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Society and Executive Board Manual of Organization & Procedures

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**ISA SOCIETY AND EXECUTIVE BOARD
MANUAL
OF
ORGANIZATION AND PROCEDURES
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1.0 INTRODUCTION (MOP)

MOP 1 Purpose

This manual is a compilation of policies and procedures mandated by the Bylaws or resolved by the Council of Society Delegates or the ISA Executive Board. It endeavors to clarify past deliberations, to guide the Society's organizational units and to help orient new Society leaders. The ISA Manual of Organization and Procedures (MOP) is composed of three parts: the Society and Executive Board Manual of Organization and Procedures, the ISA Board of District Vice Presidents Manual of Organization and Procedures, and the ISA Board of Department Vice Presidents Manual of Organization and Procedures. This part of the MOP documents the overall society and Executive Board processes and practices. Separate MOP's describe other organizational units of the society.

MOP 1.1 Distribution

This manual is distributed to members of the ISA Executive Board, Chairs of standing Society committees, department directors, section presidents and to other Society leaders upon request. This manual is available to all Society members online at the Society's Web Site.

MOP 1.2 Revision

Revisions of each part of the MOP are made according to the procedures set in the respective part. These policies and procedures represent official action of the Council of Society Delegates or the ISA Executive Board. Revisions are subject to the following review and approval:

MOP 1.2.1 ISA Executive Board - All revisions of a substantive nature shall be first approved by the ISA Executive Board unless dictated by amendment to the Society's Articles of Incorporation or Bylaws. Any changes in policy by the ISA Executive Board shall include appropriate amendment of the MOP at the time of adoption. The Executive Director may make non-substantive editorial corrections without prior Board review, but subject to later Board review.

MOP 1.2.2 Council of Society Delegates - All revisions of a substantive nature may be reviewed by the Council of Society Delegates. However, any changes required by the Council of Society Delegates shall operate prospectively and shall not affect actions taken before the change is made.

MOP 2 Society Scope and Objectives

The objectives of the Society are to advance and to reinforce the arts and sciences related to the theory, design, manufacture and use of instrumentation, computers and systems for measurement and control in the various sciences and technologies for the benefit of mankind.

ISA is a nonprofit, technical, scientific and educational organization of engineers, scientists, educators, technicians, sales engineers, and executives and others with interest in instrumentation. ISA is classified by the Internal Revenue Service as a nonprofit, charitable and educational organization, tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

ISA is an open and inclusive Society. ISA serves members and potential members in all parts of the world except as expressly prohibited by law. (Revised January 2000)

ISA activities include creating forums and publications for disseminating information, providing educational opportunities and materials, developing standards and practices, and recognizing individual technological achievement.

MOP 3 Society Bylaws

The organization, structure, and fundamental rules of governance of the Society are established by the Society's Bylaws, which are incorporated by reference as Appendix A.

MOP 4 Society Principles and Traditions

MOP 4.1 Levels of Responsibility

- Council of Society Delegates - acts on matters affecting the fundamental governance of the Society, such as the ISA Bylaws and elects officers of the Society.
- ISA Executive Board - acts on questions of Society policy, major procedures, projects, and fiscal matters pertaining to ISA and its subsidiaries.
- Executive Committee - acts for and with the authority of the Executive Board between its regular meetings to carry out the policies of the Board. (See EXB 5 and EXC)
- Professional Staff - under the direction of an Executive Director, performs the day-to-day operations determined by actions and programs set by the Executive Board. (See STF and Appendix J)
- Boards and Committees - operate with self-determined procedures within the Society's policy framework.
- Task Forces or Commissions - used for special, short term projects to avoid continuing the existence of a group after its mission is accomplished.

MOP 4.2 Responsibility and Authority

Society leaders are appointed or elected to positions of responsibility because of capability and willingness. While objectives are clearly defined, the manner and method of implementation is usually left to the Society leader accepting a responsibility.

Credit and recognition are given to individuals for their contributions when the job is done.

MOP 4.3 Individual Responsibility

Society leaders exercise their individual professional judgment in Society affairs. They do not serve as representatives of institutions or corporations; however, to assure breadth and diversity of viewpoint, it is desirable to have a balance of instrumentation users, manufacturers and educators in industry, government and private practice at all levels of operational responsibility for Society positions.

Members acting from their own viewpoint must also recognize their responsibility to maintain the Society's good reputation and legal integrity. Wrongful acts of any type cannot be shielded from the law simply because they took place within a voluntary organization. Further, members must recognize that voluntary associations may be liable for the actions of any member acting in some capacity for the association. All ISA leaders should be aware that their activities reflect on ISA's reputation and may affect their own and ISA's legal liability.

Volunteer leaders owe the Society the duties of care, fidelity, and loyalty. Conflicts of interest between the interests of the Society and interests of leaders and their employers must be disclosed before participation in decisions of the Society. The Board has adopted a policy on conflicts of interest. (See [Appendix O](#).)

MOP 4.4 Consensus

Major programs are launched only after consensus has been reached through examination of all pertinent facts, and after deliberation of opinions including minority views. Resolution of divergent views is established through discussion and persuasion, rather than through authority and autocratic dictate. Consensus is the goal, but this goal will not be construed as invalidating any action taken by the Council of Society Delegates or the Executive Board by the required majority vote at a properly constituted meeting.

MOP 4.5 Fiscal Stability

Society activities are undertaken with careful consideration of financial implications, provision for contingencies and fiscal health of the Society. Usually, new programs will be required to produce the revenue needed to support the program, although start-up costs may be excluded from this goal when necessary.

MOP 4.6 External Relations

ISA maintains liaison with external organizations to the extent that such associations further the objectives of the Society. (See DEP 4)

MOP 4.7 Communications and Continuity

To maintain a viable voluntary organization, continuity of administration and good internal communications are needed. The dissemination of newsletters, minutes and correspondence to interested Society individuals is encouraged. Depth of leadership is urged, as well as the use of “-elect” positions to assure smooth transition and continuity. (For example: a Section President-elect or Division Director-elect is in a better position to organize the “administration” earlier than a Section Vice President or Division Associate Director who lack authority until the formal election as President or Director.)

MOP 4.7.1 Electronic Communication. All elected Officers of the Society, including President, Past President, President-elect Secretary, Treasurer, Department Vice Presidents and Elects, and District Vice Presidents and Elects, will be included in the official electronic distribution lists for the Executive Board, specifically known in 2003 as the Executive Board electronic mail list server. This will ensure good internal communications among Society leaders. In the event that an officer or elect may be called upon to fill a vacancy, this practice will also provide for adequate continuity of administration of the Society. This is specifically required as all Society officers and elects will not be voting members of the Executive Board in a given year.

MOP 4.8 Language

The standard language for corporate documents, Society-level meetings and primary publications shall be English. Sections and Regions are encouraged to produce their newsletters and conduct their meetings in their members’ language of choice. To the extent practicable, ISA will support Sections’ efforts to provide ISA material in the local language.

MOP 5 Organization

MOP 5.1 Organization Chart

The hierarchy and relationships between Society leaders, departments, committees and staff are shown in the Society Organization Chart.(See Appendices B and C)

MOP 5.2 Sections and Districts

Members may group themselves into local chapters called “Sections.” Sections are then grouped into Districts with each District represented on the Board of District Vice Presidents. Districts may be divided into regions. (See DIS and SEC)

Members may affiliate with local Sections in cities throughout the world. Members, regardless of geographical location, may also affiliate with Divisions organized in their areas of technical specialization.

MOP 5.3 Divisions, Groups and Departments

Members may also join special groups based on common interests known as “Divisions.” (See DIV) Society programs are organized by “Departments.” The Divisions are divided between two Departments, the Industries and Sciences Department and the Automation & Technology Department. No other Departments may use the term “Division.”

MOP 5.4 ISA Legal Liability and Financial Guidelines for ISA Units

The Executive Board has adopted guidelines to assist ISA units in meeting financial and legal obligations.(See Appendix G)

MOP 5.4 Committee Membership

All ISA committee members at all levels of Society operations are required to be members of the ISA within a period of six months from the time an individual accepts such an appointment, except where the involved District or Department Vice President judges that this requirement must be suspended to permit accomplishment of the mission of the committee. In such cases, ISA membership of committee members is strongly promoted, but not mandated.

MOP 5.5 Initial Organization of the Society

The Society was initially formed by coalition of 18 local clubs or societies that ratified the original ISA Constitution & Bylaws.

2.0 COUNCIL OF SOCIETY DELEGATES (CSD)

CSD 1 Objective

To guide the Society in the continuous attainment of its purposes: to advance the science and technology of instrumentation and to render service to the membership.

CSD 2 Duties

The Council of Society Delegates controls the general policies of the Society through its powers to nominate and elect Officers, to amend the Bylaws, and to review the annual reports of Officers. (See Bylaws, Article VII)

CSD 3 Organization & Administration

CSD 3.1 Society Delegates (See Bylaws, Article VI)

Each Section in ISA designates a Society member to act as its Society Delegate and specifies the term of office. The Section may designate a Society member as an Alternate Delegate if Section Bylaws so provide.

CSD 3.1.1 Each officer of the Society serves ex-officio on the Council of Society Delegates, but has no vote unless the officer is designated by a Section or Region as its Society Delegate or Alternate Delegate.

CSD 3.1.2 Each Society Delegate has a voting power equal to the number of Society members, except Student Members, in the Section the Delegate represents; the count of Society members is the number authenticated by the Executive Director as of the first day of the month preceding the month in which the vote takes place. (See Bylaws, Article XII, Paragraph 2c)

CSD 3.2 Voting Body (See Bylaws, Article XII, Paragraph 2c)

The voting body consists of the Delegates or, in the absence of any Delegates, the Alternates designated in accordance with of the Society's Bylaws and the Section's Bylaws.

CSD 3.2.1 Proxies issued by a Society Delegate may not be used in meetings of the Council of Society Delegates.

CSD 3.2.2 A quorum of the Council of Society Delegates consists of Delegates representing both a majority of the number of Sections and a majority of the members of the Society in accordance with Article XII, paragraph 2d of the Bylaws.

CSD 3.3 Meetings (See Bylaws, Article XII, Paragraph 2)

The Annual Meeting of the Council of Society Delegates shall be held in two consecutive sessions, during or just preceding the week of, and in the same place as, the Annual Meeting of the Society.

The first session shall comprise individual meetings of the Society Delegates from each District, under the Chair of its District Vice President, for the purpose of receiving and reviewing the District Vice President's Annual Report and for electing a Nominator and an Alternate to the Society Nominating Committee for the succeeding year (if not previously elected at an earlier meeting of the District Council). (See CSD 4.1)

The second session shall comprise a meeting of all Society Delegates to receive the report of the Society Nominating Committee and to conduct elections; to receive and review the Annual Reports of the President, President-elect Secretary and Treasury; and to act or advise on general policies for the Society. (See CSD 4.3)

CSD 3.3.1 Notice of the meeting and the proposed agenda shall be sent to the Society Delegates at least 45 days before the meeting.

CSD 3.3.2 Special meetings of the Council of Society Delegates may be called by the President, or if the President is unavailable, at the direction of the Executive Board, as long as 30 days advance notice is given to the Society Delegates. In lieu of a meeting, the Council of Society Delegates may vote by mail or electronic means by sufficient ballots to constitute a quorum on any question submitted to it by the Executive Board. The voting period ends at such time as specified by the Executive Board but no earlier than 30 days nor later than 45 days after the date the ballots are issued.

CSD 3.3.3 In the event of an emergency or catastrophe that, in the opinion of the Executive Board, will make it unlikely that the business of the Society can be conducted in an orderly manner, the Executive Board, by majority vote, may cancel the Annual Meeting of the Society or the Annual Meeting of the Council of Society Delegates.

CSD 3.4 Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised governs the proceedings of the Council of Society Delegates in all cases not provided for in the Bylaws. (See Bylaws, Article XXIII)

CSD 4 Procedures for Annual Council of Society Delegates Meeting

The basic functions of the organization of any convention are:

- Credentials - To certify that Sections are fairly and properly represented and to establish the quorum.
- Rules - To allow the Delegates to conduct their business with deliberation and understanding.
- Program - The order of business before the Assembly.
- Arrangements - The vehicle for a smooth running meeting.

The following guidelines, along with the requirements of the Bylaws, are intended to provide directions for the above functions. There are two sessions for the Annual Council of Society Delegates Meeting, with a Members' Meeting during the intermission.

CSD 4.1 The first session is the individual District Council meetings chaired by the respective District Vice Presidents. Each District Vice President rules upon the credentials of the Delegates and Alternates, reviews the rules with them, and leads a review discussion of the agenda. If the District Vice President is unable to chair this meeting or to fulfill the other requirements of this manual, the District Vice President-elect, the District Nominator, the Alternate District Nominator, or one of the Section Delegates (elected by the Section Delegates present), in that order of preference, serves.

CSD 4.1.1 Registration

Each Delegate and Alternate registers and receives a Delegate's ribbon. If both the Delegate and the Alternate are present, only the Delegate receives a ribbon. The registration sheets from the various Districts are turned over to the Credentials Committee appointed by the Society President. This committee consolidates the registration sheets into the Official Delegates Register to be available at the Council of Society Delegates meeting. The District Vice President can add or delete names on the Official Delegates Register by submission of the changes to the Credentials Committee.

CSD 4.1.2 Credentials

Any member of the Society can serve in a Society Delegate's absence, if the Section's Bylaws don't specifically exclude appointment of delegates, and if one of the following qualifications is met:

- A letter, telegram, fax, or email of designation is sent to the District Vice President in advance of the meeting by the Section President or Acting President.

- A letter, telegram, fax, or email of designation from the Section President is carried or sent to the District Vice President at the meeting.
- A designation is confirmed by telephone between the Section President or Acting President and the District Vice President.

CSD 4.2 Members' Meeting

A Member's Meeting is held between the District Council and the Council of Society Delegates Meetings for reports by the Society's officers. This meeting is followed by a review of rules and procedures for the Council of Society Delegates Meeting.

CSD 4.3 The Second Session is the Council of Society Delegates Meeting.

CSD 4.3.1 Agenda

The agenda of the Council of Society Delegates Meeting and a copy of the Delegates' portion of this manual are mailed in advance to Delegates, Alternates, and Section Presidents with a thorough explanation of action items and information items included.

CSD 4.3.2 Standing Rules

The standing rules for the Council of Society Delegates Meeting are mailed in advance with the agenda to Delegates, Alternates, and Section Presidents. A simplified guide to Robert's Rules of Order with an explanation of commonly used types of motions, amendments, discussion and voting methods is included in this mailing.

CSD 4.3.3 Meeting Room

The meeting room should be spacious and free from noise. Seating areas are separated by a low partition, rope fence, or other suitable means and the Delegates area is identified by a sign stating "Delegates Only." Seating for other members is as close as possible but clearly separate from that of the Delegates. One official passage serves as both entrance and exit to the Delegates' area. The Authorized Delegates Register is maintained at the official passage by a Receptionist. Any Delegate leaving the Delegates' Area must receive permission from the Chair and must sign out with his or her District Vice President and the Receptionist. All late coming Delegates must sign in with the Receptionist who will direct them to their appropriate seats. Delegates are assigned seats with other Delegates from their District. All seats face the Chair. The District Vice Presidents are seated with Delegates from their Districts. The seats are identified with signs for each Section within the District.

CSD 4.3.4 Quorum

Using roll call cards the Chair, who is usually the Society President, calls the roll of Sections while tellers on the Credentials Committee, using a duplicate set of roll call cards, tally the number of Sections and the number of membership votes represented by the Delegates at the meeting. After the figures are tabulated, the Chair of the Credentials Committee announces the totals and the President declares the presence or absence of a quorum.

CSD 4.3.5 Voting

Normally, voting is by raise of hands by Delegates; voice voting is not used. When required, a roll call vote shall be conducted by calling Sections in District order. (See Appendix D)

3.0 EXECUTIVE BOARD (EXB)

EXB 1 Objective

The Executive Board acts on matters of policy to advance Society objectives as specified by the Bylaws.

EXB 2 Duties

EXB 2.1 Determines the operating policies and controls the affairs, property and funds of the Society except as otherwise provided by the Bylaws. (See Bylaws, Article XIII, Paragraph 2)

EXB 2.2 Proposes necessary amendments of the Bylaws to the Council. (See Bylaws, Article XXIV, Paragraph 1)

EXB 2.3 Fills vacancies on the Executive Board by interim appointment. (See Bylaws, Article X, Paragraph 4a)

EXB 2.4 Elects Honorary Members and Fellows (See Bylaws, Article IV, Paragraphs d and f)

EXB 2.5 Excuses members from payment of dues. (See Bylaws, Article IV, Paragraph 6d)

EXB 2.6 Employs the Executive Director. (See Bylaws, Article XIII, Paragraph 6)

EXB 2.7 Defines the functions and responsibilities delegated to the Board of District Vice Presidents and the Board of Department Vice Presidents and reviews and oversees the exercise of those responsibilities by those Boards. Retains plenary authority to change or rescind any action by any subordinate Societal body.

EXB 2.8 Establishes and approves an Annual Budget. (See Bylaws, Article XIX, Paragraph 4)

EXB 2.9 Schedules the Annual and other meetings of the Society and calls special meetings of the Council of Society Delegates. (See Bylaws, Article XII, Paragraphs 1, 2 and 3)

EXB 3 Organization & Administration

EXB 3.1 The Executive Board consists of the SOCIETY President (who serves as chair), President-elect Secretary, Treasurer, and Past President; six current or past District Vice Presidents elected by the Board of District Vice Presidents; and six current or past Department Vice Presidents elected by the Board of Department Vice Presidents. In addition, the Executive Director and Parliamentarian serve as non-voting, *ex officio* members of the Executive Board.

One-half of the six District Vice Presidents and one-half of the six Department Vice Presidents will be elected each year under a rotation schedule devised by the Board of District Vice Presidents and the Board of Department Vice Presidents, respectively. (See Bylaws, Article XIII, Paragraph 1)

EXB 3.2 Meetings of the Executive Board shall be called at the discretion of the President, except that there are no fewer than three regular Executive Board meetings each year (See Bylaws, Article XIII, Paragraph 3 and EXB 5). The President is responsible for selection of dates and locations for meetings, and will usually make these selections a year in advance in order to allow Board members to plan for their attendance. (See also MTG 1.7)

EXB 3.3 The President is the Chief Elected Officer of the Society. (See Bylaws, Article X, Paragraph 5a)

EXB 3.4 The President-elect Secretary acts as Secretary of all meetings of the Society and performs other duties delegated to him or her by the Executive Board. At the conclusion of the term of office for which elected, the President-elect Secretary becomes President of the Society. (See Bylaws, Article X, Paragraph 5b)

EXB 3.5 The President-elect Secretary acts in the temporary absence of the President. (See Bylaws, Article X, Paragraph 5a)

EXB 3.6 In the event that the office of President is vacated between Annual Meetings of the Council of Society Delegates, the President-elect Secretary shall assume the office for the unexpired term and shall succeed to serve his or her elected term. If the President-elect Secretary is unable to assume the unexpired term for any reason, the former President who has most recently completed a term as Past President shall immediately assume the office of President. Should this individual be unable to serve the unexpired part of the term, the office shall be transferred to the former President of most recent service who is able to assume the office. (See Bylaws, Article X, Paragraph 4b)

EXB 3.7 The normal administrative expenses of the Executive Board and the Executive Committee are defrayed by the Annual Budget allotment. Funds and other resources for projects not included in the budget require Executive Board approval.

EXB 4 Administrative Responsibilities of Executive Board Members

(In this Section the term “Committee” is used for either Committee or Division; the term “Chair” for either Chair or Director. Approval of standing or ad hoc committee chairs and members for committees not reporting directly to the Executive Board are delegated to the appropriate board.)

EXB 4.1 With regard to standing or ad hoc committees under an Executive Board member’s jurisdiction, the Board Member:

EXB 4.1.1 Appoints and terminates the Chairs subject to Executive Board approval.

EXB 4.1.2 Serves as an ex-officio member except where the board member is the Chair.

EXB 4.1.3 Requires all Chairs within this charge to:

- Staff their committees with an adequate number of capable individuals and provide for succession to their Chairs.
- Set objectives and plan their activities for at least one year, and for such additional years as may be practical.
- Call and hold meetings as needed to accomplish their objectives. Send copies of meeting notices to the officer in charge and to the Executive Director.
- Provide or assure the provision of minutes of meetings to committee members, the officer in charge and the Executive Director.
- Submit an Annual Report of the Committee’s accomplishments.
- Provide news stories on committee activities to the Society newsletter.
- Provide written notice of appointments, reappointments or terminations of committee members to the officer in charge and to the Executive Director.
- Maintain a manual of organization for committees and propose revisions, as needed, to the officer in charge.
- Maintain files and records that provide continuity in policies, plans and procedures and transmit them to the succeeding Chairs.

EXB 4.1.4 Counsels Chairs in staffing their committees and in providing for succession of leadership.

EXB 4.1.5 Exercises general direction of Chairs’ plans and activities, evaluates their progress and results, and attends as many committee meetings as practical.

EXB 4.1.6 Communicates information and assignments which may arise from actions of the Executive Board or from other Society units to Chairs. Communicates the committees’ recommendations or the results of special studies to the Executive Board or to other Society units.

EXB 4.1.7 Calls and conducts joint meetings of Committee Chairs when it is advantageous for coordination of the District's or Department's plans and programs.

EXB 4.2 With regard to reports and records, the officer:

EXB 4.2.1 Reports in writing to the Executive Committee, prior to the meeting at which Executive Board approval will be sought, on proposals that have been developed for approval. Officers may submit proposals directly to the Executive Board when timing is critical and an Executive Committee meeting has passed. In either case, proposals and supporting information should be sent to the Executive Director for distribution.

EXB 4.2.2 Submits a written Annual Report to the President by August 1, summarizing accomplishments and recommending future plans and programs (not applicable to the President, President-elect Secretary and Treasurer, who are required by the Bylaws to render special reports to the Council).

Reports should include accomplishments of all organizational units for which the officer is responsible and the status of all major activities. Condensations of these reports are presented by the President at the Annual Members Meeting and Society Delegates Meeting, and are published for the benefit of the members. All reports are retained in their entirety for archival purposes.

EXB 4.2.3 Maintains files and records that provide continuity in policies, plans and procedures, and transmits them to his or her successor.

EXB 5 Executive Board Meetings

The members of the Executive Board comprise the primary governing body of the Society. They provide continuity of policies, management and long-range planning. Each member of the Board shares responsibility for the beneficial and business-like operation of all Society activities.

The following guides and procedures apply to the planning and operation of all meetings of the ISA Executive Board.

EXB 5.1 Notice of Meetings (added October 2002)

Regular meetings of the Executive Board will be scheduled in advance and no additional, formal notice of the time, date, or place is required. Special meetings of any of the Boards may be called by the President for the Executive Board, and by Chair of the Vice President Boards for those Boards, at any time on notice given by written or electronic means of at least (14) fourteen days. Special meetings may be held in person or by any other means of communication permitted by statute or the Bylaws. In addition, as permitted by statute, twenty percent of the members of the Executive Board may call a special meeting of the Executive Board after giving notice in the same manner. (See N.C. General Statute §55A-8-22).

EXB 5.2 Agenda

The Executive Committee reviews and establishes an agenda for each Executive Board Meeting. The agenda is composed of items which are identified by members of the Board, the Board of Department Vice Presidents, the Board of District Vice Presidents, or by referral from the Executive Director. Matters originating in Sections or Divisions are usually brought to the Board through the appropriate Vice President. (See EXC 3.4)

EXB 5.2.1 Each member of the Board has the following obligation to all other members of the Board.

- To identify in advance all matters that will be placed on the agenda.
- To document the background, basis for need and other important details related to the proposal (or request assistance from the Executive Director in preparing the documentation).

- To provide sufficient time for members of the Board to study the matter prior to the meeting.

Undocumented matters which are listed or proposed for attention at the meeting are assigned a place on the agenda following those on which documentation and advance study have been made.

EXB 5.2.2 Items from the Executive Committee

The Executive Committee meets approximately one month prior to scheduled Board meetings to carry out its delegated function. Actions and discussions of the Executive Committee are reported to the Executive Board in the Executive Committee Minutes. Items that require discussion or action are placed on the Board agenda.

The Executive Committee reviews all items that are forecast for the agenda of the next Board meeting to identify needs for documentation, financial requirements, relation to established policies or Bylaws, and similar information which the Board will require.

EXB 5.2.3 Carry-Over of Agenda Items

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.

EXB 5.3 Documentation

The agenda and supporting documentation are distributed by the Executive Director about two weeks before the date of the meeting. Documentation includes the Executive Committee Minutes and the preliminary Board agenda and attachments. Subsequent mailings or additional proposals for documentation will be made if they can be received prior to the meeting. To the extent practical, the agenda and supporting documentation may be provided by electronic means.

EXB 5.4 Financial Controls

The Finance Committee must review and comment on the financial impact of any proposed expenditure submitted to the Executive Board of \$25,000 or more not previously included in the approved Annual Budget. If the budgeted surplus is less than the amount prescribed in MOP Section TRE 4.4 (Budget Objective), a two-thirds vote of the Executive Board is required to approve any proposed expenditure of more than \$25,000 not previously included in the approved Annual Budget. (Modified 10/1999)

EXB 5.5 Conduct of Board Meetings

Robert's Rules of Order, revised, determine the conduct of business in all Board meetings except where inconsistent with the Society's Bylaws. (See Bylaws, Article XXIII)

As permitted by statute and the Bylaws, Board meetings may be conducted or members may participate in Board meetings by video or audio conferencing.

EXB 5.5.1 It is expected that Board members will familiarize themselves with the preliminary agenda and the documentation of the various proposals prior to the meeting. To the extent possible, questions which arise should be clarified with the appropriate Board member or Headquarters staff member prior to the meeting.

EXB 5.5.2 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.

EXB 5.6 Action without Meeting

As permitted by statute and the Bylaws, the Board may take action between meetings through the unanimous written consent of all Board members. Such consents may be obtained by mail, facsimile, email, or other electronic means.

EXB 5.7 Executive Board Meeting Minutes

The Executive Board Meeting Minutes are the record of official actions of the Board. Actions of the Board requiring changes of documentation in various manuals should be pointed-out by the moving officer.

EXB 6 Parliamentarian

EXB 6.1 Objective

To assist the President in complying with the Bylaws during the conduct of ISA business and meetings.

EXB 6.2 Duties

EXB 6.2.1 Attends Executive Board Meetings, as an *ex-officio* member, to give parliamentary advice.

EXB 6.2.2 Assists the registered parliamentarian at Council of Society Delegates Meetings.

EXB 6.2.3 Prepares written parliamentary opinions with supporting documentation at the request of members.

EXB 6.2.4 Assists officers in establishing parliamentary procedures for Society meetings.

EXB 6.2.5 Prepares and/or updates a simplified presentation of parliamentary rules of procedure with visual aids for indoctrination of new officers.

EXB 6.2.6 Comments on proposed changes in the Bylaws to establish constitutionality and consistency within past decisions.

EXB 6.7 Aids members in using proper wording and procedures at Society meeting.

EXB 6.3 Organization & Administration

EXB 6.3.1 The Parliamentarian is a non-voting, *ex-officio* member of the Executive Board, appointed by the President with the approval of the Executive Board. (See Bylaws, Article X, Section 5h)

EXB 6.3.2 The Parliamentarian maintains a documentation file for succeeding parliamentarians.

EXB 6.3.3 The Parliamentarian may meet with the Board, or any other units of the Society, for the purpose of fulfilling assigned duties.

EXB 7 Interorganizational Relationships Policies and Guidelines

(Adopted October 1999, Revised January 2000, August 2000, June 2002, October 2004)

The Executive Board may establish relationships with external organizations when beneficial to the Society. The Executive Board will determine the type of relationship and the Department or Executive Committee and/or person responsible for the appointment following these guidelines. Departments may form a relationship at the same operational level with an external organization. General oversight of ISA's Interorganizational Relationships is the responsibility of the President-elect Secretary. The Executive Director or his/her designee will maintain a schedule of

all approved relationships and notify the appropriate Department or Executive Committee and person responsible for making the appointment when new appointments are due or when the relationship itself is due for review. When establishing a relationship, the establishing body will designate whether staff, a specific Department or Executive Committee, or specific officer will be responsible for:

- Ensuring that the appointee understands the duties, responsibility, and authority of the appointment;
- Establishing a means for the appointee to provide periodic reports on the status of the relationship;
- Overseeing the conduct of the appointee;
- Presenting one or more potential appointees for each relationship when a vacancy exists;
- Recommending the continuation, abandonment, or modification of the relationship; and
- Ensuring that the Board's policies and guidelines are followed in the relationship.

EXB 7.1 Relationship Types and Responsibilities

There are two types of relationships the Society may establish with other organizations: delegate and liaison. For ISA policy purposes, each appointment will be classified as one type or the other to identify the responsibility and authority of the appointee even if the position has another title within the external organization. The following defines the extent of responsibility and authority of each type of relationship.

EXB 7.1.1 Delegate

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

EXB 7.1.2 Liaison

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.

EXB 7.2 Establishing External Relationships

The following factors will be considered by the Department or Executive Board in determining whether ISA will enter into or continue relationships with outside organizations.

EXB 7.2.1 Adequate Resources (volunteer, staff and financial) to support the approved level of activity.

EXB 7.2.2 The relationship must be consistent with and support Society purposes and objectives.

EXB 7.2.3 Those organizations which are incorporated, not-for-profit, tax exempt organizations are the most likely ones to gain a committee recommendation for a delegate relationship. A delegate relationship with other organizations shall be considered only if it can be shown that the Society's tax status will not be affected.

EXB 7.2.4 If an external organization is not tax exempt, only a liaison relationship may be established.

EXB 7.3 General Guidelines for Interorganizational Relationships

The following general guidelines apply to the Society's nominees and appointees as delegates and liaisons. Appointments are for specific terms. The Department or Executive Committee may provide additional guidance or specific direction to the appointee.

EXB 7.3.1 Qualifications

Nominees shall be members of ISA, knowledgeable and active in ISA affairs, have held positions of responsibility in an ISA Section, District, Region, Division or Department, have recognized expertise in the relevant field, and have an appropriate status within the Society for the appointment based on the requirements of the external organization.

EXB 7.3.2 Requirements

Nominees shall have the necessary support, including travel, and be willing to attend relevant ISA meetings and appropriate meetings of the organization for which they are the delegate or liaison.

EXB 7.3.3 Duties

The Society's appointees must report to the appointing Department or person making the appointment in writing on their activities as developments warrant, but at least once each year, or more frequently if requested by the respective Department. The reports shall include organizational highlights of the year, benefits for ISA and a recommendation to continue or terminate the relationship.

EXB 7.3.4 Financing

Expenses in connection with the appointment shall be the responsibility of the appointee. Expense funding is not available from the Society except as defined by specific Department or Executive Board action.

EXB 7.3.5 Appointments (Revised October 2002)

The Society's appointees shall be appointed for a specific term of office as appropriate for the appointment.

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. 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. Appointees will normally not serve longer than six consecutive years.

A Society appointment below the Executive Board level shall be approved at the next organizational level above the appointing person. (For example, a Division appointee would be approved by the A&T or I&S Department.)

Society appointments of liaisons to external organizations with which ISA has an established relationship (such as a Memorandum of Cooperation) are approved by the Executive Committee.

EXB 7.3.6 General

EXB 7.3.6.1 Society's appointees shall avoid any statement or action that criticize 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.

EXB 7.3.6.2 Society's appointees shall assure that their participation in any action taken, by vote or otherwise, follows the specific guidelines given them, is consistent with ISA policies and is in the best interest of ISA.

EXB 7.3.6.3 Any ISA funding to outside organizations requires Department or Executive Board approval and must be provided for in an approved ISA budget.

EXB 7.3.6.4 Care shall be taken that any actions of external organizations do not bind ISA to a third party obligation, such as a conference or exhibit contract or a publishing arrangement.

EXB 7.3.6.5 Society's appointees shall not endorse any service or product of the external organization in the name of ISA.

EXB 7.3.6.6 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 goods or services shall not be discussed. The ISA external contact 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 and the representative or other appropriate party(ies) before involving ISA in the activity.

(Added 12 June 2002)

EXB 7.4 Evaluating External Relationships

Each relationship should be reviewed annually to assess its value, risks and costs. The evaluation should be based on the following criteria:

EXB 7.4.1 Value of the Relationship to ISA:

This would address issues such as conducting joint symposia, joint standards efforts, joint publications, joint membership, etc. Another area of value would be the direct applicability of the work of the outside organization to the activities of one or more ISA Divisions, standards committees or departments. This criterion has a maximum value of 50 points.

EXB 7.4.2 Impact of the Relationship on ISA's Image:

This would address issues such as improving the visibility of ISA in communities of interest important to ISA, the opportunity to interface with representatives from other like organizations, the negative image impacts if ISA were not to participate, etc. This criterion has a maximum value of 25 points.

EXB 7.4.3 Cost of the Relationship to ISA:

This would address the cost of membership dues, travel support and staff support time. The more costly an activity, the lower (more negative) point value it would receive in this category. This criterion has a range of values from 0 points for a no-cost relationship to a minus 15 points for a relationship involving international travel and significant staff support.

EXB 7.4.4 Risk of ISA's Not Participating:

This would address the perceived risk to ISA's standing in the community if we were not to participate. The greater risk (and higher point value) would be assigned to those activities where not participating in the decision-making processes of the other organization would have direct negative impact on ISA programs. This criterion has a maximum value of 10 points.

EXB 7.5 Evaluation Process:

By the Spring Leaders Meeting (SLM) each year the Division, Department, or individual responsible for each of these outside relationships will complete an assessment of the relationship using the four criteria above. In the case of relationships that involve requests for ISA funding or significant staff time, an Evaluation Form that addresses the four criteria above must be completed. This Evaluation Form should contain examples to support the rating of each criterion. This Evaluation Form will also contain recommendations for continuing the relationship or not, and for modifying the relationship as deemed appropriate.

EXB 7.5.1 Department, Division, Individual Responsibility

For those assigned to a department or division, a recommendation will be approved at the SLM by the Joint A&T/I&S meeting or the appropriate Department's Board meeting and these recommendations will be approved by the SLM meeting of the Board of Department Vice Presidents. For those assigned to an individual, the recommendations will be presented to the SLM meeting of the Board of Department Vice Presidents for approval.

The action of the Board of Department Vice Presidents will be forwarded to the Executive Committee by the time of the Fall Leaders Meeting (FLM) for their information.

EXB 7.5.2 Executive Committee Responsibility

For those relationships assigned to the Executive Committee, the supporting staff member will complete an Evaluation Form with their recommendation for action by the Executive Committee at their FLM meeting.

4.0 EXC EXECUTIVE COMMITTEE (EXC)

EXC 1 Objective

The Executive Committee is a standing committee of the Executive Board shall act for and with the authority of the Executive Board between its regular meetings to carry out the policies of the Board. (See Bylaws, Article XIV, Paragraph 2)

EXC 2 Responsibilities (Revised October 2002)

EXC 2.1 Continually reviews existing policies and programs of the Society and advises the Board or appropriate officer, expeditiously, of action either taken by the Executive Committee or required by others.

EXC 2.2 Reviews proposals submitted by officers and other Society leaders, and recommends action to the Executive Board.

EXC 2.3 Refers matters on which insufficient information is available for Board action to an appropriate officer or the Executive Director for study, clarification or recommendation.

EXC 2.4 Refers to an appropriate leader or to the Executive Director for action matters which come before it, but which properly fall within the defined responsibilities of others.

EXC 2.5 Makes decisions on matters which have been delegated to the Executive Committee for action, including:

- Specific items designated by Executive Board action.
- Approval of non-budgeted expenditures up to a maximum of \$25,000.
- Receiving reports and acting upon recommendations, as appropriate, from the Compensation Committee identified in STF 4. (Added October 1999.)

EXC 2.6 Review of items listed for subsequent attention by the Executive Board. Identifies the need for additional documentation or clarification of proposals, including financial implications, and takes steps required to correct the situation.

EXC 3 Organization

EXC 3.1 The Executive Committee is composed of the President, President-elect Secretary, Treasurer, a Department Vice President elected by a vote of the Board of Department Vice Presidents, a District Vice President elected by a vote of the Board of District Vice Presidents, and the Past President. The Executive Director serves as a non-voting, *ex officio* member of the Executive Committee.

EXC 3.2 The President serves as presiding officer at all Executive Committee meetings. In his or her absence, the President-elect Secretary presides.

EXC 3.3 The President-elect Secretary serves as the Secretary of the Executive Committee.

EXC 3.4 Items that require action by the Executive Board are normally submitted to the Executive Committee in advance for study and recommendations. This procedure assures the Executive Board that all facets of these items have been thoroughly investigated, and that the Board's decision will be based on the most current and comprehensive information available.

EXC 4 Executive Committee Meetings

The Executive Committee meets with such frequency as may be necessary to carry out its business. A schedule of meetings is established by the President with the concurrence of the Executive Committee.

Executive Committee Meeting Minutes are organized to indicate:

- Items for Executive Board Action.
- Items for Executive Board Information.
- Items for Executive Committee Discussion.

Executive Committee Meeting Minutes are distributed to the Executive Board as soon as possible following each Executive Committee Meeting.

5.0 STANDING COMMITTEES (COM) (REVISED FEBRUARY 2004)

The Executive Board has established Standing Committees to review, counsel, and advise on policy and other issues presented to the Executive Board.

COM 1 Automation Industry Advisory Council (AIAC)

COM 1.1 Objective

To provide counsel to the Society in all areas of activity that significantly involve or interact with the interests of companies utilizing, developing, or supplying instrumentation, systems, and automation equipment and technology.

COM 1.2 Duties

COM 1.2.1 Helps the Society's leaders and staff identify industry needs to determine the types of ISA products, events, information, and services that will have the greatest interest and relevance to individuals and businesses in the instrumentation, systems, and automation community.

