budget Requests

- A. All requests from Board Appointed and Product Committees for project funding shall be submitted to the Board of Directors through the P&CEO.
- B. The standard Budget Request Form (Appendix A) shall be used by all Board Appointed and Product Committees.
- C. All Budget Request Forms (Appendix A) will be submitted by the P&CEO to the Executive Committee for review during the annual budget preparation meeting.

- D. The P&CEO will report back to the respective Committee Chair on the disposition of the budget request.

308 *Reporting*

308.1 Board Reports

- A. All Board Appointed and Product Committees shall be accountable to the Board of Directors for accomplishing designated items of the Strategic Plan.
- B. All committee reports shall be submitted to the P&CEO on an annual basis, following the final meeting of the Board Appointed or Product committee
- C. All final committee reports shall be distributed to the Board of Directors for review annually.

NPCA Board Policies

Section 400 – Affiliates

400.1 Application and Approval Process

- A. Organizations or entities interested in Affiliate Membership must complete the Affiliate application.
- B. The P&CEO will review each application and check compliance with the following requirements.
- C. Affiliate requirements.
 - 1. The group or organization making applications shall consist of either five Producer members of the corporation or 20% Producer Members maintaining membership in the corporation, unless the Board of Directors grants an exemption for a specific reason.
 - 2. Bylaws – All affiliates must have written bylaws, as approved by their Board of Directors and membership.
 - 3. All affiliate applicants must include a written copy of their mission statement, vision statement or Strategic Plan.
 - 4. Each affiliate and its members shall agree to abide by the corporation’s antitrust guidelines.
- D. The affiliate status of any group may be revoked by the Board of Directors, as stated in the NPCA Bylaws, Article XI, Section 11.4.
- E. Upon successful review of the application and documents, the P&CEO will submit a recommendation to the Board of Directors for consideration.
- F. Jurisdiction of existing Affiliates – The Board of Directors reserves the right to approve affiliate status in same geographic region.

400.2 Dues

- A. NPCA will not charge dues for Affiliates.

400.3 Autonomy

- A. Each affiliate, its Directors, officers, members and agents shall have no rights or authority, and shall have no obligation or duty, to act in any manner on behalf of, or in the name of, the corporation and shall under no circumstances represent themselves as being agents or partners of, or joint venturers with, the corporation.
- B. Each affiliate shall be financially self-sufficient.

400.4 Affiliate Support

- A. The NPCA P&CEO will decide upon the level of support provided to affiliates.
- B. The following support guidelines may be available to affiliates:
 - 1. Technical support.
 - 2. NPCA Shop.
 - 3. Marketing tools.
 - 4. Website links.
 - 5. Meeting space – Meeting space at NPCA events may be available at no charge to affiliates to conduct their organization’s meetings. These meetings shall not conflict with exhibit hours at any event. Amenities such as food and beverage service and audio/visual equipment for these meetings will be arranged and paid for by the Affiliate.
 - 6. One complimentary pass to The Precast Show.
 - 7. Use of logo.
 - 8. Data Exchange.
- C. NPCA non-members of the Affiliate Corporation may not serve on the Board of Directors or any NPCA committee
- D. NPCA non-members of the Affiliate Corporation may attend NPCA committee and product committee meetings, provided they pay for a non-member registration fee for the event.
- E. NPCA non-members of the Affiliate Corporation receive no voting privileges on any NPCA business.
- F. NPCA non-members of the Affiliate shall not be extended any other privileges of NPCA membership.
- G. Staff travel – Affiliates may be asked to pay for NPCA staff lodging and meal expenses when NPCA staff is invited to speak.

400.5 Revocation

- A. The affiliate status of any group may be revoked by the Board of Directors of the Corporation if the Board determines such revocation to be in the best interests of the corporation.
- B. Not less than 30 days prior to the meeting at which the Board of Directors is to consider revocation of such affiliation, the Board shall cause written notice of the proposed revocation, including an explanation of the reason for the proposed revocation, to be transmitted by first-class or certified mail to the affiliate.
- C. The affiliate shall be offered the opportunity to appeal revocation to the Board of Directors in writing.
- D. Should the Board decide to revoke the affiliate’s affiliation at the meeting, such revocation shall not take place until five (5) days after the date of the Board meeting.

NPCA Board Policies

Section 500 – Association Communication

500 *Privacy Policy*

500.1 The association shall adopt and publish a Privacy Policy governing the collection, storage and use of data.

501 *Digital Media Policy*

501.1 Website Terms and Conditions of Use

The association shall adopt and publish Website Terms and Conditions of Use governing the proper use of the NPCA website.

