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Policies and Operational Guidelines

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ISA Policies and Operational Guidelines

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ISA Policies & Operational Guidelines

Introduction

These Policies and Operational Guidelines (POG) represent official action of the ISA Executive Board. The first set of material covers specific policies related to how ISA conducts business and interactions with individuals, including members, volunteer leaders, employees, and other organizations. The second set of material includes guidelines and information related to typical activities and operations within the Society. The Society policies and operational guidelines are to be consistent with the ISA Bylaws, all laws and rules governing 501 (c) (3) non-profit organizations in the United States, the State of North Carolina, and any laws or rules of the applicable jurisdictions where Society entities and activities are located.

ISA Policies

The following policies have been adopted by the ISA Executive board to define the principles by which the Society, its members, and all sub units will operate, subject to the obligations set forth in the ISA Bylaws. The ISA Bylaws are approved by the ISA membership via the Council of Society Delegates. In combination with the operational Guidelines and the ISA Manual of Operation and Procedures, these documents describe the manner and method by which Society activities will be conducted.

Code of Ethics

Preamble

As practitioners in an important and learned profession, in order to establish and maintain a high standard of integrity and practice, as members of ISA we shall

1. hold paramount the safety, health and welfare of the public in the performance of our duties, and shall notify our employer or client and such other authority as may be appropriate where such obligations are abused;
2. avoid injuring others, their property, reputation, or employment by false or malicious action;
3. act in professional matters for each employer or client as faithful agents or trustees, and we shall not participate in any business association, interest or circumstances which influence, or appear to influence, their judgment or the quality of their services;
4. issue public statements only in an objective and truthful manner and shall avoid any conduct which brings discredit upon the profession;
5. avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist;
6. seek, accept, and offer honest criticism of technical work, to acknowledge and correct errors, and to credit properly the contributions of others;
7. treat fairly and respectfully all colleagues and co-workers, recognizing their unique contributions and capabilities;
8. perform services only in areas in which we are qualified by education or experience, and shall endeavor to maintain our professional skills;
9. represent our abilities, qualifications, education, technical associations and professional registrations without exaggeration and in accordance with the laws of the locations in which we practice;
10. not represent ourselves or our company using ISA's name in such a manner as to imply endorsement by ISA in order to advance personal or company sales, leads or other gain;
11. respect the proprietary information, copyrights, intellectual property rights, and data privacy of others;
12. become familiar with and follow ISA's Policies and Procedures including the Code of Standard Leadership Practices while acting on behalf of the Society, when serving as a volunteer.

Code of Standard Leadership Practices

In fulfilling their leadership roles, ISA leaders should strive to follow these standards of practice:

- Support and follow the Society's mission, policies and procedures.
- Represent the Society positively to others.
- Act ethically, honestly and openly at all times.
- Attend and participate in Society meetings faithfully.
- Stay informed of Society activities and operations and communicate regularly with the membership.
- Plan and complete all assignments thoroughly and on schedule.
- Manage the Society's finances responsibly.
- Respect the views and rights of other members.
- Provide for leadership continuity by developing new leaders.
- Promote member interest and active participation.
- Share responsibilities and opportunities through delegation.
- Involve others in the planning and decision-making process.
- Acknowledge and reward performance and achievement frequently.
- Remain open to change, innovation and improvements.
- Influence the establishment of Society goals and objectives,
- Lead by example and be an inspirational leader.

Conflict of Interest Policy

Members of ISA expect high standards of integrity of themselves and of other members. ISA members should not participate in any board or committee decision for which they may be unable to maintain professional objectivity because of a personal situation, employment, or other conflict of interest and should disclose anything in which a conflict could be perceived.

1. Purpose

The purpose of the conflict of interest policy is to protect ISA's interests when it or any of its business entities, including its sections, contemplate entering into a transaction or arrangement that might benefit the private interest of an ISA member. The policy details how to identify and handle potential conflicts of interest in a legal and ethical manner.

2. Definitions

2.1. Conflict of Interest

A conflict of interest arises when a person in a position of authority or influence within an organization votes or influences actions that could substantially and directly benefit his or her professional, personal, financial or business interests.

2.2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family,

2.2.1. An ownership, investment interest, or compensation arrangement with any entity or individual with which the Society has or is negotiating a transaction or arrangement,

2.2.2. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society has or is negotiating a transaction or arrangement.

2.3. Compensation

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

3. Use of ISA Confidential Information or ISA Resources

Members may not use ISA confidential information for his or her own personal benefit or disclose ISA information to third parties, including employers, unless the information is already public. Likewise, a member must use ISA resources, including property, facilities, and financial resources, only for approved ISA activities.

4. Procedures

The chairperson of any ISA activity should make all members aware of the Conflict of Interest policy, noting that a financial interest is not necessarily a conflict of interest.

4.1. Duty to Disclose

It is the responsibility of all ISA members and volunteers to consider each item of business where they have a vote or decision-making authority to determine if a real or perceived conflict of interest may exist. Any such recognized conflict must be disclosed immediately to the person or governing body in charge of the activity.

4.2. Determining Conflict of Interest

An ISA chairperson, upon sensing or being advised of a possible conflict of interest, should not proceed with deliberation on an issue until there has been an opportunity to address possible conflicts of interest on the part of participating members in the activity. After disclosure of the financial and all material facts, and after any discussion with the person, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon by the remaining members.

In most cases, a determination that a person has a conflict does not compel a person to relinquish their leadership position within ISA. The decision-making body, the member, or ISA itself, may determine that the extent of a person's financial interest would require the person to remove themselves from the relationship.

4.3. Documenting Actions

The minutes of meetings should reflect any disclosure, the name of the disclosing member, the nature of the disclosure, that the member abstained and was not present during the discussion and vote, that a quorum existed not counting such member, and the results of the decision regarding if the disclosure was a conflict.

5. Compensation

While positions on the ISA Executive Board or other governing groups or committees are not directly compensated positions, rules are provided for those members who receive compensation, directly or indirectly, from the Society for services.

- 5.1. The member is precluded from voting on matters pertaining to that member's compensation.
- 5.2. The member can provide information to the committee regarding compensation.

No transaction shall be voidable because of an identified conflict provided that the transaction is approved in accordance with this policy, is determined to be in the best interests of ISA, and that the compensation is reasonable and does not exceed fair market value.

6. Annual Statements of Affirmation and Periodic Review

All members are subject to the conflict of interest policy. Before taking office and annually thereafter, members of the Executive Board will sign a statement affirming they have received, reviewed, understand, and agree to comply with the policy. The Executive Board will periodically review any documented conflicts of interest.

Any member with questions about or desiring to discuss or seek further interpretation of this policy should contact the ISA President.

Personal or Sexual Harassment Policy

It is ISA's policy that all employees, members, officers, directors, volunteers, customers, and suppliers are to be treated with dignity and respect. Consistent with that policy, all employees, members, officers, directors, and

volunteers are responsible for providing a working environment which is free of sexual harassment or intimidation. This type of conduct is against the law and will not be tolerated by ISA.

The following is a guide in determining what may constitute inappropriate conduct in violation of ISA's policy.

What is sexual harassment?

Sexual harassment is defined as unwelcome sexual overtures, requests for sexual favors, or other conduct of a sexual nature when:

- An individual must submit to such conduct in order to keep your job or to maintain your business or volunteer relationship with another, or
- Submission or rejection of such conduct is the basis for decisions about the individual concerning his or her employment or promotion or business or volunteer relationship with another, or
- Such conduct has the purpose or effect of substantially interfering with the individual's work or volunteer performance or creates an offensive, uncomfortable, intimidating or hostile working environment.

Sexual harassment may involve persons of the opposite sex or the same sex and persons of either sex can violate the policy. Violations are not restricted to relationships where one person reports to another, any relationship, including those of peers, employees and volunteers, and officers or directors and volunteer are subject to the policy. While sexual harassment can involve physical conduct, other verbal and non-verbal conduct may equally offend.

Sexual harassment conduct includes, but is not limited to:

- Unsolicited sexual comments about a person
- Telling sexually explicit or offensive jokes or making sexual innuendoes.
- Repeated, unwanted sexual flirtations, advances, or propositions
- Overt or subtle pressure for sexual activity, with or without accompanying implied or explicit threats involving one's job, promotion, performance evaluation, compensation, or other interest
- Touching, hugging, patting, pinching, or kissing
- Leering at a person
- Displaying sexually explicit or offensive pictures or materials
- Describing another in sexually degrading terms

What to do about such conduct

If an officer, director, volunteer, customer, or supplier believes he or she is being harassed by another person with a relationship to ISA, he or she should also:

- Tell the offender immediately and firmly that the conduct is offensive, and
- Notify the Executive Director immediately.

If the Executive Director is the alleged offender or is unavailable, notice should be given to the ISA president instead. In the absence of the Executive Director or president, the highest level Society officer or Executive Board member available should be notified.

The Executive Director (or president, if necessary) will immediately direct the conduct of an investigation of the complaint. Every effort will be made to safeguard the privacy of the parties involved and the investigation and results will be confidential to the extent possible without jeopardizing the thoroughness of the investigation or the rights of the parties. If possible, an effort will be made to resolve the matter informally.

What may result

If the offender is an employee and the complaint is not resolvable informally, disciplinary action, up to and including discharge, will be taken against the employee as described in the ISA Human Resources Manual

If the offender is an ISA member or ISA volunteer, a committee consisting of the President, President-elect Secretary, and Past President will review the situation and issue a decision to the offender. In the event the President, President-elect Secretary or Past President is the offender, the Executive Director shall take the place of

that committee member as a non-voting member. Depending on the severity of the offense and whether the offender is a repeat offender, the committee may issue a verbal or written warning, may request the individual's resignation, or may involuntarily suspend or expel the offender.

If the offender wishes to appeal the decision of the committee, they may request an appeals committee be convened, chaired by the Executive Director with one officer or Executive Board Member selected by, but not from among, the original review committee, and one officer or Executive Board member selected by the offender.

If the offender is an employee of a supplier or a customer, the Executive Director will take appropriate action, including, but not limited to, suspension or termination of any business relationship.

If the offense is serious and the complaining party is fearful, the Executive Director may take protective action as necessary and appropriately designed to separate the parties involved while assuring that the action is not punitive, retaliatory, or prejudicial to a thorough investigation. Such measures may include temporarily reassigning an employee to other areas of responsibility or suspending a member, officer, director, or volunteer from duties while the investigation is conducted.

No employee will be disciplined or retaliated against for complaining about such harassing conduct. It is important that ISA know about harassment since ISA can do nothing to remedy the situation if it has not been reported.

How to avoid accusations

What is acceptable behavior to some is not always acceptable to others. Think about what you are saying or doing before you act. If a reasonable person may find your conduct objectionable, don't do it. Listen to what others say. If you hear objections, heed them. Even if nobody says anything, be aware of the non-verbal reactions. Respect, tact, and consideration should be manifest at all times. Remember, each individual is personally accountable for his or her conduct and is subject to defending a lawsuit for violating ISA's policy.

Member Involvement, Diversity, and Inclusion Policy

ISA Members are encouraged to professionally involve themselves with public issues associated with automation. This can be done as qualified speakers and authors in ISA meetings and publications based on the Society's normal system of invitation and peer review. Volunteers may also participate as members of existing Society committees or by organizing committees within the structure of ISA.

It is the policy of ISA to provide equal opportunities for participation by volunteers without regard to race, gender, sexual orientation, age, religion, national origin, marital or veteran status, disability, or any other legally protected status.