COM 1.2.2 Helps promote ISA and ISA's products and services to the corporate community, including identifying the users, manufacturers, wholesalers, and distributors operating in ISA's target industries. Council members help identify key individuals in the companies, and help arrange, and where possible, participate in, visits by ISA volunteer leaders and staff with industry leaders to discuss and promote the purposes and activities of the Society.

COM 1.2.3 Provides guidance and oversight of the Corporate Associates (CA) program. Provides leadership to and direct support to CA membership development efforts.

COM 1.2.4 Recommends new ISA programs, products, or services of potential interest to the instrumentation, systems, and automation corporate community that could become part of ISA's Corporate Services activities. Helps the Society's leaders and staff assess the potential of opportunities for new or improved ISA products and services; participates in strategic debates and works to create scenarios that augment the development of the Society's long-term and short-term plans.

COM 1.2.5 Helps the Society's leaders and staff identify and track key industry and technology developments and emerging trends, and stay informed about industry news, both in the U.S. and globally; serving as primary sources for market intelligence.

COM 1.2.6 The advice of the Council, either informally, via Council minutes, or in the form of reports and resolutions, is submitted to the Society President and Executive Director, who will act on them or refer them as needed to the appropriate Society body and/or staff. Information communication is also encouraged.

COM 1.3 Organization & Administration

COM 1.3.1 AIAC is a standing committee of the President's Department. The President, consulting with CA member companies and ISA leaders, particularly the Image & Membership Department Vice President, appoints a Vice Chair annually whom the incoming President automatically appoints as Chair during his year of office.

COM 1.3.2 The Council has a minimum of 16 members who hold senior-level positions within their companies or organizations.. The President appoints eight members from companies participating in the Society's Corporate Associates (CA) program, preferably two from each of the four CA groups. The President appoints one member each from MCAA and CSIA as recommended by these organizations from their respective senior volunteer officers. The President appoints six at-large members from industry organizations with preference for representing "end-user" company interest. The President may appoint additional members from industry, government, or academic organizations to achieve a full diversity of perspectives on the Council. Members serve two-year terms coinciding

with the Society's fiscal year, with the ability to serve up to three consecutive terms. . The Society's President-elect is an *ex-officio* member of the Council.

COM 1.3.3 The Executive Director and/or senior staff person responsible for Corporate Services are non-voting members of the Council and serve as staff support for the Council.

COM 1.3.4 The Chair may appoint ad hoc AIAC sub-committees and task forces to investigate, gather information, provide liaison to other Society governance bodies, and make preliminary reports to the Council on specific programs. Examples of potential sub-committee assignments are:

- Corporate Communications and Relations
- Conference & Exhibit
- Training and Education
- Membership Services
- Standards & Practices
- CA Membership Development

COM 1.3.5 The Council and its subcommittees meet as often as needed to accomplish the stated objectives but at least once annually. Council and subcommittee Chairs shall develop agendas and appropriate supporting documentation for agenda items and through the ISA staff will arrange distribution to the entire Council. .

COM 1.3.6 Minutes of all Council and subcommittee meetings are distributed to the entire Council.

COM 1.3.7 Postage and other incidental expenses incurred by Council members will be reimbursed from Society funds upon request to the ISA Staff. Expenses of Council members, including travel, will ordinarily be borne by the Council member.

COM 2 ISA Conference & Exhibit Global Oversight Board

COM 2.1 Objective

To assure that the Society's major conferences and exhibits meet the needs of the Society, the membership and other segments of the measurement and control community.

COM 2.2 Responsibilities

COM 2.2.1 Staff is responsible for planning and implementation of the plans. This includes conducting market research, recommending sites and facilities, preparing the annual business plans, executing all contracts, selling exhibition space, marketing and promoting the events, managing and administering the financial aspects of the events, and scheduling and facilitating all activities associated with the conferences and exhibits.

COM 2.2.2 The C&E Oversight Board assures that the plans are consistent with Society policies, strategic plans and current needs of the organization.

COM 2.3 Duties

COM 2.3.1 Analyzes proposed plans and schedules to determine if they are sound and in the best interests of the Society and presents conclusions and recommends actions for changes, if any, to the Executive Board.

COM 2.3.2 Reviews annual business plans prepared by ISA Staff.

COM 2.3.3 Reviews the Society Strategic Plan and the resources needed to achieve the desired results of information and training related to the major ISA-sponsored events.

COM 2.3.4 Advises the Executive Board of member, market, or economic conditions that may affect the successes of the events.

COM 2.3.5 Presents to the Executive Board recommendations for changes in the event policies and procedures.

COM 2.3.6 Assists the President, as requested, in making presentations concerning policies and plans for future ISA-sponsored events.

COM 2.3.7 Recommends potential improvements in ISA-sponsored events operations and structure to the Executive Board.

COM 2.3.8 Reviews minutes of the Executive Board and other Society units for implications related to the ISA-sponsored events.

COM 2.3.9 Reviews and approves guidelines and concepts for the conduct of ISA Society-wide Events. (Modified October 1999)

COM 2.3.10 Recommends policies concerning ISA Society-wide Events to the ISA Executive Board. (Modified October 1999)

COM 2.3.11 Approves guidelines and policies for the participation of the Host Committee for Society-wide Events. (Modified October 1999)

COM 2.4 Organization & Administration

COM 2.4.1 The ISA Conference & Exhibit Global Oversight Board is a standing committee within the President's Department. The Board has a maximum of nine members, including the Chairman. The Chairman shall be the Past President. Four "At-Large" members of the Board shall serve staggered two-year terms. These members are recommended to the ISA Executive Board for appointment to the Global Oversight Board. Other members of the Board shall be the Steering Team Chairs, or his or her designees, for the next ISA Society-wide Event. Should more than one Steering Team exist for an event or series of events, only the chair of the next-to-occur event shall serve on the Board. The Executive Director, or designee, shall be a non-voting member of the Board. (Modified October 1999)

COM 2.4.2 At-Large members of the Board must be current or former Executive Board members.

COM 2.4.3 It is normal that the Board meets at least twice each year. The Chairman is authorized to call meetings, to appoint subcommittees, to request other Society committees to appoint liaison representatives to the Board when needed, and to administer the Board's affairs in accordance with the policies and procedures established by the Society.

COM 2.4.4 The normal administrative expenses of the Board for postage, stationery and other incidentals are defrayed by an annual budget allotment. Postage, stationery and administrative support will be supplied by the Staff on request. Funds for special projects that cannot be financed by the regular budget allotment may be presented for special authorization by the Executive Board.

COM 2.4.5 Copies of Board meeting notices, minutes, and appointments are sent to the Executive Board.

COM 2.4.6 Each Fall, the ISA President appoints members and submits their names to the Board for approval. Members from the previous year who are leaving the Board shall be acknowledged in writing by the Chairman they served.

COM 2.4.7 The Chairman assures that the Staff will maintain an official file of all correspondence, minutes and records, so that appropriate material may be turned over to the succeeding Chairman.

COM 2.4.8 A written annual report of Board activities is submitted by the Chairman to the President by August 1. This report summarizes the accomplishments of the Board for the past year and includes suggestions for improving future activities and procedures of the Board.

COM 3 Honors and Awards Committee

The Honors and Awards Committee is a standing committee under the Past President's Department. It is more fully described in the chapter on Honors and Awards (H&A).

COM 4 Life Members Committee

The primary purpose of this committee is to serve as a mentoring and resource group within the Society.

COM 4.1 Objectives

COM 4.1.1 To channel the wisdom and expertise of Life Members to entry-level industry professionals.

COM 4.1.2 To support a broad range of student activities.

COM 4.1.3 To encourage continuing education and training within the profession.

COM 4.1.4 To involve Life Members in the activities of ISA.

COM 4.2 Duties

COM 4.2.1 To communicate an important and continuing role for Life Members within the life of the Society.

COM 4.2.2 To obtain, manage and distribute funds contributed to this committee's activity.

COM 4.3 Organization and Administration

COM 4.3.1 The committee is a standing committee of the ISA Executive Board, within the President's Department. The incoming President appoints a Chair to a two-year term. A Vice-Chair is appointed during the Chair's second year to prepare to serve as Chair. The Chair serves as Past Chair for one year.

COM 4.3.2 Leadership for the committee is provided by a minimum of five members, including the Chair. The President appoints two members each year to a two-year term.

COM 4.3.3 Staff support is provided by the Section and Division Services Department

COM 5 Finance Committee

COM 5.1 Objective

To monitor the Society's fiscal policies and financial planning to assure the maintenance of a sound financial position for the Society.

COM 5.2 Duties

COM 5.2.1 Analyzes proposed budgets to determine if they are sound and in the best interests of the Society and presents conclusions and recommendations for changes, if any, to the Treasurer.

COM 5.2.2 Assists the Treasurer, as requested, in making budget presentations.

COM 5.2.3 Advises the Treasurer of economic changes that may affect the financial condition or operations of the Society.

COM 5.2.4 Presents to the Treasurer recommendations for reserves, cash balances and investment of funds. (See TRE 5)

COM 5.2.5 Reviews periodic Financial Statements prepared by ISA.

COM 5.2.6 Analyzes proposed major changes to approved budgets to determine if they are sound and in the best interest of the Society and presents conclusions and recommendations to the Treasurer.

COM 5.2.7 Reviews accounting and auditing procedures periodically with ISA Staff.

COM 5.2.8 Recommends potential improvements in Society fiscal operations or structure to the Treasurer.

COM 5.2.9 Reviews minutes of the Executive Committee and Executive Board meetings for fiscal implications.

COM 5.2.10 Reviews the Society Strategic Plan and the resources needed to achieve the desired future results.

COM 5.2.11 Oversees the Society's Charitable Contributions Program. (See Appendix F)

COM 5.3 Organization & Administration

COM 5.3.1 The Finance Committee is a standing committee of the Treasurer's Department and reports to the Treasurer. The Committee maintains a minimum of seven members, including the Chair, a member from the Board of District Vice Presidents, and a member from the Board of Department Vice Presidents. The Chair and appointed members are each appointed for one year. The Chair, with the approval of the Treasurer, decides the number of members required to carry on the work of the Committee and appoints its members. All members are eligible for reappointment. The Treasurer is an *ex-officio* member of the Committee. The Staff Director, Finance and Administration is a non-voting, *ex-officio* member of the Committee.

COM 5.3.2 The Chair is appointed by the Treasurer, with the approval of the Executive Board. A Vice-Chair may be appointed by the Chair with the concurrence of the Treasurer.

COM 5.3.3 The Chair is authorized to designate one of the members of the Committee, or the Director, Finance and Administration, as Secretary.

COM 5.3.4 The Chair is authorized to call meetings, to appoint subcommittees, to request other Society committees to appoint liaison representatives to his or her Committee when needed, and to administer the Committee's affairs in accordance with the policies and procedures established by the Society.

COM 5.3.5 The normal administrative expenses of the Committee for postage, stationery and other incidentals are defrayed by an annual budget allotment. Postage and stationery are supplied by ISA staff on request. Funds for special projects which cannot be financed by the regular budget allotment may be presented for special authorization to the Executive Board.

COM 5.3.6 It is normal that the Committee meet at least during each President' meeting, the annual meeting, and sufficiently before the annual meeting to review the proposed budget for the following fiscal year.

COM 5.3.7 Copies of Committee meeting notices, minutes, and appointments are sent to Committee members and to the Executive Board and the Board of District Vice Presidents and the Board of Department Vice Presidents.

COM 5.3.8 Each November, the new or reappointed Chair appoints or reappoints members of his or her Committee by written notice. Members who are not reappointed are acknowledged in writing by the Chair they served.

COM 5.3.9 The Chair personally maintains, or requires the Secretary to maintain, an official file of all correspondence, minutes, and records so that they may be turned over to the succeeding Chair.

COM 5.3.10 Periodic news items about the plans and activities of the Committee are published in the Society Newsletter.

COM 5.3.11 A written annual report of Committee activities is submitted by the Chair to the Treasurer by August 1. This report summarizes the accomplishments of the Committee for the past year, and includes suggestions for improving future activities and procedures of the Committee.

COM 6 Investment Committee

COM 6.1 Objective

The Society's Investment Fund objective is to emphasize preservation of capital, long term growth, and current income. (Revised 5/2000)

COM 6.2 Operation

COM 6.2.1 The Investment Fund of ISA has no identity other than it consists of general ISA monies recommended by the Finance Committee for investment.

COM 6.2.2 The fund is an operating financial segment of ISA's overall financial operation and is considered a resource for unusual or catastrophic events.

COM 6.2.3 The Finance Committee shall provide guidelines as to the relative proportions available for investment on a five-year, three-year, and one-year basis.

COM 6.2.4 The Investment Committee may recommend selection and will oversee the performance of professional Investment Manager(s) who will in turn make all detailed investment decisions. The Investment Committee will not make detailed investment decisions, but will provide guidelines to the Investment Manager(s) as to acceptable types of investments, acceptable risks, and the relative distribution of funds into different types of investments.

COM 6.3 Administration and Organization

COM 6.3.1 Responsibility for the prudent investment of ISA reserve funds rests with the Treasurer.

COM 6.3.2 The Investment Committee shall be a standing committee reporting to the Treasurer and shall advise and assist the Treasurer on the investment of ISA reserve funds.

COM 6.3.3 The Investment Committee shall consist of a minimum of three persons, including the Chair, one of whom shall be a member of the ISA Finance Committee. The Chair shall be appointed by the Treasurer. The Treasurer and Director, Finance and Administration are *ex-officio* members of the Committee. Committee members

shall be appointed by the Chair with approval of the Treasurer. In view of the expertise required, non-members of ISA shall be eligible for appointment as voting members of the committee.

COM 6.3.4 Appointments to the Investment Committee shall be for a period of one (1) year. Committee members may be reappointed, and all members are eligible for reappointment to provide continuity.

COM 6.3.5 The Treasurer shall review periodically the operation of the Investment Committee and shall require such notices and reports as may be required to permit such reviews. Copies of reports shall be given to the Finance Committee for their review and recommendation to the Treasurer.

COM 6.4 Duties, Responsibilities and Authority

COM 6.4.1 To select investments and/or recommend the engagement of a professional Investment Manager(s) as deemed appropriate. This includes the responsibility to recommend replacement of a manager for whatever reason the Investment Committee feels appropriate.

COM 6.4.2 To consult with, review actions of, and review results of the Investment Manager(s) on a regular, periodic basis.

COM 6.4.3 To evaluate the performance of the Investment Manager(s) and advise the Treasurer and Finance Committee as appropriate.

COM 6.4.4 To review the status of funds not under the jurisdiction of the Investment Manager(s) and to make recommendations concerning these funds.

COM 6.4.5 To make whatever prudent changes are necessary in investment mix, i.e. the proportionate ratio of fixed income, equities, etc. in order to realize the investment objectives.

COM 6.4.6 To inform the Treasurer immediately as to changes in the investment mix.

COM 6.4.7 To set up targets and standards by which performance of the Investment Fund and of the Investment Manager(s) can be measured, compared and evaluated.

COM 7 Society Nominating Committee

COM 7.1 Objective

To select outstanding nominees for the offices of President-elect Secretary, Treasurer, and Department Vice Presidents-elect.

COM 7.2 Duties

COM 7.2.1 Nominators make themselves knowledgeable of the needs of the Society as a whole and of the requirements needed to fulfill Board level offices of the Society.

COM 7.2.2 Nominators actively promote recommendations from Sections, Districts, Divisions, and other Society units to assure a full and acceptable slate of candidates for the Committee.

COM 7.2.3 Members must respect the confidentiality of the nominating process. The names of the potential nominees for Society office and positions for which they have been nominated shall be divulged at the close of the nominating period. The discussions, debate, and qualifications of the potential nominees should not be revealed to others before, during, or after the Committee deliberations. (Revised June 2008)

COM 7.3 Organization & Administration

COM 7.3.1 The Society Nominating Committee is a standing committee of the Past President's Department.

COM 7.3.2 The Society Nominating Committee consists of the Nominator or Alternate Nominator from each District, first Former President as Vice Chair, the second Former President Chair, and the third Former President. In addition, the Society Past President serves in *ex-officio* nonvoting capacity as Sergeant-at-Arms. A staff representative, designated by the Executive Director with agreement from the Nominating Committee Chair, will serve as Committee Secretary. If any designated Former President is unable to serve, the President may appoint a replacement nominator to serve for the unexpired term of the named nominator. The Nominator and the Alternate Nominator from each District are elected biennially for a two-year term; however, the longest continuous period a person may serve a District in either or both capacities is four years. The Nominator and the Alternate shall be a present or former Section President or a former Society Officer, but shall not be an officer or officer-elect of the Society. A quorum of the Nominating Committee consists of a majority of the eligible Nominators-at-large and Nominators or their Alternates. (See Bylaws, Article XI, Paragraph 1a, b.)

COM 7.3.3 The Nominating Committee meets during the Spring Leaders Meeting.

COM 7.3.4 Alternate Nominators have the right to vote only if their respective Nominator is not present at the meeting. Alternates receive copies of all correspondence addressed to the Nominator and are asked to attend all Committee meetings so that they are fully informed of Committee activities.

COM 7.3.5 No proxies are permitted and only a Nominator or, in his or her absence, an Alternate Nominator present at the meeting is permitted to vote.

COM 7.3.6 Meetings have three parts:

- Part 1, the organizing meeting, is a closed, executive session. Only Committee Members (Nominators and Alternate Nominators), the Past President and the Committee Secretary may be present. The Chair explains procedures, entertains questions, and verifies the slate of viable candidates with Committee members. Individuals may be recommended for more than one office and/or considered for more than one office by the Committee.
- Part 2 of the meeting is a candidate support session in which sponsors and other supporters may speak individually in closed session before the Committee on behalf of the candidates for office. Sponsors make their presentations without interruption. Afterward, members may question the sponsors individually, but no discussion is permitted among Members at this time. Additional discussion concerning the qualifications of the various candidates may be held after the presentations by the sponsors.
- Part 3, the electoral meeting is limited to Committee members and the Past President. A quorum is required. A non-weighted method of balloting is used and all ballots are secret. One nominee is chosen for each Society position open.

COM 7.3.7 After nominees are selected, the Chair contacts all candidates to inform each of the outcome of his or her candidacy. All nominees are asked to confirm their ability to serve. In the event that a Nominee cannot serve, the Chair polls members of the Committee who attended the Nominating Committee Meeting to select another nominee from the candidates considered. Alternatively, the Society President, the Executive Committee, the Executive Board, or the Chair shall have the authority to call for additional nominations and another meeting of the Nominating Committee.

COM 7.3.8 The Chair notifies the Past President, who notifies the President, of the official slate of Nominees after all nominees are confirmed.

COM 7.4 Candidate General Qualifications

In addition to meeting the qualifications for office proscribed by the Bylaws, nominees should be the best available persons, deserving of the high honor of Society office. They must be capable of fulfilling the substantial responsibilities involved, and able to uphold and carry forward the ideals, policies and traditions of ISA. Nominees should be capable of discharging the specific duties required for each office as specified in this manual.

COM 7.5 Guide to the Selection of Nominees

The following policies are a guide to the Committee in the selection of nominees for Society office.

COM 7.5.1 Article II of the Bylaws states that “The objectives of the Society shall be to advance and to reinforce the arts and sciences related to the theory, design, manufacture and use of instrumentation, computers, and systems for measurement and control in the various sciences and technologies for the benefit of mankind.” These objectives can best be achieved through the full and equal participation of users, manufacturers, educators and scientists in public and private employment at all levels of operational responsibility.

COM 7.5.2 Members of the Committee, in their deliberations, represent the entire Society rather than regional or divisional interest. They should strive for unanimity in the selection of nominees for the privilege and honor of Society office.

COM 7.5.3 While not all candidates for Society office are selected as nominees, recommendation of an individual to serve as an officer is itself an honor historically accorded to less than one-tenth of one percent of the Society membership in any given year. Nomination to hold a Society office is based upon a record of past service and accomplishment in support of the Society and of the arts and sciences advanced by the Society, and on the capability of the candidate to serve as a superior Society officer in the future.

Realizing the great burden of time and money imposed upon elected officers and their employers, the Chair should determine from each candidate the possibility of accepting the nomination. No preliminary contact with the employer is to be made except at the request of the candidate; the candidate’s opinion is to be accepted. In the case of a negative answer, the candidate is asked by the Chair to advise the District Nominator of his or her decision; the District Nominator will verify to the full Committee the inability of the member to serve at that particular time.

COM 7.5.4 The Chair, Members and Alternate Members of the Committee are not eligible for nomination by the Committee if they remain on the Committee. The Chair is to advise any nominated members of this rule prior to the Spring Leaders Meeting. The member may choose between candidacy or remaining on the committee before distribution of nominations to the Committee.

COM 7.5.5 The candidate must meet all of the requirements set forth in the Bylaws (See Bylaws, Article X, Section 2)

COM 7.5.6 In the selection of nominees, full consideration is given to the individual’s ability to perform the duties laid down for that office.

COM 7.6 Officer Characteristics

The following characteristics are considered salutary in the selection of all officers:

- Evidence of devotion to the Society and acceptance of its policies and objectives.
- Awareness of the Society’s mission in our fast-changing technological world and ability to lead the Society in the development of programs to keep pace with these changes.
- Enjoys the respect and confidence of colleagues and Society members involved with Society activities within the officer’s areas of responsibility.

- Competence in the expression of the Society's views to others through public speaking and other forms of communication.
- Adequate time, financial and administrative support for discharging the obligations of the office.

COM 7.6.1 In addition to the characteristics in COM 9.6, the following characteristics should be considered in the selection of the President-elect Secretary:

- Leadership ability in international or local functions or in one's own vocation.
- Demonstration of executive competence through the successful administration of a Society Board office.
- Experience in Section, District, Division and Department activities.
- Ability to attract persons in high office and of high stature in the industry to participate in Society activities.

COM 7.6.2 In addition to the characteristics in COM 9.6, the following characteristics should be considered in the selection of Vice Presidents-elect.

- Reputation and ability to attract members who are technically proficient and who are recognized leaders in the areas for which the Vice President will be responsible.

COM 7.6.3 In addition to the characteristics in COM 9.6, the following characteristics should be considered in the selection of the Treasurer.

- Familiarity with, and a strong understanding of, the financial practices generally used in administering and controlling a corporate financial program.
- Familiarity with Society goals, policies and procedures, preferably augmented by experience as a member of the ISA Executive Board and/or Finance Committee.

COM 7.6.4 In addition to the characteristics in COM 9.6, the following are nominating guidelines for Department Vice Presidents:

- Candidates should have experience in the areas related to the position for which they are applying.
- The candidates should have considerable exposure to and excellent relations with a wide range of activities and Society members associated with the functions of the Department for which he or she is being nominated.
- Normally, candidates for Department Vice President previously should have held the position of Director within the Department for which they are being nominated.
- The candidate should be able to document increasing levels of professional advancement and technical responsibility.
- Candidates should be well respected by their peers and should have demonstrated management or supervisory experience.
- Candidates should be able to serve productively for the full term of the position of nomination and for at least one year after their term of office. To this end, levels of support given in terms of time, travel and finances to fully meet the responsibilities of the position should be documented and available to the Society's Nominating Committee.

Documentation supporting nominations should establish that the candidate:

- Can think of the "Society's" position and can impartially serve all segments of ISA's membership.
- Is adaptive to change and the relationships associated with management.
- Has negotiating skills to maintain rapport with peers and other officers of ISA, yet has the potential of being able to convince and motivate others to adopt his/her major ideas and projects.
- Can and does make compromises and has the judgment to decide a satisfactory level of compromise.
- Has strong interpersonal skills and is able to act effectively in both business and social environments.

COM 7.7 Nominator and Candidate Responsibilities

COM 7.7.1 Nominators must submit the name and ISA position for which a candidate is being nominated to Society Headquarters by the stated deadline. Candidates will be notified of their suggested candidacy and advised of the name of their nominator.

COM 7.7.2 Candidates must return the requested background documentation by the stated deadline.

COM 7.7.3 It is recommended that candidates speak on behalf of their nomination at the Nominating Committee meeting at the Spring Leaders Meeting. Each candidate presentation will be limited to six minutes for each Department Vice President-elect candidate and to ten minutes for each candidate for President-elect Secretary and Treasurer, plus time for questions by Nominating Committee members.

COM 7.7.4 A sincere effort should be made by candidates for President-elect Secretary to ensure that a least one individual but no more than two, speak on behalf of their nomination at the Nominating Committee meeting at the Spring Leaders Meeting. Candidates for all other positions are encouraged to have one individual, speak on behalf of their nomination at the Nominating Committee meeting at the Spring Leaders Meeting. Each speaker presentation will be limited to no more than five minutes plus time for questions by Nominating Committee members. **(revised 17 October 2006)**

COM 7.8 Department Vice President(s) and Department Vice President Candidate(s) Responsibilities

COM 7.8.1 Department Vice Presidents are urged to assist the Nominating Committee by ensuring that suitable candidate(s) from the department are placed into nomination. An endorsement of identified candidates, in order of preference, is suggested. The endorsement can be presented confidentially, in writing to the Nominating Committee Chair for distribution to the Nominating Committee members prior to the Nominating Committee meeting or can be presented orally by a designated representative of the Department during the candidate support session of the Nominating Committee meeting.

COM 7.8.2 A list of all known candidates for each respective Department open position will be provided confidentially to the Department Vice President. The list, which will include name only, will be provided to the Department Vice President at least two weeks prior to the scheduled meeting of the Nominating Committee. At the Department Vice President's discretion, the list may be shared with select advisors such as a former Department Vice President or an experienced department member.

COM 7.8.3 Candidates nominated for, or indicating a willingness to be considered for, a Department Vice President position shall be advised in the preliminary documentation sent to candidates that their nomination shall be provided to the Vice President of the Department(s) for which they are nominated (or willing to be considered) for consideration by the Department in preparing the Department's endorsement(s) of candidate(s) for presentation to the Nominating Committee.

COM 8 Admissions Committee

COM 8.1 Objective

To maintain the Society's standards for admission of Senior Members, Life Members, Life Fellows and for nomination of Fellows consistent with the requirements of ISA's Bylaws.

COM 8.2 Duties

COM 8.2.1 Reviews, and approves or rejects, applicants for Senior Member in accordance with the established procedures and criteria for admission.

COM 8.2.2 Reviews, and approves or rejects, procedures and applicants for Life Member and Life Fellow in accordance with established criteria.

COM 8.2.3 Reviews all nominations for Fellow or Life Fellow and makes recommendations (including the written citation) for election by the Executive Board.

COM 8.2.4 Develops and maintains the detailed qualifications for admission of Senior Members, Life Members, Life Fellows and Fellows.

COM 8.2.5 Develops and maintains forms and procedures for processing applications for Senior Members, Life Members, Life Fellows and nominations for Fellow or Life Fellow.

COM 8.3 Organization & Administration

COM 8.3.1 The Admissions Committee is a standing Committee of the Past President's Department.

COM 8.3.2 The Committee has at least twelve members at the beginning of each Society year. The President makes the necessary number of appointments prior to the end of his or her term to provide for this number. If vacancies occur during the year, they are not filled until the beginning of the next Society year.

COM 8.3.3 The normal term is three years, but appointments can be made for terms of one or two years. At least two members with no prior service on the Committee must be appointed each year for normal three year terms.

COM 8.3.4 Committee members may serve no more than eight years on the Admissions Committee and must be Fellows.

COM 8.3.5 The President appoints a Chair, for the following year, prior to the end of his or her term as President. The Chair must have at least three years of service on the Committee, and may serve for no more than two years.

COM 8.3.6 The Executive Director appoints a member of the Professional staff to serve as Secretary of the Committee. This person is not a member of the Committee and does not vote on Committee matters.

COM 8.3.7 The Chair is authorized to call meetings, to conduct business of the Committee by mail, and to administer the Committee's affairs in accordance with the policies and procedures of the Society.

COM 8.3.8 Notices of all meetings and copies of minutes are mailed by the Secretary to all Committee members. When Committee action is taken as the result of correspondence rather than a meeting, such action is communicated to the full Committee by the Chair.

COM 8.3.9 Periodic reports of the Committee's activities are made by the Chair to the Past President. A written annual report is submitted to the Past President by August 1.

COM 8.3.10 Official files of correspondence and records are maintained confidentially by the Secretary.

COM 8.3.11 The administrative expenses of the Committee are budgeted in the annual allotment to the Past President's Department.

COM 8.4 Procedures for Filing Senior Member Applications

COM 8.4.1 New Member Applicants

Applications are sent to ISA Headquarters. Each applicant is immediately put on the society roll and the Section is notified. Applications for Senior grade are directed to the Secretary of the Admissions Committee. Upon approval, the Section and the Member are notified of the grade status.

COM 8.4.2 Advance in Grade to Senior Member by Present Members

Applications are sent to ISA Headquarters and forwarded to the Admissions Committee Secretary.

COM 8.5 Review of Senior Member Applications

COM 8.5.1 The Secretary of the Admissions Committee reviews all applications and, if necessary, requests additional information from the applicant.

COM 8.5.2 The Secretary screens the applications, dividing them into those who obviously meet requirements; those who obviously do not meet requirements; and those who are borderline. In all cases where it would be helpful in making a decision, and generally in the case of a new member, the Secretary requests additional information or references from the applicant.

COM 8.5.3 The Secretary processes all requests from applicants that clearly qualify and rejects those who are clearly ineligible. Questionable applications for Senior grade are forwarded to the Committee Chair at least monthly for acceptance or rejection.

COM 8.5.4 The Chair may make a final determination of acceptance or rejection of questionable applicants.

COM 8.5.5 The Chair informs the Secretary of the decision on each applicant, and the Secretary notifies the member and the Section of the decision.

COM 8.5.6 In any case in which the applicant is denied Senior grade, the applicant may appeal to the Admissions Committee in writing or in person. If the applicant is not satisfied with the decision, further appeal may be made to the ISA Executive Board through the Society President.

COM 8.5.7 Whenever necessary to evaluate the qualifications of an applicant, references will be requested to provide supporting information on the applicant's qualifications. In the event of questions by the Admissions Committee or the Society President, the applicant may be requested to propose additional references. In all cases on which they are required to rule, the Admissions Committee Chair or Society President will request letters from references.

COM 8.6 Procedures for Filing Life Member and Life Fellow Applications

Applications for Life Member and Life Fellow are sent to ISA Headquarters.

COM 8.7 Review of Life Member and Life Fellow Applications.

COM 8.7.1 The Secretary of the Committee reviews all applications and, if necessary, secures additional information from the applicant.

COM 8.7.2 The Secretary screens the applications dividing them into those who obviously meet the requirements; those who obviously do not meet the requirements; and those who are borderline.

COM 8.7.3 The Secretary processes requests from applicants that clearly qualify or rejects those that do not qualify. All questionable applications for Life Member and Life Fellow are forwarded to the Committee Chair at least monthly for acceptance or rejection.

COM 8.7.4 The Chair may make a final determination of acceptance or rejection of questionable applicants.

COM 8.7.5 The Chair informs the Secretary of the decision on each applicant, and the Secretary notifies the member of the decision. The respective Sections are notified of all advancements in grade.

COM 8.7.6 In any case in which the applicant is denied Life membership, the applicant may appeal to the Admissions Committee in writing or in person. If the applicant is not satisfied with the decision, further appeal may be made to the ISA Executive Board through the Society President.

COM 8.8 Procedures for Filing Fellow Nominations

COM 8.8.1 Nominations are sent to the Secretary of the Admissions Committee at ISA Headquarters. At the Secretary's discretion, and if time permits, additional qualifying information may be solicited from the nominator prior to the nomination deadline.

COM 8.8.2 Nominations which are in order, but which arrive after the announced deadline, are processed and judged in the next Fellow election, and the nominator is notified by the Secretary. If they are not in order, the Secretary advises the nominator of corrective action required to make the nomination eligible for consideration in the next Fellow election.

COM 8.8.3 All nominations which arrive on time, and which clearly meet all the basic requirements, are distributed to the Committee for judging in accordance with pre-established procedures.

COM 8.8.4 In the event there are questionable nominations, the Secretary will discuss them with the Chair prior to making the distribution. They may be included in the distribution or declared ineligible, and processed accordingly.

COM 8.8.5 The Chair advises nominators of any nominations considered unsatisfactory for judging.

COM 8.9 Review of Fellow Nominations

COM 8.9.1 The Committee reviews nominations for Fellow on the basis of qualifications set forth in the Society Bylaws. (See Bylaws, Article IV, Paragraph 3d)

COM 8.9.2 All nomination forms are reviewed and judged by the Committee before the Executive Board meeting that is held during the Spring Leaders Meeting. Fellows cannot be elected solely by the votes of absentee ballots. Fellows are elected both (1) by the majority of Admissions Committee votes cast, including absentee votes, and (2) a majority of votes cast by the committee members present at the Admissions Committee meeting. A majority vote is required for endorsement of the nomination to the Executive Board.

COM 8.9.3 The name and citation for each nominee endorsed by the Committee are submitted by the Past President to the Executive Board for final action.

COM 8.9.4 Senior Members elected to Fellow and their nominators are notified by the President as soon as possible following Executive Board action.

COM 8.9.5 The nominators of Fellow candidates not elected are notified by the Committee as soon as possible following the action, and nominations are returned to the nominator.

COM 9 Committee on Engineering, Science, and Technology Policy

COM 9.1 ISA - Public Policy Mission Statement (Adopted by the Executive Board on 11 September 2001)

The public policy goal of ISA – The Instrumentations, Systems, and Automation Society is to serve the public, and the instrumentation, systems, and automation professional community, by:

- Promoting instrumentation, systems, and automation excellence through public policy activities;
- Developing instrumentation, systems, and automation positions on public policy issues;
- Integrating and focusing local, state, national, and global ISA resources to impact public policy efficiently and effectively;
- Maintaining a quick response capability for short notice issues;
- Undertaking agenda-setting and pro-active public policy activities;
- Educating and assisting public policymakers to better understand the instrumentation, systems, and automation impacts of legislative and regulatory proposals;
- Providing coalition-building leadership in order to increase the impact of ISA's public policy positions;
- Promoting the understanding and participation of ISA members in public policy activities.

COM 9.2 How ISA Develops Public Policy Positions

COM 9.2.1 Why does ISA make policies? In order to fulfill the commitments of its public policy mission, the Executive Board of ISA established procedures for its members to develop a consensus on professional, technical and educational issues of concern to the instrumentation, systems, and automation community. Policy documents produced by this process are the basis for any statements made on behalf of the Society to government bodies such as Congress and federal regulatory agencies, media and to the public.

COM 9.2.2 Who oversees the policy development process? The ISA Committee on Engineering, Science, and Technology Policy (ESTP), consisting of nine members, acts as the oversight body of the policy development process, and is responsible for coordinating proposed Policy Statements, Position Papers and Resolutions from the originators to the Executive Board. Final approval of all ISA policies is the responsibility of the Executive Board. The Board will decide on policy issues to set broad direction for the Society. Policies should generally dwell on the "what" - the value, belief, philosophy, and position - rather than the "how."

COM 9.2.3 What issues warrant an ISA Policy? Policy issues are matters of broad or general concern to the instrumentation, systems, and automation profession, or a significant subset of the profession, and the public. Society policies should pertain to professional values, beliefs, and philosophy. Society policies should reflect the best advice of the profession on a matter of public interest and should not simply promote a particular point of view. Above all, Society policies should refrain from partisan political viewpoints. The Executive Board will ultimately decide on policy issues to set a broad direction for the Society.

COM 9.2.4 What is a policy document? A Society policy must be prepared in one of three standard formats, depending on the nature of the policy: a policy statement, a position paper or a resolution. Prior to developing a new proposal, members should examine existing policies to determine whether a new policy document is needed, whether it conflicts with existing documents, and whether it is an issue of broad concern to instrumentation, systems, and automation professionals. The purpose of the policy and the intended length of its life will determine which of the three formats should be followed:

- A policy statement is a broad overview of policy on a topic of continuing concern to instrumentation, systems, and automation professionals. The nature of the issue usually is one that will not change materially during a three-year period. A policy statement should include a clear definition of the policy, an analysis of the issue that led to the development of the policy statement, and a rationale for involvement of the Society in the issue.

- A position paper is a more specific examination of an issue. It may deal with subsets of a broad policy statement, and is appropriate for a two-year period before being reviewed. It should include the position, the issue analyzed, and the rationale for ISA involvement.
- A resolution is a short term or interim position of the Society. It is intended to respond to an immediate concern or a specific event for a time frame of not longer than one year. It should include one or more clauses that outline the details of the issue and the reasons for concern of the Society, and one or more "resolved" clauses that state the specific position of ISA on the topic.

COM 9.2.5 Who develops the policies? The Executive Board has empowered the ISA Committee on Engineering, Science, and Technology Policy (ESTP) to establish policy subcommittees that report to the Board through the ESTP. The subcommittees are composed of at least five members, appointed by the President, who have professional expertise relative to specific public policy issues of concern to instrumentation, systems, and automation professionals. These subcommittees are in existence for the time period for which a specific issue is relevant to the Society. In addition to these policy subcommittees, individual members, district councils, technical divisions, directors and officers may and should be participants in the policy development process. Along with the ISA staff, ESTP will make every effort to ensure that every appropriate component of the Society has an opportunity to comment on proposed policy documents. However, the ESTP must balance the desire to provide an opportunity for comment with the need for timely consideration of an issue.