501.2 Social Media Policy

NPCA engages in social media on behalf of the association and its members to promote the precast concrete industry, the association, and its programs and events. NPCA will interact with both members and non-members through online conversations, reinforcing these shared values as an organization:

- A. Leadership
- B. Collaboration
- C. Integrity
- D. Accountability
- E. Quality

The role of social media is to inform members about what NPCA and its fellow members are doing as well as to educate non-members, media, government officials.

501.3 App and App Data Policy

NPCA provides mobile app services through a third-party platform. Members who register for NPCA mobile apps are responsible for complying with any regulations or laws that require providing notice, disclosure, and/or having a legal basis prior to transferring the data for processing purposes.

Personal information collected within a mobile app is governed by NPCA's Privacy Policy.

501.4 Email Privacy Policy

- A. Through membership in NPCA, members are establishing a business relationship with NPCA and authorizing use of the email addresses provided to the association.

- B. NPCA may utilize the email addresses provided by its members for communication and promotion of NPCA events, meetings, education programs, products and services, unless specifically instructed otherwise by an individual member.
- C. NPCA shall provide recipients of all mass email communications the opportunity to opt-out of email distribution lists.
- D. NPCA may provide the email addresses of primary member contacts to third parties through the NPCA Web site, directories and direct communication, unless specifically instructed otherwise by an individual member.

502 *PRECAST INC. Magazine Policy*

502.1 Definitions

- A. Purpose - PRECAST INC. magazine's purpose is to help manufacturers of precast concrete stay apprised of emerging issues in business and technology and educate them about their role in increasing market-share for precast concrete. It offers practical solutions to current workplace problems, discusses new approaches for efficiency and innovative best practices in all areas of precast manufacturing and business. PRECAST INC. magazine's mission is to be the voice for the manufactured concrete products industry. PRECAST INC. magazine is published four times per year in February, May, August and December.
- B. Circulation - PRECAST INC. magazine is distributed to the members of National Precast Concrete Association and other interested parties. PRECAST INC. magazine will not publish articles promoting political action.
- C. PRECAST INC. magazine is a "good news" publication and adheres to state and federal antitrust laws, as such prohibits all negative coverage of persons, companies and industry-related products. Promotion of either non-precast concrete products or products not used in the production of precast concrete will not be considered.
- D. Publisher - The P&CEO of NPCA serves as publisher of PRECAST INC. magazine.

502.2 Editorial Policies

- A. The Publisher of PRECAST INC. magazine (or designees) will ensure the appropriateness of all content. The publisher will use professional judgment to alter or reject any submitted material, including text, photographs, illustrations and graphic images. The publisher is under no obligation to provide a review of material to any writer or subject matter before publication.
- B. Publishing Agreements - The PRECAST INC. magazine publishing agreement establishes guidelines for acceptance of articles and publishing rights to be purchased by NPCA.
- C. Proprietary Material - PRECAST INC. magazine provides unbiased information and retains professional freelance writers who provide their services as professional journalists and not as representatives of another person, company or entity. PRECAST INC. magazine will not

accept articles for publication that 1) promote services or products in which only one company or individual is cited; 2) are, in the judgment of the publisher, tantamount to an advertisement; or 3) require approval by a third party.

- D. All publishing and payment arrangements, as well as the hiring of writing services and determination of fees, are made exclusively by NPCA. NPCA is not obliged to become involved in arrangements in which writing services are paid by a third party or an article is submitted for publication by a third party.
- E. Equal Time - Press releases and other promotional information may be published at the discretion of the publisher based on its newsworthiness, space availability, value and appropriateness. All submitted material selected for publication will be edited for length, clarity and appropriateness and is not subject to review prior to publication.
- F. Letters to the Editor - The publisher will ensure accurate reporting of facts. Should misreporting or a conflict of opinion from the readership occur, the publisher may, at his/her discretion, publish a Letter to the Editor in an upcoming issue. All Letters to the Editor will be edited for length or clarity and are not subject to review by the writer before publication.

502.3 Advertising

- A. The Publisher will retain the right to reject any advertisement for any reason.

503 *Precast Solutions Magazine Policy*

503.1 Definitions

- A. Purpose - Precast Solutions' purpose is to promote the advantages of precast concrete products to construction engineers and specifiers. It offers project profiles and technical solutions for a variety of different applications for precast products. Precast Solutions' mission is to present manufactured concrete products as the material of choice for the various applications specified by engineers. Precast Solutions will be published four times per year.
- B. Circulation - Precast Solutions will be distributed to specifiers and engineers involved in a variety of different construction fields, such as water and wastewater, transportation and sanitary and storm water.
- C. Precast Solutions is a "good news" publication and adheres to state and federal antitrust laws, as such prohibits all negative coverage of persons, companies, and industry-related products. Promotion of either non-precast concrete products or products not used in the production of precast concrete will not be considered.
- D. Publisher - The P&CEO of NPCA will serve as publisher of Precast Solutions.

