

**Digital Enterprise Society Policies and Procedures Document**

**Updated October 22, 2019**

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## Digital Enterprise Society Policies and Procedures Document

### I. Digital Enterprise Society Mission Vision and Values

#### a. Vision:

The Society is dedicated to the transformation of the manufacturing enterprise workforce.

#### b. Mission:

The Society will catalyze organizational transformation as a trusted resource to enable best practices and processes, to create certification and education frameworks and to recognize industry leaders in implementing the art of the possible for the digital enterprise.

#### c. Values:

##### **Collaborate**

We encourage open collaboration & dialogue across our community

##### **Educate**

We aim to provide content that educates and fosters personal and company success, growth and development

##### **Innovate**

We strive to offer innovative content delivery methods

##### **Independent**

We are a volunteer led organization representing all those in the digital enterprise

##### **Inclusive**

We embrace a diverse community of contributors

### II. Membership (Approved by DES Board of Directors June 17, 2019)

#### a. Member Categories: The types of memberships and dues amounts shall be as follows:

- i. **Member:** The member category includes individuals using the digital enterprise in their daily work and interested in contributing to their education of the digital enterprise.
- ii. **Partner/Supplier Member:** The partner/supplier membership category will consist of individuals employed by companies serving the member community.
- iii. **Consultant Member:** The consultant membership category will consist of individuals employed with consulting companies serving the digital enterprise industry.
- iv. **Academic/Educator Member:** The academic/educator membership category will consist of individuals employed at academic institutions and interested in the digital enterprise.
- v. **Student Member:** The student member category will consist of individuals currently enrolled in an academic institution.
- vi. **Retired Member:** The retired member category are individuals retired from an employer using the digital enterprise.
- vii. **Transitional Member:** The transitional member category are individuals transitioning between positions.
- viii. **Honorary Member:** The honorary member category are individuals interested in the digital enterprise and approved by the board of Trustees.
- ix. **Lifetime Membership:** Membership for the life of the individual for member categories i through viii above.

- x. **Corporate/Enterprise Membership:** Corporations may participate in the Digital Enterprise Society with a corporate membership allowing portions of their staff to utilize DES resources. The number of staff eligible per company will depend on the company membership package purchased.
- b. Membership Fees:
- i. Member \$100 annual dues
  - ii. Partner/Supplier \$100 annual dues
  - iii. Consultant \$100 annual dues
  - iv. Academic/Educator \$100 annual dues
  - v. Student \$50 annual dues
  - vi. Retired \$50 annual dues
  - vii. Transitional \$50 annual dues
  - viii. Lifetime Member for any category i-viii \$1,500
  - ix. Corporate (Enterprise) Membership proportional to company size. These would be self-reported. All employees in each company receive a year membership offering.
    - 1. 1-49 employees \$1,000 plus a value add\*
    - 2. 50-199 employees \$5,000 plus value add\*
    - 3. 200-499 employees \$15,000 plus value add\*
    - 4. 500+ employees \$25,000 plus value add\*
- \*Value add offering at the discretion of the Board of Trustees.
- c. Voting Member Eligibility
- i. All Digital Enterprise Society active volunteers and members in good standing are eligible to vote. A member is considered an active volunteer if they have volunteered in any way, for any time length, in the current fiscal year. A person is considered a member in good standing if there are no dues outstanding and not under disciplinary review.
  - ii. A volunteer database shall be created and maintained daily as volunteers engage with the association.
  - iii. All classes of membership have the ability to serve on the board, serve on committees and/or in working groups and other volunteer positions.
- d. Application process for Transitional and Retired members.
- i. All transitional and retired members are asked to complete the online form and pay the corresponding dues.
  - ii. Approval is at the direction of the board of trustees and on a case by case basis. A decision will be made and communicated to the prospect within 30 days.
- e. Application process for Academic/Educator and Student members.
- i. All academic/educator and student members must use an .edu email address as their member email in the online member application.
- f. Database – A list of members shall be maintained in a database.
- i. This membership database is an asset of the Digital Enterprise Society and with board approval may be sold, traded and/or distributed, excluding those members and data details who have opted out of distribution lists.
  - ii. All digital communications to the member database must comply with applicable laws.
  - iii. Digital Enterprise Society reserves the right to purge the membership database per the eligibility outlined above.

### III. Board of Trustees

All Trustees shall comply with the letter and spirit of the Bylaws and Policies and Procedures Manual.