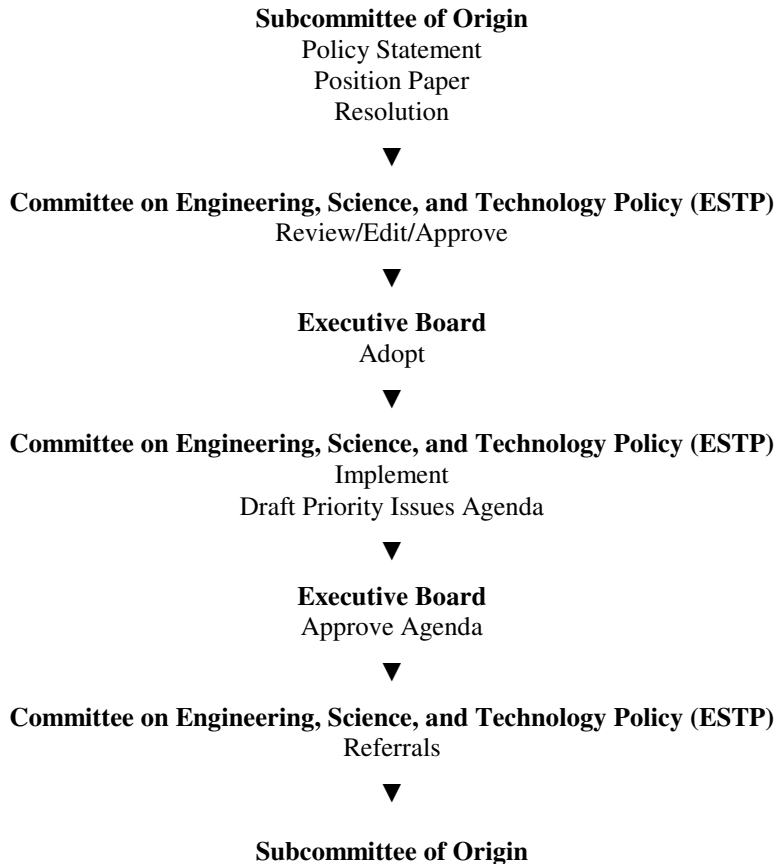
COM 9.2.6 How are policies approved? After approval by the originating subcommittee, the proposed policy documents are sent to the ESTP. The ESTP makes the determination whether a proposed Policy Statement, Position Paper or Resolution should be presented to the Executive Board. The Executive Board may reject the policy proposal, remand the proposal to the originating entity for further work, approve the substance of the proposal as official policy while returning it to the ESTP for further editorial review, or approve the proposal as presented. The Executive Board has independent authority over the policy process and may rescind any existing Policy Statement, Position Paper or Resolution. An important function of the ESTP is the ongoing reassessment of existing Policy Statements, Position Papers and Resolutions on 3 year, 2 year and 1 year cycles respectively. The ESTP routinely refers policy documents to the subcommittee of origin for review of the continued relevance of the subject and for recommendation for possible rescission, revision, clarification, or incorporation into a new policy proposal. This review process enables the Society to respond to changing needs in a timely manner. Occasionally a pending issue of vital importance requires a response or public statement by the Society on short notice. The ESTP may accelerate the review and approval process by submitting the approved policy statement to the Executive Committee of the Board, which has authority to act when the full Board is not in session. Executive Committee actions must be ratified by the full Board at its next meeting.

COM 9.2.7 What happens to policies after they're approved? Once the Executive Board approves a Policy Statement, Position Paper or Resolution, it must be formally announced to the membership and made known to the public. A brief summary of Board-adopted policy documents is published in ISA News and Views. The Executive Director's office maintains a permanent file of all ISA policy documents. A compilation of the full text of all ISA policies is distributed each Fall to the Executive Board, members of the ESTP, members of policy committees and any individual submitting a request. Full texts of all policy documents are also posted to the ISA Web Site.

COM 9.2.8 Who uses the policies? The ISA staff and members of the Executive Board monitors all areas of public affairs in which the Society might appropriately issue statements or positions. When an opportunity arises for the Society to present the professional and technical judgment of its members, the staff refers to the Society's official policy documents for guidance. All statements, testimony, and submissions made on behalf of the Society must be consistent with Board approved policies. The staff is guided in these activities by the ESTP, which is responsible for coordinating the government affairs activities of national significance to instrumentation, systems, and automation professionals. The ESTP also develops an annual priority issues agenda, which is submitted to the Executive Board for adoption each year. Subsequently, the ESTP compares this list of issues with existing ISA policy documents to determine which policies need revisions or rescissions, and when new policies need to be developed on specific issues. After this review, the ESTP refers the existing policy to the originating subcommittee for further work and

refers new issues to the appropriate entities for policy development. The ESTP completes the process by promoting policies and developing strategies for accomplishing Board-adopted policy goals.

COM 9.2.9 Policy Development Process



COM 9.3 Committee on Engineering, Science, and Technology Policy Charge

The charter of the ISA Committee on Engineering, Science, & Technology Policy is to advise the ISA Executive Board on, and to provide leadership to, Society activities directed toward any Society activities that would position ISA as an information resource and advocate for instrumentation, systems, and automation in government policy matters such as technology, certification, or regulatory policy. Further, the committee will actively seek cooperation with other organizations to build a strong, unified voice for instrumentation, systems, and automation. in society throughout the world. Specific responsibilities include, but are not necessarily limited to the following:

- Promote understanding, at all levels of policy decision-making, of those issues that affect the well-being of the instrumentation, systems, and automation. research, development, engineering, and application communities world-wide;
- Promote and support Society activities aimed at developing government-industry-university interaction and joint projects of mutual interest and benefit;
- Advise the Executive Board and other Society groups on ways to expand the Society's role in public policy matters;

- Provide the Society leadership with current information on new initiatives and changes in both national and international governmental policies that might impact the Society's current and future activities;
- Consider relevant matters in all parts of the world, taking into account the level of ISA's activities and membership in each area and the ability of the Society to play an influential role in that area; and
- Recommend, oversee, and execute as authorized by the Executive Board, specific actions the Society should take in the area of technology policy, including advocacy activities, technology transfer activities, and other topics that are within the Committee's charter and that are within the limitations of ISA's 501(c)(3) not-for-profit United States corporate status, or the laws governing such organizations within other countries where ISA may conduct its activities.

COM 9.4 Committee on Engineering, Science, and Technology Policy Organization

The ESTP shall have nine Society members, appointed by the President and ratified by the Executive Board:

- 2 District Vice Presidents (from a slate of at least 3 nominees from the Board of District Vice Presidents)
- 2 Department Vice President (from a slate of at least 3 nominees from the Board of Department Vice Presidents)
- 5 Members at large (not serving as incumbents or elects on the Executive Board, District Board, or Department Board) appointed by the President

plus two ex officio members:

- President-Elect Secretary
- Executive Director

Members shall be able to take global (multi-national) perspectives on issues and topics of general importance to science and engineering, and instrumentation, systems, and automation in particular. Members shall include representatives from around the world who are conversant with national and international issues. To the greatest extent possible, members shall reflect a balanced representation from university, industry, and government organizations.

Committee members serve for two years and are eligible for re-appointment for a total of three terms. The Chair of the Committee is appointed from among the members by the President-Elect Secretary, with approval by the Executive Board, for service during the following year.

COM 9.5 Policy Subcommittees Charge

Each policy subcommittee shall study needs, proposals, and legislation related to public policy in its area of concern, compile supporting data on policy positions utilizing Divisions and committees of the Society as well as liaison with other organizations; and advise the Executive Board, through the ESTP on policies of the Society in its area of concern, and the issuance of any public statement on behalf of the Society.

COM 9.6 Policy Subcommittees Organization

Each policy subcommittee shall consist of at least five Society members, at least one whom shall be a Member of the Executive Board and serve as the Board Contact Member. The other policy subcommittee members shall have demonstrated expertise in the subcommittee's area of concern. Policy subcommittee members shall include a representative of the relevant Society unit (e.g., Division) with interest in the policy area. All policy subcommittees shall report to the Executive Board through the ESTP.

COM 10 Society Officer Search Committee (Added 12 June 2002)

COM 10.1 OBJECTIVE

The Society Officer Search Committee is charged with the responsibility to identifying candidates and submitting nominations for the offices of President-elect Secretary and Treasurer. The Committee may also identify candidates and submit nominations for other Board level offices of the Society.

COM 10.2 DUTIES

COM 10.2.1 Committee members make themselves knowledgeable of the needs of the Society as a whole and of the requirements needed to fulfill Board level offices of the Society.

COM 10.2.2 Committee members actively solicit identification of candidates from Sections, Districts, Divisions, and other Society units to assure a full and acceptable slate of candidates for the Committee.

COM 10.2.3 The Committee shall submit the following to the Society Nominating Committee by the annual deadlines established by the Society Nominating Committee:

- at least one and preferably two nominees for the office of President-elect Secretary,
- at least one and preferably two nominees for the office of Treasurer,
- at the Officer Search Committee's discretion, one or more candidates for Department Vice President elect of any Department.

In addition, the Committee may, at its discretion, submit one or more nominees for District Vice President elect to a District Nominating Committee.

COM 10.2.4 Committee members must respect the confidentiality of the search and nomination process.

- The names of the potential candidates may be divulged at the close of the search period at the direction of the committee chair.
- The names of nominees submitted to the Society Nominating Committee may not be divulged by the members of the Society Search Committee at any time.
- The discussions, debate, and qualifications of the potential candidates and nominees should not be revealed to others before, during, or after the Committee deliberations.

COM 10.2.5 It is inappropriate for an individual member of the Officer Search Committee to endorse a candidate for a Society Officer position (i.e., in writing, speaking on their behalf to the Nominating Committee, or any other indication of public support).

COM 10.3 ORGANIZATION

COM 10.3.1 The Society Officer Search Committee is a standing committee of the Executive Board within the Past President's Department

COM 10.3.2 The Committee consists of the following voting members:

- A minimum of two and a maximum of four former District Vice Presidents selected by the Board of District Vice Presidents,
- A minimum of two and a maximum of four former Department Vice Presidents selected by the Board of Department Vice Presidents,
- A minimum of two and a maximum of four former Society Officers selected by the ISA Executive Committee.

A staff representative, designated by the Executive Director with agreement from the Nominating Committee Chair, serves as the nonvoting Committee Secretary.

The Committee members are selected biennially for a two-year term; however, the longest continuous period a person may serve on the Committee is four years.

Committee members may not serve as an officer or officer-elect of the Society nor serve on the ISA Nominating Committee while a member of this Committee.

COM 10.3.3 The Committee annually selects from among its members a Chair at the Fall Leaders Meeting to serve for the next calendar year.

COM 10.4 PROCESS

COM 10.4.1 A quorum of the Officer Search Committee consists of a majority of the Committee members.

COM 10.4.2 The Officer Search Committee meets during the Leaders Meetings.

COM 10.4.3 No proxies are permitted and only Committee members present at the meeting are permitted to vote.

COM 10.4.4 Members of the Committee, in their deliberations, represent the entire Society rather than geographic or functional interests. They should strive for consensus in the selection of candidates for nomination for the privilege and honor of Society office.

COM 10.4.5 To properly identify candidates and propose nominees, Committee members should be familiar with the qualification requirements and duties of Society officer positions (see Bylaws and COM 9 of the Executive Board MOP).

COM 10.4.6 The Committee annually will affirm its process for soliciting and debating the merits of candidates to be submitted to the Society Nominating Committee. This process will be publicly available through the communication efforts of the PDD Leadership Development Committee and will be documented in the Officer Search Committee minutes of the annual Spring Leaders Meeting. At a minimum, the process will address how:

- the Committee will solicit candidates widely and publicly from the entire Society and membership,
- information about the candidate qualifications is collected, considered, and evaluated,
- the Committee will conduct its meetings,
- the final candidates are selected for submission to the Society Nominating Committee,
- the candidates are contacted to confirm willingness to serve in the office if selected,
- the Committee will assure confidentiality of its deliberations.

COM 10.4.7 By the deadline established by the Society Nominating Committee, the Chair of the Officer Search Committee submits to the Chair of the Society Nominating Committee, the list of candidates for President-elect Secretary and Treasurer, and any Department Vice President elect positions so recommended by the Officer Search Committee. The information submitted shall include the candidate qualifications, reasons for recommendation by the Officer Search Committee, and affirmation by the candidate of a willingness and ability to serve.

6.0 PRESIDENT (PRE)

PRE 1 Objective

To lead the Society in the formulation and execution of its programs to attain the Society objectives of advancing the science and technology of instrumentation and rendering service to its Members.

PRE 2 Duties

PRE 2.1 Presides at all annual and special meetings of the Society and at all meetings of the Executive Board, Executive Committee and Council of Society Delegates Meeting as a whole. (See Bylaws, Article X, Paragraph 5)

PRE 2.2 Represents the Society to the membership and to the public.

PRE 2.3 Visits and participates in as many Society events as possible.

PRE 2.4 Exercises general supervision over all officers who are accountable to the President for performance of their duties. May assign projects or studies to any officer, Division or Committee, as the President or Executive Board deems desirable.

PRE 2.5 Appoints the Chairs and supervises the work of the President's Department committees.

PRE 2.6 In the event a special election is necessary to fill a vacancy in the office of the District Vice President, the President directs the Nominator of the District to conduct an election as soon as feasible. (See Bylaws, Article X, Paragraph 4.d.)

PRE 2.7 Responsible for interpreting and enforcing the Society's Bylaws. Where an interpretation of the Bylaws is challenged, the President may request an ad hoc committee of former Society Presidents to resolve the issue.

PRE 2.8 Sends additional nominations (any made by petition to the President beyond the nominees submitted to the Past President by the Society Nominating Committee) to the Council of Society Delegates at least 21 days before the election date. (See Bylaws, Article XI, Paragraph 1d)

PRE 2.9 Does not normally vote at meetings where presiding, but may vote in case of a tie at Executive Committee and Executive Board meetings. Presides and serves *ex-officio* on the Council of Society Delegates with no vote.

PRE 2.10 Serves as the principal officer who, on behalf of the Executive Board, is responsible for monitoring the management of Society Headquarters. In fulfilling this responsibility, the President:

- Negotiates for the employment of an Executive Director and for continuing employment conditions. May recommend to the Executive Board the disciplining or removal of the Executive Director.
- Holds the Executive Director responsible for all Headquarters activities defined in Bylaws, Article XVI. Delegates complete operating authority to the Executive Director, including the selection, employment, and supervision of the entire Staff.
- Evaluates the performance of the Executive Director and the overall performance of the Headquarters Staff and, when necessary, authorizes changes.
- Controls, with the Treasurer, the financial transactions of the Executive Director by requiring accounting procedures, audits, and monthly reports which will continually reflect the financial condition of the Society.

PRE 2.11 Submits a written Annual Report at the annual meeting of the Society and of the Council of Society Delegates. The report is made on behalf of the President and on behalf of the Council of Society Delegates. (See Bylaws, Article X, Paragraph 5a)

PRE 2.12 Exercises the powers of office provided by law for the President of a North Carolina nonprofit corporation.

PRE 3 Appointments

PRE 3.1 Presidential Appointments

The President normally makes the following appointments for Board approval at the Spring Leaders Meeting for terms beginning in January when taking office as Past President. Other appointments are made as required throughout the President's term.

PRE 3.1.1 Honors & Awards Committee

The President normally makes a minimum of two appointments-at-large, plus the latest available past Department Vice Presidents to assure that all Departments are represented. One of the appointments-at-large should be the Chair, who traditionally is the retiring Past President. Appointees must be former Board Members, Honorary Members or past Division Directors, Fellows or Former ISA International Regional Chair. (See H&A) *(Modified June 2001 to insert "past" before "Department Vice Presidents.")*

PRE 3.1.2 Admissions Committee

The President makes appointments as needed to bring Admissions Committee membership up to twelve at the beginning of the Society year. The normal term is three years, but appointments can be made for terms of one or two years. At least two members with no prior service should be appointed each year for normal three year terms. Members of this committee must be Fellows.

The Chair is appointed annually, must have had at least three years of service on the Committee and may serve for no more than two years. In most cases, Chairs have been former Presidents.

PRE 3.1.3 Other appointments

The President will make other appointments as determined by the Executive Board or within the inherent powers of office. (Added October 1999).

7.0 PRESIDENT-ELECT SECRETARY (PES)

PES 1. Objective

To prepare for assuming the responsibilities of Society President, while participating in policy formulation and acting as Society Secretary.

PES 2. Duties

PES 2.1. Serves as a voting member of the Executive Board and Executive Committee, and shares in the determination of Society policies and plans. Responsible for the content of the minutes and agendas of Executive Board and Executive Committee Meetings as drafted by the Executive Director.

PES 2.2. Visits and participates in as many events as feasible, in consultation and coordination with the President, to represent the Society to the membership and the public. These events include Section and Division activities; Section Charter presentations; District Council meetings; and various technical, administrative and social functions of ISA Conferences & Exhibits.

PES 2.3. Serves as the Officer principally responsible for Society long-range planning.

PES 2.4. Acts as Secretary of all meetings of the Council of Society Delegates and performs other duties delegated to him or her by the Executive Board.

PES 2.5. Submits a written report at the Annual Meeting of the Council of Society Delegates outlining objectives and programs for the coming year. (See Bylaws, Article X, Paragraph 5b)

PES 2.6. Communicates, as Secretary, with the membership.

PES 2.7. Plans, with the President, for orientation of other Society leaders.

PES 2.8. Authorizes use of the Corporate Seal of the Society for appropriate documents.

PES 2.9. Serves as an *ex-officio* member of the President's Industry Advisory Committee.

PES 2.10 President-elect Secretary Appointments

The President-elect Secretary normally makes the following appointments for approval of the Executive Board at the Fall Leaders Meeting for terms beginning January when taking office as President.

PES 2.10.1 ISA Annual Event Honorary Chair.

Made as early as possible by the President-elect Secretary for the ISA Event that will be held during the officer's term as President. (See C&E 6.3.1)

PES 2.10.2 President's Industry Advisory Committee

The Committee has a minimum of eighteen members appointed for three-year terms. The incoming President appoints at least six members, maintaining a broad cross-section of the industry geographically, by size and in terms of diverse product lines. The incoming President appoints a Chair to a one-year term and the Chair normally is reappointed to a second term. A Vice-Chair is appointed during the Chair's last term to prepare to serve as Chair.

PES 2.10.3 Executive Board Parliamentarian

The Parliamentarian is appointed annually by the incoming President to assist the Board Members in complying with the Bylaws and parliamentary procedure. The Parliamentarian serves as a non- voting member of the Executive Board.

PES 2.10.4 Presidential Assistants

Assistants deemed necessary by the President are appointed annually and may be reappointed.

PES 2.10.5 Speakers Directory Advisory Committee

Chair is appointed annually by the incoming President and may be reappointed.

PES 2.10.6 Other appointments

The President-elect Secretary will make other appointments as determined by the Executive Board or within the inherent powers of office.

(Modified and relocated from Section PRE 3 by Board action October 1999)

8.0 PAST PRESIDENT (PP)

PP 1 Objective

To assist the President and Executive Board in attaining Society objectives and to direct the activities of the committees in his or her Department.

PP 2 Duties

PP 2.1 Supervises the plans and programs of the following standing committees in the Past President's Department: Society Nominating Committee, Honors & Awards Committee, and the Admissions Committee. (Modified October 1999)

PP 2.2 Serves as a voting member of the Executive Board and the Executive Committee and brings experience to bear on Society plans, policies and programs.

PP 2.3 Assists the President by visiting ISA Sections and Divisions and by undertaking special assignments.

PP 2.4 Requires the Society Nominating Committee to submit their nominees to them in time for the list of nominees to be published in such Society publication as the Executive Board directs and in time to be submitted to the members of the Council of Society Delegates at least 30 days before the next meeting of the Council.

PP 3 Organization & Administration

PP 3.1 The Past President succeeds to this office from the Presidency for a one-year term but may serve an additional year, or portion thereof, if the succeeding Past President(s) are unable to serve.

PP 3.2 The Past President is accountable, through the President, to the Executive Board and the Council of Society Delegates for the proper performance of regular and assigned duties.

PP 3.3 The Past President may assume the duties of President in the event of a vacancy of both the President and the President-elect Secretary. (See Bylaws, Article X, Section 4.b.)

9.0 TREASURER (TRE) (Revised February 2002)

TRE 1 Objective

To maintain the Society's financial condition on a continually sound basis by providing general supervision over the financial affairs of the Society and promoting fiscal responsibility to all entities of the Society.

TRE 2 Duties

TRE 2.1 The Treasurer serves as a voting member of the Executive Board and its Executive Committee and shares in the determination of Society policies and plans.

TRE 2.2 In accordance with the Society Bylaws, the Treasurer is the chief financial officer of the Society and keeps, or causes to be kept, complete records of all monies received and disbursed by or on behalf of the Society using Generally Accepted Accounting Principles (GAAP). The Treasurer reports to the Executive Board, whenever requested, the financial condition of the Society. The Treasurer supervises the Committees of the Treasurer's Department and performs other duties delegated to him or her by the Executive Board. The Treasurer submits a written annual report at the Annual Meeting of the Society and at the meeting of the Council of Society Delegates. The Treasurer's report includes an interim report for the current fiscal year as well as the proposed budget for the next fiscal year. (See Bylaws, Article X, Paragraph 5f)

TRE 2.3 The Treasurer and any others who may have access to the funds of the Society, as determined by the Executive Board, shall be covered by a fidelity bond or insurance issued by a qualified company at the expense of the Society. (See Bylaws, Article XIX, Paragraph 2)

TRE 2.4 The Treasurer oversees the establishment of such bank and other financial accounts for the deposit and disbursement of the Society's funds as authorized by the Executive Board. (See Bylaws, Article XIX, Paragraph 3)

TRE 2.5 All instruments or orders for the payment, transfer between, or withdrawal of funds from these accounts must be made or signed by one or more officers or staff members authorized by the Executive Board under such conditions and policies established by the Executive Board. (See Bylaws, Article XIX, Paragraph 3)

TRE 2.6 The Treasurer sees that a summary of the approved Annual Budget and of the Annual Financial Statements is published in such Society publication as the Executive Board directs. (See Bylaws, Article XIX, Paragraph 5)

TRE 2.7 The Treasurer assures that the Society's accounting records and procedures are adequate for audit and report purposes, and for making financial reports to the Finance Committee and Executive Board in such form and with such frequency as they may direct.

TRE 2.8 The Treasurer sees that an audit of the Society's financial records is conducted annually.

TRE 2.8.1 The Treasurer solicits proposals for audit services at least every five years.

TRE 2.8.2 The Treasurer selects and recommends to the Executive Board a firm of Certified Public Accountants to serve as Society auditors for the current fiscal year, and distributes their annual audit report to the Executive Board.

TRE 2.8.3 The Treasurer shall participate in the annual audit "closing conference" to receive the annual audited financial statement report and the Treasurer and the Executive Board shall be the addressees for the "management letter" from the Society auditors.

TRE 2.9 The Treasurer recommends accounting standards to the Executive Board dealing with inventory practices, capital expenditures depreciation, investment of funds, new revenue-producing activities, and such other financial matters that may have current and future impact on the finances of the Society.

TRE 2.10 The Treasurer, Executive Director and Staff Directors are authorized to execute any financial transaction or documents required for the conduct of the Society's ordinary and necessary business, including establishing lines of credit in the name of the Society.

TRE 2.11 The Treasurer shall make an annual financial report to the Executive Board. This report shall be made at the first Executive Board meeting of the calendar year and shall include (at a minimum):

- a review of the organization of the Treasurer's Department, identifying roles and responsibilities
- a review of the Society's current financial situation, highlighting significant events, opportunities and concerns
- a review of the fiduciary responsibilities of the Executive Board.
- a discussion of the Society's financial operations and procedures including the budget process.

TRE 3 Organization & Administration

TRE 3.1 The Treasurer is elected by the Council of Society Delegates for a term of two years and is eligible for re-election. (See Bylaws Article X, Paragraph 3c)

TRE 3.2 The Treasurer is accountable, through the President, to the Executive Board and Council of Society Delegates for the proper performance of his or her regular and assigned duties.

TRE 3.3 The Finance Committee and Investment Committee are standing Committees of the Treasurer's Department, and report to the Treasurer. Accordingly, a candidate for the Chair of the Finance Committee and a candidate for Chair of the Investment Committee is selected by the Treasurer, and the Treasurer recommends these individuals to the Executive Board for approval. Further, the Chairs of these Committees with the Treasurer select the respective members of the Finance Committee and the Investment Committee.

TRE 4 Budget Process

TRE 4.1 Roles - The ISA Executive Board has ultimate responsibility to approve the annual budget, and the Staff has the responsibility to implement the budget plan. The development, timing and responsibilities for developing this financial plan are as follow:

TRE 4.1.1 Society Leaders (VP's, Directors and Elects):

Working with staff, develop an annual departmental activity plan with an 18-month (minimum) time horizon. This report must be completed according to the current planning schedule and should be reviewed by Strategic Planning before being incorporated in the proposed budget for Finance Committee review. This report is not a formal business plan, but should address the following:

- commentary on current performance vs. budget
- plans to change activities conducted within the department, with a forecast of financial implications
- programs or projects under development that will have budget implications in the next fiscal year.
- Identification of new opportunities affecting the department with a 3 year financial forecast
- Commentary on how value to members and the Society is being enhanced by both ongoing and new programs or projects

TRE 4.1.2 Staff:

- works with Society Leaders to develop the annual departmental activity plan (18 month time horizon)
- drafts annual operating budget based on the departmental plan. The activity plan plus the budget constitute the "annual business plan."
- working with Society Leaders, drafts budgets for new projects

- assures compliance with budgetary objectives, sound financial planning and with Society goals, objectives and priorities
- conducts the business of the Society in full compliance with the approved plan and strategic plan.

TRE 4.1.3 Finance Committee:

- reviews annual business plan with particular attention to the budget draft and periodic financial reports.
- prepares recommendations to the Treasurer
- calls the Board's attention to problems and opportunities
- conducts cost vs. benefit analyses on existing and new programs to develop recommendations to the Treasurer
- executes other actions as related to the budgeting process.

TRE 4.1.4 Treasurer:

- fulfills all fiduciary responsibilities specified in the Bylaws
- oversees and receives recommendations from the Finance Committee and Investment Committee
- serves as an advocate for adherence to financial policy and appropriate practices

TRE 4.1.5 Executive Board:

- shall approve the annual budget prior to the start of the fiscal year.
- approves additional programs that impact Society finances after giving consideration to existing programs that could be curtailed
- takes other actions as necessary to maintain the Society's financial integrity and budget surplus

TRE 4.1.6 Executive Committee:

- reviews budgets, additional programs and actions prior to Board action and makes recommendations to the Board.
- prioritizes additional programs having operating budgetary/surplus impact against current programs for the purpose of making recommendations to the Executive Board on how to adhere to the annual budget.
- identifies consequences of adopting actions for the current budget or postponing actions to the next budget cycle.
- Acts, within specified limits, in place of the Board between Board meetings.

TRE 4.1.7 Board of Department Vice Presidents

- reviews annual budget, additional programs and actions of the Departments prior to Executive Board action and makes recommendations to the Executive Board
- acts, within specified limits to make effective use of the Society's resources
- may approve changes in the various Department budgets to meet the strategic needs of the Society during a fiscal year without prior review or approval by the Executive Board as long as the overall budget change for all Departments does not increase by more than \$25,000.
- provides oversight of financial plan related to the Departments throughout business cycle.
- prioritizes additional programs having operating budgetary/surplus impact against current programs for the purpose of making recommendations to the Executive Board on how to adhere to the annual budget.
- identifies consequences of adopting actions for the current budget or postponing actions to the next budget cycle.

TRE 4.1.8 Board of District Vice Presidents

- reviews annual budget, additional programs and actions related to ISA's geographic units before Executive Board action and makes recommendations to the Executive Board
- acts, within specified limits established by the Executive Board to make effective use of the Society's resources
- may approve changes in the various District budgets to meet the strategic needs of the Society during a fiscal year without prior review or approval by the Executive Board as long as the overall budget change for all Districts does not increase by more than \$25,000.
- provides oversight of financial plan related to ISA's geographic units throughout business cycle.

- prioritizes additional programs having operating budgetary/surplus impact against current programs for the purpose of making recommendations to the Executive Board on how to adhere to the annual budget.
- identifies consequences of adopting actions for the current budget or postponing actions to the next budget cycle.

TRE 4.2 Approval Process

TRE 4.2.1 The Society fiscal year is the calendar year.

The elements of the approval process are:

- Society Leadership and Staff develop a business plan (activity plan and budget) draft
- The Finance Committee reviews the budget draft and makes recommendations regarding the budget to the Treasurer prior to review by the Executive Committee.
- The Executive Committee reviews the business plan draft and recommendations of the Finance Committee and Treasurer prior to recommending the plan to the Board.
- The Executive Board approves the annual business plan and budget at its last regular meeting prior to the start of the fiscal year.
- In the rare circumstance of material change in budget assumptions or business climate, subsequent budget amendment may take place prior to the beginning of the fiscal year. This action may take place via conference call, internet meeting, or any other means in addition to a physical meeting of the Executive Board.
- The budget must be finalized prior to the start of the fiscal year.

TRE 4.2.2 For the purpose of authorizing the Staff to make long-term contractual commitments needed to conduct business, the budget currently in effect will be considered as approved spending levels until a new budget is adopted.

TRE 4.2.3 Changes to the Approved Budget (revised October 2002)

- It is the intent of the Executive Board to operate within the approved operating plan and budget for the fiscal year. Changing a budget is an extremely rare and unusual event and is only done when there are extraordinary events of a material nature, such as mergers, acquisitions and/or the sale of a major activity.
- In the event the Executive Board approves a change in the operating plan and there is a financial implication as a result of that change, the Executive Board should give strong consideration to remove activity from the operating plan to the extent necessary to preserve the operating surplus in the approved budget.
- A 2/3 majority vote of the Executive Board is required to change an approved budget.
- Fiscal responsibility is a requirement of all Executive Board Members and therefore Treasurer's recommendations regarding any changes should be seriously considered on such matters.
- Funding for programs outside of the approved operating budget should be indicated as variances and identified on a separate report included with the monthly financials showing the name of the programs, where and when approved, and the affect on surplus, and the amount.
- In the event the Executive Board approves New Venture Investment projects to be funded from reserves after the annual budget has been approved, expenses for incumbent staff salaries, fringe benefits, and overhead that are shifted from operations will not result in an increase in operations funds available for other projects or activities.
- Each year the Finance Committee will establish the total amount of funds that ISA will make available in the next fiscal year as matching funds for contributions received by the ISA Foundation, where the Executive Board has authorized matching funds. The Finance Committee will establish this amount at the annual review of the draft budget for the next fiscal year. Approval for matching funds in excess of the limit set by the Finance Committee will require a two thirds majority vote of the Executive Board. **(Added 12 June 2002)**

TRE 4.3 Definitions **(Revised October 2004)**

- Total Surplus/(Deficit) - The revenue from all sources (including donations, investment income, and both realized and unrealized portfolio gains/losses), less all expenses for the year in consideration.
- Operating Surplus/(Deficit) - The total revenue from operating activities including investment dividends and interest net of investment expenses, excluding donations net of depreciation and portfolio gains/losses less all expenses from operating activities, except interest expense, for the year in consideration.

- Accumulated Surplus - The Total Assets less the Total Liabilities at the close of the Fiscal Year.
- Liquid Reserve - The sum of the Society's Current Assets and Long Term Marketable Securities less Current Liabilities, including utilized lines of credit, and endowment commitments reported in the Society balance sheet. (This specifically excludes all "hard" assets, such as real estate, fixed assets, etc. It is also reduced to the extent that commitments have been approved, but not expended, such as funding committed to NVI projects that has not yet been spent.) **(Revised June 2010)**
- Liquid Reserve Objective - One year's Total Operating Expense, based on the average of the 2 most recent years.
- Liquid Reserve Ratio - Ratio of Liquid Reserve to the average Total Operating Expense for the prior 2 years.
- Operating Activities – are typical and customary ISA business activities and services that are undertaken on a regular and continuous basis, year after year. The Society has, to some extent, the ability to influence the financial outcome of ongoing activities by the execution of plans and control and deployment of resources.
- New Venture Investment (NVI) Activities – have reasonable potential for positive impact on the Society, either as a member benefit, a financial benefit or a combination thereof. Is either a completely new product, service or area of NVI or is a significant enhancement or expansion of a current product and has a high risk/reward ratio typical of R&D projects. The duration of NVI activities are known and limited, typically 1 year in duration although they may extend beyond 1 year in unusual cases but limited to a maximum of three years. See MOP 5.1 below. **(Revised June 2010)**
- Ongoing Activities – are the combination of Operating Activities and NVI Activities.

TRE 4.4 Budget Objective **(Revised June 2010)**

The Society's overall financial objective is to establish and maintain a financial platform that will assure the financial health of the Society and support growth and other initiatives deemed important to the Society's mission and goals. This overall objective is achieved through budgeting for a consolidated, average annual Operating Surplus based on the following table.

Liquid Reserve Ratio*	<= 100%*	101% to 130%*	131%-160%	>160%
Operating Surplus (as % of Total Operating Revenue)	5%	3%	1%	0%

* - Ratio of Liquid Reserve to the average Total Operating Expense for the most recent completed fiscal year and the current fiscal year forecast.

- Any budget that doesn't meet the MOP surplus target should be approved by a 2/3 supermajority.
- Any deficit budget with a deficit less than 10% should require a ¾ supermajority.
- A unanimous vote for a deficit budget with a deficit greater than 10%

TRE 4.5 Budget Structure

TRE 4.5.1 Presentation of Income and Expenses -The Society budget should be presented as a consolidated budget comprised of:

- a budget including all activities under ISA Services, Inc.
- a budget including all activities that produce products and services sold to members and non-members. The funds needed to conduct these programs will be generated by their sales.
- a budget for new R&D Projects and Programs as defined and described in TRE 5.
- a budget including membership programs that are not intended to be self-supporting. The funds needed to conduct these activities will consist of three sources:
 - dues revenue
 - reimbursed expenses

- revenue produced by these activities
- from reserves, if available.

TRE 4.5.2 Source and Allocation of Operating Funds

The purpose of ISA revenue-producing activities is to generate funds to pay for programs and to maintain an adequate level of reserves. The Board will determine the amount of funds generated by revenue-producing activities to be allocated to the member benefits budget.

TRE 4.5.3 Format of the Budget Presentation

The budget draft shall include all known income and expenses associated with Board approved programs. The budget draft shall be presented to the Finance Committee, Executive Committee and Executive Board with:

- Comparative data from the current budget
- A forecast of results anticipated for the current fiscal year
- A description including the impact of programs anticipated during the next year, but not yet approved.
- Cash flow projections for the next year.
- Detailed analyses of any activities specified by the Treasurer.
- Identification of major capital expenditures that may be brought to the Board during the next 3 years.

TRE 5 New Venture Investments

TRE 5.1 Definition - “New Venture Investments,” as discussed in this section, are new activities that are thought to be worthwhile pursuing to fulfill the objectives of the Society and would result in an expenditure exceeding \$25,000 beyond the approved Annual Budget. The New Venture Investment Committee serves to review and prioritize New Ventures, to recommend or authorize action, and to monitor and audit projects in progress as described in SPL9. (Revised 10/2008)

TRE 5.2 Reporting

Upon approval of an NVI proposal, a tracking report will be developed to summarize revenue, expense, and progress against milestones. These reports will continue for the duration of the project and will be reviewed by the Finance Committee at all meetings. Financial results for these activities will be shown separately from Operating Activities on the Society income statement (or other supplemental attachments, as required) and thus, are not considered in measuring Society financial performance relative to the Operating Surplus target as specified in TRE 4.4. (Revised 10/2008)

TRE 5.3 Funding (revised 10/2008)

The Society is committed to provide financial resources for new venture investments to grow ISA’s membership, and influence and strengthen ISA’s business activities. However, this can only be done if the Society has sufficient financial strength and if a control discipline is in place. The financial discipline for this process is as follows:

- Funding may only occur if Liquid Reserves equal or exceed 100% of the yearly total Operating Expense, based on the average of the two most recent years.
- The total monies available to fund research and development activities will not exceed 20% of the amount by which the Liquid Reserve exceeds the average of the most recent completed fiscal year and the current fiscal year forecast Total Operating Expense. **(Revised June 2010)**
- No NVI funding will be available unless a break-even or surplus budget for the fiscal year is approved. **(Added June 2010)**
- No single project or program will receive more than 20% of the monies available without a specific supermajority vote (67%) of the Executive Board.
- Financial resources may only be committed for one year. Further, no project or project extension may be funded through NVI for more than 3 years. It is essential that this be communicated and documented with each approved proposal for the following reasons: **(Revised June 2010)**
 - No NVI funds will be available in subsequent years if the Liquid Reserve does not exceed 100% of the average of the most recent completed fiscal year and the current fiscal year forecast Total Operating Expense or if the budget calls for a deficit. **(Revised June 2010)**

- NVI projects are specifically not entitlements, therefore every program or project must be reevaluated every year (as are all other Society activities). The initial approval process does not guarantee subsequent year funding. **(Revised June 2010)**
- The measurement point for estimating the level of funds available in the Liquid Reserves for the next fiscal year is the latest balance sheet available prior to the Finance Committee's review of the draft budget for the next fiscal year.

**TRE 6 Travel Expense Reimbursement Policy
(Added August 2000, Revised February 2002)**

TRE 6.1 Preface

As a learned technical society, ISA expects that members who participate in the activities of the Society will normally be responsible for the expenses that they incur as part of their participation. In return, member participation contributes strongly to the professional growth of the member. Employers of ISA members benefit greatly by the professional growth of their employees. Because of these benefits to both employer and employee, it is expected that the member will be able to obtain travel cost reimbursement from his or her employer, his or her own funds, his or her local section or from other sources. ISA is under no obligation to provide travel assistance to any volunteer participating in Society activities.

ISA has developed this Society Policy to address those cases related to certain specific activities of the Society for which the member is not able to obtain funding for travel from his or her employer or other sources. The following criteria will be used for selecting Society activities for travel cost reimbursement:

- The activity is of vital importance to ISA.
- The number of available qualified members of the Society is significantly limited.
- It is necessary that the selection of participants not be influenced by the cost of travel.

TRE 6.2 PURPOSES

- To explain the budget and expense reimbursement relationship.
- To list the limits of expense reimbursements.
- To establish the rules of qualification for an expense reimbursement.
- To list the positions of eligibility for travel expense reimbursement.

TRE 6.3 Policy

TRE 6.3.1 The budget and expense reimbursement relationship.