503.2 Editorial Policies

- A. The publisher of Precast Solutions (or designees) will ensure the appropriateness of all content for the magazine. The publisher will use professional judgment to alter or reject any submitted material, including text, photographs, illustrations, advertisements, and graphic images. The Publisher will be under no obligation to provide a review of material to any writer before publication.
- B. Publishing Agreements - The Precast Solutions Publishing Agreement establishes guidelines for acceptance of articles and publishing rights to be purchased by NPCA.
- C. Proprietary Material - Precast Solutions will provide unbiased information and will retain professional freelance writers who provide their services as professional journalists and not as representatives of another person, company, or entity. Precast Solutions will not accept articles for publication that: 1) are, in the judgment of the publisher, tantamount to an advertisement; or 2) require approval by a third party.
- D. Freelance writers are authorized to mention the names of the precast concrete producers and their representatives involved, as well as any systems and products utilized, in projects referenced in Precast Solutions magazine. NPCA reserves the right to add or eliminate such references to submitted articles depending upon their relevance to the article and the audience.
- E. All publishing and payment arrangements, as well as the hiring of writing services and determination of fees, will be made exclusively by NPCA. NPCA will not be obliged to become involved in arrangements in which writing services are paid by a third party or an article is submitted for publication by a third party.
- F. Equal Time - The publisher of Precast Solutions will make a good faith effort to avoid excessive coverage of an individual member company or its product type. However, in the event that proper and necessary education of specifiers and engineers merits such coverage, NPCA is under no obligation to provide "equal time" to or otherwise publish information about other Member companies as a response. All submitted material selected for publication will be edited for length, clarity, and appropriateness and is not subject to review prior to publication.
- G. Letters to the Editor - There is no plan for Precast Solutions to contain a "Letters to the Editor" section. However, the publisher wants to ensure accurate reporting of facts. So, should misreporting or conflicts of opinion from the readership occur, the publisher may, at his/her discretion, publish a Letter to the Editor in an upcoming issue. All Letters to the Editor will be edited for length or clarity and are not subject to review by the writer before publication.

503.3 Advertising

- A. NPCA will not allow advertising by a precast concrete producing plant of any kind in Precast Solutions. However, NPCA may arrange for precast companies to include flyers, stickers or

other similar advertising to be bundled with the magazine but only with those subscriptions for which they have paid.

- B. Advertising will be limited to companies supplying products, systems and services to the precast industry.
- C. The publisher retains the right to reject any advertisement for any reason.

504 *NPCA Name and Logo Usage Policy*

504.1 Member Usage

Members in good standing are granted licenses to use the NPCA trademarks (the "Marks") to indicate membership in the association, provided that the Marks are used according to the terms set forth in this policy.

504.2 Ownership

NPCA retains ownership of all right, title and interest in and to the Marks. NPCA has the right to terminate any member's use of the Marks at any time immediately upon notice.

504.3 Display

When using the Marks to indicate membership in NPCA, members must display the marks in a font smaller than what the member uses for its own trademarks and trade name. Further, members who are licensed to use the Marks must use the Marks only in the form shown below and, in the manner, as set forth below:


- A. "Member of NATIONAL PRECAST CONCRETE ASSOCIATION" or "NATIONAL PRECAST CONCRETE ASSOCIATION Member".
- B. "Member of NPCA" or "NPCA Member"

- C. "Member of  **NPCA** "or"  **NPCA** Member"

- D. 

504.4 Use of Legend

In addition, when the Marks are used on materials other than a member's letterhead or business cards, the following legend must also be used in connection with the use of the Mark:

- A. "NATIONAL PRECAST CONCRETE ASSOCIATION is a trademark of National Precast Concrete Association and is used with permission"
- B. "NPCA is a trademark of National Precast Concrete Association and is used with permission"
- C. "  is a trademark of National Precast Concrete Association and is used with permission"

504.5 Use in Solicitation

In addition, when using the Mark in connection with a solicitation, a member must include the following disclaimer in close proximity to the Mark: "Use of the NPCA trademark does not evidence an endorsement of any product by the National Precast Concrete Association."