- a. Board Composition - The Digital Enterprise Society Board of Trustees will be comprised of constituents from the Digital Enterprise user community. Diversity among industry sectors will be promoted in the nomination of candidates for Board elected or appointed positions.
- b. Board membership is limited to one person from any given institution, company or association.
- c. Board of Trustees Terms and Ascension  
See Appendix C for the Election Cycle and director ascension plan.
- d. Board of Trustee Duties and Responsibilities – Appendix D

### IV. Digital Enterprise Society Committees/Task Forces/Working Groups

- a. Structure – Digital Enterprise Society Committees will be comprised of at least one board member, one staff member and additional members as needed.
- b. Mandates – See Appendix E for detailed committee/task force mandates

### V. Digital Enterprise Society Staff positions – See Appendix F for job descriptions.

- a. Executive Director
- b. Marketing and Communications Manager
- c. Operations Manager

### VI. Financial Procedures:

#### a. Overview

- i. Federal and state tax returns shall be filed annually as required by Federal and state tax laws. Tax preparation services will be contracted for, by an accounting firm approved by the Board of Trustees.
- ii. The Board of Trustees formulates financial policies, delegates administration of the financial policies to the Executive Director and reviews operations and activities.
- iii. The Executive Director and Finance Trustee have management responsibility including financial management.
- iv. Current job descriptions will be maintained for all employees, indicating financial duties and responsibilities.
- v. Financial duties and responsibilities should be separated so that no one employee, if at all possible and practical, has sole control over cash receipts; disbursements; payroll; reconciliation of bank accounts; etc.
- vi. A blanket employee dishonesty policy in the amount of \$1,000,000.00 shall be maintained. A blanket Trustees & Officers policy in the amount of \$1,000,000.00 shall be maintained.
- vii. Professional financial service providers will be established or reviewed as needed. These include QuickBooks, QuickBooks Payroll, The Hartford (insurance), Chase Bank (banking), and Maloney & Novotny (CPA/auditors).
- viii. The Operations Manager will maintain a current and accurate log of the chart of accounts, job accounts and accounting classes.

#### b. Budget

- i. Fiscal Year. The fiscal year for the Digital Enterprise Society is January 1st to December 31st.
- ii. Frequency. A budget shall be prepared annually and submitted to the Board of Trustees by September 30th.

- iii. Approval. Each annual budget must be approved by the Board of Trustees before it goes into effect.
  - iv. Review. The Board of Trustees shall review the active budget from time to time throughout the fiscal year, and, by resolution, approve changes and/or amendments. A copy of the amended budget must be entered into the records of the Association with the minutes containing the resolution approving the amended budget.
  - v. If the budget is not resolved by December 31, the Finance Committee may make fiscal decisions for the association.
- c. Banking Practices
- i. The Association shall have standard Checking, Savings and Merchant bank accounts with a reputable banking institution. The accounts shall be insured, interest bearing when possible and owned by the Digital Enterprise Society.
  - ii. All checks written from the Digital Enterprise Society bank account over \$2,500 require approval from the Executive Director.
  - iii. Signature Authority – The Digital Enterprise Society Operations Manager and Executive Director have signature authority.
- d. Bank Accounts
- i. The banking activity is through:
    - 1. Checking, Chase account XXXXXXXXXXXXX
    - 2. Morgan Stanley Savings, account XXXXXXXXXXXXX (Reserves)
- e. Operational Reserve
- i. Purpose: The purpose of the Operating Reserve Fund Policy for the Digital Enterprise Society is to ensure the stability of the mission, programs, employment, and ongoing operations of the organization. The Operating Reserve is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses. The Reserve may also be used for one-time, nonrecurring expenses that will build long-term capacity, such as staff development, research and development, or investment in infrastructure. Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap.
 

It is the intention of the Digital Enterprise Society for the Operating Reserve Fund to be used and replenished within a reasonably short period of time. The Operating Reserve Fund Policy will be implemented in concert with the other governance and financial policies of the Digital Enterprise Society and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.
  - ii. Creation of Finance Committee: A Finance Committee shall be created consisting of the Board of Trustees President and Treasurer and the Executive Director.
  - iii. Amount: The level of this fund shall be set by the Board of Trustees. The target minimum Operating Reserve Fund is equal to 12 months of average operating costs. The calculation of average monthly operating costs includes all recurring, predictable expenses such as salaries and benefits, occupancy, office, travel, program, and ongoing professional services.
 