- All funding for travel expense reimbursement shall be included in the annual budget of the Society. In selecting the timing and location of meetings, consideration shall be given to travel cost to ISA, travel cost to the member or his or her employer, and the time away from home or work required of the member. Meetings, which can be scheduled to take advantage of low, weekend air travel rates shall be encouraged. In addition, persons traveling to meetings are encouraged to find the least expensive practical means of travel where alternative fares are available.
- Control of reimbursed volunteer travel expense for ISA under this Society Policy is achieved by careful attention to the budget. During the preparation of the budget, each department is responsible for requesting travel support for each of the activities under its control through staff.
- A request for travel funds for a committee which does not report to a funded department should be prepared by that committee and sent to the Executive Committee before the date on which, according to the budget preparation calendar, budget requests are due from volunteer leaders. This is usually immediately following the Spring Leaders Meeting.
- When the Executive Board approves the annual Society budget, normally the last Executive Board meeting of the prior year, ISA travel support for activities covered by this Society Policy are established for that budget year.

- The total amount of funds available for inclusion in the budget for volunteer travel support exclusive of business activities and governance positions (Executive Committee, Executive Board, District and Department Vice Presidents, Region Chairs, Division Directors) will not exceed 0.4% of the annual revenue budget for the year unless authorized by a two-thirds majority vote of the Executive Board.

TRE 6.3.2 Basis for travel expense reimbursements.

TRE 6.3.2.1. Transportation

- Travel by air: Large discount fares with penalties are encouraged where the probability of cancellation is low. Penalties for cancellation will be paid where authorized by the staff Director, Finance and Administration. Otherwise, round trip coach should be utilized if available. When traveling internationally while working under United States government contract, a United States-flag air carrier should be used when practical. Ground transportation to and from terminals will be reimbursed.
- Travel by public ground transportation: Round trip rail and/or bus fare and local fares to and from terminals.
- Travel by private automobile: The mileage reimbursement rate for travel by private automobile is in accordance with U.S. Internal Revenue Service Guidelines, plus tolls and parking. However, for round trips in excess of 1600 kilometers (1000 miles), the reimbursement shall not exceed the cost of the lowest discounted coach airfare.
- Travel by rental car: Full costs may be included if no other transportation means are available and the cost is less than other public means of transportation (airfare plus taxi, bus, train, etc.). Class of rental car will be mid size or less. Car-pooling should be encouraged.

TRE 6.3.2.2. Other expenses.

Actual hotel room expenses at a mid level business hotel (Hilton, Marriott, Radisson, Sheraton, etc.) for each day at the meeting or on official Society business. Actual cost for meals will be reimbursed at a maximum of \$50 per day. Approval may be given for additional days if this results in an overall reduction in travel reimbursement. Expenses that exceed these prescribed levels require approval of the Society Treasurer.

TRE 6.3.2.3 Non travel related expenses.

Society officers performing governance duties may be reimbursed for telephone, postage, and other miscellaneous expenses as required by the office to fulfill the needs of the Society subject to the funding limitations described in 6.3.1.

TRE 6.3.3 Rules for Paying a Travel Expense Reimbursement.

TRE 6.3.3.1. Travel expense reimbursement may be paid by ISA under the following conditions:

- The person is not able to obtain funding elsewhere.
- The person is among those eligible to receive a travel expense reimbursement as defined later in this Society Policy.
- Funding for travel has been authorized and approved in the annual budget.
- A request for a travel expense reimbursement is submitted on an official ISA expense report form and in accordance with the rules related to that form.
- The travel expense reimbursement request form is approved by the ISA Director, Finance and Administration.
- Reimbursement is conditioned upon delivery by the volunteer to the officer responsible for the appointment of a comprehensive written report on the substance of the meeting or function and any implications for the conduct of the Society's activities within 30 days after the conclusion of the meeting or function.
- Expense claims with original receipts must be submitted to ISA Headquarters, attention Director, Finance and Administration, within 30 days from the end of travel. All expense claims must be finalized by January 31 of the following calendar year.

TRE 6.3.3.2 Travel reimbursements cannot be made after the department/officer has been notified that the travel budget has been exceeded.

TRE 6.3.4 Activities eligible for travel expense reimbursement.

Persons holding the following Society offices and participating in the following activities are eligible to receive reimbursement for travel expenses incurred in connection with the activity when funding from other sources is not available and ISA budget funds have been authorized.

Funding is limited to the stated amounts for Governance Activities in items TRE 6.3.4.1 through TRE 6.3.4.6 and for other Society activities in item TRE 6.3.4.7.

Activities eligible for funding are categorized into 4 types:

- **Society Governance** – to execute the oversight responsibilities of the governing bodies of ISA.
- **Intra-Society activities** – to accomplish tasks within ISA between various organizational units and affiliates.
- **Inter-Society meetings** – to attend meetings of outside organizations as an official representative of ISA provided such attendance serves the direct interests of ISA.
- **Business activity** – to provide direct support for an ongoing Society product or service that is undertaken as a business venture.

TRE 6.3.4.1

Executive officers fulfilling leadership responsibilities in conjunction with Executive Committee meetings, Executive Board meetings and other business travel undertaken in the best interest of ISA - **Type: Society Governance, Business Activity**

President, President-elect Secretary, Past President (Revised 25 October 2005)

At the beginning of the President-elect Secretary term, the officer receives a budget of \$60,000 for their 3-year term.

Treasurer

Annual budget is \$6,000

TRE 6.3.4.2

Executive Committee meetings not held in conjunction with Leaders Meetings - **Type: Society Governance**

Treasurer, District Vice President Representative, Department Vice President Representative

Annual budget collectively is \$15,000.

TRE 6.3.4.3 (Revised 12 June 2002)

Parliamentarian for attending Executive Board Meetings - **Type: Society Governance**

Annual budget is \$4,000

TRE 6.3.4.4 (Revised October 2008)

District Vice Presidents for serving the needs of their District and travel to Leaders Meetings - **Type: Society Governance, Intra-Society activities**

Annual budget is developed by staff to support each District VPs annual business plan subject to the Society's ability to achieve the mandated operating surplus.

TRE 6.3.4.5 (Revised October 2008)

Department Vice Presidents for serving the needs of their Department and travel to Leaders Meetings - **Type: Society Governance, Intra-Society activities**

Annual budget is developed by staff to support each Department VPs annual business plan subject to the Society's ability to achieve the mandated operating surplus.

TRE 6.3.4.6 (Revised October 2008)

Region Chair for serving the needs of his/her region (Latin America) - **Type: Intra-Society activities**

Annual budget is developed by staff to support each Regions annual business plan subject to the Society's ability to achieve the mandated operating surplus.

10.0 MEMBER SOCIETY OF ISA (MBS)

MBS 1 Definition

A Member Society is a formally structured and organized ISA entity for the exchange of technical information between and networking among members in a defined area of instrumentation, systems, and automation and related arts, sciences, and industries. Member Societies may represent all ISA activities within a defined sphere of influence: (1) within a country's national boundary; or (2) within an identifiable technical segment of the field of instrumentation, systems, and automation; or (3) within a sub-discipline of the field having applicability in different industries and functions. The latter two spheres should have the same international character, scope, and intent as ISA overall.

MBS 2 Objective

The objective of a Member Society of ISA is to govern and oversee the conduct of the affairs of the Member Society of ISA, consistent with the ISA bylaws and MOP, so that the affairs are integrated with and coordinated with other ISA affairs, both within the defined sphere of the Member Society and within ISA overall.

MBS 3 Responsibilities

MBS 3.1 Represent the interests of ISA Members within the Member Society to the ISA President and ISA Executive Board

MBS 3.2 Coordinate the preparation of annual business plans that define the scope of the Member Society's activities and financial budgets, and work with staff and leadership to integrate them with the rest of ISA's business plans.

MBS 3.3 Identify opportunities for new and enhanced ISA activities for the members and other customers of the Member Society.

MBS 3.4 Conduct and/or oversee the planning and execution of all ISA activities within the Member Society as assigned by the ISA Executive Board and as contained in approved business and strategic plans. Such activities can include definition of the Member Society governance structure, conduct of elections, and specific activities such as meetings, publications, education programs, and other activities that are under the direct control or oversight of the governance structure of the Member Society.

MBS 4 Organization & Administration

MBS 4.1 A board of elected members of the Member society serves as the senior direct oversight body. The name of this body is selected by the Member Society.

MBS 4.2 The President of the Member Society serves as the official link between the Member society and the ISA Executive board.

MBS 4.3 Formal documents (e.g., bylaws, operating procedures, etc.) for the Member Society outline policy, procedures and operational guidelines for the conduct of the member Society. These documents are subject to the review and approval of the ISA Executive Board.

MBS 5 Establishment

MBS 5.1 Member Societies are established by ISA members within a specific area of influence as defined in MBS 11.1, or by external organizations wishing to join the ISA family of Member Societies. The ISA Executive Board approves the charter of a Member Society, which shall include a sphere of influence, scope, mission, and bylaws.

The ISA Executive Board has the right to review and approve the Member Society's operating policies and procedures when it deems it to be necessary and appropriate to do so. The procedures for organizing a new Member Society and operating an existing Member Society are contained in this ISA MOP. The guidelines the Board uses to establish a Member Society include the following:

- **Uniqueness.** The Member Society must be an organization that unifies and serves the Community served by the Member Society. There should be no duplication at both the technical and geographic levels with other ISA Member Societies or other ISA organizational entities (e.g., sections, districts, or regions; technical divisions). However, if a duplication does exist or if some other potential conflict exists at the time of application to form a Member Society, the application must contain a viable plan for resolving the issue.
- **Size.** An ISA Member Society must have at least 1,000 voting regular members at the time of formation. If after formation, the number of members falls below 1,000, the ISA Executive Board may dissolve the member society by revoking its charter and determining the disposition of the assets assigned to the Member Society's accounts.
- **Bylaws.** An ISA Member Society will operate according to bylaws developed by the Member Society and approved by the ISA Board that, among other things, establish an elected officer and governance structure and are entirely consistent with and support the ISA Bylaws and Articles of Incorporation.
- **Ownership.** ISA will be the legal owner of a Member Society and all its associated assets and liabilities. If an organization applying to be a Member Society is a corporation, it must either merge into the ISA corporation as a wholly-owned subsidiary of ISA, or must dissolve its corporate legal status, assigning all assets and liabilities to ISA. All such actions must satisfy the non-profit corporate laws that govern ISA.

MBS 6 Member Society Operation

MBS 6.1 **Relation to ISA Executive Board.** A Member Society reports to the ISA Executive Board, but does not have direct representation on the ISA Executive Board (i.e., does not place a voting member on the ISA executive board). The ISA Board may delegate certain matters to the governance of a Member Society, but retains authority to review and approve all plans, budgets, activities, and results.

MBS 6.2 **Staff.** A Member Society may have full-time or part-time staff dedicated staff to support their operations. Such staff will report to the appropriate person at ISA Headquarters at a level appropriate to the Member Society's needs. Such staff will include a lead manager who will be hired by the ISA Executive Director, who is responsible for all ISA staff operations.

MBS 6.3 **Financial Control and Responsibility.** The ISA Board may assign operational responsibility and control to a Member Society of certain assets and resources that are generated and used by the Member Society. The purpose of such assignment is to assign financial responsibility at the same level as operating responsibility. The Board of the Member Society, in conjunction with the committees and other governance bodies of the Members Society and the ISA staff assigned to work with the Member Society, will have the responsibility for developing annual budgets and long-range strategic plans for the activities of the Member Society and submitting them to the ISA Board for review and approval. As appropriate and needed, pro forma balance sheets and income statements will be maintained for each Member Society, along with periodic reports of financial status.

MBS 6.4 **Membership in a Member Society.** All ISA Member Societies consist of individual ISA members, as defined by the Bylaws of ISA and the Bylaws of the Member Society. Companies are normally ISA Corporate Associates (when such a program is operational in ISA), but with the approval of an exception by the ISA Board, ISA Member Societies may have corporate associates of the Member Society. Except for Member Societies whose sphere of influence is a national country boundary, all ISA individual members may join any and all Member Societies upon application and payment of any applicable dues. For Member Societies whose sphere of influence is a national country boundary, only persons residing within the country may join unless otherwise approved by the

Member Society. Dues paid and benefits received by members of the Member Societies are established by the governing body of the Member Society and approved by the ISA Board.

11.0 BOARD OF DEPARTMENT VICE PRESIDENTS (DEP)

DEP 1.0 Overview

The Board of Department Vice Presidents is responsible for administering and overseeing the conduct of activities managed by the Departments. The Board of Department Vice Presidents acts on matters delegated to it by the Executive Board within the parameters established by and under the oversight of the Executive Board. (See Bylaws, Article XV, Section 2.)

DEP 2.0 Responsibilities and Functions (Revised 16 April 2003)

DEP 2.1 Electing those Department Vice Presidents representatives who sit on the Executive Board under procedures established by the Board of Department Vice Presidents.

DEP 2.2 Selecting the Department Vice President Executive Board member who will serve on the Executive Committee.

DEP 2.3 Establishing the policies and procedures under which the Board of Department Vice Presidents operates consistent with the policies and procedures of the Executive Board and the Society.

DEP 2.4 Defining the criteria for a Department and creating or dissolving Departments under the established criteria. In establishing a Department, defining the scope of responsibility for it.

DEP 2.5 Overseeing and managing ISA Department business and strategic plans to optimize the integration and synergism of ISA products and services.

DEP 2.6 Recommending to the Executive Board and managing a budget for carrying out the responsibilities of the Board of Department Vice Presidents. Such budget will include the expense allowance established by the Executive Board for Department Vice Presidents.

DEP 2.7 Promptly reporting to the Executive Board all actions taken by the Board of Department Vice Presidents, including any changes in the MOP of the Board of Department Vice Presidents.

DEP 3.0 Organization

DEP 3.1 The Board of Department Vice Presidents consists of all Department Vice Presidents.

DEP 3.2 The Board of Department Vice Presidents may create, define, and appoint such committees and task forces of the Board as it deems necessary to carry out its responsibilities. Such committees and task forces may consist of members other than the Department Vice Presidents, but must report to and be accountable to the Board of Department Vice Presidents.

DEP 3.3 The Board of Department Vice Presidents may elect a chair in a manner it deems appropriate.

DEP 3.4 The Board of Department Vice Presidents may permit Department Vice President-elects to participate and vote on the selection of the Chair and representatives to the Executive Board and Executive Committee during those terms when the elects will serve as the Department Vice President.

DEP 4.0 Policies

DEP 4.1 The policies and procedures established by the Board of Department Vice Presidents are subject to the review of the Executive Board. The Board of Department Vice Presidents will maintain a compilation of its policies and procedures similar to this MOP.

DEP 4.2 The Board of Department Vice Presidents will provide a report to the Executive Board of all actions taken by the Board at least as often as the Executive Board meets in regular session and any time the Board of Department Vice Presidents meets in special session.

12.0 BOARD OF DISTRICT VICE PRESIDENTS (DIS)

DIS 1.0 Overview

The Board of District Vice Presidents is responsible for administering and overseeing the conduct of Section, Region, and District activities. The Board of District Vice Presidents acts on matters delegated to it by the Executive Board within the parameters established by and under the oversight of the Executive Board. (See Bylaws, Article XV, Section 2.)

DIS 2.0 Responsibilities and Functions

DIS 2.1 Electing those District Vice Presidents representatives who sit on the Executive Board under procedures established by the Board of District Vice Presidents. (See Bylaws, Article XV, Section 2.)

DIS 2.2 Selecting the District Vice President Executive Board member who will serve on the Executive Committee. (See Bylaws, Article XV, Section 2.)

DIS 2.3 Establishing the policies and procedures under which the Board of District Vice Presidents operates consistent with the policies and procedures of the Executive Board and the Society.

DIS 2.4 Defining the criteria for ISA geographical units and approving the creation or dissolution of ISA geographical units, including Sections, Regions, and Districts, under the established criteria.

DIS 2.5 Recommending to the Executive Board and managing a budget for carrying out the responsibilities of the Board of District Vice Presidents. Such budget will include the expense allowance established by the Executive Board for District Vice Presidents.

DIS 2.6 Promptly reporting to the Executive Board all actions taken by the Board of District Vice Presidents, including any changes in the MOP of the Board of District Vice Presidents.

DIS 3.0 Organization

DIS 3.1 The Board of District Vice Presidents consists of all District Vice Presidents.

DIS 3.2 The Board of District Vice Presidents may create, define, and appoint such committees and task forces of the Board as it deems necessary to carry out its responsibilities. Such committees and task forces may consist of members other than the District Vice Presidents, but must report to and be accountable to the Board of District Vice Presidents.

DIS 3.3 The Board of District Vice Presidents may elect a chair in a manner it deems appropriate.

DIS 3.4 The Board of District Vice Presidents may permit District Vice President-elects to participate and vote on the selection of the Chair and representatives to the Executive Board and Executive Committee during those terms when the elects will serve as the District Vice President.

DIS 4.0 Policies

DIS 4.1 The policies and procedures established by the Board of District Vice Presidents are subject to the review and approval of the Executive Board. The Board of District Vice Presidents will maintain a compilation of its policies and procedures similar to this MOP.

DIS 4.2 The Board of District Vice Presidents will provide a report to the Executive Board of all actions taken by the Board at least as often as the Executive Board meets in regular session and any time the Board of District Vice Presidents meets in special session.

13.0 MEETINGS AND EVENTS (MTG)

It is the policy of ISA to sponsor, participate in, and manage meetings, conferences, symposia and exhibits, aimed at the dissemination of technical information related to the science and technology of instrumentation, measurement and control.

ISA meetings are open meetings. Normally, attendance is open to both members and non-members, although admissions, if any, may differ between members and non-members.

MTG 1 Purposes of Events

ISA meetings should be designed to fulfill one or more ISA purposes and meet or exceed member and attendee expectations. Some of the appropriate event purposes are:

- exchange technology;
- promote volunteerism;
- generate income for ISA's worldwide operations;
- expand ISA's global influence;
- offer networking opportunities;
- market industry products and services; and
- increase ISA membership.

Event planners must determine the purposes of each event and plan the event to meet or exceed expectations.

MTG 2 Objectives of ISA's "Events Policy"

All ISA-sponsored events are conducted:

- with the highest possible level of quality and professionalism;
- to protect ISA's name and logo;
- to protect ISA's intellectual properties;
- with well-defined technical and financial goals;
- in a manner that minimizes ISA liability;
- in a manner that protects the status of ISA as a tax exempt, not-for-profit organization;
- to maximize the impact of ISA resources; and
- in an orderly, consistent manner throughout the global technical community so that conflicts with other events and programs are minimized.

MTG 3 Underlying Principles to the Policy

The following principles form the foundation for the "Events Policy" and procedures:

- any event where the ISA name and logo is used must be conducted in a manner that is consistent with the "Events Policy;"
- any event where the ISA intellectual property is used must be conducted in a manner that is consistent with the "Events Policy;"
- ISA must avoid scheduling conflicts among events it sponsors;
- contractual, legal, and copyright policies must be considered in planning all events; and
- ISA is ultimately liable, both legally and financially, for all ISA operations.

MTG 4 Procedures, Training, and 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.

MTG 5 Volunteerism

A hallmark of a professional, technical society is the efforts of members volunteering their services as authors, committee members, etc. ISA thrives on volunteerism. All activities at the section, district, region or division level are successful only with the volunteer efforts of ISA members. Thus, any Society-unit hosting an ISA event must apply the concept of volunteerism to assure financial success of the event.

It is recognized, however, that certain tasks are best handled by professional event planners. Thus, the volunteers on the organizing committees will work with ISA staff, or local contractors under the direction of ISA staff, to accomplish those tasks in the most efficient and effective manner.

MTG 6 Types of Meetings and Events

ISA meetings and events consist of the following:

MTG 6.1 ISA Event

An ISA Event is any meeting, conference, or exhibition conducted under or utilizing the ISA name and/or logo under the direction of the Society or a Society unit (Division, District, or Region).

An ISA Society-wide event is one that is planned, organized, managed and implemented primarily by the ISA staff, in cooperation with involved members. A Society-wide event will be promoted by ISA to industry professionals outside the geographic boundaries of a given section.

A Society-unit Event is one where an ISA district, region or section plans or sponsors an event with the approval of the ISA Executive Board under the ISA Events Policy.

MTG 6.2 Section Event

A Section Event is one that is held on a monthly or 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.

MTG 6.3 Joint Event

A Joint Event is an event where ISA is joined by one or more organizations for the purpose of conducting an event. The ISA Executive Board authorizes Staff to enter into Joint Event agreements as long as the event:

- advances measurement and control technology or the image of the Society;
- does not jeopardize ISA's not-for-profit status;
- offers no direct or implied endorsements to commercial organizations or products;
- places no financial burden on ISA, unless previously submitted to the Executive Board or included in the regular budgeting processes.

MTG 6.4 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.

MTG 6.5 Symposium

An ISA symposium is a meeting sponsored or co-sponsored by one or more organizational units of the Society where information presented is targeted at the interests of those belonging to the sponsoring societal organizational units. (See [MTG 7](#))

MTG 6.6 Exhibit

An exhibit is a meeting at which vendor products and services designed to show attendees the latest available relevant technology is displayed.

MTG 6.7 ISA Sponsor, Co-sponsor, or Partner Event

Events in which the Society, including a Society-unit, agrees to cooperate with another organization to conduct or endorse an event activity which uses ISA resources, ISA's name and/or logo, or ISA's endorsement in any way. The ISA Executive Board authorizes Staff to enter into sponsorship, co-sponsorship or partnership agreements as long as the event:

- advances measurement and control technology or the image of the Society;
- does not jeopardize ISA's not-for-profit status;
- offers no direct or implied endorsements to commercial organizations or products; and
- places no financial burden on ISA, unless previously submitted to the Executive Board or included in the regular budgeting processes.

MTG 6.7.1 Co-sponsorship means sharing fiscal responsibility with another society or organization. Co-sponsorship is usually limited to nonprofit educational organizations. Meetings that ISA or any of its organizational units co-sponsor require ISA Executive Board approval.

MTG 6.7.2 Cooperation in a meeting means no fiscal responsibility, but does indicate significant participation, usually in programming and publicity activities.

MTG 6.8 Types of Presentations at ISA Conferences and Symposia

Information at ISA Conferences and symposia may be presented in several forms, including:

MTG 6.8.1 Paper Presentation Session

A paper presentation session is a segment of a symposium or conference that usually consist 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 paper 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.

MTG 6.8.2 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 recommended for tutorials.

MTG 6.8.3 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.

MTG 6.8.4 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.

MTG 6.9 Leaders Meetings

Leaders Meetings are a series of Societal organization and business meetings conducted in conjunction with the Executive Board Meetings (see EXB 3.3)

MTG 6.9.1 The President is responsible for selection of dates and locations for the meetings.

MTG 6.9.2 Each 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.

MTG 6.9.3 Meeting dates should be selected to minimize conflict with holidays.

MTG 6.9.4 The President will usually make these selections a year in advance in order to allow Board members to plan for their attendance.

(MTG 6.9 et seq. was adopted by Board action 24 June 1999)

MTG 7 Guidelines for Conducting All Meetings Within ISA

The purpose of these guidelines is to enhance ISA's reputation; to protect ISA's name, logo and other rights; and to protect ISA and ISA Sections. The guidelines apply to all meetings conducted by ISA units; they also apply to involvement of ISA units in meetings that are organized and managed by other organizations.

MTG 7.1 General Guidelines For Meetings and Events

In all circumstances, ISA and all ISA units are required to comply with Society policy as described in the ISA Bylaws, the ISA Manual of Organization & Procedures and all other policy that has been approved by the ISA Executive Board.

The following are particularly important policy items:

MTG 7.1.1 No ISA 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. (See INT)

MTG 7.1.2 ISA Sections may enter into contractual arrangements that obligate the Section only. They may not obligate ISA or any of its other organizational units, including Districts, Divisions, or Departments.

MTG 7.1.3 No agreements or contracts for District or Division meetings or symposia may be signed prior to approval of the date and location by ISA's C&E Global Oversight Board as set forth in the ISA Events Policy.

MTG 7.1.4 Any agreement or contract that may legally or financially bind the Society initiated by any Society Division, District, or Department must be submitted to ISA's Executive Director or staff designee for review and execution. Divisions, Districts, and Departments are required to use the Society staff to review and advise on agreements or contracts of any amount; however, this policy may be excepted when the potential cost to the Division, District, or Department is less than \$1,000 or 10% of the approved event (symposium) budget whichever is more and the contract or agreement relates to the provision of an ordinary and necessary product or service. In any case the cumulative value of contract liability may not exceed the higher of \$1,000 or 10% of the event (symposium) budget without review and approval of ISA's Executive Director. Any agreements or contracts exempted from such review must be executed by the person authorized by resolution of the Division, District, or Department governing body.

MTG 7.1.5 Districts, Divisions, and Departments must submit agreements or contracts for review by the Executive Director or the staff designee at least thirty (30) days before execution is required whenever possible. If extraordinary circumstances require review within a shorter period, the District, Division, or Department shall inform the Executive Director or designee of the time constraints for review. 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 District, Division, or Department and explain any delays.

MTG 7.1.6 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 reputation will be used; extent of any ISA unit in the involvement of technical programming; 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 approval has been given by the ISA Executive Board.

MTG 7.1.7 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 firms. In general, these affiliations are discouraged. In any case, any ISA unit that is contemplating any type of joint activity with a for-profit firm, must seek approval of 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 firm's finances, operations and ownership).

MTG 7.1.8 Summary of General Guidelines

Meetings and special events of ISA involve problems of distance, communications and administration. Their impact on the Society can be far-reaching and long term. The best general guideline for any ISA unit that is contemplating conference & exhibit activities is to make a full disclosure of its plans to the ISA Executive Board.

The route for submitting reports and requests for approval to the ISA Executive Board is through the respective District or Department Vice President.

MTG 7.2 Administrative Guidelines for Meetings and Events

MTG 7.2.1 Emergency Medical Aid at ISA Functions

At all ISA meeting functions, persons responsible for arrangements should designate a person to be responsible for determining what medical assistance will be made available in the event of emergency situations.

MTG 7.2.3 ISA Conference and Symposium Speakers and Authors

Approvals and Clearances

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

Expenses

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.

MTG 8 Policy for Coordination of Exhibits Within ISA

To improve coordination and quality of all ISA Events, 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 Exhibit activity.
- periodically publish total ISA Exhibit and technical meeting programs for the benefit of ISA and exhibitors.

MTG 9 Administration of Events

One objective of the ISA "Events Policy" is to provide a framework for administering events in an orderly, consistent manner throughout ISA's global organization. All policies and procedures are under the review and control of ISA's Executive Board.

The ISA Executive Board delegates some of its review and control responsibilities to individual members or staff. When planning or conducting an event, any deviation that may be considered inconsistent or contrary to the policies or procedures must be approved by the Executive Board, the C&E Global Oversight Board, or ISA staff, depending upon the specific issue(s).

MTG 9.1 ISA Society-wide and Society-unit Events

MTG 9.1.1 Based on guidelines and concepts approved by the C&E Global Oversight Board, ISA Staff will select, plan, and conduct all ISA Society-wide Events. Any Society-wide Event concept which deviates significantly from the intent of the policies, procedures or guidelines approved by the C&E Global Oversight board must be submitted

to the C&E Global Oversight Board for approval. The C&E Global Oversight Board will respond within 30 days of their next meeting after receipt of the application.

The C&E Global Oversight Board authorizes ISA Staff to pursue events that in the judgment of the Staff:

- advances measurement and control technology or the image of the Society;
- does not jeopardize ISA's not-for-profit status;
- offers no direct or implied endorsements to commercial organizations or products;
- places no financial burden on ISA, unless previously submitted to the Executive Board or included in the regular budgeting processes.

New concepts and status reports on planned Society-wide Events will be submitted to the C&E Global Oversight Board prior to each of their meetings.

MTG 9.1.2 To maintain quality at all ISA Society-wide Events, the following items are managed by the ISA staff:

- 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; and
- exhibition space sales.

MTG 9.1.3 An ISA Society-unit Event should first be approved by the District Vice President or appropriate Department Vice President then sent to the C&E Global Oversight Board. An Event Request Form or Proposal must be submitted to the appropriate VP at least 18 months before the proposed event. The Vice President must respond within 30 days, and if that response is favorable, the Form or Proposal will be addressed at the next C&E Global Oversight Board meeting. The Event Request Form or Proposal must contain all details concerning the planned conduct of the event as specified on the current version of the form. Any deviations from the plan first approved by the Board must be submitted and approved prior to the event.

MTG 9.1.4 To maintain quality at all ISA Society-unit Events, the following items generally should be managed by the ISA staff; however, they may provide that some or all of the following tasks can be handled by contracted event planners or volunteers when desirable:

- on-site registration;
- planning;
- on-site conference management;
- on-site exhibition management;
- support of technical session operations
- publicity; and
- advance registration.

If non-ISA contractors are to be used for any or all of the tasks in MTG 9.1.4, the volunteers may recommend who to hire, but these contractors must be approved by ISA staff, and all contracts between the contractors and ISA must be approved and signed by the ISA Executive Director or designee. All fees and invoices paid to outside planners must be approved by the ISA staff.

MTG 9.1.5 Technical papers must be supported by manuscripts submitted by the authors. The papers will be copyrighted to and reproduced by ISA in accordance with the ISA policy and under the direction of the ISA staff.

MTG 9.1.6 Committees of ISA members will be organized to assist in matters such as soliciting papers, reviewing abstracts, serving as session chairpersons, planning social activities, planning short courses, and evaluating the success of the event.

MTG 9.1.7 For ISA Society-unit Events, the volunteers should consult with the ISA staff to determine the level of staff support desired over and above the mandatory requirements as listed in MTG 9.1.3 and MTG 9.1.4 of this policy. The level of support should be evaluated prior to submitting the Event Request Form. To maintain the quality and continuity expected by ISA, volunteers are encouraged to consult ISA staff as much as feasible for planning, management, and execution of the event.

MTG 9.2 Joint Event

The following policy applies to any ISA Joint Event, regardless of whether it is a Society-wide Event or a Society-unit Event. Special care must be taken to be certain that Joint Event topics, agendas, and/or partner organizations do not jeopardize the ISA not-for-profit status and are in compliance with ISA policy.

MTG 9.2.1 Based on guidelines and concepts approved by the C&E Global Oversight Board and authorized by ISA's Executive Board, ISA Staff will negotiate and enter agreements to participate in Society-wide Joint Events, Sponsorships, Co-sponsorships, or Partnerships. Any such event that deviates significantly from the intent of the policies, procedures or guidelines, must be approved by the C&E Global Oversight Board.

MTG 9.2.2 Any Society-unit Joint Event. Sponsorship, Co-sponsorship, or Partnership must be approved by the C&E Global Oversight Board. A decision must be provided within 30 days of the C&E Global Oversight Board meeting at which this joint event is reviewed, unless any of the event is a commercial organization, in which case 60 days are allowed for review and approval. All ISA Society-unit requests to be a sponsor, co-sponsor, or partner with another organization must first be approved by ISA Staff and authorized by the ISA Executive Board.

MTG 9.2.3 ISA will support Joint Events for the primary purpose of technology dissemination.

MTG 9.2.4 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.

MTG 9.2.5 When feasible, the ISA staff should plan, organize, conduct, and supervise the execution of Joint Events.

14.0 ISA SOCIETY-WIDE EVENTS (C&E)

Revised 10/2010

C&E 1 Policy for Conducting Society-wide Events

The primary purpose of ISA Society-wide Events is to further the educational objectives of ISA. This is accomplished through the technical sessions, the training courses, publication sales, displays and exhibits, and the social interaction among peers. Some of these events may serve as the annual meeting of the Society.

C&E 2 Site Selection

C&E 2.1 Site Criteria

The following criteria are used in determining the location of the ISA's annual event.

C&E 2.1.1 Primary Criteria

- Market (based on market identification by exhibitors, Department of Commerce, Chamber of Commerce statistics, etc.)
- Convention Hall facilities - must have sufficient square footage to accommodate the anticipated event
- Meeting room facilities
- Hotels : Sleeping rooms and social function space sufficient to accommodate the anticipated event
- Cost (including facility, special transportation needs, electronic support services and other contracted services, etc.)
- Membership Services

C&E 2.1.2 Secondary Criteria

- Transportation
- Attendee and Participant Activities
- Labor and Security

C&E 2.2 Criteria Definitions

C&E 2.2.1 Market - a location that will attract qualified attendees and vendors

C&E 2.2.2 Facilities - a location with facilities that provide ample room for the training, technical conference, exhibitions, and Society meetings and have the requirements that will satisfy each.

C&E 2.2.3 Hotels - Enough hotel rooms and space must be available to accommodate the anticipated number of "out-of-town" attendees and to meet the requirements for functions planned in conjunction with the event.

C&E 2.2.4 Cost - The costs associated with each site must fall within the cost budgeted for that particular event.

C&E 2.2.5 Membership Services - the site selected must be programmed to return a financial profit so that funds are available to provide membership services to all members.

C&E 2.2.6 Transportation - availability of transportation services that can accommodate attendance.

C&E 2.2.7 Attendee and Participant Activities - availability of places to go and things to see and do in addition to the event.

C&E 2.2.8 Labor and Security - Experienced manpower must be available to move and install sophisticated and expensive equipment and to provide a measure of security for it while installed.

C&E 2.3 Selection Procedures

C&E 2.3.1 The Conference & Exhibit Global Oversight Board evaluates and recommends locations to the ISA Executive Board. (See COM 2)

C&E 3 Admissions and Fees

The fee structure for all events will be established and approved during the ISA annual budgeting process. Registration fees shall be set to encourage maximum involvement in technical programs and to permit vendor-user interaction.

The admission or registration fee should be separate from the cost of the proceedings, Honors & Awards Banquet, and social functions.

C&E 4 Hours and Activity Scheduling during the Events

(Amended 24 June 1999)

All phases and activities of both of the Event should complement each other. Activities should be scheduled at times to minimize overlap and scheduling conflicts for the participants and attendees. This would permit all to participate fully in all aspects of the technology exchange.

C&E 5 Host Committee

This is a general guide to Host Committee operations for each Society-wide Event. A separate Host Committee manual is available with detailed guidelines and a complete list of functional committees. However, the option is provided each year for either activating some or all of the individual functional committees that comprise the overall Host Committee. The responsibility for deciding which functional committees will be activated rests with the collective judgment of the Executive Chairman, Executive Vice Chairman, District Vice President, and Society President. The District Vice President is an *ex-officio* member of the Host Committee.

C&E 5.1 Objective

To provide forums for the measurement and control community to share pertinent concepts, techniques, and product knowledge through presentations, training, displays, demonstrations, peer recognition, and networking .

C&E 5.2 Duties

Functions for planning, organizing, and conducting the “technology-driven event” and the “exhibit-driven event” are allocated as follows:

C&E 5.2.1 ISA Executive Board - overall policy direction and approval.

C&E 5.2.2 Conference & Exhibit Global Oversight Board monitors and facilitates improvements to ISA annual events. (See COM 2)

C&E 5.2.3 Staff - event management, participation and exhibit sales, financial administration, all national and international promotion, general coordination and implementation.

C&E 5.3 Organization & Administration (Revised 5/2000)

C&E 5.3.1 The Honorary Chairman is an optional position and if utilized is appointed by the individual who will be Society President during the respective Society event.

C&E 5.3.2 The Executive Chairman is recommended by the Host Section President and the District Vice President, appointed by the individual who will be Society President during the respective Society event.

C&E 5.3.3 The Executive Vice Chairman is appointed by the Host Committee Executive Chair with concurrence of the individual who will be Society President during the respective Society event.

C&E 5.3.4 Functional committees of the Host Committee that may be established are: Room Monitors, Membership, Promotion, Spouses/Leisure Program and an Advisory Committee. The Executive Chairman appoints all Chairmen and may appoint a Secretary and Treasurer.

C&E 5.3.5 Chairmen of the functional committees appoint their vice-chairman and committee members.

C&E 5.4 Finances

C&E 5.4.1 Income from the operation of the ISA Society-wide Event substantially determines the extent to which many other Society services can be rendered to the membership; therefore, maximum effort to insure adequate income and to control expenditures is expected of all those concerned with the event.

C&E 5.4.2 The general budget for the ISA Society-wide Event is prepared and approved by the Executive Board as an integral part of the Society's corresponding fiscal year Budget. Its premise is that Host Committee functions (i.e. the H&A Banquet, Spouses Program and social programs) should be priced on a break-even basis.

C&E 5.4.3 The Society provides stationery and postage for Host Committee correspondence. Major administrative work (i.e. printing, duplicating, publicity mailings) is usually handled by ISA Staff.

C&E 5.4.4 To assure prompt and responsible handling, an individual designated as "Host Committee Coordinator" is the single contact at Headquarters for all contracted financial transactions affecting the Host Committee. These transactions include verifying that budgets conform with the break-even principle; authorizing payment for hotels or other service agencies and, in general, processing all contractual commitments.

C&E 5.4.5 Each Committee is expected to control expenditures within budget limits. Normally, only committees arranging for social functions and spouses programs are involved with budgets.

C&E 5.5 Honorary Chairman (Optional Position)

C&E 5.5.1 Presents the Honorary Chairman's address at the event Keynote Session.

C&E 5.5.2 Participates in events planned for public relations purposes, such as press conferences.

C&E 5.5.3 Participates, schedule permitting, in such activities as the President's Reception, Honors & Awards Banquet and major social events.

C&E 5.5.4 Provides counsel to the Society President, Executive Chairman, and ISA's Executive Director as requested.

C&E 5.5.5 May participate in planning meetings of the Host Committee.

C&E 5.6 Executive Chairman

C&E 5.6.1 Directs and coordinates the activities of the functional committees of the Host Committee prior to and during the ISA Society-wide Event.

C&E 5.6.2 Calls and presides over any planning meetings of the Host Committee Chairmen and Vice Chairmen.

C&E 5.6.3 Provides ISA Staff with a compilation of final reports with commentary from the functional committee Chairmen, and with his or her own views on Host Committee operations and opportunities for future improvements.