505 *NPCA Plant Certification or Accreditation Name and Logo Usage Policy*

505.1 Member Usage

Each Certified plant is granted license to use the NPCA Certified or Accredited Plant trademarks (the "Marks") for use on stationery and for advertising purposes for as long as the plant's Certification or Accreditation is in effect and provided such use is only in reference to the Certified or Accredited plant and not the company as a whole nor any other non-certified branch location. The Marks must be used according to the terms set forth in this policy.

505.2 Ownership

NPCA retains ownership of all right, title and interest in and to the Marks. NPCA has the right to terminate any member's use of the Marks at any time immediately upon notice.

505.3 Display

When using the Marks to indicate NPCA Certification or Accreditation, a company must display the Marks in a font smaller than what they use for its own trademarks and trade name. Further, companies who are licensed to use the Marks must use the Marks only in the form shown below and in the manner as set forth below:

- A. “Certified Plant of NATIONAL PRECAST CONCRETE ASSOCIATION” or “NATIONAL PRECAST CONCRETE ASSOCIATION Certified Plant” or
- B. “Certified Plant of NPCA” or “NPCA Certified Plant”



506 *Affiliate NPCA Name and Logo Usage Policy*

506.1 Trademark Usage

Affiliate associations are granted licenses to use the NPCA trademarks (the "Marks") to indicate affiliation with the association, provided that the Marks are used according to the terms set forth in this policy.

506.2 Ownership

NPCA retains ownership of all rights, title and interest in and to the Marks. NPCA has the right to terminate any affiliate’s use of the Marks at any time immediately upon notice.

506.3 Display


When using the Marks to indicate affiliation with NPCA, affiliates must display the marks in a font smaller than what the affiliate association uses for its own trademarks and trade name. Further, affiliates who are licensed to use the Marks must use the Marks only in the form shown below and, in the manner, as set forth below:

- A. “Affiliate of NATIONAL PRECAST CONCRETE ASSOCIATION” or “NATIONAL PRECAST CONCRETE ASSOCIATION Affiliate”.
- B. “Affiliate of NPCA” or “NPCA Affiliate”



506.4 Use of Legend

In addition, when the Marks are used on materials other than an affiliate association’s letterhead or business cards, the following legend must also be used in connection with the use of the Mark:

- A. "NATIONAL PRECAST CONCRETE ASSOCIATION is a trademark of National Precast Concrete Association and is used with permission"
- B. "NPCA is a trademark of National Precast Concrete Association and is used with permission"
- C.  " is a trademark of National Precast Concrete Association and is used with permission"

506.5 Use in Solicitation

In addition, when using the Mark in connection with a solicitation, an affiliate must include the following disclaimer in close proximity to the Mark: "Use of the NPCA trademark does not evidence an endorsement of any product by the National Precast Concrete Association."

507 *Precast Proud Logo Usage Policy*

507.1 Member Usage

NPCA members in good standing are granted license to use the Precast Proud trademark (Mark) for use on stationery and for advertising purposes according to the terms set forth in this policy.

507.2 Ownership

NPCA retains ownership of all right, title and interest in and to the Mark. NPCA has the right to terminate any member's use of the Mark at any time immediately upon notice.

507.3 Display

The Precast Proud and the Precast Proud NPCA Member logo may not be stenciled on any product or stenciled or printed on any product packaging. The Precast Proud logo may be used on apparel, on advertising products, on letterhead and business cards without any disclaimers.

507.4 Printed and Digital Usage

When the Mark is used on other printed materials and on websites, the following legend must also be used in connection with the use of the Mark:

- A. "Precast Proud is a trademark of National Precast Concrete Association and is used with permission."

507.5 Use in Solicitation

In addition, when using the Mark in connection with a solicitation, a member must include the following disclaimer in close proximity to the Mark:

- A. “Use of the Precast Proud trademark does not evidence an endorsement of any product by the National Precast Concrete Association.

507.6 Variations

It may be used with or without the text “NPCA MEMBER” (see examples).



NPCA Board Policies

Section 600 – Meetings/Trade Shows

600 *Annual Meeting*

600.1 Date and Location

- A. The annual meeting of the association shall be held at such time and place as determined by the Board of Directors.
- B. The Executive Committee, on behalf of the Board of Directors, shall review the recommendations provided by the P&CEO and refer it to the Board for consideration.
- C. The location of the annual meeting shall follow a geographical rotation using the NPCA regions as defined by Policy 100.1.S, under Definitions.