It shall be the goal of the Society to ensure that ISA can benefit from a diverse leadership team, representing all aspects of our membership and our profession. Recognizing ISA is an international society, leadership opportunities should be provided, without bias, to qualified members from all geographic, cultural, and ethnic backgrounds. In addition, leaders are sought from all facets of the automation industry, including engineering, design, education, research, technical sales and manufacturing, to name a few.

In accordance with the above, the Society's objective is to fill each volunteer position with the most qualified and available person. The skill, experience, and personal ability of every nominee or candidate for each volunteer position will be carefully evaluated.

Antitrust Policy

When individuals employed by competing organizations meet, the potential for violating antitrust laws exist. In order to minimize that potential, certain topics of discussion must be avoided. These include any discussions of pricing policies, marketing strategies, or similar topics such as:

- Past, current or future prices of products or services
- What constitutes a “fair” profit margin
- Increases, decreases, standardization, or stabilization of prices
- Pricing procedures
- Cash discounts and credit terms
- Control of sales territories
- Allocation of markets
- Refusals to deal with a particular company because of its pricing or distribution practices
- Whether or not the pricing practices of an industry are unethical or involve unfair or deceptive trade practices
- Status of litigation against competitors

The penalties for violating the antitrust laws can be severe. In addition to awards of triple damages and attorneys’ fees, some violations can result in criminal fines and even jail terms.

In order to minimize the risk of an antitrust situation, all meetings should have a set written agenda circulated in advance. Any discussions that arise which involve pricing policies, marketing strategies, or similar topics should be ended immediately. Minutes of the meeting should accurately reflect what transpired.

Legislative and Other Public Interest Activities

All Society activities involving public interest issues shall be in accordance with ISA Bylaws, Article XXI.

Neither the Society as a corporate entity nor its members may promote, promulgate, nor represent views on public issues as being endorsed by the Society unless authorized by the Executive Board. Without authorization, such personal views may not be disseminated to the general public nor to government officials using ISA stationery, ISA position titles, or in any way giving the appearance of ISA endorsement.

The Automation Federation, established by ISA in 2006, acts as the primary interface on behalf of ISA in matters of public policy that affect the automation profession.

Preservation of Society’s Reputation and Tax Exemption

Every ISA Member, employee and organizational unit must strive to preserve the Society’s reputation and integrity as an organization whose only purpose is educational as stated in Article II of the Bylaws. The organization may not be used by anyone, whether innocently or not, for personal benefit. It is for this primary reason and to preserve the Society’s legal and non-profit status, that the ISA Executive Board has confirmed this policy.

Nonprofit IRS Status

ISA enjoys a special nonprofit, tax-exempt status reserved for educational and charitable organizations under the U.S. Internal Revenue Service section 501(c) (3). This is a privileged status that is available to the Society and its sections only because of their educational purpose. This status would be jeopardized if any individual or firm were to use the Society in any way for individual gain, whether directly or by association. The concept of “inurement” (analogous to dividends by for-profit firms) can put the tax exempt status at risk. The purpose of the private inurement rule is to ensure that the tax exempt organization involved is serving exempt interest and not private interest. As an example, scholarship programs have the potential to violate the federal tax laws. These laws may change over time, therefore, while it is permissible to offer scholarships, groups seeking to establish a scholarship should consult with the ISA Executive Director or designee to ensure that the applicable IRS rules and procedures are followed.

Reference to ISA by Members

An ISA member may not use an elected or appointed ISA position as credentials in a field other than automation. For example, by indicating ISA membership, a person is implying, properly, that the requirements for the particular grade of membership have been met. However, if a person is a member of a committee, i.e. standards and practices or education, that member should not use this ISA position outside of ISA to imply expertise in the standards or the education fields.

Article XXI of the ISA Bylaws prohibits any member or organizational unit of the Society from making statements that could influence the course of legislation, in the name of the Society. For example, if a division director wants or needs legislation, he or she should do so in the member's own name with no reference whatsoever to ISA or the member's position within ISA.

Intellectual Property Policy

INT 1 Intellectual Property

Generally, intellectual property can be divided into five categories, each with its own set of laws and protections. ISA's intellectual property, which also fits into these categories, represents a valuable asset, which the Society, its leadership and membership must strive to protect - for the benefit of the membership. ISA will take the measures described below to protect its intellectual property.

INT 1.1 Copyright

A copyright is a set of five separable, independent rights under US law governing protection of the expression of ideas on recorded media. Copyright prevents others from reproducing or distributing books, standards, software, videotapes, and other documents or graphics without permission. Copyright exists the moment the expression is recorded. No special effort is required to create a copyright. Notice and registration enhance enforcement, but are not required for copyright to exist. Copyrights are generally recognized worldwide through various treaties, although enforcement is usually based on the laws of the country where the violation occurs.

INT 1.1.1 ISA Implementation of Copyright

INT 1.1.1.1 Acquisition of Rights

Whenever feasible, ISA will receive assignments of all rights of copyright to all works published by ISA. If a work qualifies under the "work made for hire" doctrine under the United States Copyright Act, the assignment of copyright will convey the copyright under this provision as well. When an assignment of copyright is not practical, ISA will receive the broadest license to publish that it can acquire. All assignments will be in writing signed by all authors and ISA. Except for certain limited use licenses implied by law (such as the right to publish letters to the editor), all licenses and permissions to republish or otherwise use works belonging to others will be in writing signed by all authors and ISA.

INT 1.1.1.2 Notice

Although notice of copyright is not essential for securing the rights of copyright, it is beneficial for enforcement. Accordingly, all works published by ISA, including books, magazines, journals, videotapes, software, and promotions shall contain a proper notice of copyright. A proper notice of copyright takes the form:

© Copyright International Society of Automation (ISA) [Year prepared]. All rights reserved.

INT 1.1.1.3 Registration

Registration is not required for copyright to exist but is required for enforcement. Registration consists of submitting a form with a nominal fee to the Copyright Office. All works intended for sale, especially books, proceedings, videotapes, and software, will be registered with the Copyright Office upon publication. Because of the volume produced, works such as promotions and journals will be registered only if necessary to enforce copyright.

INT 1.2 Trademark

A trademark is the right to use an identifying mark or slogan to show the origin of a product or service or to otherwise differentiate it from similar goods or services of others. In the United States, trademarks may be asserted without registration. Registration with the United States Patent and Trademark Office aids in enforcement, but is not required. Enforcement outside the US usually depends on the laws of the country where the violation occurs. Unlike copyright, there are no universal trademark treaties.

INT 1.2.1 Acquisition of Rights

Before naming a new major program or service line, a trademark search will be conducted on proposed identifiers to identify potentially conflicting marks belonging to others. ISA will name program or services with minimal conflicts with trademarks belonging to others. After clearance, ISA will use the marks in interstate commerce as soon as possible.

INT 1.2..2 Notice

If a mark is not registered, ISA will give notice of its claim of trademark rights to all marks by either:

- accompanying the mark with the symbol “™” next to the first or most prominent use of the mark, or
- stating within the promotion, packaging, or other use of the mark that the mark is a trademark of ISA.

ISA will give notice of a registered trademark by:

- accompanying the use with the symbol “®” next to the first or most prominent use of the mark, or
- stating within the promotion, packaging, or other use of the mark that the mark is a trademark of ISA, “Registered, U.S. Patent and Trademark Office.

INT 1.2..3 Registration

As with copyright, registration is not required to secure trademark rights in the United States. Unlike copyright, where registration is a ministerial function at a nominal cost, trademark registration requires an examination of the mark and a decision by a trademark examiner at a significant cost, including application fees and attorneys’ fees. The primary benefit to registration is to prevent others from defending a claim of infringement based on ignorance; registration constitutes notice to the world. Accordingly, ISA will ordinarily register those marks associated with major or key ISA programs or services. Other marks will be evaluated on a cost-benefit basis, including the risk of infringement.

In addition to registration in the United States, key ISA trademarks will be registered in other countries where significant use of the mark is expected or the potential for infringement or misuse is significant.

INT 1.3. Trade Secrets

Trade secrets include property in which the process to develop the product or service is confidential. The classic examples are the recipes for Kentucky Fried Chicken and the formula for Coca-Cola. Also covers computer software code not easily revealed to others and even marketing strategies. ISA marketing strategy and customer lists are confidential with regard to third parties and could constitute trade secrets. Protecting trade secrets is less reliant on law than on maintaining security. Legal enforcement of trade secrets is available, but difficult, especially outside the United States.

INT 1.3.1 Acquisition of Rights

The types of intellectual property protected as trade secrets by ISA fall primarily into marketing and promotions, including customer lists, marketing plans and strategies, and marketing research commissioned exclusively for ISA. In addition, some programs may involve confidential information, such as the set of examination questions for the certification programs. This property is developed by ISA, so the rights are derived from ISA’s efforts directly.

INT 1.3.2 Notice

All property which should be kept confidential should be labeled as such.

INT 1.3.3 Registration

Registration with any outside group obviously defeats the confidentiality of the property. Instead of registration, ISA must use its best efforts to secure the property from disclosure except on a need to know basis.

INT 1.4. Goodwill

Although usually considered merely an accounting term, goodwill is closely associated with trademark rights. Goodwill is the value the reputation of the organization enjoys. While trademark registration can protect the mark from infringement by third parties, goodwill is dependent upon continued marketing of quality goods and services.

INT 1.4.1 Acquisition of Rights

In addition to securing appropriate trademark rights, the main component of goodwill is the reputation for quality programs and services represented by the ISA name and trademarks. Those rights are acquired by using ISA's best efforts at all times.

INT 1.4.2 Notice

No notice is available or required.

INT 1.4.3 Registration

There is no means of registering goodwill. Goodwill is protected and enhanced through meeting and exceeding the expectations of ISA's members and customers.

INT 1.5 Patents

A patent confers the exclusive right to an invention for a set period of time -- normally 20 years. The invention must be original and non-obvious. Since ISA is not a research and development organization patents are not a direct concern. However, standards activities sometimes involve patented processes or devices and patents require consideration under those circumstances.

INT 1.5.1 Acquisition

ISA does not currently own any patents and does not engage in the type of research and development that leads to patents. It is conceivable that ISA could acquire a patent as a gift by an individual or company.

INT 1.5.2 Notice

If ISA acquires a patent, then any products using that patent should state that there is a patent.

INT 1.5.3 Registration

Registration occurs before the patent is issued. ISA is unlikely to be involved in registration of a patent.

INT 2 Licensing Rights in Intellectual Property

Licenses may be granted either to ISA units and affiliates - districts, regions, divisions, and sections - or entities unaffiliated with ISA. As examples, ISA may license a group to translate and distribute a book or videotape in a language other than English, ISA may license a group to use training course materials developed for ISA, or ISA may allow others to distribute ISA publications.

ISA's intellectual property is to be used for the benefit of the organization as a whole, rather than any group or individual within ISA.

The ISA Executive Board shall retain final authority over licensing the use of the ISA name, logo, other trademarks, copyrights, or any intellectual property. The Executive Director is delegated the authority to approve licenses that arise in the normal or ordinary course of business and are not in conflict with established policy. All requests for licenses shall be in writing directed to the Executive Director. Licenses granted will be in writing.