C&E 5.7 Executive Vice Chairman

Assists the Executive Chairman, particularly in monitoring the staffing of functional committees; and assumes the Chairmanship in the event the Chairman is unavailable for any reason.

C&E 5.8 Secretary

Issues committee agendas and notices; records and distributes Host Committee.

C&E 5.9 Functional Host Committees

The Society President, the District Vice President, Honorary Chairman, Executive Chairman and Executive Vice Chairman collectively determine which functional committees will be activated for each ISA Society-wide Event. These functional committees may include, but are not limited to the following:

- Advisory Committee
- Promotions Committee
- Honors & Awards Committee
- Spouse/Leisure Committee
- Membership Committee
- Room Monitors Committee
- Student Program Committee

A Host Committee Manual has been prepared by ISA Staff and contains information relevant to the committees that are activated. Each committee is described in the Host Committee Manual. Other committees may be added as deemed necessary by the Executive Chairman, Honorary Chairman and District Vice President.

C&E 6 ISA Society-wide Events Steering Team and Its Committees

C&E 6.1 Objective

To organize and guide the development of a specific ISA Society-wide Event; and to assure that the program's quality and scope serves the needs of the Society's membership.

C&E 6.2 Duties

C&E 6.2.1 Directs the activities of all Steering Team committees. The Steering Team works with the Staff Director of Technical Programming to develop event themes, prepare quality guidelines and approve the content of the technology exchange. The team will help coordinate the scheduling of all activities held in association with ISA Society-wide Events.

C&E 6.2.2 Contact and follows-up with Committee Chairs to assure appointment of Division Program Coordinators who serve as members of the committees along with other individuals from industry.

C&E 6.3 ISA Society-wide Event Steering Team Chair

C&E 6.3.1 The ISA Society-wide Event Steering Team Chairman is appointed by the Officer who will be President during the year of the event. His appointment should be at least 18 months prior to the event.

Calls and chairs all meetings of the Team. On an optional basis, meetings may be held during the week of the preceding ISA Society-wide Event, and/or during the Leaders Meetings. Such meetings may be for any or all of the following pre-announced purposes:

- General orientation and discussion of programming plans; and

- To name volunteer leaders to work with Staff to:
 - develop the technical program;
 - provide guidance for displays;
 - establish and adopt criteria for technical reviews; and
 - identify and acquire session leaders and speakers...

C&E 6.3.2 May assist in providing interpretive information to help publicize the program through news releases, *InTech* and ISA's member communications channels and other promotional vehicles.

C&E 6.3.3 Writes the Conference Proceedings Foreword approximately three months before the conference.

C&E 6.3.4 Shares various duties associated with the Keynote Session as determined by the Society President.

C&E 6.3.5 May participate in the press conference following the keynote session.

C&E 6.3.6 Submits a final report to the President, including suggestions for improving future programs.

C&E 6.3.7 The Chairman works closely with the Staff Coordinator who will arrange for staff administrative assistance.

C&E 6.4 Subcommittee Organization and Administration

The ISA Society-wide Event Steering Team may organize subcommittees to focus and provide guidance on various aspects of the event. These subcommittees shall be chartered by the Steering Team to provide support to Staff in securing an exemplary technical program, session developers, speakers, and the general organization of the event.

Guidelines for each subcommittee shall be prepared and adopted by the Steering Team prior to the formation and functioning of any subcommittee.

Steering Team subcommittee structure and responsibilities may differ for each ISA Society-wide Event.

15.0 HONORS & AWARDS (H&A)

(Revised 9/2001, Revised 10/2003)

H&A 1 Introduction

One of the greatest satisfactions that can come to an individual is peer recognition. A major objective of ISA is the recognition and acknowledgment of outstanding contributions by individuals to the Society and to the arts and sciences of instrumentation, systems, and automation for the benefit of mankind. Through the Society's Honors & Awards programs, ISA administers such recognition by conferring specific awards and honors in appropriate categories.

The following material outlines the organization and duties of the Society Honors & Awards Committee and defines the responsibilities of ISA members, Sections, Districts, Divisions, and Departments for Society awards and honors. It also describes the procedures and deadlines for nomination.

H&A 2 General Policies on Granting Awards

H&A 2.1 As a matter of policy, 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.

H&A 2.2 Members of the Society Honors & Awards Committee are not eligible to receive Society awards. The Chairman is to advise any nominated committee member of this policy prior to the Spring Leaders Meeting. A nominated committee member must choose between candidacy and remaining on the Committee before distribution of nominations to the Committee.

H&A 2.3 Society Officers are not eligible to receive Society Awards during their term of office. (Oct 2009)

H&A 2.4 Excluding the members of the Honorary Members Awards Subcommittee, and them in their subcommittee meetings only, it is inappropriate for any H&A Committee member to nominate or formally endorse a candidate for any Society award that is recommended to the Society Executive Board by the H&A Committee.

H&A 2.5 It is inappropriate for any member of the Executive Board to nominate or formally endorse (i.e., in writing) any candidate for a SOCIETY honor or grade of membership that is approved by the Society Executive Board.

H&A 3 Society Honors & Awards Committee

H&A 3.1 Objectives

H&A 3.1.1 To stimulate, enhance, encourage, acknowledge and reward outstanding contributions to the Society, to instrumentation, systems, and automation education and to the science and technology of instrumentation, systems, and automation.

H&A 3.1.2 To achieve these objectives the overall Society awards program endeavors to cover the total spectrum of the Society and should provide an avenue for any member of the Society to be in competition with a reasonable chance to succeed.

On the other hand, it is not incumbent on the Society to ensure that a contribution to a very limited area of the Society interests be judged strictly within that area, i.e., the competition must be broad enough to ensure that it is worthy of recognition by the Society as a whole.

Specifically, restricted awards should be made by the particular Society unit which has jurisdiction over that specialty.

H&A 3.2 Duties

H&A 3.2.1 Assumes responsibility for enhancing the quality and integrity of all Society honors and awards, including assurance of confidentiality of documentation submitted.

H&A 3.2.2 Functions as a board of review to foster the development of, and to monitor the operation and effectiveness of, the Society's honors and awards policies and procedures, and continually seeks to upgrade the standards of candidate selection.

H&A 3.2.3 Encourages Society organizational units to recommend establishing honors and awards consistent with the policies and procedures indicated in this manual.

H&A 3.2.4 Administers the Society's program of awards in accordance with the awards approved by the Executive Board.

H&A 3.2.5 Assumes responsibility for the annual awards meeting at which the Society recognizes awardees as well as members elected to the grade of Fellow.

H&A 3.2.6 Available to all Society units for counsel and aid with respect to honors and awards programs.

H&A 3.3 Organization and Administration

H&A 3.3.1 The Committee is a standing committee of the Past President's Department. It is chaired by the Past President once removed and vice chaired by the Past President who serves as its liaison representative with the Executive Board.

H&A 3.3.2 The Committee consists of not less than 20 members-at-large, plus the Chairman, Vice Chairman, and Past Chairman. Committee appointments are for three years. Members may not serve more than six years consecutively. Eligibility for membership is limited to Senior Members, Life Senior Members, Honorary Members, Fellows, Life Fellows, and former Division Directors. Current members of the Executive Board are ineligible, but current and former District and Department Vice Presidents who are not serving on the Executive Board are eligible. Prior to the Fall Leaders Meeting, the Committee Chairman recommends the membership of the Committee for the next year and submits these recommendations to the Society President. (Revised June 2007)

H&A 3.3.3 The Chairman is authorized to call meetings, to maintain liaison with other organizational units of the Society and to conduct the Committee's affairs in accordance with the policies and procedures established by the Society. A quorum for conducting business shall be 10 members of the H&A Committee. (Revised June 2007)

H&A 3.3.4 The Chairman may appoint subcommittees to: evaluate award nominations, recommend award nominees, and develop appropriate award citations. The Chairman may also appoint standing or ad hoc committees as needed to accomplish Committee business. The Chairman may use the following guidelines in making these subcommittee chairmen appointments:

- Former subcommittee members (for continuity)
- Persons with ISA experience in the area within which the award is concerned
- Persons who have and will regularly attend ISA meetings
- Experienced members of the H&A Committee
- Former award recipients

H&A 3.3.5 The Chairman transmits the committee's recommendations for award recipients to the Past President who presents the recommendations to the Executive Board for action at their meeting at the Spring Leaders Meeting. Following Executive Board approval, the President informs award recipients.

H&A 3.3.6 The Committee maintains, at Society Headquarters, records of all candidates recommended for three years. Nominations for all awards may be considered by the Committee for three years. Special circumstances apply to the awards listed in H&A 6 Other Society Awards. (Revised January 2008)

H&A 3.3.7 The Committee's Staff secretary maintains a permanent file of all correspondence, minutes and records.

H&A 3.3.8 Recording minutes of meetings is optional, at the Chairman's discretion.

H&A 3.3.9 A written annual report is submitted by the Chairman to the Past President by August 1.

H&A 3.3.10 The normal administrative expenses of the Committee, as well as the funds for the Society awards and citations, are defrayed by an annual budget allotment.

H&A 3.4 Establishing New Awards

3.4.1 The establishment of a new or revised award requires approval of the Executive Board. The schedule of procedures and responsibilities for establishing a new award are as follows:

- Preparation of petition by the individual or group recommending the new award.
- The petition is given to the Chair of the Society's Honors and Award Committee.
- The Chair appoints four or more members (as a Task Force) of the Committee to study the petition, and make appropriate recommendations to the Committee. (It is assumed that the Task Force works with the petitioners to fully understand the intent of the petitioners)
- If the Committee does not accept the petition, the Chair communicates with the petitioners, stating the reason that the Committee did not accept the petition.
- If the Committee does accept the petition, the Task Force prepares an Executive Board Action Item for the Past President to present to the Society's Executive Board.
- The Action Item includes the statement that the Award meets all of the criteria of Section 3.4.2 below, and the funding method for the Award.
- After the Executive Board approves the Action Item, the Chair of the Honors and Award Committee notifies the petitioners of the Board action.

H&A 3.4.2 All awards should meet the following criteria:

- Should be given in honor of a particular individual whose contributions are broad, substantial, and well recognized, and who is no longer active.
- No award administered by the Honors & Awards Committee shall be named in honor of a living person except for the Founder's Awards.
- Scope should be broad enough to cover a substantial portion of the Society's activities. In other words, the award must be 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.
- Monetary value should be in proper proportion to the contribution, to the Society level at which it is presented, and to the monetary value of existing awards.

3.4.3 Award Sponsorships (revised Oct 2009)

Financial sponsorship of awards is available to companies and individuals as follows:

Platinum Patron: \$50,000 endowment: a perpetual, lifetime sponsorship. A sponsor may specify the name of the award, e.g., "UOP Technology Award" sponsor's name will also be associated with the award; sponsor will be offered eight complimentary tickets to the annual ISA Honors and Awards Banquet at a table adjacent to the ISA President's table; the sponsor will be invited to appoint an individual to make the award presentation.

Gold Patron: \$25,000 endowment: a perpetual, lifetime sponsorship. Sponsor would not be associated with a specific award. Sponsors will be offered eight complimentary tickets to the annual ISA Honors and Awards Banquet.

H&A 3.5 Nomination Responsibilities

The normal channel for originating most nominations is through the Honors and Awards chairmen of the various Society units. In some instances, responsibility for nomination is designated to a specific Society unit. Additionally, unless otherwise designated, nominations are accepted from any individual, including self nominations, provided they are sponsored by an ISA member. Nomination responsibilities and exceptions are noted in the nomination description for individual awards.

H&A 3.6 Nomination Procedures (Revised January 2008)

H&A 3.6.1 Nomination Forms

Award nominations should be made on the appropriate forms as noted below. Forms are available from ISA Headquarters. Nominations for Fellow are processed through the Admissions Committee (Executive Board MOP COM 10.8).

Technical Awards Nomination Form - Nominations for the following technical awards should be submitted on this form: Douglas H. Annin Award, E.G. Bailey Award, Arnold O. Beckman Founder Award, Donald P. Eckman Education Award, Kermit M. Fischer Environmental Award, Albert F. Sperry Founder Awards, or UOP Technology Award.

H&A 3.6.2 Documentation

Nomination should include the following basic information: nominator name and contact info, candidate name and contact info, award category, and description of contributions that merit recognition. Nominations should be sent to the Honors and Awards Committee, c/o ISA Headquarters by the designated deadline. (See H&A 3.6.4)

Upon nomination, candidates will receive notification of their nomination from the Honors & Awards Committee Chair along with a form to request appropriate documentation. The documentation form should include biographical information, Society service, and technical accomplishments. A maximum of two letters supporting a nomination may be submitted by any one company for any one nominee.

H&A 3.6.3 Confidentiality

The documentation on all candidates is kept in the strictest confidence; however, the names of candidates may be disclosed at the discretion of the Honors & Awards Committee Chairman.

H&A 3.6.4 Deadlines

The deadline for all nomination forms and documentation, with the exception of the Section Performance Award, is February 10. The deadline for Section Performance Award nominations is June 1. Documents postmarked or received electronically by the published deadline date will be included in the material that is mailed to the Honors & Awards Committee members in advance of the meeting.

H&A 3.7 Administration & Judging

H&A 3.7.1 Carryover Nominations (revised January 2008)

Nominations for all awards may be considered by the Committee for three years. Special circumstances apply to several of the awards listed in H&A 6 Other Society Awards.

Any candidate who has been nominated for more than one award or considered for any award category and who receives a Society award in a given year, other than the Distinguished Society Service Award, will be dropped from future consideration unless a new nomination is submitted.

H&A 3.7.2 Consideration of Candidates for Other Awards

If, in the opinion of the Honors & Awards Committee, a nominee appears to be more qualified for an award other than the one for which the nominee is nominated, the nomination may be shifted to another category.

H&A 3.7.3 Multiple Recipients

At the discretion of the Honors and Awards Committee, any award may be shared by more than one recipient. If more than one person is identified by the nominator as participating in the achievements for which the candidate is being awarded, each participant receives a proportional share of any honorarium and a certificate and/or plaque where applicable. It is also possible that no recipient will be named for an award if, in the opinion of the Honors and Awards Committee, there is no qualified candidate.

H&A 3.7.4 Review of Nominees

Certain awards are associated with specific Society units. Those Society units typically sponsor nominations and recommend a recipient to the H&A committee. The Honors & Awards Committee makes the final selection. (See H&A 3.5)

H&A 3.7.5 Executive Board Approval

All candidates recommended by the Honors & Awards Committee must be submitted by the Past President of the Society to the Executive Board for approval in executive session. Upon election, the recipient is notified in writing by the President of the Society.

H&A 3.7.6 Notification to Nominators and Candidates

All nominators and candidates are sent an appropriate letter of disposition from the Honors & Awards Committee following the Spring Leaders Meeting.

H&A 3.7.7 Schedule for Granting Established Awards

The schedule of procedures and responsibilities for granting an established award is as follows:

- Submission by nominator(s) to Honors and Awards Committee (through ISA Staff) of nomination(s) by the established deadlines (See H&A 3.6.4)
- Acknowledgment letter from H&A Chair to candidate, with copy to nominator, requesting documentation.
- Confirmation by Staff that the candidate meets the basic award criteria.
- Evaluation of nominations by the Honors and Awards Committee at the Spring Leaders Meeting.
- Transmittal of recommendations to the Past President at the Spring Leaders Meeting by Honors & Awards Committee Chairman.
- Executive Board action at the Spring Leaders Board Meeting.
- Notification and verification of candidate acceptance by President (via Staff).

- Notification to nominator and candidate regarding action taken by Honors & Awards Committee Chairman (via Staff).
- Presentation of Award by Honors & Awards Committee Chairman or others as appropriate.

H&A 4 Society Honors and Service Awards (*revised January 2008*)

The awards are listed in hierarchy order.

H&A 4.1 Honorary Member

Honorary Member is the highest honor bestowed by the Society. An Honorary Member has the rights and privileges of a Senior member.

Award and Presentation: Honorary membership carries a special plaque and pin that are presented during the annual meeting of the Society.

Qualifications: Honorary membership is reserved for individuals (members or non members of the Society) whose support of, and/or contributions to, the advancement of the arts and sciences of instrumentation, systems, and automation are deserving of special recognition.

Administration and Judging: The award is administered by the Honors and Awards Committee through a subcommittee.

Nomination: The nomination of an individual for Honorary Member may be made by any member of the Society. The Honorary Member subcommittee during their meeting may make nominations. Nominations are made in writing on the appropriate form. The Honorary member, or his/her designate, must accept the award the year he/she is selected.

H&A 4.2 Life Achievement Award (Added August 2000)

The Life Achievement Award recognizes individuals with a history of sustained dedication to the instrumentation, systems and automation community.

Award and Presentation: Due to the criteria for nomination and approval, it is not anticipated that this award will be given each year. The award consists of a plaque. Presentation is made at the annual honors and awards program.

Qualifications: Any individual is eligible; however, if the candidate is an ISA member, a minimum of five years must have elapsed following membership on the Society Executive Board, Society Board of Department Vice Presidents, and Board of District Vice Presidents in order to be considered. It is expected that the nominee have a history of sustained dedication to the instrumentation, systems and automation community.

Administration and Judging: The award is administered by the Honors and Awards Committee through the Honorary Member Subcommittee.

Nomination: The nomination of an individual for Life Achievement may be made by any member of the Society. Nominations are made in writing on the appropriate form and should include a description of the contributions of the nominee. The Life Achievement Awardee(s), or their designate, must accept the Award in the selected year.

H&A 4.3 Golden Achievement Award

The Golden Achievement Award recognizes long and continuous dedication to the Society and its ideals.

Award and Presentation: The award may be presented annually and consists of a plaque and a special ISA pin of the proper grade surrounded by a golden circle. Presentation is made at the annual honors and awards program.

Qualifications: Any member, of any grade, is eligible; however, a minimum of three years must have elapsed following membership on the Society Executive Board, Society Board of Department Vice Presidents, and Board of District Vice Presidents in order to be considered. In general, it is expected that the nominees shall have at least the following characteristics:

- 25 years of continuous ISA membership
- Continuing active service to the Society at the Section, District, Division, Department, or Society level, or any combination thereof.
- Epitomize to the membership the ideals of the Society.

Administration and Judging: The award is administered by the Honors and Awards Committee through a subcommittee.

Nomination: Nomination of an individual for the Golden Achievement Award may be made by any member, Section, District, Division, Department or Society unit. Nominations are made in writing on the appropriate form.

H&A 4.4 Distinguished Society Service Award (Established 1973)

The Distinguished Society Service Award recognizes Society members who have at least fifteen (15) years of accumulated, devoted service and contribution to organizational units of the Society and its members.

Award and Presentation: The Distinguished Society Service Award may be conferred annually to up to ten (10) ISA members. The Award presentation consists of a plaque and pin presented to each recipient during the annual honors and awards program.

Qualifications: This award was established to give Society-wide recognition to those dedicated members who through long service have contributed much to the Society and its organizational units. A minimum of three years must have elapsed following receipt of a Society level service award (an award made by the Society Honors & Awards Committee) and/or membership on the Society Executive Board, Society Board of Department Vice Presidents, or Society Board of District Vice Presidents in order to be considered. No individual may receive this award more than once.

Administration and Judging: The award is administered by a subcommittee of the Honors and Awards Committee.

Nomination: Nominations are accepted from any member. The Honors and Awards Committee selects up to a maximum of ten (10) Distinguished Society Service Award recipients. Nominations are made in writing on the appropriate form.

H&A 4.5 Emerging Leader Service Award (Established 2005) (**Added 25 October 2005, revised 17 October 2006**)

The Emerging Leader Service Award recognizes Society members who have made significant contributions to organizational units of the Society and its members and have not more than ten (10) years of accumulated membership. Years of student membership are not included in the limitation. Candidates will be considered only after completing a minimum of four years of progressive leadership positions and the documenting of the breadth and depth of accomplishments and responsibilities.

Award and Presentation: The Emerging Leader Service Award may be conferred annually to not more than ten (10) ISA members. The Award presentation consists of a plaque and pin presented to each recipient during the annual honors and awards program.

Qualifications: This award was established to give Society-wide recognition to members, with not more than ten (10) years of accumulated service, whose service has contributed significantly to the Society and its organizational units. Candidates will be considered only after completing a minimum of four years of progressive leadership positions and the documenting of the breadth and depth of accomplishments and responsibilities. A minimum of three years must have elapsed following receipt of a Society level service award (an award made by the Society Honors & Awards Committee) and/or membership on the Society Executive Board, Society Board of Department Vice Presidents, or

Society Board of District Vice Presidents in order to be considered. No individual may receive this award more than once.

Administration and Judging: The award is administered by a subcommittee of the Honors and Awards Committee.

Nomination: Nominations are accepted from any member. The Honors and Awards Committee may select up to a maximum of ten (10) Emerging Leader Service Award recipients. Nominations are made in writing on the appropriate form.

H&A 5 Society Technical Awards (revised January 2008)

The awards are listed in two hierarchy categories – Founder Awards and remaining Technical Awards. Remaining Technical awards are listed in alphabetical order with no hierarchy implied.

H&A 5.1 Albert F. Sperry Founder Award (Established 1955)

The Albert F. Sperry Founder Award is the Society's outstanding achievement award and recognizes an outstanding technical, educational or philosophical contribution to the science and technology of instrumentation, systems, and automation. The award is named for Albert F. Sperry who was internationally recognized for his contributions to the advancement and development of instrumentation as an innovator, a business executive and a Society leader. He served as the first ISA President and was elected an Honorary Member of ISA in 1956.

Award and Presentation: The Albert F. Sperry Founder Award may be conferred annually and carries a \$3,000 honorarium and plaque. Presentation is made at the annual honors and awards program.

Qualifications: This award is open to any person. It was originated to recognize the conception or implementation of fundamental contributions with a profound or significant impact in the broad field of instrumentation, contributions which are basic to the growth and development of major advances in the field. It is intended to honor those whose achievements are of profound significance to instrumentation, systems, and automation technology. Candidates for this award may come from many fields, such as research, engineering, education, philosophy and management involving science, industrial production, economics, government, medicine, politics or human relations.

Administration and Judging: The award is administered by the Honors and Awards Committee through a subcommittee.

Nomination: Nomination of an individual for the Albert F. Sperry Founder Award is accepted from any individual. Nominations are made in writing on the appropriate form.

H&A 5.2 Arnold O. Beckman Founder Award (Established 1960) (Revised May 2005)

The Arnold O. Beckman Founder Award recognizes a significant technological contribution to the conception and implementation of a new principle of instrument design, development or application. The award is given in honor of Dr. Arnold O. Beckman who is internationally recognized for his outstanding contributions as a scientist, educator, executive, humanitarian and civic leader. He served as President of the Society in 1952 and was elected an Honorary Member in 1959.

Award and Presentation: The Arnold O. Beckman Founder Award may be conferred annually and carries a \$3,000 honorarium and plaque. Presentation is made at the annual honors and awards program.

Qualifications: This award is open to any person. It was originated to recognize the discovery or invention of a new instrumentation principle, the development and design of fundamentally new instrumentation, or the application of new instrumentation to problems of measurement, information handling, control, and automation. The contributions of those nominated must be substantially described by at least one published patent, paper or unclassified formal report.

Administration and Judging: The award is administered by the Honors and Awards Committee through a subcommittee.

Nomination: Nomination of an individual for the Arnold O. Beckman Founder Award is accepted from any individual. Nominations are made in writing on the appropriate form.

H&A 5.3 Douglas H. Annin Award (Established 1985)
(Revised May 2005)

The Douglas H. Annin Award recognizes an outstanding achievement in the design, application, or development of the components in an automatic control system from the input measurement through the final control element. The award is in honor of Douglas H. Annin, a pioneer in modern-day control valve actuation and control valve body design.

Award and Presentation: The Douglas H. Annin Award may be conferred annually and carries a \$1,000 honorarium, certificate and plaque. Presentation is made at the annual honors and awards program.

Qualifications: The award is open to any person. Its purpose is to recognize significant contributions in the design, development, or application of an element or combination of elements in a control or automation system. The contributions should be documented in publications, papers, or patents.

Administration and Judging: The award is administered by a subcommittee of the Honors and Awards Committee.

Nomination: Nomination of an individual for the Douglas H. Annin Award is accepted from any individual. Nominations are made in writing on the appropriate form.

H&A 5.4 E.G. Bailey Award (Established 1985)

The E.G. Bailey Award recognizes excellence in the design, development or application of instrumentation, systems, and automation in the utilities or process control industries. The award is in honor of E. G. Bailey, an Honorary Member of ISA.

Award and Presentation: The E.G. Bailey Award may be conferred annually and carries a \$1,000 honorarium and plaque. Presentation is made at the annual honors and awards program.

Qualifications: The award is open to any person. Its purpose is to recognize significant contributions to instrumentation, systems, and automation in the utilities or process control industries.

Administration and Judging: The award is administered by a subcommittee of the Honors and Awards Committee.

Nomination: Nomination of an individual for the E.G. Bailey Award is accepted from any individual. Nominations are made in writing on the appropriate form.

H&A 5.5 Kermit M. Fischer Environmental Award (Established 1980)
(Revised May 2005)

The Kermit M. Fischer Environmental Award recognizes an outstanding achievement in the conception, design, and/or implementation of an application of instrumentation and/or automatic control in the field of environmental science, including applications for the enhancement or preservation of the environment. The award is in memory of Kermit Fischer.

Award and Presentation: The Kermit M. Fischer Environmental Award may be conferred annually and carries a \$1,000 honorarium and plaque. Presentation is made at the annual honors and awards program.

Qualifications: The award is open to any person. Its purpose is to recognize significant contributions to the applications of instrumentation and/or control in the broad field of environmental science and conservation.

Consideration will be given to applications in all areas of environmental conservation, environmental monitoring, environmental safety, and emissions and effluent monitoring and control.

Administration and Judging: The award is administered by the Honors and Awards Committee through a subcommittee. The Honors & Awards subcommittee requests and receives input on nominees from the Analysis Division of the Automation & Technology Department for consideration in the judging process

Nomination: Nomination of an individual for the Kermit M. Fischer Environmental Award is accepted from any individual. Nominations are made in writing on the appropriate form.

H&A 5.6 ISA Analysis Division Luft Award (Established 2008)

The ISA Analysis Division Luft Award recognizes outstanding contributions in the analytical technology field. The award is named after the recognized inventor of the first process analyzer, Dr. Karl F. Luft, on the 75th anniversary of this technology in 2008 and is endowed by the ISA Analysis Division, a Platinum Patron of ISA's Honors & Awards Program.

Award and Presentation: The ISA Analysis Division Luft Award may be presented annually and carries a \$1,000 honorarium and plaque. The presentation is made at the annual Honors and Awards program.

Qualifications: The award is open to any ISA member in good standing. Each candidate's contribution should be judged on the basis of his/her development, application, education, or use of process analytics for commercial or developmental measurements.

Administration and Judging: The award is administered by a subcommittee of the Honors and Awards Committee. The Honors & Awards subcommittee may request input on nominees from the Automation & Technology Department for consideration in the judging process.

Nomination: Nomination of an individual for the ISA Analysis Division Luft Award is accepted from any individual. It is expected that the Automation & Technology Department will submit nominations of deserving candidates. Nominations are made in writing on the appropriate form.

H&A 5.7 UOP Technology Award (Established 1973) (Revised October 2002)

The UOP Technology Award recognizes an outstanding achievement in the conception, design, or implementation of instrumentation and/or process control in an area of activity covered by the scope of the Society's Automation & Technology Department. The award was endowed by UOP, Des Plaines, Illinois, a Platinum Patron of ISA's Honors & Awards Program.

Award and Presentation: The UOP Technology Award may be presented annually and carries a \$1,000 honorarium and plaque. The presentation is made at the annual honors and awards program.

Qualifications: The award is open to any person. Each candidate's contribution should be judged on the basis of the following suggested criteria: technological originality; usefulness; and the successful implementation of principles involved.

Administration and Judging: The award is administered by a subcommittee of the Honors and Awards Committee. The Honors & Awards subcommittee requests and receives input on nominees from the Automation & Technology Department for consideration in the judging process.

Nomination: Nomination of an individual for the UOP Technology Award is accepted from any individual. It is expected that the Automation & Technology Department will submit nominations of deserving candidates. Nominations are made in writing on the appropriate form.

H&A 6 Other Society Awards (revised January 2008)

The awards below are not listed in hierarchy order except for the Eckman and Thompson Awards.

H&A 6.1 Excellence in Documentation Award

The Excellence in Documentation Award recognizes the author(s) of the most outstanding article, paper, or other document published by the Society. Reference Board of Department Vice Presidents MOP Sections PUB 7.5.2 and PUB 7.5.3.

H&A 6.2 Donald P. Eckman Education Award (Established 1963)

The Donald P. Eckman Award recognizes an outstanding contribution(s) toward education and training in the science, engineering and technology of instrumentation, systems, and automation. The award is a memorial to Dr. Donald P. Eckman, formerly of Case-Western Reserve University, to recognize profound individual accomplishments and contributions to instrumentation.

Award and Presentation: The Donald P. Eckman Education Award may be conferred annually and carries a \$1,000 honorarium and plaque. Presentation is made at the annual honors and awards program.

Qualifications: The award is open to any person. It is intended to honor those whose achievements have had a significant beneficial influence on education and training programs for instrumentation, systems, and automation. While the nominees will most often be individuals involved in academic or industrial education or training programs, the award is open to any individual who has contributed substantially to the improvement of instrumentation, systems, and automation education and training programs or who has demonstrated outstanding capability in the implementation of such programs.

Administration and Judging: The award is administered by a subcommittee of the Honors and Awards Committee. The Honors & Awards subcommittee requests and receives input on nominees from the Professional Development Department for consideration in the judging process.

Nomination: Nomination of an individual for the Donald P. Eckman Education Award is accepted from any individual. It is expected that the Professional Development Department will submit nominations of deserving candidates. Nominations are made in writing on the appropriate form.

H&A 6.3 Don W. Thompson Award (Established 2001)

The Don W. Thompson Award recognizes exemplary efforts and achievements to encourage and support student activity and to mentor students. The award is in recognition of Don W. Thompson, Tulsa Section, who served as an exemplary role model for the many students he mentored and encouraged. His dedication to student support and involvement with ISA led to the creation of the District 8 Student Conference in 1989. This event was used as a model for other Districts to emulate.

Award and Presentation: The Don W. Thompson Award may be conferred annually and carries a \$500 Honorarium and a plaque. Presentation is made at the annual honors and award program.

Qualifications: This award is open to any person who has encouraged and promoted Students and Student Programs within ISA, and who has been effective in using ISA resources to publicize instrumentation, systems, and automation to students and student programs worldwide.

Administration and Judging: The award is administered by a subcommittee of the Honors and Awards Committee. The Honors & Awards subcommittee requests and receives input on nominees from the Professional Development Department and District Vice Presidents for consideration in the judging process.

Nomination: Nomination of an individual for the Don W. Thompson Award is accepted from any individual. It is expected that the Professional Development Department and District Vice Presidents will submit nominations of deserving candidates. Nominations are made in writing on the appropriate form.

H&A 6.4 Standards and Practices Award (Established 1965)

The Standards and Practices Award recognizes an outstanding contribution to the Society's Standards and Practices effort. This award is presented to recognize and stimulate individual accomplishments and contributions to Standards and Practices in instrumentation, systems, and automation.

Award and Presentation: The Standards and Practices Award may be conferred annually and carries a \$1,000 honorarium and plaque. Presentation is made at the annual honors and awards program.

Qualifications: The award is open to ISA members only. It was originated to recognize the importance of standards and recommended practices in instrumentation in industry, government, and education. It is intended to honor those members of the Society who have, in past years or present, made significant contributions in organizing, developing, or administering standards and practices, particularly those of ISA.

Administration and Judging: The award is administered by a subcommittee of the Honors and Awards Committee. The Honors & Awards Subcommittee requests and receives input on nominees from the Standards & Practices Department

Nomination: Nominations are accepted from any individual. It is expected that the Standards & Practices Department will submit nominations of deserving candidates. Nominations are made in writing on the appropriate form.

H&A 6.5 Section Performance Award (Established 1995 - first given in 1996) (Revised May 2005)

The Section Performance Award may be conferred annually to six ISA Sections, Three awards recognize Gold Sections for operating excellence. The other three awards pay tribute to a Gold, Silver or Bronze Section for outstanding accomplishment in a particular area of Section activity.

Award and Presentation: The Section Performance Award carries a \$500 honorarium and plaque for each of the winning Sections. Presentation is made at the Society's annual Honors & Awards Program.

Qualifications : The Section Performance Award was originated to recognize and reward high quality performance at the Section level. Section activity, for some members, is their total perspective and experience of ISA. It is important, therefore, that Sections reflect a full and complete picture of the Society, at least to the best of their ability.

Administration & Judging: The awards are administered by the Honors and Awards Committee through a subcommittee. Due to the magnitude of the review effort the Section Performance Award requires special attention to be certain that the subcommittee has the time and manpower required for proper review. Because the deadline for the Section Performance Award occurs after the regular Honors & Awards Committee meeting, the Honors & Awards Committee Chair, Vice Chair and Past Chair are empowered to receive and approve recommendations of the Section Performance subcommittee and submit these recommendations to the Executive Committee for approval on behalf of the Executive Board. The Board of District Vice Presidents and the Honors & Awards subcommittee, as needed, review the items on the Section Performance Award application and the point distribution for each item. Annual recipients of the Section Performance Awards are selected in two ways from among the Gold, Silver and Bronze Sections identified using an established point system: Bronze = 75 points; Silver = 125 points; Gold = 150 points. (Revision June 2008)

The Gold Sections are divided into three groups based on Section size – small (30-200 members), medium (201-400 members) and large (401 or more members). Using the points accumulated by each Section, the Gold Section in each group (small, medium, large) with the highest number of points, after audit by the Honors & Awards Committee, is

honored during the Honors and Awards Program (potential for 3 awards). In the event of a tie in any category, each section shall receive the full \$500 honorarium.

Nomination: All Gold, Silver and Bronze Sections are invited to nominate themselves to receive a Section Performance Award based on a particular accomplishment, like, Member Retention/Recruitment; Newsletters; Training/Education Program; Student Section Support; Web Site, etc. To do this, the Section sends a letter explaining what was accomplished along with documentation for the activity to the Honors and Awards Committee. Each submittal will be considered on its own merit and not by guidelines prescribed by the Subcommittee (potential for 3 awards).

Only Presidents of Gold, Silver or Bronze Sections are eligible to nominate their Section for a Section Performance Award. The application form, guidelines, and cover form for submittal can be accessed from the Section Leaders page on the ISA website. By familiarizing him/herself with the *Section Performance Award* requirements, the President can tell during the year whether or not the Section will qualify for Gold, Silver or Bronze status. This will enable timely nomination of the Section for a Performance Award related to a particular accomplishment.

H&A 6.6 Industries & Sciences Department Outstanding Division Award

The I&S Department Outstanding Division Award recognizes a Division of the Industries & Sciences Department of ISA for outstanding activities and definitive reporting during the year.

Award and Presentation: The Outstanding Division Award may be conferred annually and carries a plaque that will be displayed at the Society's Headquarters office. Each year the winner will be added to the plaque. A certificate will be presented to each of the officers of the winning Division. The officers of the two runner-up Divisions will receive "Honorable Mention" certificates. The presentation of the plaque will be at the Annual Society Honors & Awards Program.

Qualifications: The I&S Department Division Award was originated to stimulate the improvement of Division activities and to encourage documentation of Division activities, plans and achievements. All Divisions within the Industries & Sciences Department are eligible to participate.

Administration & Judging: The award will be administrated by the Society Honors & Awards Committee through a subcommittee within the Industries & Sciences Department. The I&S Review Committee will consist of the Department Vice President, Advisory Board Chairman, and the Department's Honors & Awards Chairman. The Department Vice President will select one alternate reviewer if two members of the Review Committee are from the same Division. The Division Operating Guide is the basis used for establishing the operation requirements for the Divisions. The criteria for judging will be taken from the Division Director's Annual Report and Division Performance Data Sheets. The judges will look for mechanics, quality, completeness and performance.

Nominations: In order to be eligible for the award, the Division Director's Annual Report and Performance Data Sheets must be presented to the Department Vice President by June 1.

H&A 6.7 Automation & Technology Department Outstanding Division Award

The Automation & Technology Department Outstanding Division Award recognizes a Division of the Automation & Technology Department of ISA for outstanding activities and definitive reporting during the year.

Award and Presentation: The Outstanding Division Award may be conferred annually and carries a plaque that will be displayed at the Society's Headquarters office and each year the winner will be added to the plaque. A certificate will be presented to each of the officers of the winning Division. The officers of the two runner-up Divisions will receive "Honorable Mention" certificates. The presentation of the plaque will be at the Annual Society Honors & Awards Program.

Qualifications: The Automation & Technology Department Division Award was originated to stimulate the improvement of Division activities and to encourage documentation of Division activities, plans and achievements. All Divisions within the Automation & Technology Department are eligible to participate.

Administration of Judging: The award will be administrated by the Society Honors & Awards Committee through a subcommittee within the Automation & Technology Department. The Automation & Technology Review Committee will consist of the Department Vice President, Advisory Board Chairman and the Department's Honors & Awards Chairman. The Department Vice President will select one alternate reviewer if two members of the Review Committee are from the same Division. The Division Operating Guide is the basis used for establishing the operation requirements for the Divisions. The criteria for judging will be taken from the Division Director's Annual Report and Division Performance Data Sheets. The judges will look for mechanics, quality, completeness and performance.

Nominations: In order to be eligible for the award the Division Director's Annual Report and Performance Data Sheets must be presented to the Department Vice President by June 1.

H&A 6.8 Distinguished Friends of ISA (Established 2002) (Revised June 2010)

The Distinguished Friends of ISA serves as an honor program for companies that provide significant support for ISA and assist the Society in achieving its goals and objectives.