601 *The Precast Show*

601.1 Date and Location

- A. The date and location of the annual Precast Show shall be determined by the Board of Directors after reviewing recommendations provided by the NPCA P&CEO.
- B. The Board may consider input from participant associations and contributing committees.
- C. The dates being considered must avoid conflict with the following events:
 - 1. World of Concrete Exposition
 - 2. Transportation Research Board (TRB) Annual Meeting
 - 3. BAUMA
 - 4. CONEXPO-CON/AGG
- D. The location must have the facilities to meet The Precast Show requirements for programming pattern, adequate exposition/meeting space and the hotel requirements set forth by NPCA and the participant associations.

NPCA Board Policies

Section 700 – Associate Recommendation Committee

700 *Associate Recommendation Committee Governance*

700.1 Responsibilities

The duties and scope of responsibility of each Associate Recommendation Committee shall be to the following:

- A. Submit to the Associate membership a call for nominations by April 1 of each year.
- B. Complete a Board Nominee Evaluation Form for each nominee.
- C. Submit to the NPCA Nominating Committee a list of nominees for Associate member of the Board of Directors, by June 1 of each year

700.2 Membership Structure

- A. Membership to the Associate Recommendation Committee is open to any NPCA Associate or Associate branch member in good standing.
- B. Each member of the Associate Recommendation Committee shall be a representative from a different member of the corporation or subsidiary of a parent company, in good standing.
- C. The Chair of the Associate Recommendation Committee may appoint any qualified member to join the Associate Recommendation Committee.
- D. All members of the Associate Recommendation Committee shall read, understand, agree to, abide by and submit to the P&CEO a signed copy of the:
 - 1. NPCA Antitrust Policy
 - 2. Conflict of Interest Disclosure Form
 - 3. Confidentiality Agreement
 - 4. Code of Conduct

700.3 Committee Chair

Appointment

- A. The outgoing Senior Associate member of the NPCA Board of Directors automatically shall succeed as Chair of the Associate Recommendation Committee.
- B. The Associate Recommendation Committee Chair must be employed by an Associate member in good standing.

Duties

- C. Provide written notice to Associate nominees eligible for service and provide them with the opportunity to prepare a written Resume of Qualifications for the position.

Terms

- D. The Senior Associate on the Board of Directors, after the term as Senior Associate, automatically shall succeed to become the Associate Recommendation Committee Chair.

Vacancies

- E. Should an Associate Recommendation Committee Chair not be able to fulfill their term, the incoming Chair of the Associate Recommendation Committee shall become Chair of the committee automatically and serve until the close of their own full term.

700.4 Committee Members

- A. Associate Recommendation Committee members shall be employed by Associate member companies in good standing.

Appointment

- B. Associate Recommendation Committee members shall be appointed by the Associate Recommendation Committee Chair.
- C. The Associate Recommendation Committee Chair shall select a minimum of two (2) additional associate members to serve on the Associate Recommendation Committee.

Terms

- D. Associate Recommendation Committee members may serve multiple one-year terms. However, members may never serve more than two (2) consecutive years at a time.

Vacancies

- E. Should an Associate Recommendation Committee member not be able to complete their term, the Chair of the Associate Recommendation Committee, in consultation with the Chair of the Board, shall decide if a replacement should be appointed.
- F. Any Associate Recommendation Committee member may be removed at the discretion of the Chair of the committee, in consultation with the Chair of the Board, at any time.

700.5 Committee Operating Procedures

- A. The Chair may solicit references for candidates from Association members to provide relevant information regarding the ability of candidates.
- B. Once per year the committee will review the NPCA Strategic Plan and other documents the Chair deems important so that committee members fully understand the challenges NPCA will face in the future.
- C. Meetings will be held as needed at the discretion of the Chair either in person or via teleconference.
- D. Ensure that all Associate nominees understand the requirements of the position for which they are nominated to include the time commitment and financial obligations and completion of the Association Leadership School. No nomination shall go forward without the consent of the nominee.
- E. Nominees shall submit their resume of qualifications to the Associate Recommendation Committee Chair by April 15 of each year. All communication to the committee or individual members should be in writing and be routed through the Chair.
- F. The Associate Recommendation Committee shall review the Resumes of Qualifications from all nominees by May 15 of each year and submit a minimum of three to five (3-5) nominees with a Board Nominee Evaluation Form for each candidate to the Nominating Committee by June 1 of each year.
- G. Associate Recommendation Committee members shall not be allowed to submit nominations for consideration.
- H. Members of the Associate Recommendation Committee must abstain from evaluating nominees from their member companies.
- I. The Board Nominee Evaluation Form (Associates) in Appendix C shall be used to evaluate each candidate. The Associate Recommendation Committee shall rank the slate of a maximum of three nominees before submission to the Nominating Committee.