Use of ISA intellectual property by Society units and affiliates must not conflict with use by the Society as a whole or keep other Society units from exercising the same or similar rights within the geographic area covered by that unit. All uses must either conform to existing Society guidelines or policy or be approved in advance by the Executive Board after a showing of lack of conflict of use by other Society units. Such licensure is permitted by ISA under these policies:

INT 2.1 Use by ISA Units and Affiliates

ISA districts, regions, division, and sections are considered to be ISA units and affiliates as referenced below.

INT 2.1.1 Limited License

ISA units or affiliate of ISA are granted a limited license of the right to use the ISA name, logo, acronym, slogans, and other general identifying trademarks of ISA to promote the unit or affiliate's activities without royalty as long as such use conforms to ISA policies.

INT 2.1.2 Licensing Authority

ISA units and affiliates may not license the use of ISA intellectual property to others without the prior authorization of the ISA Executive Board. If authorized, such licenses must follow the policies required of licenses with unaffiliated entities. If authorized, only the designated representative authorized by the Executive Board may execute agreements on behalf of ISA. (See INT 2.3.5)

INT 2.1.3 Approval of License by Executive Board

The use of all other Society intellectual property by an ISA unit or affiliate requires the advance approval by the Executive Board. Neither the ISA Executive Board nor the ISA Staff will unreasonably withhold from any ISA unit or affiliate the privilege to use the Society's intellectual property for its own use or to advance its mission or ISA's mission, as long as such use clearly does not conflict with established Societal objectives or use by other Societal units. Ordinarily, approval will be given only pursuant to a business plan providing for the appropriate use of the property along with payment of a royalty to ISA at the usual and customary rate for the use of the same property by unaffiliated groups.

INT 2.1.4 Section, Region, and District

Unless expressly authorized by the Executive Board, ISA units and affiliates based on geographic boundaries may not use ISA intellectual property outside the unit's or affiliate's geographic area except in conjunction with other units or affiliates or with the prior permission of the affected unit or affiliate.

Sections, regions, and districts will not be granted rights to distribute ISA intellectual property in an area larger than the geographic area embraced by that unit except with the consent of the other units affected and payment of a reasonable share of the revenue generated to the consenting unit or affiliate.

Sections, regions, and districts may develop and use intellectual property for their own purposes and mission within the geographic boundaries served by the unit or affiliate unless such intellectual property competes or conflicts with similar property of ISA. Intellectual property developed by other ISA units belong to ISA, although use will be limited to use by the unit unless the unit otherwise agrees.

INT 2.2 Use by Members

Members may state that they are members of ISA and may only use the ISA logo or trademarks as defined in the ISA Brand, Name, and Logo Use Policy. Examples would be for business cards, stationery, or promotions of the member's business. An individual who is the sole owner of a company may not express or imply that the company is an "ISA Member."

INT 2.3 Use by Unaffiliated Parties

INT 2.3.1 Purpose

Licenses for use of ISA's intellectual property will be granted to unaffiliated parties only if such use enhances or promotes the distribution of ISA's programs or services and is related to the purposes and mission of ISA.

INT 2.3.2 Form of License

Licenses for use of the ISA name, logo, or any other ISA intellectual property with any unaffiliated parties will be granted only by written agreements, executed by an authorized ISA representative, reviewed by legal counsel, containing limitations on the license granted and the use of the property, and ordinarily requiring payment of a royalty.

INT 2.3.3 Compensation to ISA

Unless expressly and specifically waived by the Executive Board, ISA shall receive compensation for use of ISA's intellectual property comparable to the current market for uses of similar property of others, in the form of royalties or other appropriate compensation.

Incidental use of ISA intellectual property related to a license of other ISA intellectual property, such as the right to use the ISA name and logo to promote the distribution of ISA videotapes, does not need separate or additional compensation above that charged for the primary focus of the agreement.

INT 2.3.4 Copyright Permission

Copyright permissions, permission to others to republish minor parts of a copyrighted work, for ISA works may be granted on a royalty-free basis within the custom and practices of the publishing industry. Such permissions should be limited in scope.

INT 2.3.5 Licensor Authority

Unless expressly and specifically authorized by the Executive Board, the only authorized ISA representative for executing licenses for use of the ISA name, logo, or other intellectual property is the Executive Director or staff designee.

INT 2.3.6 Reference or Citation of ISA Standards, Recommended Practices, and Technical Reports

ISA develops standards and related documents with the intent that the terminology, concepts, requirements, and recommendations are referenced or otherwise incorporated into company standards and guidelines. Appropriate citation of the ISA document(s) shall be made.

INT 2.4 References to ISA by Other Organizations

Other organizations, including corporations, limited liability companies, and other business entities, may not express or imply in any way that it is a “Member of ISA” or that it carries out its business with any kind of ISA endorsement or certification.

INT 3 Specific Property Policies

INT 3.1 Mailing and Customer Lists

All ISA mailing and customer lists, including the membership list, are confidential. The following rules apply:

- a) The Executive Director may authorize the rental of general mailing and customer lists ensuring ISA’s rights to those lists and preventing unauthorized use of the lists by others.
- b) The Executive Director may authorize the rental of all or portions of the Society membership list as long as the Executive Director or designee approves each piece mailed under the list, the rental is restricted to a one-time use, no membership numbers appear on the list, members who so request are excluded from such lists, and the safeguards designed to protect ISA’s rights in the list exist.
- c) ISA units and affiliates will not publish for distribution beyond the membership or rent membership lists for the respective unit or affiliate without the prior approval of the Executive Board and implementation of appropriate safeguards to protect the rights to such lists.

INT 3.2 Books and Videotapes

ISA units and affiliates may distribute ISA publications on similar terms, including payment terms, as unaffiliated contractors. Without a compelling reason and Executive Board approval, any such distribution agreements shall be on a non-exclusive basis in the geographic area served by the ISA unit or affiliate.

INT 3.3 Periodicals

ISA units and affiliates may not publish periodicals that republish, translate, or compete with ISA periodicals, including *InTech*, *ISA Transactions*, and the *ISA Directory of Instrumentation*, without prior approval by the ISA Executive Board, an agreement with ISA, and the payment of a royalty to ISA.

INT 3.3.1 Newsletters

ISA units and affiliates may publish newsletters of original content without review or approval of ISA, but may not republish material originally appearing in any ISA publication or periodical or use any title or trademark that is the same or similar to any title or trademark of ISA without permission of ISA.

INT 3.4 Conferences and Exhibits

ISA units and affiliates may conduct local conferences and exhibits without prior approval of ISA. However, ISA units and affiliates will not name the conference and exhibit by any name that is the same or similar to ISA conferences and exhibits without the prior approval by the Executive Board. [see ISA Events and Exhibits Policy]

INT 3.5 Training

ISA units and affiliates may develop and conduct training courses without the prior approval of ISA per INT 2.1.3. The following rules apply:

- a) ISA units and affiliates may not represent such training courses as offered by ISA or use any name or designation that is the same or similar to any ISA training course, such as “Introduction to Industrial Automation and Control (FG07).”
- b) Training courses may not be offered outside of the represented geographic area without the consent of other ISA units and affiliates in the affected geographic area and negotiation of potential sharing of the revenue with the other ISA units and affiliates.
- c) Sections, regions, or districts may contract with ISA to conduct ISA training courses. The contract/distribution agreement, including payment terms, would be similar to those executed with unaffiliated contractors. Examples of an unaffiliated contractor could be an engineering services company, an independent training services provider, or a consulting firm. Without a compelling reason and Executive Board approval, any such distribution agreements shall be on a non-exclusive basis in the geographic area served by the section, region, or district.

INT 3.6 Certification Programs

ISA units and affiliates may not offer any certification programs. ISA units and affiliates may enter into agreements with ISA to support or provide any ISA certification program within the geographic area covered by the unit or affiliate.

INT 3.7 Web Links

ISA encourages use of its logo, name, or tag line for a web link.

The inclusion of a link to ISA, with or without the logo, name, or tag line, must not indicate or imply that ISA endorses, sponsors, or has a relationship with the individual or organization without the express permission of ISA. Web links to ISA from individuals and organizations must follow the ISA Brand, Name, and Logo Use Policy.

In addition, web links to ISA must adhere to these web specific principles:

- The link must direct the browser to the ISA server; the linking site may not duplicate or reproduce the ISA material on its server without the express permission of ISA.
- The link must exit the linking server; ISA material may not appear to be part of the linking site's content.
- The reference to ISA must accurately identify the Society.
- The link must be to a location on the ISA site that provides the most beneficial entry point from the link for the user, mutually agreed upon by ISA and the linking party.

ISA Brand, Name, and Logo Use Policy

The ISA brand visually supports the message and promise of the Society and what it stands for – to set the standard for automation. Building and maintaining the ISA brand requires vigilance, consistency, and professionalism. The ISA name, logo, ads, publications, and collateral materials are extensions of the ISA brand – tools to help build brand awareness and familiarity. Ensuring each point of visual and verbal contact consistently communicates the desired brand attributes fosters an emotional, enduring image for ISA employees, Members, partners, affiliates, and customers. The ISA corporate colors, design, and logo serve as ISA’s signature. This is ISA’s “trademark” and it must be protected.

Use of Society Name

The full name or acronym of the Society should appear on all stationery and publications of the Society and its sections, divisions, committees and other ISA units. The Society name and initials are registered trademarks and

may not be used legally by any organization to imply affiliation with, endorsement by, or approval of the Society by either direct statement or implication.

Society Logo

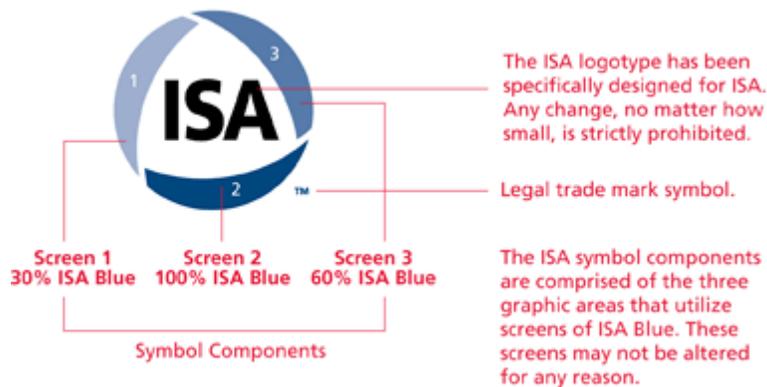
The Society logo is a trademark and may not be altered in any way. Except for the Society name, section or other Society unit name, no other words or images may be placed within an upright square centered on the logo whose sides are equal to 150% of the diameter of the logo being used. Exceptions must be specifically approved in advance by the Executive Director or designee or by the Executive Board.

The combination of the ISA logotype and the three symbol components make up the ISA logo. The logo files must be obtained directly from ISA. Except for size, which is subject to the restrictions defined below, the logo may not be altered in any manner, including proportions, colors, elements, etc., or animated, morphed, or otherwise distorted in perspective or dimensional appearance. The logo shall include the registered trademark symbol (™) as defined below.

ISA Logo Use

The ISA logo may be used for official publications and other ISA products by Society leaders and volunteers on printed materials and specialty items (such as shirts or hats) that promote ISA sections or divisions, and their activities, events, or products. ISA membership designation logos are available directly from ISA to be placed on personal business cards to signify ISA membership.

ISA Logo Specifications



Examples of Logo Misuse



DO NOT allow the logo to become distorted due to improper scaling.



DO NOT typeset the logotype or alter the logo graphically.



DO NOT alter the logo colors or use unapproved logo color formats.



DO NOT outline the logo.