Award and Presentation: Distinguished Friends of ISA recognition may be conferred annually. The recognition consists of a plaque and letter from the ISA President. There will be a maximum of one award per size category presented annually. Presentation is made at the annual honors and awards program.

Qualifications: Award presentation will be for significant support to ISA Sections, Districts, Divisions and/or Society organizational units during the calendar year preceding the award. No award nominations will be carried forward for future consideration. A company or corporation may be qualified for recognition by being active in any or all of the areas noted below. Additionally, there may be other activities that demonstrate an unusually high level of cooperation with ISA to achieve the educational, technical, leadership, and professional goals of the Society. (Revised January 2008)

The company management actively promotes ISA to the employees(s) in designated ways such as:

- Paying employee's ISA dues.
- Providing internal resources for employee(s) to function as ISA leaders.
- Financially supporting ISA meeting attendance by employee(s).
- Providing internal publicity for ISA in newsletters, etc.
- Allowing time for employee(s) to attend conferences and leadership training.

The employee(s) demonstrate active involvement in ISA by:

- Serving as officers and committee chairs.
- Participating as committee members and task force participants.
- Attending local section meetings.
- Developing sessions or programming opportunities for training.
- Providing technical papers or publication material.
- Working on ISA standards and recommended practices committees.

The company management provides tangible support for ISA by:

- Providing facilities for ISA meetings or special gatherings.
- Making provisions for training courses to be conducted on premise.
- Contributing financially to ISA organizational units.
- Participating in ISA exhibits and educational programs.
- Placing advertisements in ISA newsletters and directories.
- Procuring ISA materials and publications for company use.
- Participating in the ISA Corporate Associates Program (CAP).

The corporation promotes ISA and the instrumentation, systems, and automation community to outside interests and peers by:

- Noting ISA membership on employee business cards.
- Using ISA standards and practices in business activities.

- Acknowledging the value and worth of the instrumentation, systems, and automation practitioners in the company.
- Sharing information about ISA goals and objectives with customers and suppliers.
- Sharing information about ISA member benefits and promoting the value of becoming an ISA member.
- Encouraging customers and contacts to join ISA.
- Extolling the value of developing technical material for publication by ISA.

Criteria: All companies, regardless of size and location, are eligible for consideration. Each operating segment and office for companies with multiple locations is eligible for recognition. A company or corporation will be categorized by size -- Small (less than 50 employees), Medium (50 to 250 employees), Large (more than 250 employees).

Nomination: Any organizational unit of ISA may submit a nomination. Nominations are made in writing on the [appropriate form](#) and by the primary officer (Section President, District Vice President, Division Director, or Department Vice President). Nominations must designate a specific company facility. The nomination deadline is 10 February.

Special Note: Each company selected by the Honors & Awards Committee as meeting suitable criteria, whether or not selected as the award recipient in one of the three size categories, will be placed on an Honor Roll of companies by category size. The Honor Roll will be published in InTech and will be displayed in a suitable location at the ISA Annual Conference and Exhibition. Companies on the Honor Roll will receive a certificate and letter from the ISA President. There will be no limit of the number of companies placed on the Honor Roll each year.

16.0 MEMBERSHIP (MEM)

MEM 1 Grades of Membership

MEM 1.1 Membership in ISA is open to all persons interested in instrumentation, measurement and control and the objectives of the Society. There are six grades of membership defined in the Society Bylaws. (See Bylaws, Article IV, Paragraphs 2 and 3)

Individuals may apply for member, student member and senior 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 Annual Honors & Awards Banquet. (See H&A 4)

MEM 1.2 Affiliate Membership (Revised May 2005)

Affiliate membership is a means by which ISA members may participate in the activities of other Sections, while retaining full membership in their own “home” Section. Affiliates receive meeting notices, newsletters, directories and other mailings as directed by the Sections.

Sections may establish fees for affiliate membership and are responsible for collecting these fees.

Only affiliation with the “home” Section is recognized for the purpose of representation by Society Delegates or for voting on Society matters.

No ISA member, except District Vice Presidents and elects, Regional Chairs and elects, is granted affiliation with Sections other than the “home” Section without the approval of the officers of the affiliate section.

MEM 1.2.1 Any ISA member who wishes to affiliate with another Section in addition to his or her own “home” Section contacts an officer of the Section with which he or she wishes to affiliate.

MEM 1.2.2 The Section officer provides the potential affiliate with an application for affiliate membership and information on any fee required. Sections establish and collect their own fees.

MEM 1.2.3 The applicant completes the application form and returns it to the Section with any fees.

MEM 1.2.4 Each request is reviewed by the Section Executive

MEM 1.2.5 If the request is not approved by the Section, one copy of the form is returned to the affiliate applicant and a copy is retained by the Section.

MEM 2 Member/Non-member Fees

Where feasible, a modest differential between member and non-member fees is maintained in setting the price of Society services. The fee differential will always be less than the annual Society dues, to avoid the effect of giving free memberships, unless such fee differentials are in conflict with laws and regulations.

MEM 3 Member Free Publications

All members receive the Society’s monthly publication *Intech*. All dues paying members receive a non-transferable coupon valued at 100 percent of the member class annual dues valid for one year that may be applied towards the purchase of both newly issued and major revisions of SOCIETY’S Standards & Recommended Practices. (See ISA Bylaws, Article XX.)

MEM 4 Membership Insurance

The Society offers a group-rate insurance program to its Members. The program is administered externally and is under the responsibility of the Board of District Vice Presidents. The insurance program results in neither income nor expense to the Society.

MEM 5 Member Credit Card Program

The Society offers a credit card program to its members. The program is administered externally and is under the responsibility of the Society Treasurer. Member participation results in a rebate to the Society.

MEM 6 Membership Group Travel

The Society may provide Group Travel Plans to provide advantageous rates and services for members and their families as long as the Society incurs no expenses, liabilities, nor income from such service.

MEM 7 Membership Directory

The Executive Board may from time to time authorize preparation of a Society Membership Directory.

MEM 8 Membership Certificates and Jewelry

Members, Senior Members and Fellows may order, on forms available from ISA Staff, certificates that designate the grade of membership and jewelry color-coded as follows: Members - white and gold; Senior Members - red and gold; Fellows - blue and gold. Green and gold Honorary Member pins are presented to each new Honorary Member and blue and gold Fellow pins to each new Fellow at the annual honors and awards program during the Annual Conference & Exhibit. Society Headquarters is the sole source of jewelry.

Headquarters provides to student Section Faculty Advisors a student membership certificate and pin for each student member of the Section.

MEM 9 Special Service Award

Headquarters maintains an inventory of Society insignia jewelry embossed "Special Service Award." These lapel pins/tie-tacs may be purchased from Headquarters by Section and/or Division leaders for presentation to appropriate individuals.

MEM 10 Society Membership Card

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

MEM 11 Mementos

Various items with ISA insignia are maintained in inventory at Society Headquarters for purchase by Society Members, Sections and Divisions.

MEM 12 Leadership Recognition

MEM 12.1 Recognition of Retiring Executive Board Members

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

MEM 12.1.1 At the Council of Society Delegates Meeting:

- Each retiring Executive Board member except the President-elect and Past President, receives from the President an illuminated certificate.
- The President receives from the President-elect an illuminated certificate.
- The President-elect receives from the President a diamond membership pin and inscribed gavel.

MEM 12.1.2 At the Retiring Officers' Dinner or an appropriate event as designated by the President:

- Each retiring Executive Board member receives a Past Vice President's pin and a suitably mounted medallion inscribed with his or her name, ISA position, and years in office; all retiring officer spouses receive from the President a small gift.
- The President receives a silver tray inscribed with the names of the Executive Board colleagues; the President's spouse also receives a memento.

MEM 12.2 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 and the appropriate Board officer under whom he or she served, recognizing his or her specific service to the Society: Society Nominators, Section Presidents, Student Section Faculty Advisors, Division Directors, Committee Chairs and Directors who report directly to an Executive Board Officer; the Annual TECH/EXPO Event General Chair, Executive Chair, Conference Program Chair and Exhibitors' Advisory Committee Chair also receive a certificate of appreciation.

These certificates are either mailed by ISA Staff at the end of the Society year or presented during appropriate meetings at the Society Annual Meeting except where such individuals are re-appointed to the identical position.

MEM 13 ISA Code of Ethics

On October 17, 1986 the ISA Executive Board adopted a Code of Ethics for all members. (See Appendix K)

MEM 14 Equal Opportunity Policy

It is the policy of ISA to provide equal opportunities for participation by volunteers without regard to race, color, sex, age, religion, national origin, marital, or veteran status, non-performance related disability, or any other legally protected status. The Society's objective is to fill each volunteer position with the most qualified available person. The skill, experience, and personal ability of every nominee or candidate for a volunteer position will be carefully evaluated in every situation.

17.0 SOCIETY PROFESSIONAL STAFF (STF)

STF 1 Operating Philosophy

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; administers the Society's publications programs; and helps coordinate, guide and promote other membership services including technical, educational and standards activities.

STF 2 Organization

Requests for staff and outside support should be directed to the Executive Director so the support can be assigned, budgeted, or developed into a proposal for Board approval, as appropriate, depending upon the extent of funds or staff resources required to fill the request.

STF 3 Staff Principles and Traditions

The Executive Director seeks to develop and enhance a relationship between Society Members and Staff employees that is productive and satisfying, by using the following concepts:

The Staff's basic job is to support Members in the performance of Society tasks that Members can best accomplish. Generally, Members should utilize their technical knowledge and leadership; control the reins of self-government; and monitor Staff effectiveness. Staff should support and amplify Member efforts; perform tasks requiring individual effort either over a prolonged period of time or on a repetitive critical schedule; and handle assignments that are either clerical or require special knowledge such as accounting and legal services.

As Officers and committee leadership change, the Staff helps to provide transitional continuity.

The Staff is responsible for assuring that Members receive due recognition for their contributions.

The Staff helps Members get their ISA jobs done within the framework of Society policy. In supporting the needs of individual Members and Society groups the Staff remains cognizant of the best interests of the Society as a whole. (See also Appendix J)

STF 4 Employee Salaries & Benefits (Revised 10/1999)

The President, Past President, President-elect Secretary, and Treasurer will comprise the Compensation Committee. The Compensation Committee is delegated the sole authority and power to determine the size, nature, and scope of the compensation program, including salary structure and benefits paid or provided to ISA employees. The Compensation Committee reports to the Executive Committee.

Employee salaries and benefits are maintained on a par with comparable positions in industry and in other volunteer societies to enable the Society to attract and hold competent staff personnel.

Salaries of individual employees, other than the Executive Director, are confidential and will not be disclosed to the Compensation Committee, the Executive Committee, or the Executive Board unless required by law or deemed necessary by the Executive Director, but the Compensation Committee will review the total compensation program as often as it deems necessary.

Employee benefits may include: group health insurance; benefits required by statute such as Workmen's Compensation; pension plan; other retirement benefits; and other financial benefits as approved by the Compensation Committee or non-financial benefits as approved by the Executive Director. The Compensation Committee is

delegated the sole power and authority to establish, modify, amend, terminate, and otherwise deal with all employee benefit plans having financial consequences, including those governed by the Employee Retirement Income Security Act (ERISA), on behalf of and applicable to the Society and its employees.

The Executive Director, and/or his or her designee, will report to the Compensation Committee on the effectiveness of the employee compensation program at his or her discretion or upon request of the Compensation Committee. The Executive Director may engage a consultant to review the employee compensation program within the budget approved by the Executive Committee or Executive Board. The Executive Director may propose new salary and benefit programs to the Compensation Committee.

The total budgeted costs for employee salaries and benefits and any consultant costs will be presented to the Executive Board in the annual Society budget.

The Compensation Committee will conduct an annual review of the performance of the Executive Director in accordance with the policies set forth in Appendix E.

STF 5 Staff Education Reimbursement

To encourage employees to become more effective on the job through their voluntary participation in educational programs, outside regular working hours, the Society will provide funding not exceed 1% of the Society's total salary budget in any fiscal year.

STF 6 Staff Recognition

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

18.0 OPERATIONS POLICIES (OPS)

OPS 1 External Business Arrangements

ISA may provide products or services that are directly related to its mission as a technical society, or how that mission is accomplished, and that are believed to be beneficial to the Society, ISA members, ISA customers, or the instrumentation, systems, and automation field, with due consideration to risk and the impact on Society resources.

When evaluating the products and services ISA offers, the questions are not only can ISA provide the service, but also should ISA provide the service? And if so, how? Every proposed ISA product or service should be tested against three basic questions:

1. Does it fit the mission of ISA?
2. Can it be offered, or should it be offered, by a tax-exempt, professional technical society?
3. Is there a need for the product or service by ISA members, customers (individual or corporate), or the field of instrumentation, systems, and automation?

If any of these questions is answered with a “no,” then the product or service is not likely appropriate for ISA to offer. If all questions are answered “yes,” then further evaluation of the use of resources and the methods of offering the service should be undertaken. Part of that evaluation will include whether the product or service should be offered by ISA staff or through an arrangement with another organization.

ISA may offer a product or service that satisfies this policy through its staff or through an arrangement with another organization that can include any of the following actions by ISA: development, delivery or distribution, referral, resale, or marketing. ISA will be impartial in making arrangements with other organizations. Accordingly, other organizations may be used only if one of the following conditions is met:

- The arrangement is non-exclusive such that any qualified organization 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.

OPS 2 Business Position Statements (added February 2004)

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 Committee a copy of all such positions and maintain a copy in a central file at ISA Headquarters.

19.0 ADMINISTRATION AND MISCELLANEOUS POLICIES (ADM)

ADM 1 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 these guidelines and examples.

ADM 1.1 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 direct or by association.

ADM 1.2 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.

ADM 1.5 Reference to ISA by Members

ADM 1.5.1 An ISA member may not use an elected or appointed ISA position as credentials in a field other than instrumentation. 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.

ADM 1.5.2 Article XXII 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.

ADM 2 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 rules and guidelines for use of the Society logo are documented further in Appendix Q of the Executive Board MOP.

ADM 3 ISA Stationery

To reinforce and enhance the image of the Society as it is projected by its stationery, which may be used by hundreds of Society leaders, amounting to many thousands of individual contacts each year:

ADM 3.1 The basic format and design of all ISA stationery should be approved by the Executive Board and changed only by 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 International Headquarters address
- The design should be executed in black, to reduce cost and to facilitate photocopy reproduction.
- ISA stationery should be used for only the first page of multi-page letters, with plain white paper used for subsequent pages.

ADM 3.2 The letterhead design should enable the listing of Officers; however, lists should be omitted wherever possible because annual (or more frequent) changes result in wasted stationery or use of obsolete stationery.

ADM 3.3 Individualized letterhead may be made available on request for ISA Sections, Divisions, Districts, Regions and Departments. To facilitate adoption and to encourage use of the approved ISA stationery, any Section or Division may order from Headquarters, free of charge, their letterhead on disk.

ADM 3.4 An ISA committee or group should use the general ISA letterhead, or the letterhead of its parent body (Section, Division, District or Department).

ADM 3.5 ISA stationery may not be used by anyone for influencing any governmental activity, for personal use, or for any purpose other than furthering the objectives of the Society.

ADM 4 Individual Member Involvement

ISA Members are encouraged to professionally involve themselves with public issues associated with instrumentation. Toward this end, ISA meetings and publications are open to qualified speakers and authors for presentations and papers, based on the Society's normal system of invitation and peer review. In this context, signed editorial text or articles on public issues are appropriate to be considered for publication in Society journals.

ISA Members are also encouraged to professionally involve themselves with public issues associated with instrumentation by acting through existing Society committees or by organizing committees within the structure of ISA.

ADM 5 Public Interest Issues

The Society encourages involvement with educational rather than public interest issues, as governed by the following procedures.

ADM 5.1 Bylaws Restriction

All Society activities involving public interest issues shall be in accordance with ISA Bylaws, Article XXII which states: Neither the Society nor any Section, Officer or Member of the Society shall engage in any attempt to influence the course of legislation on behalf of the Society in any nation or its subdivisions, by engaging in political activities, expenditures of funds, propaganda, or by participating in any course of similar conduct on behalf of, or as a representative of, ISA.

ADM 5.2 Executive Board Authorization

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.

ADM 6 Solicitation of Donations

All requests for donations intended to be made on behalf of ISA, except for ISA Sections in their own name, must be submitted to the Executive Board for approval prior to the solicitation of funds.

ADM 7 Project Initiation

Project proposals may be initiated by members or organizational units. Proposals are made through the Departments or Districts involved and presented to the appropriate Board for approval and authorization of funds. (See Appendix I)

ADM 8 Policy on Certification

ISA supports governmental agencies, such as state or province 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.

ADM 9 Minutes Distribution

The ISA Staff is generally responsible for distributing minutes of the following meetings: Executive Board, Executive Committee, Meetings of the District and Department Vice Presidents, Standards & Practices Board. Regardless of who records the minutes, the Appendix M chart indicates the appropriate distribution.

ADM 10 Policy on Personal or Sexual Harassment

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.

A guide in determining what may constitute inappropriate conduct in violation of ISA's policy is found in Appendix N.

20.0 ISA INTELLECTUAL PROPERTY POLICIES (INT) **(Adopted 2/98)**

INT 1. Nature and value of 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.

INT 1.1. Copyright: 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 1.2. Trademark: 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 1.3. Trade secrets: 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 1.4. 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 1.5. Patents: 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 2. Protection of ISA intellectual property

ISA will take these measures to protect its intellectual property:

INT 2.1. Copyright

INT 2.1.1. 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 2.1.2. Notice of rights. 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 ISA – The Instrumentation, Systems, and Automation Society (ISA) [Year prepared]. All rights reserved.

INT 2.1.3. 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 2.2. Trademarks

INT 2.2.1. 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 2.2.2. 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 2.2.3. 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 2.3. Trade secrets

INT 2.3.1. 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 2.3.2. Notice. All property which should be kept confidential should be labeled as such.

INT 2.3.3. 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 2.4. Patents

INT 2.4.1. 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 2.4.2. Notice. If ISA acquires a patent, then any products using that patent should state that there is a patent.

INT 2.4.3. Registration. Registration occurs before the patent is issued. ISA is unlikely to be involved in registration of a patent.

INT 2.5. Goodwill

INT 2.5.1. 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 2.5.2. Notice. No notice is available or required.

INT 2.5.3. 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 3. Licensing rights in intellectual property

INT 3.1. From time to time, it is beneficial to license the use of ISA's intellectual property to others. 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 for the benefit of the organization as a whole, not different groups within ISA or any individuals. Use of ISA intellectual property by Societal units and affiliates, including the geographic units, Districts and Regions; the affiliate, Sections; and the non-geographic units, Divisions, 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 Societal units.

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.

INT 3.2. Licenses may be granted either to ISA units and affiliates - Districts, Regions, Divisions, and Sections - or entities unaffiliated with ISA. Such licensure is permitted by ISA under these policies:

INT 3.2.1. ISA Units and Affiliates

INT 3.2.1.1. As a unit or affiliate of ISA, Districts, Regions, Divisions, and Sections 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. ISA units and affiliates may not sublicense such rights to others unless permitted by this policy or as expressly approved in advance by the Executive Board.

INT 3.2.1.2. 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 3.2.1.3. 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.

INT 3.2.1.4. ISA units and affiliates 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.

INT 3.2.1.5. 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.

INT 3.2.1.6. ISA units and affiliates 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 an ISA unit belongs to ISA, although use will be limited to use by the unit unless the unit otherwise agrees.

INT 3.2.2. Use of ISA intellectual property by members

INT 3.2.2.1. Members may state that they are members of ISA, but may not use the logo or trademarks of ISA on 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 3.2.3. Unaffiliated parties

INT 3.2.3.1. 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 3.2.3.2. 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 3.2.3.3. 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 3.2.3.4. 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 3.2.3.5. 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 3.2.4. References to ISA by other organizations

INT 3.2.4.1. 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 3.3. Specific Property Policies

INT 3.3.1. Mailing and customer lists

INT 3.3.1.1. All ISA mailing and customer lists, including the membership list, are confidential. The Executive Director may authorize the rental of general mailing and customer lists under procedures designed to safeguard ISA's rights to those lists and prevent unauthorized use of the lists by others.

INT 3.3.1.2 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.

INT 3.3.1.3 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 3.3.2 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 3.3.3. Periodicals

INT 3.3.3.1. 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 3.3.3.2. ISA units and affiliates may not publish periodicals that republish, translate, or compete with ISA periodicals, including *Intech*, *Industrial Computing*, *Motion Control*, *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 3.3.4. Conferences and Exhibits

INT 3.3.4.1. 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.

INT 3.3.4.2. ISA units and affiliates will not expand conferences and exhibits to cover a Region or District unless ISA and all units within that area agree and receive a share of the proceeds.

INT 3.3.5. Training

INT 3.3.5.1. ISA units and affiliates may develop and conduct training courses for offering within their geographic area without the prior approval of ISA. However, ISA units 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.

INT 3.3.5.2. ISA units and affiliates will not offer training courses outside of the represented geographic area without the consent of other ISA units and affiliates in the affected geographic area and payment of a share of the revenue to the other ISA units and affiliates.

INT 3.3.5.3. ISA units and affiliates may contract with ISA to conduct ISA Training Courses 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 3.3.5.4. Certification Programs

INT 3.3.5.5. 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 3.3.6 Web links (Added January 2000)

INT 3.3.6.1 Web links to ISA from individuals and organizations must follow ISA's general intellectual property principles:

- ISA encourages use of its logo for a Web link, but a link may not use the ISA logo without the express permission of ISA.
- The inclusion of a link to ISA, whether using the ISA logo or not, must not indicate or imply that ISA endorses, sponsors, or has a relationship with the individual or organization without the express permission of ISA.

INT 3.3.6.2 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.

INT 3.3.6.3 Any permission for use of the ISA logo, name, or tag line must be approved by the Executive Director or staff designee under ISA's usual and customary policies and procedures.

21.0 ISA Foundation (ISAF) **(Added February 2002)**

ISAF 1 Purpose

The purpose of the ISA Foundation is to raise private funds, solicit gifts and obtain grants that support the Society's mission. The ISA Foundation has the authority and responsibility to administer and manage all such funds, using the existing society infrastructure whenever possible. The ISA Foundation includes the Educational Foundation, the Standards Foundation and all other entities that may exist in the society for raising funds. The ISA Foundation funds will be commingled with other ISA funds for the purposes of investment and the Investments Committee working closely with the Board of Trustees will administer those activities. Investment returns on that portion of the ISA funds due to Foundation funds will be credited to the ISA Foundation.

ISAF 2 Governing Body

The governing body of the ISA Foundation shall be the ISA Foundation Board of Trustees (hereafter referred to as the Board or Trustees) that shall guide the ISA Foundation, prepare strategic fundraising plans, participate in fundraising, approve the budget and allocate funds. The number of voting Trustees may be a maximum of 9. The number of voting Trustees may be increased or decreased by amendment to the Manual of Organization and Procedures (MOP). In no event, however, shall the number of voting Trustees be less than three. Trustees will normally serve for three years, but have staggered terms so one third are appointed each year. The ISA Foundation Trustees will be nominated by the ISA President with input from the Executive Director and approved by the ISA Executive Board. The Chair of the Education Foundation Board and the Standards Foundation Board will be ISA Foundation Trustees. A Chair and a Vice-Chair who are elected by the Trustees to serve one-year terms will lead the Board. The Board may create other offices as the need arises. Ex-officio trustees include the ISA President, the ISA Treasurer, the Chair of the Investments Committee and the ISA Executive Director. The ISA staff support person to the Board will be appointed by the Executive Director and have the title of Director of the ISA Foundation. New Trustees will be approved by the Executive Board at the Fall Leaders Meeting and take office January 1 of the following year. The Board approves all policies and procedures for the ISA Foundation by a simple majority vote of the voting Trustees.

ISA Foundation Trustees should have broad knowledge and experience in the field of instrumentation, systems, and automation and the ability to facilitate raising funds and obtaining grants. The fiduciary responsibilities of ISA Foundation funds lie with the Investments Committee and the ISA Treasurer, not the Trustees.

The Trustees have the authority to allocate and spend Foundation funds in the cash accounts and use the administrative fees to meet operating expenses. The Foundation endowment (made up of all of the individual endowments) is a permanent savings account that grows with time and is not available for use by the Trustees. The Trustees first obligation is to meet the requirements of all endowments. An administrative fee of up to 1.5 percent (set each year by the Trustees) may be taken from the return on investment of the principal of the endowment to help pay for the operation of the Foundation. Most endowments are expected to return 5 percent each year to fund their purpose. The remaining return on investment is returned to the endowment for growth of the principal.

ISAF 3 Meetings

The annual meeting of the ISA Foundation Board of Trustees will be held at the Spring Leaders Meeting. The Chair may call regular and special meetings of the Trustees. A majority of the Trustees then in office shall constitute a quorum for the transaction of business. Meetings of the Trustees shall be presided over by the Chair.

ISAF 4 Government

ISA's Executive Board shall control the general policies of the ISA Foundation through its powers to approve the appointment of Trustees and to amend these governance policies. The ISA Foundation and its Trustees can only expend Foundation cash accounts and administrative fees without the approval of the ISA Executive Board.

ISAF 5 Chairman

Subject to the direction and control of the ISA Foundation Board of Trustees, the Chair shall be in charge of the business and affairs of the Foundation and shall see that the resolutions and directives of the Board are carried into effect, except in those instances in which responsibility is assigned to some other person by the Board. In general, the Chair shall discharge all duties incident to the office of Chair and such other duties as may be prescribed by the Board.

ISAF 6 ISA Treasurer

The ISA Treasurer shall serve as an *ex-officio* member of the ISA Foundation Board of Trustees and serve as Treasurer of the ISA Foundation. The ISA Treasurer shall have custody of the funds and securities of the Foundation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation. The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Foundation Board, but these depositories must be those used by ISA. He or she will disburse the funds of the Foundation, taking proper vouchers for such disbursements, and shall render to the Chair and ISA Foundation Board of Trustees, at the annual meeting of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Foundation.

ISAF 7 Secretary

The Director of the ISA Foundation will serve, *ex-officio*, as Secretary of the ISA Foundation Board of Trustees. The Secretary shall attend all meetings of the Board of Trustees and record all votes and the minutes. The Secretary shall give or cause to be given notice of all meetings of the Board for which notice may be required, and shall perform such other duties as may be prescribed by the Board or by the Chair.

ISAF 8 Amendment to the Procedures

The ISA Foundation's enabling document may be amended, repealed, or superseded only by majority vote of ISA's Executive Board. Amendment of the enabling document may be proposed to ISA's Executive Board by a majority vote of the Foundation Board.

The Trustees will develop operational policies and procedures for the Foundation during the first two years of operation. The ISA Executive Committee must approve these operating guidelines.

The Foundation is a subordinate of ISA and is subject to its authority. ISA's Executive Board has plenary power, by majority vote, to nullify or alter provisions of the ISA Foundation Bylaws or to nullify actions by the Foundation's Board if it determines that such provisions or actions are injurious to ISA or its subordinates. The fiscal year of the Foundation shall be January 1 to December 31.

ISAF 9 Records and Limitation of Activities

The Foundation shall keep correct and complete books and records of income and expenditures. The Secretary shall keep these records, as well as minutes and recorded actions of its Board, at the Foundation's office located at the ISA Headquarters.

Upon the termination or dissolution of the Foundation, after paying or making provision for the payment of all liabilities of the Foundation, the remaining assets shall be distributed to the Society, or if the Society no longer qualifies, than an organization organized and operated exclusively for charitable, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code that conducts a program of that is similar in mission to that of the Foundation, as determined by the ISA Executive Board.

The ISA Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) and 170(c)(2) of the U.S. Internal Revenue Code and its regulations as they now exist or as they may be amended.

APPENDICES

APPENDIX A – BYLAWS

Bylaws

Adopted October 1996; Amended October 1997, October 1998, October 1999, August 2000, September 2001, October 2002, October 2003, October 2004, October 2005, October 2008.

ARTICLE I - Name

1. The name of this organization is International Society of Automation. The organization is a North Carolina nonprofit corporation and is hereafter referred to as the “SOCIETY” or “ISA.”¹
2. Authorized local groups shall be known as Sections and Student Sections.

ARTICLE II - Objectives

The objectives of the SOCIETY shall be to advance and to reinforce the arts and sciences related to the theory, design, manufacture and use of instrumentation, computers, and systems for measurement and control in the various sciences and technologies for the benefit of mankind.

ARTICLE III - Offices

1. The principal office and registered office of the SOCIETY shall be at such place or places as may be designated by the Executive Board.
2. The SOCIETY may have offices at such other places as the Executive Board may from time to time determine.

ARTICLE IV - Membership

1. Any person interested in the objectives of the SOCIETY shall be eligible for election to membership in any class for which eligibility requirements are fulfilled, in accordance with the conditions and procedures specified in these Bylaws.

¹ Society name changed from ISA-The Instrumentation, Systems and Automation Society to International Society of Automation by Council of Society Delegates on 13 October 2008.

2. Memberships in the SOCIETY shall be in one of the following classes:²

- Student Member
- Virtual Student Member
- Member
- Senior Member
- Fellow
- Life Member
- Life Senior Member
- Life Fellow
- Honorary Member

3. The membership classes are defined as follows:

- a. Student Member or Virtual Student Member - an individual who is registered in a program leading to a measurement and control related degree or certificate.³
- b. Member - any person desiring to support the objectives of the SOCIETY.
- c. Senior Member - A Member or an applicant who, at the time of request for advancement or admission, shall:
 - i. Be a graduate of a baccalaureate engineering or science curriculum, with at least six years of active work relating to the objectives of the SOCIETY, two of which shall have been in a position of responsible charge, or
 - ii. If not a graduate of a baccalaureate engineering or science curriculum, have 10 years of active work relating to the objectives of the SOCIETY, two of which shall have been in a position of responsible charge.

For purposes of subpart i of this Section, each master's degree may be counted as one of the six years of active instrumentation work and a doctorate may be counted as two of the six years. Registration as a registered professional engineer or equivalent may be counted as one of the six years and current certification by one of the ISA programs may be counted as one of the six years.⁴

- d. Fellow - A Senior Member who meets the following criteria and has been elected by a majority vote of the Executive Board of the SOCIETY:
 - i. Possession of outstanding and acknowledged engineering or scientific attainments in a field related to Society objectives;⁵
 - ii. Senior Membership in the SOCIETY;⁶
 - iii. Membership in the SOCIETY for at least five years;⁷
 - iii. At least ten years of active work in a field related to SOCIETY objectives;

² Virtual Student Member grade added by Council of Society Delegates on 22 October 2002.

³ Amended by the Council of Society Delegates 22 October 2002.

⁴ Amended by Council of Society Delegates 25 October 2005.

⁵ Amended by the Council of Society Delegates 4 October 2004.

⁶ Amended by the Council of Society Delegates 4 October 2004.

⁷ Amended by the Council of Society Delegates 4 October 2004.

- iv. Nomination by a SOCIETY member;
 - v. Recommendations by a minimum of five members of Fellow, Life Fellow, or Honorary Member classes or alternatively, a combination of nine members of Senior, Fellow, Life Senior, Life Fellow, or Honorary Member classes; and
 - vi. A recommendation for election by the SOCIETY Admissions Committee.
- e. Life Member, Life Senior Member or Life Fellow - a Member, Senior Member, or Fellow who has been a member in good standing for a total of at least 25 years and whose combined age and years of ISA membership (total of years in all member classes, including student) equals or exceeds the sum of 90.⁸
- f. Honorary Member - an individual whose outstanding contributions to the advancement of the arts and sciences of instrumentation are worthy of special recognition. An Honorary Member shall without further payment of dues have all the rights and privileges enjoyed by all other classes of membership and shall be awarded an appropriate certificate, pin, and membership card.
4. Membership Admission Procedures
- a. Application for membership in the SOCIETY as Member or Student Member shall be made by filling out an ISA Application for Membership form and submitting it, properly endorsed and with the correct dues, to the Section with which the applicant desires to affiliate, or to the Executive Director. The Section shall forward the form with the correct dues attached to the Executive Director. The Executive Director shall notify the member of admission effective the month the application and the dues were recorded by the Society.
 - b. Application for membership as or advancement to Senior Member shall be made by filling out the required application and submitting it to the Executive Director for referral to the SOCIETY Admissions Committee. A non-member applying for the class of Senior Member shall be processed as a Member until the application for the class of Senior Member is acted on by the SOCIETY Admissions Committee.
 - c. A Member, Senior Member, or Fellow may apply in writing to ISA Headquarters for Life Member, Life Senior Member, or Life Fellow class. Upon acknowledgment from the Executive Director that an individual meets all the requirements for that class, the individual shall receive a membership card indicating the class designation of either "Life Member," "Life Senior Member," or "Life Fellow," as appropriate; shall be entitled to receive *INTECH* and other SOCIETY publications as authorized by the Executive Board without charge; and shall be entitled to member rates for other SOCIETY publications and services.
 - d. A nominee for Fellow Member must be recommended for election by the SOCIETY Admissions Committee. The nominator and evaluators may not be voting members of the Executive Board, members of the Admissions Committee, or employees of the SOCIETY.
 - e. Any member may nominate any individual as an Honorary Member. A nomination must be in writing and describe the contributions of the nominee warranting status as an Honorary Member. The nomination shall be submitted to the Past President who will submit it to the Honors and Awards Committee for review. The Honors and Awards Committee shall submit the nomination

⁸ Amended by Council of Society Delegates on 22 October 2002.

along with its written report to the Executive Board. The Executive Board shall confer the class upon a majority vote. The President shall then notify the individual of the election to such class.

5. Section Affiliation

- a. Any member, except a Virtual Student member, may affiliate with any Section of the SOCIETY, but the SOCIETY will recognize only one voting affiliation at any time for purposes of administration. Unless otherwise directed by the applicant or member, the Society will initially assign a member's affiliation to the Section nearest the member's recorded mailing address.⁹
- b. A member may transfer voting affiliation from one Section to another by applying, in writing, to the Executive Director. The Executive Director shall notify the member and both Sections concerned of the transfer of affiliation.
- c. An applicant for membership in the SOCIETY or member may choose not to affiliate with any Section by requesting non-affiliated status in writing, indicating knowledge that non-affiliation deprives the member of representation in the Council of Society Delegates and, therefore, voting privileges on all issues except those submitted directly to the membership. Members of a Member Society of ISA may be assigned non-affiliated status as part of the organization and governance of the Member Society as approved by the ISA Executive Board.¹⁰
- d. Any member may affiliate with additional Sections, subject to the regulations of the Sections, but only one affiliation shall be recognized for the purpose of representation by a Society Delegate or for voting on matters coming before the SOCIETY.

6. Termination of Membership

- a. A member may resign from the SOCIETY at any time by signifying this intention in writing to the Executive Director.
- b. Any member whose dues are unpaid three months after the date due shall be terminated from membership. The Executive Director shall notify the member and the Secretary of any Sections with which the member was affiliated of the termination of membership.
- c. The application for reinstatement of any member whose name has been stricken from the membership roll shall be considered in the same manner as the application of a new member. A reinstated member shall receive credit for prior years of membership by providing proof of the prior years of membership.
- d. The Executive Board may excuse a member from payment of dues if, in its judgment, there is a good and sufficient cause.
- e. The Council of Society Delegates may expel a member for cause. Before any action to expel is taken, the member will be provided with a description of the cause in writing and given an opportunity to be heard. The Council may appoint one or more of its members to conduct any hearing and report its determinations of fact and recommendations to the Council. The name of an expelled member shall be stricken from the membership roll. Prorated dues shall be refunded to an expelled member for the unexpired length of the membership term. Reinstatement of membership after expulsion shall be by majority vote of the Council of Society Delegates.

⁹ Amended by Council of Society Delegates on 22 October 2002.

¹⁰ Last sentence added August 2000

7. Voting Privilege

Each member of the SOCIETY, except a Student Member or Virtual Student Member, shall be entitled to one vote on all questions submitted to the membership of the SOCIETY.¹¹

Article V Member Societies¹²

1. A Member Society of ISA is an entity that is formed by or becomes a subsidiary or part of ISA for the purpose of carrying out particular technical activities of interest and service to those who are members of that entity or of serving members of a particular geographic area as permitted by law and the approved governance documents of the entity. A Member Society may be a wholly owned subsidiary of ISA or an integral part of ISA with a defined purpose and governance structure.
2. Member Societies of ISA are established by approval by the ISA Executive Board of appropriate governance documents of the Member Society. The purposes and operations of a Member Society may not conflict with the Bylaws of ISA or the purposes and mission of ISA or with activities permitted by a nonprofit organization that is tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code. A Member Society will recognize in its governance documents that it is a subordinate of ISA and that its governance and operations are subject to the review and approval of the ISA Executive Board.
3. Member Societies will have individual members who are also members of ISA at such classes and grades as established by the ISA Executive Board for all ISA members. Member benefits and dues for members of Member Societies will be established by Member Society and approved by the ISA Executive Board. Unless the portion of the Member Society member dues paid to ISA is at least as much as the regular ISA member dues, then full, regular ISA member benefits may not be granted to Member Society members. A Member Society's member dues may be greater than regular ISA member dues with the difference in dues going to support the programs and activities of the Member Society.

ARTICLE VI - Council of Society Delegates

1. Each Section shall designate a member as its Society Delegate to represent its members and shall specify the term of office. The members of a Member Society established to serve members of a geographic area may be permitted to designate a member as a Society Delegate in accordance with a plan of governance of the Member Society approved by the ISA Executive Board as long as such members are granted full member benefits and are not otherwise represented by a Society Delegate. The collective body of such delegates shall be known as the Council of Society Delegates.
2. Each elected officer of the SOCIETY shall serve ex-officio on the Council of Society Delegates, but shall have no vote unless the officer has also been designated by a Section as its Society Delegate or Alternate Delegate.

ARTICLE VII - Government

1. The Council of Society Delegates shall control the general policies of the SOCIETY through its powers to nominate and elect the Officers, to amend the Bylaws, and to review the Annual Reports of Officers.

¹¹ Amended by Council of Society Delegates 22 October 2002.