DO NOT remove the symbol components and use the logotype by itself.



DO NOT permit the logo to appear within an expressed shape, so as to be interpreted in total as the logo.

Logo Color Specifications



ISA Blue
PANTONE® 541C

Cyan	100%
Magenta	57%
Yellow	0%
Black	38%

ISA Blue 60%
PANTONE® 541C 60%

Cyan	60%
Magenta	34%
Yellow	0%
Black	23%

ISA Blue 30%
PANTONE® 541C 30%

Cyan	30%
Magenta	17%
Yellow	0%
Black	11%

Logo Color Formats



Preferred two-color positive logo
Black, ISA Blue



Optional one-color positive logo
ISA Blue

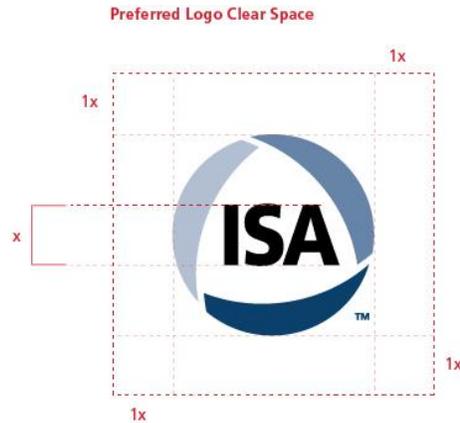


Preferred one-color positive logo
ISA Blue



Optional one-color positive logo
Black

Logo Clear Space



To ensure optimum legibility, and maintain the legal protection of the ISA identity, a minimum clear space surrounding the logo must be maintained.

Logo Minimum Size



Sizes less than 1/4" should be avoided. This is the smallest size recommended for clear logo reproduction. When the logo is at minimum size, it is unnecessary to include the legal trade mark.

ISA Stationery Design

The basic format and design of all ISA stationery should be approved by the Executive Board and changed only by Executive Board approval, but as a minimum it should include:

- The Society logo
- The name of the Society more prominently displayed than the name of any subsidiary ISA body.
- The Society tag line (Setting the Standard for Automation™) and core competencies (Standards, Certification, Education & Training, Publishing, Conferences & Exhibits).
- The international headquarters address and contact information

The letterhead design should enable the listing of Executive Board members. Individualized letterhead may be made available on request for ISA sections, divisions, districts, departments, and other groups.

ISA Stationery Use

- Any section or division may request a letterhead template file from ISA headquarters.
- An ISA committee or group should use the general ISA letterhead, or the letterhead of its parent body (section, division, district or department).
- ISA stationery may not be used by anyone for influencing any governmental activity [Bylaws Article XXI], for personal use, or for any purpose other than furthering the objectives of the Society.
- ISA stationery should be used for only the first page of multi-page letters, with plain white paper used for subsequent pages.

Technical Publication and Presentation Policy

This policy covers papers and presentations presented at ISA meetings, symposia, articles in Society journals, publications, and electronic media.

TPP 1 Publication of Proceedings and Papers

ISA staff is responsible for compiling technical content for inclusion in proceedings and other ISA publications to:

- ensure uniform high production quality of its proceedings
- centralize its information storage and dissemination resources
- ensure continuity of series acquisitions by libraries
- provide stability of planning, budgeting and production
- achieve maximum promotional value for the Society's publications program

Any exception to this procedure requires written authorization by the Executive Director.

TPP 2 Author Rights and Responsibilities

Authors of papers at ISA meetings must grant to ISA a royalty-free, unlimited right to publish the paper and presentation materials, including the right to sell these materials and publish them with an ISA copyright notice. Authors should avoid using the paper and presentation in a manner that directly competes with the technical conference so that ISA has a reasonable opportunity to recover its expenses. ISA allows the author(s) to retain copyright and use of the paper and presentation materials in exchange for rights granted above to ISA. Other non-ISA publications may include abstracts or up to 300-word excerpts of ISA papers provided credits are given to the authors, the meeting, and the Society

TPP 2.1 Originality of Papers and Presentations

An objective of the Society is to maintain both high technical standards and originality of meeting papers to avoid proliferation of redundant literature. When evaluating papers and presentations, ISA requires the author to attest that neither the paper nor any substantial portion of it has appeared in a generally distributed publication, nor has it been presented at meeting of a non-ISA organization.

Technical program chairs should only repeat papers when there is a substantially different audience than was present for the original presentation, and only if the repeated papers are appropriate to the new program scope. The paper, abstract, and any excerpts from the paper must be clearly identified as a repeat presentation or as an update of an earlier paper containing new information in the program and at the time of presentation. In this case the paper should be clearly identified as "originally presented at [specify event]".

TPP 2.2 Author Presentations

Authors are encouraged to present their papers at ISA section, district, and regional meetings before or after presentation at a larger gathering of the Society, so long as these papers will not appear in a nationally or internationally distributed publication as a result of these presentations.

TPP 2.3 Use of Commercial References

Depending on the meeting or publication involved, the paper or presentation content may cover an original investigation, state-of-the-art survey or tutorial information. However, commercialism is not acceptable. Accordingly, paper or presentation titles and abstracts may not contain company names, trademarks, trade names, or other commercial references. Trade names and trademarks essential to the meaning of information being presented may appear in the body of the paper or presentation when properly footnoted.

TPP 3 Copyright of Material

Proceedings copyright is assigned to ISA. The Society assumes financial responsibility for these publications.

All authors are required to follow current ISA author submission guidelines as directed by ISA staff.

A paper that has appeared in print in a generally available non-ISA publication should not be accepted for publication or presentation at a Society-wide meeting, even if copyright protection is waived by the copyright holder. This rule should not be construed to exclude papers that were originally published either as a thesis for an advanced degree, or as articles in a limited-distribution, non-commercial publication. It does exclude articles that have appeared in a generally available non-ISA publication.

Relationships with Other Organizations

Establishing and Evaluating External Relationships

The decision to establish a formal relationship with an external organization is the responsibility of the Executive Board. The Executive Board may delegate the oversight of the relationship, including responsibility for appointment of the delegate or liaison, to a department, division, or individual.

The following factors are to be considered in establishing and evaluating formal relationships with outside organizations. Each relationship should be reviewed annually using a standardized format that reflects these criteria.

Criteria	Description	Rating range*
Benefits to ISA	The relationship must be consistent with and support the Society mission. Examples of jointly supported activities that would be appropriate: symposia, standards development, publications, educational programs, reciprocal individual memberships	0 – 50 points
Impact to ISA image & brand	Activity may improve the visibility of ISA in new communities/markets including the opportunity to interface with representatives from other like organizations	0 – 25 points
Consequence of not participating	ISA's standing in the technical community may be negatively impacted by choosing not to participate with other organizations.	0 – 10 points
ISA Resources required	Adequate resources (volunteer, staff and financial) are available to support the approved level of activity. This could include any membership dues in the organization, travel support, staff time or other direct costs.	0 – 15 points
Other organization's tax exempt status	Relationships with incorporated, not-for-profit, tax exempt organizations pose less risk to ISA's own tax status, and may be appropriate for a Delegate appointment where ISA may participate in decisions of the other organization. If the organization is not tax exempt, then only a Liaison relationship is allowed.	Yes or No

* Rating points are guidance for comparative evaluation, if needed.

Types of Relationships and Responsibilities

There are two types of relationships the Society may establish with other organizations: delegate and liaison. Each appointment will be classified as delegate or liaison to identify the responsibility and authority of the appointee even if the position has another title within the external organization.

Individuals considered for appointment in either of these capacities must be members of ISA (automation affiliate, automation community, and student membership is not sufficient). They should be knowledgeable and active in ISA affairs, have held positions of responsibility in ISA, have recognized expertise or qualifications in the relevant field, and have an appropriate status within ISA to meet the requirements of the external organization.

Appointments are for specified terms, but may be renewed as permitted by ISA and the external organization.

Any funding to outside organizations requires Executive Board approval and must be included in the annual Society budget process.

The following defines the extent of responsibility and authority of the Society's appointees serving as delegates or liaisons. Additional guidance may be provided by the appointing body when deemed appropriate for the specific organization and relationship.

Delegate Relationship

This is the strongest of the Society external contacts. A delegate may be empowered by the appointing department or Executive Board to commit previously approved ISA funds, to endorse policies developed by the external organizations which might affect ISA, and to cast an ISA vote in the external organizations.

Liaison Relationship

The liaison may attend meetings of the other organization, exchange information, further mutual understanding between ISA and the external organizations, or advise the external organization of a confirmed position of ISA, but shall not vote on or bind ISA to a policy or decision of the outside organization.

Delegate and Liaison Responsibilities

- a) Appointees shall have the necessary funding and support to attend relevant ISA meetings and appropriate meetings of the external organization. Unless specifically included in the ISA budget, no funding is provided to support an appointee's participation.
- b) Appointees shall participate in any action taken, by vote or otherwise, following the specific guidance given them by the appointing body, ensuring the action is consistent with ISA policies and is in the best interest of ISA.
- c) Care shall be taken that any actions of external organizations do not bind ISA to a third party obligation such as a venue or other contract.
- d) Appointees shall avoid any statement or action criticizing individuals, firms, products or services. If the outside organization is voting on a criticizing statement, the Society's external contact must request that a negative ISA vote be recorded in the minutes. An abstention or unrecorded negative vote is insufficient to protect the Society.
- e) Appointees shall not endorse any product or service of the external organization in the name of ISA.
- f) Any actions which could be construed as a restraint of trade or other antitrust law violation shall be avoided. This means all meetings shall be open with no attendance restrictions. Costs and pricing of third party products or services shall not be discussed. The ISA appointee shall leave any meeting and have his or her absence recorded if these issues arise. Activities involving the establishment or review of standards shall be heavily scrutinized by the ISA appointee or other appropriate party(ies) before involving ISA in the activity.
- g) The appointee must report to the respective appointing body on their activities as developments warrant, but no less than once each year. Reports must include any organizational highlights of the year, an assessment of the relationship as related to the criteria listed above, and a recommendation to continue, modify or terminate the relationship.

Delegate and Liaison Appointment Process

Below are the guidelines for the appointment of delegates and liaisons to support approved external relationships on behalf of ISA.

- a) Appointments shall be for a specific term of office as appropriate for the relationship. Appointees will normally not serve longer than six consecutive years.
- b) Delegate appointments are to be approved by the Executive Board, unless authority is assigned to a department.
- c) Liaison appointments may be approved by the assigned department, if authorized by the Executive Board
- d) A Society appointee may be replaced for the remainder of the term at any time by the appointing department or officer when the contact fails to or becomes unable to fulfill the duties.
- e) A Society appointee may resign at any time and the appointing department or person will appoint a successor to fulfill the remainder of the term.

ISA staff shall maintain a listing of all external relationships, the current appointees, and the group or individual responsible for nominating and approving each appointee.

Oversight of External Relationships

Evaluation of external relationships should be completed annually and in sufficient time to incorporate any requested funding in the Society annual budget process. The evaluation should be reviewed by the assigned department and any change to the nature of the relationship be submitted to the Executive Board for approval.

External Business Arrangement

ISA may choose to provide products or services from third parties with due consideration to risk and the impact on Society resources. These products and services should be evaluated against three basic criteria:

1. Does it fit the mission of ISA?
2. Is it appropriate to be offered by a tax-exempt, professional technical society?
3. Is there a need for the product or service among ISA members, customers (individual or corporate), or the automation community?

If any one of these criteria is not met the product or service is not likely appropriate to be offered by ISA. If all criteria are met further evaluation of ISA resources required and benefit to the Society and its members should be undertaken. The evaluation should determine whether the product or service should be offered by ISA or through an arrangement with a third party.

ISA may offer products or services that satisfy this policy through an arrangement with a third party. This may require any of the following actions by ISA: development, delivery or distribution, referral, resale, or marketing. ISA will be impartial in making arrangements with third parties. Accordingly, third parties may be used only if one of the following conditions is met:

- The arrangement is non-exclusive such that any qualified third party offering the product or service may participate in an arrangement with ISA on substantially the same terms (which will be specified and available to the competing organizations); or
- The arrangement is exclusive or limited to a definite number of providers, for a limited period not to exceed five years and based upon an evaluation of competitive proposals.

Business Position Statements

With the concurrence of the ISA president, the Executive Director is authorized to express ISA support for positions being advocated by the business or association community that affect the business operations of ISA. This could include matters such as US postal regulations, FTC or FCC regulations governing business communications and practices, association management and business issues, and other such related measures. The Executive Director will send to the Executive Board a copy of all such positions and maintain a copy in a central file at ISA headquarters.

Certification Programs

ISA supports governmental agencies, such as state or provincial Boards of Examiners, as the appropriate determiners of qualifications for licensure of engineers, technicians, and others for practice in the field of measurement and control. ISA will work with the appropriate boards to assist in establishing qualification criteria and, to the extent practical, to provide publicity for such programs.

ISA has determined that it is in the public interest to identify those practitioners who have developed expertise in specialty areas by certifying those individuals in accordance with criteria established by ISA's certification committees, including written examinations. By certifying such practitioners, ISA aids the public by providing information regarding the credentials of those who may be engaged to provide such services.

Society Awards Policies

Through the Society's Honors and Awards programs, ISA administers ~~such~~ recognition of outstanding contributions by individuals to the Society and to the automation profession by conferring honors in appropriate categories.

General Policies for Recognitions and Awards

ISA does not recommend individuals for awards in other organizations. This policy, however, does not preclude individuals who are ISA members from receiving or recommending individuals for such awards.

Members of the ISA Honors & Awards Committee and ISA Executive Board are not eligible to receive Society awards in categories evaluated and recommended by the Honors & Awards Committee and approved by the Executive Board. Should an Honors & Awards Committee member be nominated for an award that is recommended by the Honors & Awards Committee and wish to be considered as a candidate, they must resign from the Honors & Awards Committee upon notification of nomination.

Members of the ISA Honors & Awards Committee may not nominate and/or formally endorse a candidate for an ISA award unless nomination by the Honors & Awards Committee is specifically designated.

Members of the ISA Executive Board may not nominate or formally endorse a candidate for an ISA award or grade of membership that is approved by the ISA Executive Board.

Members of the ISA staff are not eligible to receive ISA awards and formal recognition through programs administered by the Society Honors & Awards Committee. It is the responsibility of the Executive Director to encourage and provide recognition to staff members. In the interest of fairness and consideration for all employees, Society organizational units should refrain from singling out employees for formal, public recognition.

No award administered by the Honors & Awards Committee shall be named in honor of a person.

If included, any monetary value or honoraria should be in proper proportion to the contribution, to the Society level at which it is presented, and to the monetary value or honoraria of existing awards.

Criteria for Awards

The award scope should support the vision of the Society and be broad enough to cover a substantial portion of ISA activities. Competition for the award must be broad and open to a large number of people in order that the contribution is the "best" of a large number of contributions and, therefore, outstanding and worthy of special recognition to ensure that it is worthy of recognition by the Society as a whole. It is not incumbent on the Society to provide recognition of contributions to very limited area of interests. Restricted awards should be made by the particular Society unit which has jurisdiction over that specialty.

Award Endowments

Financial endowment of an award(s) is available to companies and individuals as follows:

Platinum Patron

An endowment of \$50,000 establishes a perpetual, lifetime sponsorship. A Platinum patron may specify the name of the award, e.g., "Excellence in Technical Innovation endowed by UOP, a Honeywell Company," patron's name will also be associated with the award; patron will be offered eight complimentary tickets at a prominent table at the annual awards gala; the patron will be invited to appoint an individual to make the award presentation at the gala.

Gold Patron

An endowment of \$25,000 establishes a perpetual, lifetime sponsorship. A Gold patron's name would not be associated with a specific award. Gold patrons will be offered eight complimentary tickets to the annual awards gala.

Membership Classes, Benefits and Recognition

Classes of Membership

Membership in ISA is open to all persons interested in automation profession and the objectives of the Society. Classes of membership are defined in the Society Bylaws. [Bylaws, Article IV, Paragraphs 2 and 3]

Individuals may apply for all classes of membership except Fellow and Honorary Member. Individuals are nominated for Fellow and Honorary Member and approved by the ISA Executive Board. The honors of Fellow and Honorary Member are conferred at the same event where Society awards are conveyed.

Member Benefits

In addition to the publications made available to members per Bylaws Article XIX, ISA membership also provides opportunities for additional benefits including reduced fees for Society products and services, and other programs overseen by the Image & Membership Department and approved by the Executive Board.

Membership Certificates and Jewelry

Certificates that designate the grade of membership are provided to each member at the time the membership grade is attained. Pins are available and are color-coded as follows:

- Regular Member - white and gold, may be purchased
- Senior Member - red and gold, may be purchased
- ISA Fellow - blue and gold, presented with Fellow designation
- Honorary Member - green and gold, presented with Honorary membership

Society ISA headquarters is the sole source of jewelry.

Society Membership Card

Membership cards are transmitted to members in good standing bearing the signature of the Executive Director.

Mementos

Various items with ISA may be purchased by Society Members, sections and divisions from an ISA preferred vendor.

Leadership Recognition

The Society values the contributions of volunteer Society leaders and formally recognizes their services as follows.

Retiring Society Officers, Executive Board Members, and Vice Presidents

During the Annual Meeting of the Society, elected Society leaders receive recognition as follows:

- Each retiring Society officer, Executive Board member and vice president receives from the president an ISA pin, designating service as Past Officer, Past Executive Board, or Past Vice President.
- The president receives from the president-elect an engraved token to commemorate service and an engraved membership card.
- The president-elect receives from the president a diamond membership pin and inscribed gavel.

Other Society Leaders

Upon completion of the term of office or appointment, each of the following Society leaders receives a certificate, signed by the retiring president recognizing his or her specific service to the Society: Society-level standing committee chairs, section presidents, student section faculty advisors, division directors, and department directors. These certificates are available in the retiring officers' member profile.

ISA Events and Exhibits Policy

Objective of the Policy

The objective of this policy is to ensure that the any event that carries the ISA name or logo is conducted in a manner that is consistent with the Society's mission, protects ISA's intellectual properties, tax exempt status, and minimizes ISA liability. Each event should reflect the highest possible level of quality and professionalism,

including well-defined objectives and efficient use of ISA's resources. Events should be scheduled to avoid conflicts with other events and programs serving the automation community. As outlined below, ISA events should be approved by ISA Staff and authorized by the ISA Executive Board.

Types of Events

An ISA event is any meeting, symposium, conference, or exhibit conducted under or utilizing the ISA name and/or logo under the direction of the Society or a Society unit (division, district, or region) that is planned, organized, managed and implemented primarily by the ISA staff, in cooperation with involved members. An ISA section event is one that is held on a periodic basis primarily for the benefit of the ISA members who reside in the section. Section events do not fall under the ISA Events Policy.

ISA events are normally open to both members and non-members, although admissions, if any, may differ between members and non-members.

ISA events typically are designed to accomplish one or more the following:

- support ISA core competencies of standards, education and training, certification, publishing
- exchange technology
- promote volunteerism
- generate income
- promote the ISA brand
- offer networking opportunities
- provide vendors the opportunity to market automation products and services
- increase ISA membership

Conference

A conference is a meeting sponsored or co-sponsored by the Society at which information is presented based on theme(s) or a technology focus. Cooperating societies may be invited to participate when the programming body deems it beneficial to the participants.

ISA units and affiliates will not expand conferences to cover a region or district unless all units within that area agree upon the logistics and distribution of the proceeds. In addition, the ISA Conference and Exhibit Committee should be made aware as soon as possible of the planned conference to reduce potential conflicts.

Symposium

An ISA symposium is a meeting sponsored or co-sponsored by one or more department or division where information presented is targeted to a specific technical interest.

Exhibit

An exhibit is an event at which vendor products and services are displayed.

ISA units and affiliates will not expand exhibits to cover a region or district unless all units within that area agree upon the logistics and distribution of the proceeds. In addition, the ISA Conference and Exhibit Committee should be made aware as soon as possible of the planned exhibit to reduce potential conflicts.

Training Events

A training event includes course(s) developed and conducted directly through ISA or course(s) developed and conducted by an ISA unit or affiliate.

ISA sections, regions, or districts may develop and conduct training courses within their geographic area without the prior approval of ISA. However, these training courses may not be represented as offered by ISA or use any name or designation that is the same or similar to any ISA training course. [See Intellectual Property Policy INT 3.5]

Collaborative Events

These types of events include joint, co-sponsored, and partnered events where ISA is joined by one or more organizations for the purpose of conducting an event. Multiple Society units may participate. Collaborative events

would require an agreement with another organization to conduct an event which uses ISA resources, ISA's name and/or logo, or ISA's endorsement in any way. These events should:

- advance automation technology or the image of the Society
- be consistent with ISA's not-for-profit status
- offer no direct or implied endorsements to commercial organizations or products
- place no financial burden on ISA, unless approved by the Executive Board

Other organizations invited to cooperate in an event implies the organization will not share in fiscal responsibility, but does indicate significant participation, usually in programming and publicity activities.

Co-sponsored events imply shared fiscal responsibility with another society or organization, and are usually limited to nonprofit educational organizations. All ISA Society units requesting to sponsor, co-sponsor, or partner with another organization must first be approved by ISA Staff and authorized by the ISA Executive Board.

Meetings Co-sponsored or Organized by Other Not-for-Profit Organizations.

A detailed description of the involvement of any ISA unit in a meeting with another organization must be submitted to the ISA Executive Board for approval. The proposal should include, but not be limited to, financial obligations of the Society or the involved Society unit; description of how the ISA name, logo or brand will be used; extent of involvement of any ISA unit in the technical programming; the geographical boundaries of the intended audience; and any other requirements on the Society such as the desired use of any mailing lists. Commitments may not be made nor the proposed event announced in any manner until after approved by ISA Staff and authorized by the ISA Executive Board.

Meetings Co-sponsored or Organized by For-Profit Organizations

ISA's nonprofit status in the United States and in other countries may be jeopardized by affiliation with for-profit organizations. In general, these affiliations are discouraged. Any ISA unit that is contemplating any type of joint activity with a for-profit organization must be approved by ISA Staff and authorized by the ISA Executive Board. The request for approval must include all the information requested above for not-for-profit organizations plus a copy of the most recent annual report or similar details of the organization's finances, operations and ownership.

Leaders Meetings

Leaders Meetings are a series of governance and business meetings conducted in conjunction with the Executive Board Meetings. The president is responsible for selection of dates and locations for the meetings. The president will usually make these selections a year in advance in order to allow leaders to plan for their attendance. Meeting dates should be selected to minimize conflict with statutory holidays of countries from which significant participation (typically five or more individuals) is expected. Leaders Meeting should be scheduled to minimize the total time required to conduct the business of the meeting, with the intent of minimizing the total number of days and making maximum use of weekend days.