¹² Article added August 2000

2. The determination of operating policies and the control of affairs, property and the funds of the SOCIETY shall be vested in the Executive Board, except as may be provided otherwise by the Bylaws.
3. Each Section shall control and manage the affairs, property, and funds of the Section. Neither the Constitution nor the Bylaws of a Section shall conflict with the Bylaws of the SOCIETY.

ARTICLE VIII - Chartering of Sections and Student Sections¹³

1. Any group of applicants or members except Virtual Student Members within a geographical area may petition for a Section charter under criteria and policies established or approved by the Executive Board. The Executive Board may delegate to the Board of District Vice Presidents authority to determine the criteria and policies related to Section charters as well as approval of such charters. Upon approval of a petition by the Executive Board, the Executive Director shall issue the charter in approved form.¹⁴
2. The Section charter fee shall be established by the Board of District Vice Presidents, subject to the approval of the Executive Board and shall accompany the petition.
3. The charter of a Section may be revoked for cause, including but not limited to inactivity or failure to report activity to the appropriate District Vice President, or upon petition by the Section and recommendation by the appropriate District Vice President. Revocation may be made by the Board of District Vice Presidents under criteria and policies established with the plenary authority of the Executive Board.
4. Student Sections may have charters granted or revoked under procedures established or approved by the Board of District Vice Presidents.

ARTICLE IX - Geographical Districts

1. Subject to the plenary authority of the Executive Board, the Sections will be organized into Districts by the Board of District Vice Presidents.¹⁵
2. The number of Districts shall be no less than seven.¹⁶
3. Each District may, but is not required to, group one or more Sections within the District into one or more geographic subdivisions called Regions.

¹³ Amended by the Council of Society Delegates on 10 September 2001.

¹⁴ Amended by the Council of Society Delegates on 22 October 2002.

¹⁵ Amended by the Council of Society Delegates on 10 September 2001.

¹⁶ Amendment passed by the Council of Society Delegates 4 October 1999 deleted the phrase "nor more than thirteen" from the end of this section.

ARTICLE X - Officers

1. Officers

a. The officers of the Society shall be:

- President
- President-elect Secretary
- Past President
- Department Vice Presidents
- District Vice Presidents
- Treasurer

b. The officers of the SOCIETY shall be elected by a majority vote of the Council of Society Delegates, except as otherwise provided in these Bylaws. No person shall hold two offices concurrently.

c. In addition, the Executive Director shall be an *ex-officio* officer of the SOCIETY.

2. Qualifications

a. Any Senior Member, Fellow, Life Member, Life Senior Member, Life Fellow, or Honorary Member shall be eligible for election by the Council of Society Delegates, or any subset of the Council defined under these Bylaws, as an officer.

b. A District Vice President must be a member of a Section in the District he or she is elected to represent.

3. Term of Office

a. Officers shall serve the below stated nominal term of office or until a successor is seated.

- | | |
|------------------------------|---------|
| • President | 1 year |
| • President-elect Secretary | 1 year |
| • Immediate Past President | 1 year |
| • Department Vice Presidents | 2 years |
| • District Vice Presidents | 2 years |
| • Treasurer | 2 years |

b. Terms of office will run on a calendar year basis, January 1 through December 31. Officers shall take office for their stated terms as follows:

i. President-elect Secretary and Treasurer take office on January 1 of the year following election.

ii. The President-elect Secretary at the conclusion of the one year term in office shall automatically succeed to the office of President.

iii. The President, at the conclusion of a one year term of office, shall automatically succeed to the office of Past President.

- iv. Department Vice President elections and terms will be staggered under a rotation schedule established by the Executive Board such that one-half, or as close to one-half as possible, of the terms will begin on 1 January of each year.¹⁷
 - v. District Vice Presidents take office on January 1 of even-numbered years for odd-numbered Districts and of odd-numbered years for even-numbered Districts.¹⁸
 - c. The Treasurer shall be elected in alternate years on a rotation schedule established by the Executive Board.
 - d. No officer elected by the Council of Society Delegates except the Treasurer shall serve successive terms in the same office except as provided in these Bylaws.
 - e. No District Vice President shall serve consecutive terms, except as provided in the Bylaws.
4. Vacancy in Office
- a. Except as provided in these Bylaws, if any office subject to election by the Council of Society Delegates other than that of President or President-elect Secretary becomes vacant between Annual Meetings of the Council of Society Delegates, it shall be filled with an interim appointment by the Executive Board until the next regular meeting of the Council of Society Delegates, at which time the Council of Society Delegates shall elect an Officer for the unexpired part of the term. Election to serve an unexpired part of a term shall not disqualify such officer from election for the succeeding term.
 - b. In the event that the office of President is vacated between Annual Meetings of the Council of Society Delegates, the President-elect Secretary shall assume the office for the unexpired term and shall succeed to serve his or her elected term. If the President-elect Secretary is unable to assume the unexpired term for any reason, the former President who has most recently completed a term as Past President shall immediately assume the office of President. Should this individual be unable to serve the unexpired part of the term, the office shall be transferred to the former President of most recent service who is able to assume the office.
 - c. If the office of President-elect Secretary becomes vacant, the Executive Board shall, by a majority vote, elect an individual chosen from those members of the Society who are eligible for elective office to serve until the office is filled by a special election by the Council of Society Delegates. This election shall follow a special meeting of the Society Nominating Committee to propose a candidate who has been nominated from the membership in accordance with the Bylaws. After a nominee is proposed, the President will submit the nominee to the Council of Society Delegates by mail or other communication means and permit additional nominations for a period of no less than 15 and no more than 45 days. After nominations are closed, the Council of Society Delegates shall elect the new President-elect Secretary at a special meeting or by ballot as permitted under these Bylaws.
 - d. If an office of District Vice President or Department Vice President becomes vacant, it shall be filled by the Vice President-elect for the unexpired portion of the term who shall then succeed to fulfill the elected term. If a District Vice President-elect has not been elected, a special election shall be held by the Society Delegates of that District to fill the office of District Vice President by special meeting or by ballot. The newly elected District Vice President shall complete the unexpired term and shall be eligible for re-election. If a Department Vice President-elect has not

¹⁷ Amended by the Council of Society Delegates on 10 September 2001.

¹⁸ Amendment passed by CSD in August 2000 changed the term of office to a calendar year.

been elected, a Department Vice President shall be elected in accordance with Section 4.a. of this Article.

5. Duties of Officers

- a. The President shall be the chief executive officer of the SOCIETY, and shall preside at all annual and special meetings of the SOCIETY and at all meetings of the Executive Board, Executive Committee, and the Council of Society Delegates meeting as a whole.

If the President is unable to preside at any meeting or fulfill any other duties of the office for a temporary period, including absences due to travel, the President-elect Secretary shall preside or assume the duties until the President is able to resume the duties. If both officers are unavailable, the Past President shall preside or assume the duties until either the President or President-elect Secretary is able to. If none of these officers is available to preside at a meeting, the body shall select a person from its ranks to preside.

The President shall submit a written Annual Report at the Annual Meeting of the Council of Society Delegates. The report shall summarize the activities of the Society, as well as that of the Council of Society Delegates.

- b. The President-elect Secretary shall act as Secretary of all meetings of the Council of Society Delegates and of the SOCIETY and shall perform such other duties as shall be delegated by the Executive Board. At the conclusion of the term of office for which elected, the President-elect Secretary shall become President of the SOCIETY.

The President-elect Secretary shall submit a written Annual Report at the Annual Meeting of the Council of Society Delegates. The report shall outline the objectives and program for the forthcoming year.

- c. The Past President shall serve as a consultant to the President and shall perform other duties assigned by the President. The Past President shall serve as a voting member of the Executive Board. The Past President shall supervise or chair the plans and programs of the Past President's Department, which includes the Society Nominating Committee, Honors and Awards Committee, and the Admissions Committee.

- d. Each Department Vice President shall manage the activities of the Department for which elected. The Department Vice President shall provide sufficient training for the Department Vice President-elect to assure a smooth transition at the end of the term of office. Each Vice President shall provide a written Annual Report of Departmental activities as specified in the Board of Department Vice Presidents Manual of Organization.¹⁹

- e. Each District Vice President shall promote and coordinate SOCIETY activity in the District, shall represent the views of the Sections in that District on the conduct of SOCIETY affairs and shall keep the Sections informed of the policies and actions of the Executive Board. Each District Vice President shall provide a written Annual Report of District activities as specified in the Board of District Vice Presidents Manual of Organization.²⁰

- f. The Treasurer shall be the chief financial officer of the SOCIETY, and shall keep, or cause to be kept, complete records of all monies received and disbursed by or on behalf of the SOCIETY. The Treasurer shall report to the Executive Board, whenever requested, the financial condition of the

¹⁹ Amended by the 20 October 2003 Council of Society Delegates.

²⁰ Amended by the 20 October 2003 Council of Society Delegates.

SOCIETY. The Treasurer shall supervise the committees of the Treasurer's Department and shall perform such other duties as delegated by the Executive Board.

The Treasurer shall submit a written Annual Report at the Annual Meeting of the Council of Society Delegates. The Treasurer's report shall include an interim report for the current fiscal year and the proposed budget for the next fiscal year.

- g. Each Vice President-elect shall serve as the understudy for the incumbent officer of the Department or District for which elected.
- h. A Parliamentarian, appointed by the President, shall act in an advisory capacity to the President, other officers, and Executive Board members. The Parliamentarian shall be a non-voting member of the Executive Board.

6. Removal for Cause

Any elected officer may be removed from office for cause by the vote of two-thirds of the members of the Executive Board at any regular or special meeting of the Executive Board as long as the officer subject to the removal vote is given at least thirty (30) days advance notice of the question and an opportunity to be heard at the meeting. A removed officer may appeal the removal to the Council of Society Delegates. Any appeal will be determined by majority vote of the Council of Society Delegates.

ARTICLE XI - Nominating Committee and Election Procedures

1. Nominating Committee

- a. The Society Nominating Committee shall consist of the Nominator or Alternate Nominator from each District, the first Former President, second Former President, and the third Former President. If any designated Former President is unable to serve, the President may appoint a replacement nominator to serve for the unexpired term of the named nominator. The Nominator and the Alternate Nominator from each District shall be elected biennially for a two-year term; however, the longest continuous period a person may serve a District (in either or both capacities) is four years. A quorum of the Nominating Committee shall consist of a majority of the eligible Nominators-at-large and District Nominators, or their Alternates.²¹

- b. Qualifications for Committee Members.

The Nominator and the Alternate from a District shall be a present or former Section President or a former SOCIETY Officer, but shall not be an officer or officer-elect of the Society.²²

- c. Duties of the Nominating Committee

The Society Nominating Committee shall nominate each year at least one nominee each for President-elect Secretary, for Treasurer if that office is to become vacant that year, and for Vice President-elect for each Department Vice President office becoming vacant in accordance with the rotation schedule. If the office of President-elect Secretary becomes vacant, the Nominating Committee shall meet to nominate a replacement in accordance with these Bylaws. Each nominee

²¹ Modified by amendment adopted by the Council of Society Delegates 19 October 1998 by changing "Past President" to "Former President."

²² Modified by amendment adopted by the Council of Society Delegates 19 October 1998 by adding "elect" after the second occurrence of "officer."

must receive at least a majority vote of a quorum of the Society Nominating Committee under procedures approved by the Executive Board. A quorum of the Society Nominating Committee is fifty percent (50%) of the Committee members plus one (1).

d. Report of the Nominating Committee

The Society Nominating Committee shall submit the names of nominees to the Past President in time for the list of nominees to be published in such SOCIETY publication as the Executive Board directs and in time to be submitted to the members of the Council of Society Delegates at least 30 days before the next meeting of the Council of Society Delegates. If an Office for which the Nominating Committee elects nominees becomes vacant (or if a nominee withdraws from nomination) after the regular meeting of the Society Nominating Committee and prior to the Meeting of the Council of Society Delegates, the Society Nominating Committee shall nominate and submit another nominee at the Annual Meeting of the Council of Society Delegates without the 30-day notice required for other nominees.

e. Other Nominations

Except for District Vice Presidents, other nominations for Society officers may be made by petition submitted to the President, signed by not less than one-quarter of the Society Delegates, at least 30 days before the day of the meeting at which the election will be held. The President shall send the additional nomination(s) to the Society Delegates at least 21 days before the election date.

In the event of more than one Nominee for a single office, the President shall be responsible for informing the Delegates of the qualifications of all the Nominees of that office. The information shall include a brief presentation at the Annual Meeting of the Council of Society Delegates by one knowledgeable member for each candidate, noting the qualifications of the candidate. When, in order to fill a vacancy in any office elected by the Council of Society Delegates, the election is conducted by ballot and not by meeting, the President shall provide information on all the nominees with the ballot.

2. Elections of Officers and Executive Board

a. The President-elect Secretary; Treasurer, when applicable; and Department Vice Presidents-elect shall be elected at the Annual Meeting of the Council of Society Delegates, by a majority vote. If there is only one nominee for any office, election may be by show of hands.

b. Election of District Vice Presidents

i. The Society Delegates of each District shall elect a District Vice President-elect by the Annual meeting of the year before the year in which the new District Vice President will take office. The District Vice President-elect shall automatically succeed to the office of District Vice President.

ii. Each District Nominating Committee shall nominate at least one person for the office of District Vice President-elect no later than 60 days prior to the scheduled election for the respective District. The District Nominating Committee shall consist of all the District's Society Delegates with the District Nominator as Chairman. In the event the District Nominator is unable to serve, the Alternate Nominator shall assume the Chairmanship responsibilities. Other nominations for District Vice President-elect may be made by petition submitted to the District Vice President at least 30 days before the date of election, signed by Society Delegates representing at least three (3) Sections in the District. The District Vice President shall send the additional nomination(s) to the

District's Society Delegates at least 21 days before the election date. If a nominee withdraws from nomination, the District Nominating Committee shall elect another nominee and the 60 days period before the scheduled date of election may be reduced to 21 days.

- iii. The election session of the Delegates of the District shall be chaired by the incumbent District Vice President or, if the District Vice President is unable to chair this meeting, by the District Nominator. Election shall be upon a majority vote of the Society Delegates of the District, one vote per delegate. In the event a special election is necessary to fill a vacancy in the office of the District Vice President, the President shall direct the Nominator of the District to conduct an election as soon as feasible.

ARTICLE XII - Meetings

1. Meetings of the SOCIETY

- a. The Annual Meeting of the SOCIETY shall be held within the months of August through November, at a time and place designated by the Executive Board.
- b. Other meetings of the SOCIETY may be held at times and places as the Executive Board may direct.
- c. Announcements of all meetings of the SOCIETY shall be published in INTECH or other SOCIETY publication, including electronic media, that the Executive Board authorizes for such announcements.

2. Meetings of Council of Society Delegates

- a. The Annual Meeting of the Council of Society Delegates shall be held in two consecutive sessions, during or just preceding the week of, and in the same place as, the Annual Meeting of the SOCIETY.
 - i. The first session shall comprise individual meetings of the Society Delegates from each District, under the chairmanship of its District Vice President, for the purpose of receiving and reviewing the District Vice President's Annual Report and for electing a Nominator and an Alternate to the Society Nominating Committee for the succeeding year (if not previously elected at an earlier meeting of the District Council).
 - ii. The second session shall comprise a meeting of all Society Delegates to receive the report of the Society Nominating Committee and to conduct elections (except District Vice Presidents); to receive and review the Annual Reports of the President, President-elect Secretary and Treasurer; and to act or advise on general policies for the SOCIETY.
- b. Notice of the meeting and the proposed agenda shall be sent to the Society Delegates at least 45 days before the meeting.
- c. The Voting Body
 - i. The voting body shall consist of the Delegates, or in the absence of a Delegate, an alternate may be designated by the represented Section's President and certified by the appropriate District Vice President for the District in which the Section is located'. No person may serve as a Delegate or Alternate Delegate for more than one Section.

- ii. Proxies may not be used in the meetings of the Council of Society Delegates.
 - iii. Each Society Delegate shall have a voting power equal to the number of Society members, except Student Members, in the Section the Delegate represents as of the first day of the month preceding the month in which the vote takes place as authenticated by the Executive Director.
- d. Quorum.

A quorum of the Council of Society Delegates consists of Delegates (or qualified alternate in the absence of a Delegate) representing both a majority of the number of Sections and a majority of the Section members.

3. Special meetings of the Council of Society Delegates may be called by the President, or if the President is unavailable, the officer who acts when the President is unavailable, at the direction of the Executive Board, as long as 30 days advance notice is given to the Society Delegates. In lieu of a meeting, the Council of Society Delegates may vote by mail or electronic means by sufficient ballots to constitute a quorum on any question submitted to it by the Executive Board. The voting period shall end at such time as specified by the Executive Board but no earlier than 30 days nor later than 45 days from the date the ballots are issued.
4. Any special election or ballot before any Society body may be conducted by mail or electronic means, as authorized by the Executive Board, by majority vote of sufficient eligible representatives to constitute a quorum of the body conducting the election or ballot. Unless stated otherwise in these Bylaws, the ballot or special election period shall end at the time specified by the body conducting the election or ballot, but no earlier than 30 days nor later than 45 days from the date the ballots are issued.

When authorized by the Executive Board, any meeting may be attended by some or all members of the body holding the meeting by electronic means, including without limitation, videoconferencing and telephone conferencing.

5. In the event of an emergency or catastrophe that, in the opinion of the Executive Board, will make it unlikely that the business of the SOCIETY can be conducted in an orderly manner, the Executive Board, by majority vote, may cancel the Annual Meeting of the SOCIETY or the Annual Meeting of the Council of Society Delegates.

ARTICLE XIII - Executive Board

1. Composition²³

The Executive Board consists of the SOCIETY President, President-elect Secretary, Treasurer, and Past President; six current or past District Vice Presidents elected by the Board of District Vice Presidents; six current or past Department Vice Presidents elected by the Board of Department Vice Presidents.

The District Vice Presidents and Department Vice Presidents of the Executive Board will serve a term of at least one year, but not greater than two years on the Executive Board each. In addition, the Executive Director and Parliamentarian serve as non-voting, *ex officio* members of the Executive Board.²⁴

²³ The composition of the Executive Board was modified by action of the CSD in August 2000. The composition of the Executive Board will migrate from the former composition to the new composition during a transition period until 2004.

²⁴ Amended by the Council of Society Delegates on 10 September 2001.

Notwithstanding anything that may be to the contrary elsewhere in these Bylaws, any changes to the number, qualifications, or classification of the members of the Executive Board, including without limitation the number of members selected by the District Vice-Presidents and the number of members selected by the Department Vice-Presidents on the Executive Board, are to be recommended to the Council of Society Delegates by a majority of the Executive Board, and approved by a two-thirds vote of the Council of Society Delegates, or proposed and adopted under the same procedures as other amendments to these Bylaws (see Article XXIII, Section 1).

2. Duties

a. The Executive Board shall serve as the managing body of the SOCIETY, establishing policy and organization of the SOCIETY and shall have all power and authority vested in a board of directors of a nonprofit corporation under law. The decisions of the Executive Board regarding policy and organization shall be summarized in the ISA Manual of Organization and Procedures. All changes to the Manual of Organization and Procedures shall be approved by the Executive Board before they are effective.

3. Meetings of the Executive Board shall be called at the discretion of the President, except that there shall be no fewer than three regular meetings of the Executive Board each year.

4. Voting

Decisions of the Executive Board shall be by majority vote of members present and voting.

5. Quorum

A quorum of the Executive Board shall consist of a majority of the voting Executive Board Members.

6. Appointment of Officers

The Executive Board shall appoint an Executive Director, who shall be the chief administrative officer of the SOCIETY. The Executive Board may appoint any assistant vice-presidents, secretaries, and treasurers as it deems appropriate. All such appointees shall be approved on an annual basis, but shall serve at the pleasure of the Executive Board.

ARTICLE XIV - Executive Committee

1. Membership

An Executive Committee of the Executive Board consists of the President, President-elect Secretary, Treasurer, a Department Vice President Board Member elected by a vote of the Board of Department Vice Presidents, a District Vice President Board Member elected by a vote of the Board of District Vice Presidents, and the Past President. The Executive Director is a non-voting member of the Executive Committee.²⁵

²⁵ Amendment passed by the Council of Society Delegates 4 October 1999 added “a Department Vice President elected by a vote of the Department Vice Presidents, a District Vice President elected by a vote of the District Vice Presidents.”

2. Duties

The Executive Committee shall act for and with the authority of the Executive Board between its regular meetings to carry out the policies of the Board within the financial limits designated by the Executive Board.

3. Meetings

Meetings of the Executive Committee shall be called at the discretion of the President. When necessary, the Executive Committee may conduct its business by mail, phone, or other means of communication in lieu of a meeting.

4. Voting

Matters decided by vote of the Executive Committee shall be decided by a majority vote of members of the Executive Committee.

ARTICLE XV – Boards of District and Department Vice Presidents²⁶

1. The Board of District Vice Presidents serves as an advisory and activity body reporting to the Executive Board and responsible for administering and overseeing the conduct of Section, Region, and District activities. The Board of District Vice Presidents will act on matters delegated to it by the Executive Board within the parameters established by and under the oversight of the Executive Board. The Board of District Vice Presidents consists of all District Vice Presidents.
2. The Board of Department Vice Presidents serves as an advisory and activity body reporting to the Executive Board and responsible for administering and overseeing the conduct of activities managed by the Departments. The Board of Department Vice Presidents will act on matters delegated to it by the Executive Board within the parameters established by and under the oversight of the Executive Board. The Board of Department Vice Presidents consists of all Department Vice Presidents.
3. The Boards of District and Department Vice Presidents may establish and document their policies and procedures affecting their respective areas of concern, subject to the plenary authority of the Executive Board, including without limitation selecting a Chair, electing representatives to the Executive Board from their ranks, and administering an annual budget approved by the Executive Board. District Vice Presidents Elects and Department Vice President Elects may, if permitted under policies and procedures adopted by their respective Boards, vote on the selection of the Chair and the election of Executive Board representatives from their Boards for those terms that begin on or after the term of the Elect begins or on such other matters as their respective Boards may determine.²⁷

ARTICLE XVI - Executive Director

1. The Executive Director shall be responsible to the Executive Board, serving as a non-voting member of the Executive Board and the Executive Committee, and shall report administratively to the SOCIETY President. The President and the Treasurer shall jointly monitor the expenditures of the Executive Director.

²⁶ Article added August 2000

²⁷ Amended by the Council of Society Delegates on 10 September 2001.

2. The Executive Director shall be responsible for administering and reporting the operations of the SOCIETY as directed by the Executive Board and shall maintain and staff a business office for the SOCIETY to perform the functions delegated by the Executive Board, including but not necessarily limited to:
 - a. Maintaining membership records.
 - b. Handling, in conjunction with the Treasurer, all receipts and disbursements of Society funds, maintain financial records of the SOCIETY, and control expenditures in accordance with the Annual Budget and any special appropriations approved by the Executive Board.
 - c. Making business arrangements for events sponsored by the SOCIETY as required by the Executive Board.
 - d. Managing preparation, production, distribution, and sale of SOCIETY publications, educational products, and services.
 - e. Providing administrative, secretarial, clerical, and mailing services in support of SOCIETY activities.
 - f. Publicizing the SOCIETY's activities.
 - g. Promoting SOCIETY membership.

ARTICLE XVII - Departments, Divisions, and Committees²⁸

1. The Board of Department Vice Presidents will define the Departments and Divisions that are needed to further the objectives of the SOCIETY, subject to the plenary authority of the Executive Board. Divisions shall be grouped under Departments.
2. The Executive Board may create and define such Standing and Special Committees as it deems appropriate. Committee Chairs, by whatever title given, will be appointed each year for terms coinciding with the Society (calendar) year by the Officer designated as responsible for oversight of the Committee, subject to the approval of the Executive Board. Members of a Committee shall be appointed by the Committee Chair unless otherwise provided.
3. The Departments, Divisions, and Standing Committees shall be defined in the Manual of Organization and Procedures.
4. Terms of appointments to all appointive offices and Standing Committees shall be specified in the Manual of Organization and Procedures. Appointments to Special Committees terminate at the end of each administration, but appointees may be reappointed unless otherwise prohibited in the Manual of Organization and Procedures.
5. Department, Division, and Committee operating procedures and manuals of operations shall not conflict with the Society Bylaws or Manual of Organization and Procedures.
6. All questions coming before any committee, department, division or other group of the SOCIETY shall be decided by a majority of the votes cast except as otherwise provided by the Bylaws or in the operating procedures of that committee, department, division or other group that have been approved by the Executive Board.

²⁸ Amended by the Council of Society Delegates on 10 September 2001.

ARTICLE XVIII - Dues and Assessments

1. The annual dues shall be as follows:²⁹

• Student Member	• \$10.00
• Virtual Student Member	• \$5.00
• Member	• \$100.00**
• Senior Member	• \$100.00
• Fellow	• \$100.00
• Life Member	• None
• Life Senior Member	• None
• Life Fellow	• None
• Honorary Member	• None

Non-student members may pay in advance for two and three years of membership at a discounted rate of \$186.00 for two years and \$265.00 for three years.

* Except for former Society Presidents, who shall be given a permanent membership card and granted lifetime free membership in the SOCIETY.

** Except for a graduating Student Member upgrading to Member, whose dues shall remain at the Student Member dues rate for one year after graduation.

2. The Society may enter into agreements with other similar organizations under which members of the other organizations may join the Society at appropriate membership levels at a discounted annual dues rate if the other organization permits Society members to join it under a reciprocal arrangement. Any such agreements will be approved by the Executive Board before becoming effective.³⁰
3. The Executive Board may establish a reduced dues rate based upon the local economic conditions for members who are resident citizens of countries identified on a prevailing list of countries eligible for economic consideration. The Executive Board may establish alternative member benefits, or methods of providing member benefits, or other policies consistent with such reduced dues rates.³¹
4. All annual dues shall be paid on an anniversary basis. The anniversary date for new members shall be the effective date of membership established by the Executive Director; the Executive Director may, through proration of SOCIETY and Division dues, establish a new anniversary date for any member.
5. The Executive Director shall return a portion of the dues received from each member to the active Section with which the member is affiliated no later than three months after receipt of the dues in accordance with the following schedule:³²
- For each Fellow, Senior Member, or Member – 15% of the dues received to the section.
 - For each Student Member, or each graduating Student Member upgrading to Member -- 30% of the dues received to the student section.

²⁹ Adopted by the Council of Society Delegates at the 13 October 2008 meeting.

³⁰ Adopted by the Council of Society Delegates at the 4 October 1999 meeting.

³¹ Adopted by the Council of Society Delegates at the 4 October 1999 meeting.

³² Adopted by the Council of Society Delegates at the 13 October 2008 meeting.

6. The Executive Director shall forward a membership card to each member.
7. Assessments upon individual members shall be made only by two-thirds vote of the Council of Society Delegates. Assessments may be made for prospective debts only.
8. No assessments may be made upon any Section or Student Section.

ARTICLE XIX - Finance

1. The fiscal year shall be from January 1 to December 31.
2. The Executive Director, the Treasurer, and any others who may have access to the funds of the SOCIETY, as determined by the Executive Board, shall be covered by a fidelity bond or insurance issued by a qualified company at the expense of the SOCIETY.
3. The Treasurer shall establish such bank and other financial accounts for the deposit and disbursement of the Society's funds as authorized by the Executive Board. All instruments or orders for the payment, transfer between, or withdrawal of funds from these accounts must be made or signed by one or more officers or staff members authorized by the Executive Board under such conditions and policies established by the Executive Board.
4. Prior to the beginning of each fiscal year, the Executive Board shall approve a budget of estimated expenditures and receipts.
5. A summary of the approved Annual Budget and of the Annual Financial Statements shall be published in such SOCIETY publication as the Executive Board directs.
6. To the fullest extent permitted under the laws of the State of North Carolina as currently exist or may hereafter be amended, a member of the Executive Board will not be personally liable to the SOCIETY, any member of the SOCIETY, or to others for monetary damages for taking any action or failing to take any action as a member of the Executive Board. Each member of the Executive Board, each Officer, and each employee of the SOCIETY shall be indemnified by the SOCIETY against expenses reasonably incurred by him or her in connection with any claim asserted or proceeding brought, to which he or she may be party by reason of being or having been a member of the Executive Board, Officer or employee of the SOCIETY, except in relation to matters as to which he or she shall be found, by a disinterested person or persons to whom the question may be referred by the Council of Society Delegates, or shall be finally adjudged to be, liable for negligence or misconduct in the performance of his or her duties as such Executive Board Member, Officer or employee. The SOCIETY at its own expense may settle any such claim asserted or proceedings brought when such settlement appears to be in the best interest of the SOCIETY. Expenses against which Executive Board Members, Officers, and employees may be indemnified hereunder include the amount of any settlement or judgment, costs, counsel fees, and related charges therefore.
7. The SOCIETY shall have the power to purchase and maintain insurance of any nature and type it deems appropriate.
8. In the event of dissolution of the SOCIETY, all outstanding obligations of the SOCIETY shall be paid in full, and the net assets of the SOCIETY shall be distributed to such one or more educational or scientific non-profit corporations, but not ISA Sections, whose assets are then exempt from Federal Income Tax, as may, in the opinion of the Executive Board, possess objectives similar to those of the SOCIETY. Under no circumstances shall any of the net assets of the SOCIETY be distributed in whole or in part to any Section or member of the SOCIETY, and all such assets shall be distributed in furtherance of the objectives of the SOCIETY or objectives similar thereto.

ARTICLE XX - Publications

1. All members, except Virtual Student Members shall receive annually a subscription to the Society's monthly publication, INTECH.³³
2. In addition, all dues paying members, except student members, Virtual Student members and reduced dues members, will receive a non-transferable coupon valued at 100 percent of the member class annual dues valid for one year that may be applied towards the purchase of both newly issued and major revisions of SOCIETY'S Standards & Recommended Practices.³⁴

ARTICLE XXI - Subsidiaries

1. The SOCIETY may own, wholly or partially, subsidiary corporations that may be either taxable or tax exempt as classified by the U.S. Internal Revenue Service.
2. The subsidiaries may be created by acquisition, by assigning ISA activities and assets, or by new formation. The subsidiaries may be authorized by the
 - a. Council of Society Delegates -- if the subsidiary will include ISA membership, Section, District, Division, or Department activities.
 - b. ISA Executive Board -- if the subsidiary includes any other ISA activities and assets.

ARTICLE XXII - Legislative and Other Activities

1. The Society may engage in activities in the public policy arena such as providing expert opinion or data to government officials or agencies to assist their assessments or decision making. Such activities may include those directed at influencing legislation ("lobbying") as defined by U.S. law or the laws in other countries where ISA may operate) as long as no substantial part of the Society's activities will be the carrying on of propaganda or attempting to influence legislation in any nation or political subdivision or exceed those limits on such activities imposed on 501(c)(3) organizations by the laws of the United States or any other jurisdiction where such activities may occur. The Society will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for any public office in any jurisdiction (including the publication or distribution of statements or financial contributions). No Section, Officer, or Member of the Society will engage in any permitted activities without prior approval of the ISA Executive Board nor will they engage in any prohibited activities as a representative of the Society. As an international, global society, ISA may engage in public policy activities in any part of the world where there is sufficient ISA presence and membership to justify the cost of such activities and where ISA resources are available to conduct the activities.³⁵
2. Neither the SOCIETY nor any Section or Member of the SOCIETY, acting on behalf of the SOCIETY or on behalf of a Section of the SOCIETY:
 - a. Shall make loans of SOCIETY or Section funds to any individual or corporation at less than the imputed IRS rate of interest.

³³ Amended by the Council of Society Delegates on 22 October 2002.

³⁴ Amended by the Council of Society Delegates on 22 October 2002.

³⁵ Amended, 10 September 2001 to permit lobbying within IRS limitations.

- b. Shall pay excessive compensation for rendered services to any individual or corporation.
- c. Shall sell or transfer securities owned by the SOCIETY or any Section to any individual or corporation for less than the prevailing market value at the time of such sale or transfer.

ARTICLE XXIII - Parliamentary Authority

1. The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the SOCIETY, its governing bodies and committees, in all cases not otherwise provided for in these Bylaws.
2. The Parliamentary Authority adopted by the SOCIETY shall be adopted by each Section of the SOCIETY.

ARTICLE XIV - Amendment of Bylaws

1. Amendment of the Bylaws may be proposed by any Society Delegate, or by resolution of the Executive Board, or by a petition signed by one hundred or more members of the Society, excepting Student members and shall be placed on the agenda for the next meeting of the Council of Society Delegates providing a minimum of 45 days advance notice is given to the President.
2. A proposed Bylaws amendment shall be adopted by a two-thirds vote of the Council of Society Delegates in accordance with the voting power defined for each delegate.
3. When considered advantageous by the Executive Board or in event of an emergency, the Executive Board shall have the power to submit an amendment to the Bylaws to the Delegates for ballot by mail or other method, including electronic means. The voting period for such a ballot shall end at such time designated by the Executive Board but no earlier than 30 days nor later than 45 days after the date of mailing. Such amendment shall require approval by at least two-thirds of the ballots of Society Delegates representing at least a majority of both voting members and Sections.

APPENDIX B – ISA STRUCTURE

ISA was founded in 1945 to advance the application of instrumentation, computers and systems of measurement for control of manufacturing and other continuous processes. The Society is a nonprofit educational organization serving over 49,000 members.

ISA is recognized worldwide as the leading professional organization for instrumentation practitioners. Its members include engineers, scientists, technicians, educators, sales engineers, managers and students who design, use or sell instrumentation and control systems.

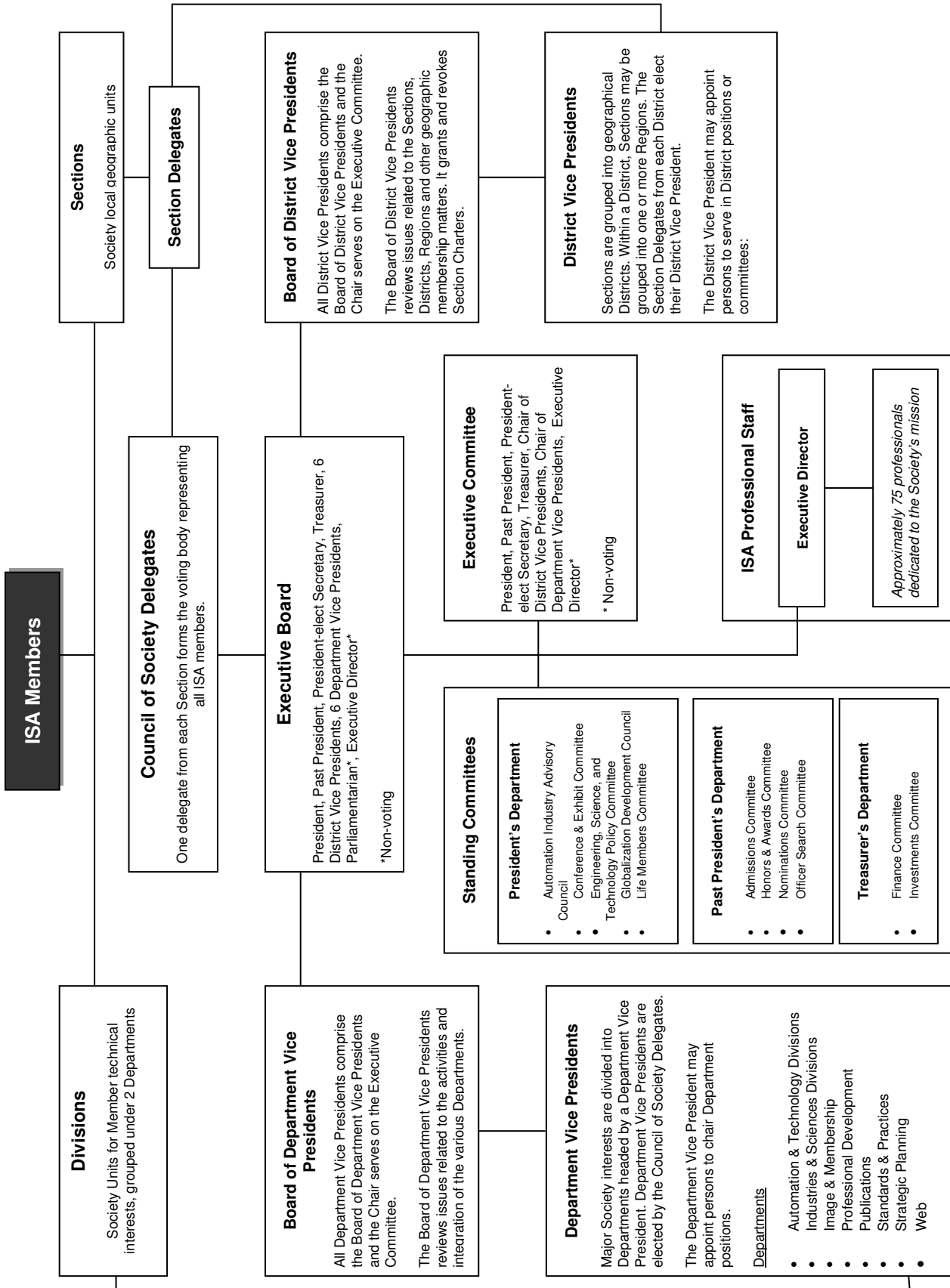
Members are affiliated with local sections that are chartered by the Society. The Sections are grouped into geographic Districts.

The Society provides a wide range of activities and offers members the opportunity for frequent interaction with other instrumentation specialists in their communities. By joining special interest divisions, ISA members share ideas and expertise with their peers throughout the world. These divisions are classified under the Industries & Sciences Department and the Automation and Technology Department Divisions in Industries and Sciences represent different areas of employment, while those within the Automation & Technology Department represent specific instrumentation applications.

The members of each local section elect delegates to the District Council and the Council of Society Delegates. These delegates elect the ISA officers and determine the Bylaws of the Society.

ISA's governing body is the Executive Board. The Board is responsible for enacting policies, programs and financial affairs.