Event Presentations and Guidelines

Presentation Session

A paper presentation session is a segment of a symposium or conference that usually consists of three to five presentations. The session chair attempts to establish the framework of the session by orienting the audience to the general subject area, providing a brief introduction of each presentation and guiding the discussion periods. Approximately two-thirds of the time allotted for each paper is devoted to subject presentation and one-third reserved for general discussion. Refer to the Technical Publication and Presentation Policy for details regarding documents and presentation materials.

Tutorial Session

In a tutorial session, an industry expert leads a discussion on one topic followed by audience participation. The tutorial focuses on technology and sometimes involves equipment for hands-on activities or demonstrations. (equipment provided by presenter) Manuscripts are not required for tutorials.

Panel Session

In a panel session, five to eight experts discuss significant industry and technology topics. Each panel member may be assigned a specific aspect of the topic to address. Panel members participate in the discussion; the audience observes the panel presentations, discussions and challenges.

Poster Presentation

Poster presentations offer individuals a forum to present partially completed research in a visual format. They are also often used to make brief presentations of applications research and new concepts. Poster presentations are an ideal forum for face-to-face discussions.

Approvals and Clearances for Speakers and Authors

Authors are responsible for obtaining required company and security clearances and approvals. Materials not approved must be omitted from manuscripts by authors.

Expenses for Speakers and Authors

The Society does not pay expenses incurred by authors in connection with paper preparation nor meeting attendance, nor does it provide remuneration for papers published by the Society.

Publication

The Society encourages widest dissemination of papers presented at ISA events. Toward this end, the Society may publish the papers in a set of conference or symposium proceedings. If proceedings are not published for an ISA event, ISA may publish the papers in other publications, including ISA periodicals or on ISA's website. Publication falls under the policies of the ISA Publications Department.

Coordination of Events

Any ISA events, including those described above are best implemented by adhering to the following the instructions which are intended to ensure consistent quality and protect ISA interest.

ISA events typically require the following tasks. These tasks are normally coordinated by the ISA staff:

Technical Program Development

- printing and distribution of the call for papers
- coordination of the technical conference development
- printing and distribution of the preliminary technical program
- proceedings production, including author kits, session chairperson instructions, reproduction of all papers (print, CD-ROM, etc.), and delivery to the event
- printing and distribution of the final technical program

Exhibition

- exhibit space sales
- floor plan development

Event and Meeting Support

- planning
- publicity
- registration, both advance and onsite
- technical session support
- onsite conference support
- onsite exhibit support

Some of these tasks may be handled by contracted event planners or volunteers when desirable. committees of ISA members will be organized to assist in matters such as soliciting papers, reviewing abstracts, serving as session chairpersons, planning social activities, training courses, and evaluating the success of the event.

Site Selection

The following criteria are used in determining the location of an event.

- Market – identification by exhibitors, Society unit, Chamber of Commerce statistics, etc.
- Facilities – sufficient square footage
- Meeting rooms
- Hotels – rooms and social function space
- Cost – facility, attendee shuttle service, other contracted services, etc.
- Accessibility – airport, ground transportation
- Attendee and participant activities
- Labor and Security – experienced services personnel for registration, setup, security, etc.

Use of Intellectual Property

No Society unit may give any organization the right to use the Society name, logo or reputation. Any such requests must be reviewed and approved according to ISA's policy on intellectual property.

Contracts

The following are key requirements to ensure consistency and protect ISA interests. Any exceptions to this practice should be reviewed by ISA staff and approved by the Executive Board.

No Society unit may initiate any agreement or contract that may legally or financially bind the Society. All ISA units are required to enlist staff to review and execute any agreements or contracts. However ISA sections may enter into contractual arrangements that obligate the section only.

Volunteers working on behalf of a Society unit are encouraged to consult ISA staff for planning, management, and execution of an event. Adequate lead time (at least 30 days) should be given for staff to investigate options and negotiate contractual agreements to meet the needs of the particular event. The staff will make its best efforts to complete all reviews within the required time. If a review cannot be completed within the time required, the staff will inform the Society unit and explain any delays.

All contracts should be in writing and should be mutually binding on both the Society and the other party. Oral agreements should be avoided. Oral agreements can be as binding as written agreements, but misunderstandings frequently arise and enforcement is more difficult. All communications or negotiations with the other party should clearly indicate that no contract exists as a result of communication.

All contracts with facilities and suppliers should have cancellation clauses allowing the Society to cancel without liability on or before a specified date. They also should allow cancellation without additional liability if circumstances beyond the control of the party seeking to be excused prevent further performance of the agreement.

Once the written agreement is executed, any subsequent changes also should be in writing only.

Hotels and vendors should be willing to indemnify the Society for any claims which may arise from the provision of their services, and clauses to that effect should be included in the contract.

Every contract should provide contingencies in the event of default by either party. These contingencies will vary depending on the nature of the contract.

Event Evaluation

For continuous improvement, it is important that the volunteers and the attendees of each event evaluate the ISA event. Evaluation data will be maintained for a reasonable period so it can be used to inform the Executive Board and volunteers of the success or failures of past events. By thoroughly evaluating all events, future events can be improved to provide increased value to ISA members.

Scheduling

ISA events will be scheduled to avoid conflicts with other ISA events. To that end, ISA will:

- institute a master schedule of all ISA meetings with exhibits.
- establish a standing committee to monitor ISA technical and exhibit scheduling and to periodically make recommendations to the ISA Executive Board on ways and means to avoid conflicts and to optimize the impact of the total ISA events activity.
- periodically publish total ISA exhibit and technical meeting programs for the benefit of ISA and exhibitors.

Copyright

Except for special provisions made in certain Joint Events, as approved by the Executive Board, ISA will maintain the copyright on all technical papers programmed by ISA.

Charitable Contributions

Charitable Contributions to ISA

The Society's classification as a US 501(c)(3) organization allows individuals or corporations to make contributions that may provide a tax advantage to the donor, particularly in the United States. ISA sections, most of which are classified as 501(c)(3) organizations (or equivalent outside of the United States), may also be eligible to receive contributions; however, this policy specifically addresses charitable contributions to the Society.

Any asset may be donated to the Society, although the financial and legal consequences to ISA are complex for assets other than cash or marketable securities. Donations may be made directly to the Society in a number of forms, including as an ordinary gift, as beneficiary under a trust, as a bequest under a will, as a charitable remainder trust. The financial benefits of any of these methods to both ISA and the donor should be reviewed with an independent financial advisor.

Unrestricted donations are preferred. However, if restrictions are requested by the donor, they should allow reasonable flexibility. Examples would be directing a donation to the Standards or General Education Funds identified within the ISA Foundation (see below). Scholarships established by means of a charitable gift must be administered by ISA with the donor having no control over distribution of the funds.

The Finance Committee has oversight responsibility for management of all charitable donations to ISA, under the guidance of the Society Treasurer.

ISA Foundation

In 2001, the ISA Executive Board directed that a structure be established to accumulate and invest assets from interested parties, with the earnings from these investments to be used to fund scholarships, specific Society Awards, and other approved activities. The Foundation is a segregated group of internal accounts within the Society and is not a separate legal entity. Consistent with any applicable laws and accounting practices, assets may be categorized as unrestricted, temporarily restricted, or permanently restricted, as directed by the donor(s). An accounting of the funds held in the ISA Foundation accounts is to be provided annually.

Solicitation of Donations

All requests for donations intended to be made by or on behalf of ISA to another organization, except for donations by ISA sections in their own name, must be submitted to the Executive Board for approval.

ISA Operational Guidelines

The following operational guidelines have been adopted by the ISA Executive board to provide instruction and information for ISA leaders as well as staff in the conduct of ISA business. In combination with the Policies and the ISA Manual of Operation and Procedures, these documents describe the manner and method by which Society activities will be conducted.

Legal Obligations and Liability of Leaders

The complexity of Society activities, and any disregard of legal and financial policies surrounding those activities, could put the Society at a significant risk. The awareness of legal and financial consequences should play an important and major role in planning many of the Society's activities. The Society's handling of finances and legal commitments is coordinated through staff with the Society Treasurer (OFC 4). Operating guides for sections and divisions as well as staff support is available to provide additional guidance.

Legal Responsibilities of ISA Executive Board Members

Under the law, the responsibility for overseeing ISA's business belongs to the ISA Executive Board. Usually, this responsibility is exercised by establishing policies; delegating the responsibility for day to day conduct of operations to officers, including the Executive Director, and to subcommittees of the Executive Board; reviewing the conduct and progress of the business; and taking appropriate action.

Even though the Executive Board may delegate specific actions and authority to other volunteer or staff bodies, the ultimate oversight responsibility always remains with the Executive Board. The Executive Board may, and normally does, rely on information provided to it by officers, staff, accountants, auditors, lawyers, and other reliable sources in overseeing ISA activities. However, the Executive Board may not simply abdicate its responsibility to officers or subcommittees or rely on information provided without reasonable review and oversight.

Generally, Executive Board members are not personally liable for their decisions and actions made on behalf of ISA, even if the decision proves detrimental to the interests of ISA, as long as they act with the care, prudence, and diligence required by the legal duties of care, loyalty, and fidelity. Under the law, the process by which a Board or Officer decision is made often is more determinative of potential liability than the actual outcome or impact of that decision. Informed, deliberate, and good faith decision making is key.

There are also important protections available for ISA Executive Board members. Specifically, corporation law and the ISA Bylaws permit ISA to indemnify Executive Board members against liability and costs of defending against legal claims. In addition ISA maintains insurance to help protect against the personal liability and defense costs of Executive Board members. There are also Federal and State volunteer protection laws that can apply in certain instances. But all of these protections require adherence to the fundamental principles of care, loyalty, and fidelity.

Officers and directors of nonprofit corporations like ISA have three primary obligations to the organization: a duty of care, a duty of loyalty, and a duty of fidelity. ISA Executive Board members are fiduciaries and owe their allegiance to ISA with respect to ISA's activities.

The "duty of care" requires officers and directors to be attentive to their oversight responsibilities. Normally, this requires diligence as shown by regular attendance at meetings, staying informed about corporate affairs, reasonably reviewing information about activities, and monitoring delegated activities. It also requires that decisions be made in "good faith;" that is, by the exercise of independent judgment with honest and ethical intentions.

The "duty of loyalty" requires Executive Board members, when acting in such capacities, to hold the interests of the organization paramount. The core inquiry for any decision or action as an ISA Executive Board member should be whether the best interests of ISA are being served. Refer to Conflict of Interest Policy in Policies and Operational Guidelines.

The United States Congress has enacted a statute that allows the IRS to impose tax penalties on unreasonable financial benefits to officers and directors of nonprofit organizations. The tax penalty applies to the individual receiving the benefit and any persons in authority who approve of the benefit knowing it to be improper. Although ISA rarely has a transaction that involves conflicting financial interests, ISA has adopted a Conflict of Interest policy to reduce the chances of imposition of penalties under the new tax law.

The duty of loyalty may also be breached by use of corporate property or exploitation of an ISA corporate opportunity for personal benefit or the benefit of others. Thus, ISA Executive Board members must use allocated Society funds only for ISA purposes and carefully account for the expenditures. Care must also be taken with any other ISA property entrusted to an ISA Executive Board member. Finally, ISA Executive Board members are privy to marketing plans and strategies and other “inside” information related to ISA products and services. This information must not be used to benefit themselves or others at the expense of ISA.

The “duty of fidelity” requires Executive Board members to act, and ensure that the organization itself acts, within the bounds of the law and the mission and the corporate and tax-exempt purposes. A legal activity is one that not only is permitted generally by law, but also by the laws governing ISA's tax-exemption. As an example, some nonprofit organizations may participate in political campaigns, but ISA cannot unless the laws governing its tax-exempt classification are changed. Accordingly, ISA could not participate in, and the Board may not authorize, any activity that affects a campaign for an elected office. As an example of an activity that is legal, but does not meet ISA’s mission, ISA could not operate a franchise restaurant. Thus, Executive Board members must be satisfied that any activities ISA undertakes are both legal and fulfill the mission of ISA.

The duty of fidelity also requires Executive Board members to refrain from interfering with the authorized operations of ISA and to carry out legal, Board approved directives. Executive Board members may voice disagreement with a policy or action internally during Board debates, and may have their opposition, including any “no” votes, recorded in meeting minutes. But Executive Board members should refrain from undue public criticism. Resignation is the ultimate remedy for irreconcilable disagreement with a Board policy or action.

Legal Responsibilities of ISA Leaders

The Executive Board may delegate specific actions and authority to other volunteer or staff bodies however, the ultimate oversight responsibility always remains with the Executive Board. ISA leaders may, and normally do, rely on information provided to it by officers, staff, accountants, auditors, lawyers, and other reliable sources in overseeing ISA activities. However, the individual ISA leader may not simply abdicate his or her responsibility to officers or subcommittees or rely on information provided without reasonable review and oversight.

Generally, ISA leaders are not personally liable for their decisions and actions made on behalf of ISA, even if the decision proves detrimental to the interests of ISA, as long as they act within the guidance of the following Society policies:

- Code of Ethics
- Code of Standard Leadership Practices
- Conflict of Interest
- Intellectual Property Policy

Use of Legal Counsel

Anytime that ISA becomes visible, regardless of how small an event, there is a possibility the Society may be sued therefore, Society leaders are not authorized to make any legal commitment on behalf of the Society. However independently incorporated ISA sections are able to make legal commitments on behalf of their section only. ISA staff and legal counsel are available to handle and assist with:

- Review and execute contracts
- Provide guidance on antitrust and trade regulation compliance
- Held and assure maintenance of tax-exempt status
- Provide objective advice on various Society positions, policies and programs
- Provide valuable experience on legal and non-legal matters

Conduct of ISA Business Meetings

Notice of Meeting

Meetings of ISA Assemblies, committees and other groups will be scheduled in advance with at least 14-day advance notice recommended.

Meeting Agenda

The chair reviews and establishes an agenda for each meeting. The agenda is composed of items identified by members of the group, by referral from another group, or the Executive Director or his or her designee.

Members of each group placing items on an agenda have the following obligations:

- a) Identify in advance all matters that will be placed on the agenda.
- b) Document the background, basis for need and other important details related to the proposal (or request assistance from the Executive Director, or his or her designee, in preparing the documentation).
- c) Provide sufficient time for members of the body to study the matter prior to the meeting.

Each item or proposal admitted to the agenda is given identification in a numerical series. All action items remain on the agenda for subsequent meetings until a final disposition is made and recorded in the minutes.

The agenda and supporting documentation are distributed by the chair or his or her designee about two weeks prior to the scheduled meeting. Documentation includes minutes of the previous meeting and any attachments supporting the agenda items. To the extent practical, the agenda and supporting documentation may be provided by electronic means.

Additions to the Agenda

The chair, before taking items on the established agenda, lists additions to the agenda on which advance notice has been given and then calls for other additions to the agenda by the members. Items added to the agenda are assigned a place on the agenda as agreed by the group.

Conduct of Meetings

All groups within the Society will conduct their business and take action following Robert's Rules of Order, revised, except where inconsistent with the Society's Bylaws. [Bylaws, Article XXII] A parliamentary motions guide is available in the online Society operating documents for reference.

Any group may meet, or one or more of its members may attend a meeting, using audio or video conferencing providing advance notice is provided by the member wishing to attend remotely.

Any group may take action without meeting as long as all members agree to such action.

It is expected that members of each group will familiarize themselves with the agenda and the documentation prior to the meeting. To the extent possible, questions that arise should be clarified with the appropriate leader or staff member prior to the meeting.

A quorum for conducting business is 50% of those eligible to vote on the matter at hand.

Meeting Minutes

Minutes are the record of the official actions of each group. At the discretion of the chair and the group, an individual will be appointed to take the minutes of each meeting. An approved motion that requires changes to the MOP should be clearly identified for action to be recommended to the Executive Board. The ISA staff is generally responsible for distributing minutes to the appropriate groups and individuals.

Election Guidelines

ELC 1 Society-wide Election

The ISA Bylaws prescribe that the following positions are elected by the membership at large. [Article IV, Paragraph 7]

- Society Officers
- Executive Board Members

- Department Vice Presidents

Nominees for these positions will be identified by the Society Nominating Committee [Article XI, Paragraph 1 e] or by petition [Article XI, Paragraph 1 f]. Multiple nominees for each open position are desired and must be identified at least 30 days before the next Society annual elections.

ELC 1.1 Society-wide Election Procedures

Elections will be conducted electronically, in a manner that allows all eligible ISA members to participate.

ELC 1.1.1 Ballot Information

The nominees for each open position will complete a standardized form capturing information to be included with the ballot. The form will be developed by the Nominating Committee to ensure a balanced and fair representation of each nominee's qualification is made available to all eligible ISA members during and possibly prior to the voting period. . These forms will be reviewed by the Nominating Committee to avoid any conflicts with the overall Society policies and practices. This review is not intended as a critique of the nominee's qualifications or their representation of such, but rather an assurance that nothing is included that would be perceived as offensive or in direct conflict with the Society's expectations for leaders. If inappropriate information is identified, the nominee would be contacted and asked to revise their submission

ELC 1.1.2 Voting Notification and Voting Period

To provide adequate time for all eligible members to participate in the election the voting period will not be less than 15 days and not more than 31 days. This is common practice for online elections. The ISA Bylaws state that the president shall publish for each nominee a brief biography and statement of the nominee's vision and goals at least 30 days prior to opening of the annual Society elections. With the use of electronic online voting the deadline for posting nominees statements is 30 days before the close of the election period.

Notice of the election should be included in *InTech* and on the Society's website at least 60 days prior to the end of the election period.

ELC 1.1.3 Members Eligible to Vote

The database of ISA members eligible to vote in Society-wide elections will include active and active grace members and will be established as of the first day of the month preceding the month in which the voting period begins. This is consistent with the identification of member votes carried by a Society delegate.

ELC 1.1.4 Election Process

Society-wide elections shall be conducted by electronic means. Staff is charged to identify an appropriate tool or service that accommodates the multi-qualified balloting process and maintains the confidentiality of the ballot process.

ELC 1.1.5 Announcement of Election Results

Upon closing of the balloting, the president shall publish the results of the elections to the ISA membership including the names of the nominees elected, number of eligible voters, and the percentage of voters participating in the election. The percentage of votes for each nominee is available upon request to the Society president. Additional statistical information may be available if requested and included in the design of the ballot.

ELC 1.1.6 Election Metrics Review

A committee should be identified annually to review the metrics and statistics of the election and share that information with the Society leadership. This committee shall not have any members who were involved in the nominating process for this election either as candidate, a nominee, or member of the Society Nominating Committee.

ELC 2 District Vice Presidents

The election of district vice presidents-elect are conducted in a session of the delegates of the district chaired by the incumbent district vice president or, if the district vice president is unable to chair this meeting, by the district Nominator. [Bylaws Article XI, Paragraph 3 d]

ELC 3 Assembly Chair Election

Before the end of the calendar year, each Assembly shall hold an election to choose the chair for the following year.

ELC 3.1 Eligibility

Refer to section 2.1 of each of the Assembly MOP sections.

ELC 3.2 Nominations

The Assembly chair shall announce an open nominations period for volunteers and names of qualified candidates to be submitted to chair and the designated staff liaison at least 30 days prior to the election date. The chair shall validate the credentials of all candidates and their willingness to serve at least 21 days prior to the election date, and shall publish the candidates names to the Assembly at least 14 days prior to the election date.

ELC 3.3 Voting

Voting may be done in person at a regularly scheduled or special meeting of the Assembly or by electronic means. In the case electronic voting, the chair must communicate the rules, voting procedures, and duration of the ballot period 30 days before the balloting starts. The following procedures should be followed:

- All Assembly members may vote in the election of the chair.
- A quorum for the election shall be 50% of those who may vote.
- The election shall be by ballot.
- The Society Parliamentarian will prepare the ballots and conduct the election.

See GEO 2.2.1 for specific details related to Geographic Assembly chair election.

ELC 3.4 Announcement of Election Results

The Parliamentarian will announce the results of the election for Assembly chair as soon as practical following completion of the voting process.

ELC 4 Weighted Ballot for Filling Multiple Positions

In the case where more than one position is to be filled from among multiple candidates, a weighted ballot option can be useful. This would be helpful when needing to choose two or more individuals from among more than the number of positions to be filled (i.e., two open positions and five willing and eligible candidates). This method simplifies the process by eliminating the need for successive, iterative balloting.

ELC 4.1 Procedure

A ballot needs to be constructed that lists all candidates and allows the voter to indicate their choice(s) in order of preference (first, second, third, etc.). The ballots need to be compiled with a multiplying factor based on the order of preference. Suggested weighting would be 25 points for first choice, 15 points for second choice, eight points for third, and three points for fourth. The candidate with the highest total score would be the group's first choice, the second highest score their second choice, etc. until all positions are filled. If further clarification is needed, consult with staff.

Staff and Volunteer Relationships and Roles

The procedures followed by the Society's professional staff are motivated by the objective of service to the Society. In this context, the Staff: administers the Society's business activities and helps coordinate, guide and promote other membership services including technical, educational and standards activities. Staff supports the volunteer leadership in the management and execution of their duties.

When defining responsibilities, it is essential to place accountability and authority with the responsible parties. The ISA volunteers bring their relevant knowledge and experience in making decisions on matters related to policy, goals, and approval of plans. The ISA staff manages, is accountable for, and has authority within the approved plans for decisions on matters related to the financial/business aspects of the Society as well as the execution of the approved plans.

The volunteer-staff partnership culture of ISA has been and will continue to be a key element of ISA's success. Maintaining, evolving, and improving on this culture is everyone's responsibility. The Staff is responsible for assuring that ISA members receive due recognition for their contributions.

ISA staff who are appointed to support an ISA work group (committee, council, board, task force, etc.) will be ex-officio, non-voting members of the work group, with all other rights and privileges of participation as ISA volunteer members of the work group. In addition to their responsibilities as a member of the work group, the ISA staff member will ordinarily also provide the administrative support to the work group. Recognizing that our staff have specific job responsibilities, if a project or activity is identified by a volunteer group that will require staff resources beyond what is typical and budgeted, the group should consider initiating a project proposal (see Procedures for Initiating Projects).

It is important to recognize that the staff provides continuity as Society volunteer leadership changes.

Procedures for Initiating Projects

Project proposals may be initiated by members or organizational units. In order to facilitate new activities and projects as identified by ISA volunteer leaders the following basic process is recommended.

Project Identification

When considering a new activity or project, the Society strategic goals or aspect of the Society's mission that will be supported should be identified.