Executive Board members are the President, Past President, President-elect Secretary, Treasurer, 6 of the District Vice Presidents, and 6 of the Department Vice Presidents. A professional staff manages the daily business of ISA and implements the Executive Board's programs and policies. Administrative offices are located in Research Triangle Park, North Carolina and Raleigh, North Carolina



ISA Governance Organization Chart (Revised July 2004)

APPENDIX D – SAMPLE BLANK BALLOT

DISTRICT – 20		BALLOT #			
MOTION OR AMENDMENT					
SECTION	VOTES	DELEGATE	YES	NO	ABSTAIN
Aaron County	31				
Bakerstown	610				
Charles City	59				
Dodge	110				
Easterly	75				
TOTALS	885	TOTALS			
VERIFIED BY (V.P.)					

SAMPLE EXECUTED BALLOT

DISTRICT – 20		BALLOT #			
MOTION OR AMENDMENT					
SECTION	VOTES	DELEGATE	YES	NO	ABSTAIN
Aaron County	31		31		
Bakerstown	610			610	
Charles City	59				59
Dodge	110		110		
Easterly	75				75
TOTALS	885	TOTALS	141	610	134
VERIFIED BY (V.P.)					

APPENDIX E
POLICY AND GUIDELINES
of the
ISA COMPENSATION COMMITTEE
for annual evaluation of the
ISA Executive Director
(revised 10/99)

INTRODUCTION

The ISA Executive Board has designated a *Compensation Committee* (MOP Section STF 4). The Compensation Committee reviews the performance and sets the compensation of the Executive Director. This document describes the policy governing the annual evaluation of the Executive Director

POLICY

The ISA Compensation Committee shall consider two primary points regarding the Executive Director's compensation:

1. Basic Compensation Factors
 - a. The prevailing rate for similar office, based on available facts and figures;
 - b. Any recommendations by consultants for rate changes or compensation program components for similar office;
 - c. The financial condition of the Society;
 - d. The financial results of past 12 months;
 - e. The Committee members' personal criteria;
 - f. The salary factor related to geography; and
 - g. The years of experience in the position.

2. The Qualifications and performance of the person under review. (Qualifications shall be judged by factors including the following:
 - a. The ability of the Executive to set and achieve goals in support of the Society Mission, which includes all goals within the Strategic Plan including professional programs and positive revenue generation related to those programs;
 - b. The ability of the Executive to hire and manage an effective staff;
 - c. The leadership qualities of the Executive as judged by experience on the job and by his interaction with the Executive Committee, Executive Board, and other Society governance groups;
 - d. The degree of fulfillment of the Executive's personal objectives for the year; and
 - e. The degree of fulfillment of the Society's financial and non-financial objectives for the year.

The annual evaluation will include both a written and oral review with the Executive Director. The Compensation Committee may establish procedures and formats for these reviews and may designate one of its members to conduct either or both of these reviews or may conduct them as a committee. The committee may also require a self-evaluation by the Executive Director.

A summary of the annual evaluation will be provided as a confidential information item to the Executive Committee and the Executive Board.

All other records regarding the Executive Director's evaluation and compensation will be kept confidential by the Compensation Committee, Executive Director, and ISA Director of Human Resources and maintained in a file at ISA headquarters.

APPENDIX F – ISA CHARITABLE CONTRIBUTIONS PROGRAM

Program Description

One of the benefits of the Society's tax exempt status is its classification as an organization to which individuals or corporations may make contributions that are deductible under Federal and most state income, gift, and estate tax laws. In 1990 ISA established a Charitable Contributions Program that would provide a mechanism for receipt of such contributions. Under this program any asset may be donated to the Society, although the tax consequences are complex for assets other than cash or marketable securities. The donation may be made directly to the Society in a number of forms, including as an ordinary gift, as beneficiary under a trust, and as a bequest under a will. These methods can be used for gifts both large and small. A more advantageous form of giving is by the establishment of a Charitable Remainder trust where the donor irrevocably transfers assets to a trust from which the donor receives income for life with the assets transferred to the Society at the donor's death. Under this form of giving, the donor receives a current income tax deduction based on the value of the assets transferred and other factors; the donor avoids taxation on capital gains of any appreciated assets transferred to the trust; the assets are usually excluded from the estate of the donor at death; and the trust does not incur income taxes, allowing all of its income to pass to the trust beneficiaries.

While the Society can accept donations from any source, it can be presumed that members are the most likely prospects for making donations. It should be noted that ISA Sections, most of which are classified as 501(c)(3) organizations, are also eligible to receive contributions; however, this program is entirely for the Society. Restrictions by the donor on the use of contributions should be discouraged. However, any restrictions must be broad, such as donating to a particular ISA Division or the Standards Foundation or establishing a scholarship program in which the donor has no control over distribution of the funds. Finally, the type of assets which are accepted by the Charitable Remainder trust should be limited to cash or marketable securities.

Program Oversight

The Finance Committee has oversight responsibility, especially since the program may involve transferring funds to the Society's investment portfolio, and earnings from the trust will be used for operations. Staff oversight is under the ISA Executive Director because of the legal and tax requirements of the program.

APPENDIX G – ISA LEGAL LIABILITY AND FINANCIAL GUIDE

Approved October 19, 1990

INTRODUCTION

The complexity of Society activities, and any disregard of legal and financial policies surrounding those activities, could lead the Society to a major disaster. The awareness of legal and financial consequences should play an important and major role in planning many of the Society's activities. Although several Society "Operating Guides" are in use, presently the financial sections focus mostly on the mechanics for receipt and disbursement of funds, record keeping, reconciling bank accounts and routine transactions. This guide is intended to address the more theoretical financial and legal liability concerns and supplements the present data appearing in the various Society operating guides, including the Society Manual of Organization and Procedures.

It is fundamental that only ISA members may serve in District and Division positions.

RELATIONSHIP OF DISTRICTS AND DIVISIONS TO THE SOCIETY

While ISA Districts and Divisions have their own governing structure and officers, they are not separate legal entities from the Society; actions taken by Districts or Divisions could result in legal liability to the Society. Therefore District and Division officers should recognize that they have obligations to the Society as a whole and not just to their respective District or Division. District and Division policies or activities may not conflict with Society policies.

Society policy requires Districts and Divisions to undertake activities only within the financial resources allocated to that District or Division. Accordingly, proposed activities must be carefully reviewed before commencement to assure that the District or Division has the funds to meet all certain and **potential** obligations which will be incurred. Additionally, proposed activities should be carefully reviewed to assure that there is no undue risk of legal liability to the Society.

LIABILITY OF OFFICERS

Holding a District or Division office does not immunize a person from personal liability resulting from District or Division activities. However, as long as an officer exercises the ordinary diligence and care of a reasonable person, the risk of personal liability is minimal, even if actions or decisions end adversely. Still District or Division officers have the legal responsibility to review proposed actions carefully before committing to the.

District and Division officers should be well acquainted with the governing rules for their respective groups as well as the Bylaws and Manual of Organization and Procedures. Additionally, they should be alert to any activities which may violate antitrust or other laws.

COMMON LEGAL CONCERNS

Meeting and Exhibit Contracts

Districts and Divisions often sponsor conferences or symposia, many with exhibits. To conduct such events, the District or Division must enter into contracts. For conferences and symposia alone, there may be only a single contract with a hotel. If exhibits are involved, there will be numerous contracts, including a contract with the facility where the exhibit will be held, a contract with the exhibitors, and probably, contracts with suppliers of special services. Each of these agreements carries significant legal obligations.

Regardless of the size of the meeting, the contracts should be in writing and should be mutually binding on both the District or Division and the other party. Oral agreements should be avoided. Oral agreements can be just as legally binding as written ones, but misunderstanding frequently arise and enforcement is more difficult. It is better to have the terms in writing, especially if a dispute arises.

Care must be taken to make certain that no binding oral or written agreement is made during negotiations. Seemingly innocuous statements, such as ‘We’ll be there,’ could bind the District or Division prematurely. An exchange of letters could form the basis of a binding contract. Until the District or Division is ready to commit, all communications or negotiations with the other party should clearly indicate that no contract exists as a result of that communication.

Beware of form contracts provided by the other party, particularly hotels. They are designed mainly for the protection of that party. They often contain unacceptable clauses, such as holding the individual signing the form individually responsible for payment of the charges or giving hotels, the right to move a District or Division meeting to another hotel. Additionally, such contracts rarely contain clauses which obligate the party in the event of a breach of contract by them. Even if a form contract is used, changes can be negotiated and unacceptable terms altered.

Facility contracts with municipal governments may be next to impossible to change. However, many cities will work with the organizers of functions at their facilities. Accordingly, these form contracts should be reviewed carefully.

All contracts with facilities and suppliers should have cancellation clauses allowing the District or Division 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.

It should be clear that the person executing the contract on behalf of the other party has the authority to do so. Adding a statement to the contract that the individual signing has such authority is helpful. A person’s title is usually indicative of the authority of the person. A manager has the apparent authority to sign a contract while a secretary may not.

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

Particular Contract Issues

The obligation of both parties and the rates, fees, and charges should be clearly outlined in the contract in a way that an objective, non-party can understand. In addition, other issues should be addressed.

Indemnity and Insurance. Hotels and suppliers should be willing to indemnify the District or Division for any claims which may arise from the provision of their services, and clauses to that effect should be included in the contract. Facility contracts, especially those issued by municipalities often require the organizer of an event to assume the liability for the conduct of exhibitors and attendees. While there is little that can be done with regard to the attendees, every exhibitor contract should pass this assumption of liability to the exhibitor by requiring the exhibitor to indemnify the District or Division for anything the exhibit may do which imposes liability on the District or Division. Any clauses which require the District or Division to indemnify another party should be reviewed by ISA legal counsel before execution.

In addition to requiring suppliers and exhibitors to indemnify the District or Division, the contracts should also require them to maintain adequate general comprehensive liability insurance, worker’s compensation and employer’s liability insurance. Certificates of insurance showing that the requisite coverage is in force should always be requested.

The Society maintains general comprehensive liability insurance which extends to cover District and Division activities. However, some activities may involve risks not covered under that policy. Before agreeing to any insurance obligations, the extent of those obligations should be reviewed by ISA legal counsel and, possibly ISA’s insurance broker.

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

Antitrust Issues

Anytime individual 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.

Accordingly, all meetings should have a set, written agenda circulated in advance. Deviations from those agendas should be discouraged and any discussions involving pricing or marketing or products should be ended immediately. Minutes of the meeting should accurately reflect what transpired.

USE OF LEGAL COUNSEL

As the above illustrates, almost every activity of a District and Division can have direct or indirect legal ramifications. ISA has a staff and other legal counsel available to advise on these matters. Districts and Divisions are encouraged to ask for assistance from counsel through their respective staff contacts. Counsel can:

- 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

Legal Summary

Anytime that ISA becomes visible, regardless of how small a meeting, there is a possibility it will be sued. It is extremely important for District and Division leaders to be aware that any commitment made by a District or Division is a commitment of the Society. what may appear to be a simple signing of an agreement can result in a major financial and legal disaster. Because of complexities of the law, Society leaders should have all contracts reviewed by Society legal counsel before execution.

FEDERAL TAX EXEMPTION

ISA must adhere to strict and specific requirements to avoid revocation of its tax-exempt status. One major area of concern that could cause a revocation of ISA’s tax exemption is a concept known as “inurement” (analogous to dividends by for-profit firms). Even an incidental amount of inurement to members may be enough to revoke a tax exemption. The laws, rules and discussions on educational and charitable organizations are enormously intricate. An audit of finances by the IRS is much simpler than a “compliance” audit in which the IRS seeks revocation of tax-exempt status for any activity that doesn’t conform with the organization’s purposes. Accordingly, the Society must have total knowledge of business transactions entered into by the Districts and Divisions.

One program many Districts and Divisions initiate which has potential to violate the federal tax laws against inurement is student scholarships. While it is permissible to offer scholarships, certain rules and procedures must be followed. These have been summarized in Appendix 1 to this Guide.

FINANCES

Because ISA Districts and Divisions are an integral part of the Society, District and Division leaders must insure that their respective District or Division expenses do not exceed the funds allocated and are consistent with the Society's policies and goals.

Budgeting

Districts and Divisions are required to prepare an annual operating budget reflecting anticipated receipts and disbursements. The budget should include allocations from the Society's general funds, and revenue or expenses from any projects undertaken by the Districts or Divisions such as symposia, exhibition, or scholarship programs. These budgets should realistically project the District or Division's finances for the next year.

After a budget is prepared, it must be submitted to the ISA Executive Board for approval. Currently, Division budgets are required to be submitted by March 1 to the Department V.P. for review and approval the Spring Leaders Meeting. District budgets are to be submitted by August 1 for review and approval at the annual meeting. The budget should describe projects so that they can be reviewed for consistency with Society policies.

Additionally, all meetings and special project budgets must be reviewed by the Executive Board, preferably with the consolidated District or Division operating budget. The information submitted with the budget must show that the project will generate a surplus, break even, or that the District or Division reserves are adequate to cover projected losses.

All budgets should be reviewed periodically and compared with actual receipts and disbursements. If revisions are necessary, they must be reviewed by the Executive Board as well.

Banking

All receipts, disbursements, and banking transactions must be processed through ISA's Accounting Department. If a temporary bank account is needed (mainly for cash collected at a meeting site), an account can be opened, and kept open, until all checks have cleared. Once this occurs, bank statements and all records are to be sent to ISA Headquarters, c/o the Director of Finance and Administration.

In opening a bank account, the bank will request an ID number. ISA volunteers should never give their personal Social Security number. The District/Division can obtain a federal ID number by filing a simple SS-4 Form. The SS-4 Form can be obtained from the local IRS office, or by phoning ISA. The ID number should be applied for to the IRS, well in advance of the meeting. ISA never gives out its own ID number, mainly for control purposes and to avoid confusion.

Payments

Supplier invoices for materials or services purchased by the District/Division for specific meeting functions should be compared against budget, approved and sent to ISA Headquarters for payment. Significant variances or non-budgeted items must be promptly investigated and brought to the attention of the respective Department Vice President who will review the item for compliance with Society policy or if it needs to be taken before the Executive Board.

When conducting a meeting at a hotel, it is important to distinguish between District or Division charges and attendee charges. Designate clearly, in writing, to the hotel, which charges are to be made against the ISA

(District/Division) master account and which charges are to be paid by individual attendees. Review the master account before leaving the site.

Reimbursement of Expenses

Generally, Society policy prohibits reimbursement of expenses incurred by Society volunteers. However, Executive Board members may be reimbursed for expenses, including travel, within limits established by the Executive Board. (See TRE 6)

Speakers Honoraria

Honoraria paid to speakers must be a budgeted line item expense in the Symposium budget (see MOP MTG 5.8, including limit).

Meeting Funding

If requested, the Society may advance the initial funds for operation of a meetings committee after Executive Board approval of the meeting. These funds must be included in the approved budget as a reimbursement to ISA and must be repaid before the meeting surplus or deficit is calculated.

Financial Statements

Interim as well as a final Financial Report for a meeting will be prepared and distributed by the Headquarters Accounting Department. The report will include the Executive Board approved figures for comparison with actual.

APPENDIX I – 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.

(As approved by the ISA Executive Board on October 19, 1990.)

APPENDIX J – STAFF-VOLUNTEER RELATIONSHIPS AND ROLES IN ISA

Background

In professional societies, the topic of “Who runs this society?” is a vital one, and can be a source of conflict and tension as a society evolves with time. Terms such as “volunteer-driven” and “staff-driven” are often used to characterize answers to the question, but the issue is too complex for a simple stereotyped answer. It is also too simple to say, “volunteers decide, staff implement.” When starting, societies are by definition “volunteer-driven” because there are few, if any staff. Larger, more mature societies have large professional staff organizations and even multiple staff operating locations. In leading associations, the trend is to a “balanced mode” of influence and decision-making where staff and volunteers function as peers working in partnership. In such partnerships, staff and volunteers have roughly equal influence in initiating activities and making decisions, although concentrating in different realms of the society’s activities, and with certain responsibilities (and attendant authorities) clearly defined for staff and others for volunteers. A common element in societies operating in the balanced mode is for volunteers to contribute their knowledge and staff to manage activities that result from that knowledge. Such societies have substantially greater growth rates and are more efficient in their operation compared to societies that use other leadership modes.³⁶

Information sharing is an essential ingredient of an effective partnership. Information is also a source of power and control. Partners in a business must have equal access to strategic and business plans to be effective. In a traditional technical society, information on “what” the society is or will be doing is usually reserved for the volunteers to decide. Information on “how” and in-process status, including financial information, is usually reserved for the staff with the exception of very top-level summary data for the Executive Board and its committees.

In “knowledge-based” societies using a balanced, partnership model for their leadership, the lead responsibility roles of volunteers and staff separate generally into governance/policy (volunteers) and management/business (staff), recognizing that in the partnership, both are involved in nearly all activities of the society as shown in the following table:

Role	<i>Volunteers</i>		<i>Staff</i>	
	<i>Responsible</i>	<i>Involved</i>	<i>Responsible</i>	<i>Involved</i>
Governance				
Administration				
Deciding “What”				
Deciding “How”				
Makes policy				
Carries out policy				
Sets goals				
Establishes plans to achieve goals				
Reviews plans	X			
Implements plans				
Monitors progress				X

Ref: Bud Crouch, Tekker Associates, 1994 ISA Leadership Seminar

Leadership in ISA

ISA exists to serve its members and the profession in which they work, as set down in the ISA Mission statement: “Maximize the effectiveness of practitioners and organizations worldwide to advance the science and technology of instrumentation, systems, and automation for the benefit of industry and humanity.” ISA recognizes that the energy, dedication, and knowledge of its member volunteers are essential to fulfilling this mission. ISA also recognizes that a

³⁶ James Dunlop, “Leading the Association: Striking the right Balance Between Staff and Volunteers”, 9 ASAE, Washington, DC, 1998)

APPENDIX J

second essential ingredient for success is the experience and technical expertise of its staff in the administration and operation of the Society and in the business of publishing, meetings, and other services and products delivered by the Society.

In order to fulfill its mission most effectively, ISA strives to maintain an appropriate balance between the roles of volunteers and staff. This balance is one that recognizes the power of a partnership between staff and volunteers and that utilizes the strengths of each. The emphasis is on assuring that the right things are done, that good decisions are made in a timely manner, and that Society operations are both responsive and flexible. The nominal distribution of responsibilities desired is summarized in the above table.

In an effective partnership, the source of initiative and ideas doesn't matter as long as the mission and goals of the Society are being effectively fulfilled. The ISA Strategic Plan is thus a key factor in assuring alignment between staff and volunteer work. In ISA, there are times when initiative and ideas will come from the staff; there are times when initiative and ideas will come from the volunteers.

When defining responsibilities, it is also essential to place accountability and authority with the responsible parties. The ISA volunteers are thus accountable for, and have the authority for decisions on, matters related to policy, goals, and approval of plans. The ISA staff are accountable for, and have the authority for decisions on, matters related to the financial/business aspects of the Society and 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.

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.

Adopted by the ISA Executive Board - May, 2000; amended June 2001 to add the last paragraph.

APPENDIX K – ISA CODE OF ETHICS

PREAMBLE

As engineers, scientists, educators, technicians, sales representatives, and executives in an important and learned profession and in order to safeguard public welfare; and to establish and maintain a high standard of integrity and practice; and as members of ISA, we hold to these Articles:

ARTICLE I

Members shall hold paramount the safety, health and welfare of the public in the performance of their duties, and shall notify their employer or client and such other authority as may be appropriate where such obligations are abused.

Members shall hold in confidence facts, data and information obtained in a professional capacity, unless the release thereof is authorized by their employer or client, and shall not engage in fraudulent or dishonest business or professional practices.

ARTICLE II

Members shall perform services only in areas in which they are qualified by education or experience, and shall endeavor to maintain their professional skills at the state of the art. Members shall practice their profession in a manner which will uphold public appreciation of the services they render.

ARTICLE III

Members shall issue public statements only in an objective and truthful manner, and shall include all pertinent and relevant information in professional reports, statements and testimony. Members shall be honest and realistic in making estimates or in stating claims based on available data. Members shall offer honest criticism of work, and shall properly credit the contributions of others.

ARTICLE IV

Members shall act in professional matters for each employer or client as faithful agents or trustees, and shall not participate in any business association, interest or circumstances which influence, or appear to influence, their judgment or the quality of their services. Members shall accept compensation, financial or otherwise, from only one party for services on or pertaining to the same work, unless otherwise agreed to by all parties; and shall not give or accept, directly or indirectly, any gift, payment or service of more than nominal value to or from those having business relationships with their employees or clients.

ARTICLE V

Members shall use only proper solicitation of employments, and shall represent their abilities, qualifications, education, technical associations and professional registrations without exaggeration and in accordance with the laws of the locations in which they practice.

ARTICLE VI

Members shall pledge themselves to live and work according to the laws of man and to the highest standards of professional conduct, using their knowledge and skills to the benefit of all mankind.

(Adopted by the ISA Executive Board, October 17, 1986, reaffirmed 17 October 2006)

APPENDIX L – PROCEDURES FOR INITIATING ISA PROJECTS

1. **STUDY** - What needs should ISA serve?
2. **PROPOSAL**
 - 2.1 General Description -- Describe the proposed project.
 - 2.2 Definition of Need -- What is the problem? Who will benefit from its resolution?
 - 2.3 Duplication or Dove-Tailing -- Are duplicate, over-lapping, or complementary projects underway or contemplated by other organizations?
 - 2.4 Implementation of the Plan -- What implementation is required? Who will be responsible for project progress? What are the staff man-hours needs? Will other ISA groups or external organizations be involved in the project? If so, Describe division of responsibilities.
 - 2.5 Quality Control-- How will quality be assured?
 - 2.6 Budget -- Provide a preliminary budget (request staff held, if needed) and indicate where financial responsibility will reside.
 - 2.7. Timetable -- Following final approval, on what schedule do you expect project implementation to proceed?
 - 2.8 Marketing -- Estimate how many persons may be interested in the project's end result, and how publicity might best reach them.
 - 2.9 Other Supporting Information -- Provide any additional information that will help others evaluate the merits of your proposal.
3. **APPROVAL CONSIDERATION**
 - 3.1 Proposal is submitted to responsible Society Officer.
 - 3.2 Officer submits the proposal to the Executive Committee with recommendations.
 - 3.3 The Executive Committee may act on projects of limited magnitude or may refer the proposal to the Executive Board for final consideration.

APPENDIX M – MINUTES DISTRIBUTION CHART

	Send to:								
	EXECUTIVE BOARD	VICE PRESIDENTS	DIRECTORS	FINANCE COMMITTEE	SECTION PRESIDENTS	SOCIETY DELEGATES	PAST PRESIDENTS	STAFF DEPARTMENT HEADS	RESPONSIBLE OFFICERS
Meeting Minutes of:									
Executive Board		X	X	X		X ₁	X ₂	X	
Executive Committee		X	X	X		X ₁	X ₂		
District & Department Vice Presidents		X						X	
District Committees		X			X ₃	X ₃		X	X
Professional Development Department Directors		X	X				X	X	X
I&S Department Directors		X	X					X	X
Publications Department Directors		X	X					X	X
S&P Department Directors		X	X					X	X
A&T Department Directors		X	X					X	X
Finance Committee		X		X				X	X
Other Society Committees		X						X	X
Financial Summary Reports		X	X						
ISASI Reports		X							
Membership Statistics		X							

Notes:

- (1) Minutes of each Executive Board meeting shall be distributed by Headquarters directly to each Society Delegate.
- (2) The three former Presidents preceding the immediate Past President receive these minutes.
- (3) In the appropriate District.
- (4) In the appropriate Society Unit and Executive Board/Committee

APPENDIX N
ISA Policy Regarding
Personal Or Sexual Harassment

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.

We offer the following as 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:

- You must submit to such conduct in order to keep your job or to maintain your business or volunteer relationship with another, or
- Your submission or rejection of such conduct is the basis for decisions about you concerning your employment or promotion or business or volunteer relationship with another, or
- Such conduct has the purpose or effect of substantially interfering with your 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 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

Employees

If an employee believes he or she is being harassed by the conduct of another employee, the employee should follow the procedures for reporting the conduct stated in the ISA Human Resources Manual.

If an employee believes her or she is being harassed by an officer, director, volunteer, customer, or supplier, he or she should:

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

Other

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 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 a member, officer, director, or other volunteer, the President, or in the event the President is the offender, the President-elect Secretary, will issue a verbal or written warning, request resignation, or involuntarily suspend or expel the offender, depending on the severity of the offense and whether the offender is a repeat 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.

APPENDIX O
ISA CONFLICTS OF INTEREST POLICY
Adopted June 1997, Revised February 2002

Background and Purpose

ISA volunteer leadership positions provide members with an opportunity to serve the interests of the public, the profession, and ISA by determining the policies affecting ISA activities and services. When ISA volunteers agree to serve as leaders, they assume a position of trust within the Society. When acting on behalf of ISA, ISA leaders are legally required to use their independent judgment in determining what is best for the Society. ISA leaders have the responsibility to act with care, fidelity, and loyalty.

Most ISA volunteer leaders also have individual, professional interests, including financial interests, derived from employment in the field. As a result, ISA volunteers may have multiple interests affected by decisions made on behalf of ISA. Having such multiple interests is a normal consequence of volunteer service in a professional society. Ordinarily, the interests of ISA will coincide or co-exist with the professional interests of the volunteer. However, a volunteer leader may face situations at times where his or her judgment of what is best for ISA is significantly affected by his or her own personal interests. When the volunteer's personal interests have the potential of adversely affecting the volunteer's judgment on what is in the best interest of ISA, a conflict of interest develops.

Having a conflict of interest is not unethical or illegal. It is simply a circumstance that needs to be recognized and properly handled. Ethical and legal problems may arise, however, if the volunteer acts improperly when faced with a conflict of interest. If a volunteer's personal interests conflict with ISA's interests such that the leader is unable to fulfill that legal obligation, then the volunteer needs to recognize the conflict, withdraw from acting on that issue, and allow others to make the decision.

This policy and procedure is intended to guide ISA leaders in identifying situations with potential conflicts of interests and how to handle the conflict to minimize the chances of having his or her decision questioned ethically or legally.

Policy

ISA will not enter into any transaction or arrangement with an ISA Leader or any person or entity with whom or with which an ISA Leader may have a personal or financial interest unless the transaction is demonstrably fair and reasonable. Disinterested ISA Leaders on the governing body overseeing the transaction must consider the fairness of any transaction in which an ISA Leader has a conflict of interest before it is executed.

An ISA Leader may not use ISA business 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, an ISA Leader will use any other ISA resources, including property, facilities, or financial resources, only for approved ISA activities.

ISA Leaders and others advocating a decision by an ISA body or a transaction with ISA who have actual or possible conflicts of interest, have a duty to disclose the existence and nature of the conflict of interest to the ISA body considering the proposed transaction.

This policy is intended to supplement and not replace any applicable conflict of interest laws. Violation of the policy shall be grounds for removal from ISA office.

Financial interests may be affected not only if the ISA Leader will be directly paid under the transaction, but also if he or she is compensated by an entity with which ISA transacts business or with which ISA may compete. In addition, there is a financial interest if he or she has an ownership or investment interest in, or a potential ownership or investment interest in an entity, unless such investment interest is limited to less than .05% of the shares of a publicly traded company.

A personal interest is any interest that may substantially affect a decision of an ISA officer, director, or committee member. A personal interest may extend to family and personal relationships and may or may not be financial.

Procedures

An ISA Leader has an obligation to be alert to any actual or potential conflicts of interest. If a transaction is or may be subject to review by an ISA governing body, an interested ISA Leader will promptly disclose any actual or potential conflict of interest to, and abstain from any participation in the discussion or decision of, the respective governing body with respect to that transaction. After disclosure of the actual or potential conflict of interest, the interested ISA Leader shall leave the meeting and the remaining members shall determine if a conflict of interest actually exists. The disclosure shall be communicated by the interested ISA Leader in a neutral context; that is, the interested ISA Leader will not state any position or advocate the adoption of any position on the transaction in his or her initial disclosure concerning the actual or potential conflict of interest. Thereafter, if an actual conflict of interest is determined to exist, the interested ISA Leader will refrain from initiating any discussions, publicly and privately, regarding the transaction with other members of the governing body that will make any decision concerning the transaction. The governing body will give the interested ISA Leader a fair and appropriate opportunity to submit a written position statement regarding the transaction to the governing body before consideration of the transaction is concluded, but the interested ISA Leader shall initiate no other discussions or participation in the decision making process. The governing body shall have complete authority to ascribe whatever weight it deems appropriate to the interested ISA Leader's written statement in light of the disclosed conflict of interest.

ISA Leaders should seek the advice of the Executive Director, ISA Counsel, or the President on appropriate disclosures to the respective governing body before making the disclosure to the entire body.

If a conflict of interest is determined to exist, the ISA governing body overseeing the decision will investigate alternatives to the proposed arrangement that do not involve any conflicts of interest. The ISA governing body must determine, by majority vote of disinterested members, the alternative that is in ISA's best interest and that is fair and reasonable.

The minutes of any meeting at which a conflict of interest is disclosed shall state the material aspects of the conflict, including:

- the name(s) of the financially interested person(s);
- the nature of the interest;
- the names of those who were present during any discussions or votes on the transaction;
- the content of the discussion; and
- the decision reached by the disinterested members and the vote.

This conflicts of interest policy will be provided to all members of the ISA Boards, elects, and Department Directors or other members of ISA governing bodies. Each member of the ISA Boards and elects shall sign a statement upon assuming office that affirms that he or she has received a copy of this policy on conflicts of interest; has read and understands the policy; and agrees to comply with the policy.

APPENDIX P – ISA SECTION RIGHTS AND RESPONSIBILITIES

(This Summary prepared by ISA legal counsel. For exact wording, please refer to the MOP section referenced in parenthesis next to each item.)

ISA Sections are charged with the responsibility of complying with ISA Bylaws and policies adopted by the ISA Executive Board. The following summarizes these responsibilities and resulting rights enjoyed by Sections.

1. Organizational Structure (See Bylaws, Article VI, Section 3 and MOP Sections GEO 2 and SEC 1)
 - Organize as nonprofit corporations (or the closest possible equivalent nonprofit legal entity that insulates individual members from liability in the jurisdiction where it is located).
 - Organize with the restrictions necessary to qualify for federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code if located within the US. If outside the US, organize as required to qualify for the closest equivalent tax exempt status available in the jurisdiction where located.
 - Conform to the purposes, mission, and objectives of the Society at all times.
 - Adopt their own bylaws consistent with ISA Bylaws.
 - The ISA Board of District Vice Presidents reserves the right to approve Section Bylaws before they take effect and to require modifications necessary to conform the Section Bylaws to ISA Bylaws.
2. Membership (See Bylaws, Article IV, Sections 4 and 5; MOP Sections SEC 1 and MEM 1)
 - Use the same membership grades as the Society, and not modify membership grades or create new grades or classes.
 - Accept members only if they are members of ISA.
 - Maintain a minimum of thirty (30) members.
 - Accept new ISA members who are automatically assigned to the section unless the member elects another section.
 - May accept members who reside outside the assigned geographic area as permitted by the ISA Bylaws.
3. Section Name (See MOP Sections SEC 3 and INT 3)
 - May use “ISA” in the name of the Section.
 - Follow the naming conventions for ISA sections adopted by the Executive Board.
 - Always use the Section name, and not merely “ISA” alone, in any communications with the public or other parties, including promotions and contracts.
4. ISA Logo, Trademark, and Other Intellectual Property Use (See MOP Section INT 3)
 - May use the ISA logo, name, and acronym with the Section name to show identity and affiliation with ISA.
 - Use the ISA logo, name, or acronym in a way that does not cause confusion with regard to whether the Section or the Society is responsible for that use.
 - Include registered trademark notices with all uses of ISA trademarks in accordance with ISA style guides.
 - Not allow another group or organization to use any ISA trademark.
 - Not register an ISA trademark independently of ISA.
 - May create a Section logo based on the ISA logo as long as the ISA logo remains fully intact and unmodified.
 - All other uses of the ISA logo, name, acronym, and other ISA trademarks (such as InTech) by Sections require specific prior permission from the ISA Executive Board, which also reserves the right to review and approve any use of the ISA logo, name, acronym, or other ISA trademark by Sections.
 - All other uses of ISA trademarks by Sections require a specific license from the ISA Executive Board.
 - Obtain permission before using ISA copyrighted materials in any form, including but not limited to ISA books, journals, proceedings, videotapes, software, standards and any other materials published by ISA.

5. Dues (See Bylaws, Articles XVI and IV, Section 5; MOP Sections GEO 5.1.2; MEM 1.2, and SEC 8.1)
 - Receives a rebate for a portion of each member's dues.
 - May charge additional dues for its members or other ISA members wishing to affiliate with the Section as long as the additional dues do not exceed 25% of the ISA dues.
6. Relationship (See MOP Sections SEC and SEC 8)
 - Sections and ISA are separate legal entities. The Section manages its own finances and establishes its own banking accounts.
 - May conduct fund-raising activities consistent with ISA purposes and mission.
 - Maintain a separate tax identity from ISA. US sections may join a group tax-exemption maintained by ISA.
 - Not indicate to others that they represent ISA or make any agreement binding upon ISA.
 - ISA will not make any agreement binding upon a Section.
7. Reporting (See MOP Section DIS 12.2.5)
 - Encouraged to provide an annual and such other reports as necessary or required for the ISA Executive Board to determine the viability of the Section.
8. Termination (See MOP Sections SEC 5 and SEC 6)
 - If a section becomes inactive or violates its Charter, the ISA Board of District Vice Presidents may terminate the Charter.
 - If a Section Charter is revoked, the Section will stop using any logo's, names, or trademarks that indicate an affiliation with ISA.
 - If a Section Charter is revoked, the Section will transfer all fund balances remaining after payment of debts and other distributions required by law to ISA within 60 days of termination unless the Executive Board otherwise permits.

APPENDIX Q – ISA LOGO AND NAME USE POLICY

Why should we create a consistent and unified identity for ISA?

The ISA Branding effort visually supports the message and promise of who we are and what we stand for – to set the standard for automation. We create this consistent identity for our organization through a visual style that portrays a strong and distinctive image. Our ability to strengthen and promote our promise and image will play a large part in ISA's future success. Our new corporate colors, design, and logo serve as our signature. It's our "trademark" and it must be protected.

Our Brand

Building our brand requires vigilance, consistency, and professionalism. From answering the phone, to making a sales call, to placing an ad, every touch-point is an opportunity to strengthen our brand by clearly defining the ISA experience. Our name, logo, ads, publications, and collateral materials are extensions of our brand – tools to help build brand awareness and familiarity. They foster an emotional, enduring image of ISA for our employees, members, partners, affiliates, and customers. By ensuring each point of visual and verbal contact consistently communicates our desired brand attributes, we deliver on our brand promise.

ISA Logo Guidelines

The ISA Logo Guidelines are intended to help each of us implement and maintain a consistent visual identity to our members, the media, and the public at large. An important role in promoting and strengthening ISA is implemented by consistently applying the principles outlined in these pages.

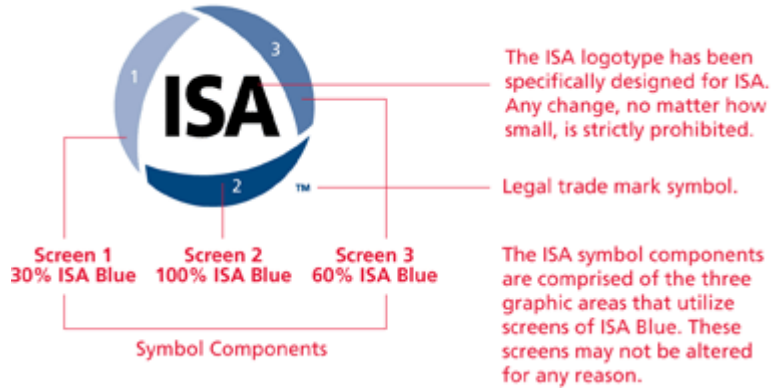
What is the ISA logo?

The combination of the ISA logotype and the three symbol components make up the ISA logo. The ISA logo is the single strongest visual element used to promote our brand. Therefore, it must be used consistently and correctly in order to effectively build awareness and to reinforce our identity's legal protection. You may use the Logo only as provided by ISA. Except for size, which is subject to the restrictions in these guidelines, 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. Always use the approved electronic artwork when reproducing the ISA logo.

How can the ISA Logo be used?

The ISA logo is our official "trademark." Its use is reserved for official publications or other products of ISA. The ISA Logo may be used 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. 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 shown in the logo rules. ISA Members who are not doing volunteer work for the society should not have a need to use the ISA logo.

21.0 LOGO RULES



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



ISA Blue	Cyan	100%
	Magenta	57%
	Yellow	0%
	Black	38%
	PANTONE® 541C	

ISA Blue	60%
Cyan	60%
Magenta	34%
Yellow	0%
Black	23%
PANTONE® 541C 60%	

ISA Blue	30%
Cyan	30%
Magenta	17%
Yellow	0%
Black	11%
PANTONE® 541C 30%	

ISA Blue	30%
Cyan	30%
Magenta	17%
Yellow	0%
Black	11%
PANTONE® 541C 30%	

ISA Blue	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

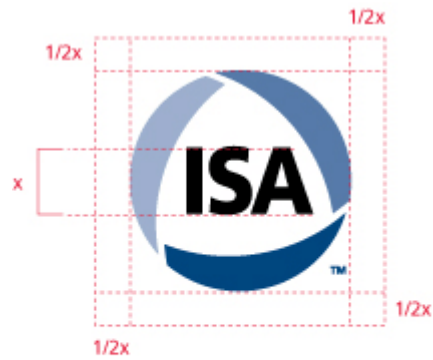


Preferred one-color
positive logo
ISA Blue



Optional one-color
positive logo
Black

Logo Clear Space



To ensure optimum legibility, and to 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.