Submittal for Consideration

In preparation for review by appropriate individuals and/or bodies the following should be compiled.

- a) General Description -- Describe the proposed project.
- b) Definition of Need -- What is the problem? Who will benefit from its resolution?
- c) Duplication or Dove-Tailing -- Are duplicate, over-lapping, or complementary projects underway or contemplated by other organizations or Society units?
- d) Implementation of the Plan -- What implementation is required? Who will be responsible for project progress? How many hours of staff support is anticipated? Will other ISA groups or external organizations be involved in the project? If so, describe division of responsibilities.
- e) Quality Control-- How will quality be assured?
- f) Budget -- Provide a preliminary budget (request staff held, if needed) and indicate where financial responsibility will reside.
- g) Timetable -- Following final approval, on what schedule do you expect project implementation to proceed?
- h) Marketing -- Estimate how many persons may be interested in the project's end result, and how publicity might best reach them.
- i) Other Supporting Information -- Provide any additional information that will help others evaluate the merits of your proposal.

Revision and Maintenance of the ISA Operating Documents

REV 1 Bylaws

The ISA Bylaws describe the overall structure and operation of the Society. The Bylaws can only be modified; i.e. amended; with the approval of the Council of Society Delegates. This is defined in Article XXIII. Proposals for changes to the Bylaws should be reviewed and preferably approved by the ISA Executive Board and all affected leaders, prior to submission for inclusion on the Council of Society Delegates agenda in accordance with the Bylaws requirements.

REV 2 Manual of Organization and Procedures

The Manual of Organization and Procedures (MOP) is intended to provide the balance of the details of the

organization, responsibilities, and procedures for each of the various governance bodies, Society officers, and all associated groups and committees supported by ISA volunteer leaders.

REV 2.1 Revision Process

At any time a revision can be proposed by any group to the MOP documentation, and as things change over time it is best to keep the MOP up to date. In order to maintain this documentation, keeping it in line with current practices, each group and committee is encouraged to periodically review and recommended revisions to their own section of the MOP. Recognizing that review of the MOP may not occur on a consistent basis, the Executive Board should appoint a task force or committee to conduct a periodic review no less frequently than every three years. All revisions to the MOP must be approved by the Executive Board although they may also be reviewed and approved by the Assemblies and other affected groups. For departments and Assemblies, this is a task that would be appropriate to assign to an incoming VP-elect.

REV 2.2 Structure of the MOP

The MOP as revised in 2014/15 has adopted a specific structure for presentation of material with an intent to provide consistency throughout. The following outlines are examples of the structure which is intended to be maintained. When new material, in particular, is to be added to the MOP care should be taken to identify the appropriate location where this material would apply. Addition of new major sections should be done only when there is no reasonably appropriate location in the existing structure where it would fit.

Primary Governance Bodies and Standing Committees

TLA 1 Purpose

Include in this section the fundamental reason for this group to exist.

TLA 2 Organization

Include in this section the complete description of all members in the group. Tables are encouraged for the group membership and when appropriate, the chair. See the following example.

TLA 2.1 Membership

a	Size	28, plus chair [Bylaws article XIV paragraph 1]
b	Members chosen by	Section Delegates
c	Members approved by	Ex-officio
d	Member qualifications/ restrictions	Ex-officio
e	Member Term	- Concurrent with their terms
f	Member reelection/ or reappointment	- Yes, see Bylaws Article X, Paragraph 3, e

TLA 2.2 Chair (if this level of detail is needed)

a	Chair nominated by	Geographic Assembly
b	Chair approved by	Geographic Assembly
c	Chair qualifications/ restrictions	May not be a current Vice President or Vice President-elect. Chair is non-voting, except in case of tie.
d	Chair Term	One year
e	Chair reappointment	Four year lifetime maximum

TLA 3 Responsibilities

Include in this section a detailed list of group responsibilities and may also include specific responsibilities for leaders within the group such as vice president, vice president-elect, director, and committee chair.

TLA 4 Administration

Include in this section instructions regarding how this group conducts its business. Much of this is common among all groups as described in the Conduct of ISA Business Meeting [POG]. The following subheadings are included to allow for specific instructions where appropriate. Additional subheadings can be added as needed.

TLA 4.1 Meeting Procedures

TLA 4.2 Frequency of Meetings

TLA 4.3 Reporting Frequency

TLA 5 Procedures

Include in this section procedures and instructions describing specific tasks for which the group is responsible. It is acceptable for a group to have no specific procedures.

TLA 6 Standing Committees

Include in this section the standing committees of the group, if any. When a standing committee is included the same structural information (1 Purpose, 2 Organization, etc.) must be included. It is also acceptable for a group to have no standing committees.

REV 2.3 Policies and Operational Guidelines Material

The Society policies and operational guidelines are to be consistent with the ISA Bylaws, all laws and rules governing 501(c)(3) non-profit organizations in the United States, the State of North Carolina, and any laws or rules of the applicable jurisdictions where Society entities and activities are located.

The material included in these two categories may be formatted as best suits effective presentation and reference capability.

ISA Policies

This material covers specific policies related to how ISA conducts business and interactions with individuals including members, volunteer leaders, employees, and other organizations.

ISA Operational Guidelines

This material includes guidelines and information related to typical activities and operations within the Society.

Procedure for Review of ISA Member Conduct

Introduction

ISA members are expected to behave in accordance with all ISA policies, including the Code of Ethics, the Code of Standard Leadership Practices, the Conflict of Interest Policy, the Harassment Policy and more. All members commit to upholding the principles and behaviors by joining and retaining membership in ISA. When possible, members should try to address issues themselves before filing a complaint.

This procedure outlines how complaints received by ISA about a member, whether initiated by a leader, employee, member, or other third party will be handled. Violations may result in sanctions. However, actions taken under this procedure do not constitute enforcement of the law, although referral to appropriate federal, state or local government agencies will be done in appropriate situations.

Complaints essentially of a commercial nature (such as claims alleging defamation by or unfair business practices), or primarily requesting judicial-type relief, may not be considered under these Procedures unless they also involve potential violations of ISA policies.

Procedural Rules and Guidelines

- Persons bringing complaints are not entitled to any relief or damages within this process.
- Complaints made with knowledge of their falsity, in whole or in part, are strictly prohibited. Making knowingly-false complaints shall be treated as an ethics violation.

- Direct or indirect retaliation of any kind by ISA or its officers, directors, employees, or members against the individual who initiated the complaint, or anyone involved in the investigation, is strictly prohibited.
- All members, ISA employees, or other individuals engaged in investigations on behalf of ISA with respect to a complaint will be held harmless for any liability arising from such activities to the extent permitted by law, provided such individuals acted in good faith and did not breach fiduciary duty owed to ISA.
- Legal Counsel, which is ISA’s attorney, will be consulted as needed.
- Only the ISA Executive Board has the authority to sanction a member.
- Only the Council of Society Delegates has the authority to expel a member.

Filing Complaints

1. Complaints must be submitted in writing to the ISA President at president@isa.org or mailed to ISA Headquarters, and should be accompanied with as much evidence as is reasonable under the circumstances to enable the President (or Past President) to determine whether the complaint merits further action.
 - a. Complaints against the President may be submitted to the ISA Executive Director at mramsey@isa.org, who will review with the Past President.
 - b. Complaints cannot be submitted anonymously.
 - c. Complaints must be made within one year of the occurrence of the alleged violation.
2. Confirmation of receipt will be sent to the person who presented the complaint within two weeks.
3. Upon receipt, the President (or Past President) will review the complaint and conclude next steps.
 - a. If the complaint has insufficient information, is trivial, or is vexatious and does not constitute further review, it will be dismissed without prejudice and written notice of such will be sent only to the person who submitted the complaint and not to the member against whom the complaint was filed. The complainant may appeal the decision to the Executive Board.
 - b. If the complaint is potentially actionable, the President (or Past President) will pass the matter to the Conduct Review Committee to investigate.

Conduct Review Committee

The Conduct Review Committee will consist of five members, appointed by the President (or Past President), none of whom should have a conflict or prejudice to those involved with the complaint. Once appointed, the members of the committee select a chair from within. The Chair is responsible for ensuring that these Procedures are implemented and followed consistently and objectively. The Chair is also the liaison to the President (or Past President).

Conduct Review Process

The following outlines the process under which the committee will operate. The committee will make every attempt to resolve a complaint within 90 days. All investigations and deliberations will be conducted objectively and without prejudice of any kind.

1. The committee will send separate, written notices to the member whose conduct has been called into question and the individual who submitted the complaint advising that an investigation is being initiated.
 - a. Multiple complaints may be consolidated, at the discretion of the committee, into a single complaint.
 - b. The member in question will be informed who submitted the complaint and be provided a copy of what was submitted.
 - c. Even if the member under review voluntarily resigns from Society leadership, the review will continue.
2. The committee will investigate the specific facts or circumstances to whatever extent is necessary to clarify, expand or corroborate the information provided.
 - a. While investigating the complaint, the committee may contact the individual submitting the complaint, the member who is the subject of the charge, ISA staff, legal counsel, outside experts, and members who may have knowledge of the facts and circumstances surrounding the complaint, provided such individuals agree to maintain the complete confidentiality of the investigation.
 - b. The member under investigation may provide documentation and a list of people for the committee to contact. The committee is only obliged to contact two people on any provided list.
 - c. Final reports from any previous complaints regarding the member will be shared with the committee investigating a new complaint.

- d. Whenever possible, as concluded by the committee, the member under review will be allowed to see the evidence presented.
 - e. The committee will consider the preponderance of the evidence as it relates to the complaint, not merely the volume of evidence available.
 - f. If the member chooses to retain legal counsel, it is done so at his or her own expense.
 - g. Other than as required under law, no information about the investigation will be released to anyone other than the committee, President, and ISA Executive Office staff without written consent from the person being investigated.
3. From this investigation, the committee will determine, by majority vote, whether there has been a violation of ISA policy and discuss disciplinary recommendations.
 - a. If the conduct does not warrant action, the recommendation may be to dismiss the claim without prejudice.
 - b. If the grounds for disciplinary action are one or more material, demonstrable violations of any policy, the sanction recommendation must reasonably relate to the nature and severity of the violation, focusing on reformation and deterrence of the same or similar conduct by others.
 - c. Sanction options include:
 - i. Written statement from the member with assurance that the conduct in question has been terminated and will not recur;
 - ii. Written reprimand to or censure of the member (combined with any desired probationary period);
 - iii. Suspension of membership in ISA (combined with any desired probationary period);
 - iv. Permanent expulsion from ISA.
 4. The committee will prepare a written report explaining the alleged aggrieved conduct and the reasons such conduct does or does not constitute grounds for disciplinary action.
 - a. The report will include recommendations on a course of action.
 - b. A copy of the report will be sent to the member, who will have 30 days to contest the report, which must be done in writing.
 - c. The committee may choose to alter their report and/or include the member response as an addendum to the report.
 5. The report is final upon issue to the President (or Past President).
 - a. The member and the individual who submitted the complaint will be notified that the investigation has concluded.
 - b. The issue cannot be submitted again for the same occurrence of the issue.
 - c. The ISA Executive Office will maintain the only copy of the final report.
 - d. If sanctions are recommended, the President (or Past President) may request Executive Board approval to release a written summary of the determination and the sanction, along with the member's name, to members.
 - e. If the sanction imposed is expulsion from ISA, the recommendation will go forward through the Executive Board to the Council of Society Delegates.