In addition, the Executive Director will review all Digital Enterprise Society contracted liabilities, update a Table of Liabilities with an estimate of each predicted liability to include in the Operating Reserve Fund target minimum.



The amount of the Operating Reserve Fund target minimum will be calculated each year by the Executive Director, reviewed with the Finance Committee, submitted for approval to the Board of Trustees along with the annual budget and included in the regular financial reports.

- iv. Review: The reserve amount shall be reviewed annually by the Board of Trustees during the budgeting process, and adjusted based on previous year expenses and following year projections. Addition to or subtraction from the reserve shall be a budgeted item.
  - v. Definition and Goals: The Operating Reserve Fund is defined as the designated fund set aside by action of the Board of Trustees. The minimum amount to be designated as Operating Reserve will be established in an amount sufficient to maintain ongoing operations and programs for a set period of time, measured in months. The Operating Reserve serves a dynamic role and will be reviewed and adjusted in response to internal and external changes.
  - vi. Accounting for Reserves: The Operating Reserve Fund will be recorded in the financial records as Board-Designated Operating Reserve. The Fund will be funded and available in cash or cash equivalent funds. Operating Reserves will be maintained in a segregated bank account or investment fund, in accordance with investment policies.
    - Operating Reserves will NOT be commingled with the general cash and investment accounts of the organization.
  - vii. Funding of Reserves: The Operating Reserve Fund will be funded with surplus unrestricted operating funds. The Board of Trustees may from time to time direct that a specific source of revenue be set aside for Operating Reserves.
    - 1. Use of Reserves: As Digital Enterprise Society is a new organization; the reserves are being used as operating revenue in compliance with the asset transfer from PLM World.
    - 2. Review of Policy: This Policy will be reviewed every other year, at minimum, by the Finance Committee, or sooner if warranted by internal or external events or changes. Changes to the Policy will be recommended by the Finance Committee to the Board of Trustees.
    - 3. The Digital Enterprise Society will maintain sufficient Operating Capital. The amount will be reviewed and determined annually by the Finance Committee and approved by the Board of Trustees.
    - 4. Any remaining funds in any of the bank accounts outside of what is mentioned above may from time to time be invested to obtain better interest rates than a standard savings account. The Finance Trustee is responsible for making a recommendation to the Board of Trustees for approval to do this.
- f. Commitments
- i. As long as the top-line budget does not change, the Executive Director may approve budget changes. These expense changes must be included in an updated budget within thirty (30) business days.
- g. Cash Receipts (includes checks)
- i. The Executive Director or other specified staff opens any mail addressed to the Digital Enterprise Society or without specific addressee. The receipt of checks or cash will be recorded in the accounting system. All other checks or cash will be immediately deposited by staff or forwarded to the Operations Manager.

- ii. The depositor will endorse all checks to read as follows:

PAY TO THE ORDER OF  
[bank name]  
Account #  
FOR DEPOSIT ONLY  
Digital Enterprise Society

- iii. A report will be electronically recorded that includes the source and amount of the receipts.
  - iv. The checks and cash will then be prepared for deposit.
  - v. Documentation for all receipts (a copy of check, letter, etc.) will be included with the duplicate slip and filed chronologically electronically.
  - vi. All receipts will be deposited intact. No disbursements will be made from cash or check receipts prior to deposit.
  - vii. The Operations Manager will record each cash payment received in a number receipt book with a duplicate for the payer. Cash shall be locked in a secure location until taken to the bank.
  - viii. The Executive Director will receive a copy of all deposit reports for review.
- h. Check Authorization
- i. All invoices will be immediately forwarded to the Executive Director who will review all invoices for mathematical accuracy, validity, conformity to the budget (or other board authorization) and compliance with bid requirements, if required.
  - ii. Prior to payment, all invoices will be approved (indicated by initialing) by the Executive Director or the board member responsible for the project.
  - iii. By approving an invoice, the Executive Director indicates that it has been reviewed by the responsible board member and authorizes a check.
  - iv. The Executive Director will ensure that all conditions and specifications on a contract or order have been satisfactorily fulfilled.
  - v. Approved invoices will be entered into the accounting system.
  - vi. The Operations Manager will prepare checks as needed.
- i. Checks
- i. The Operations Manager will be responsible for all blank checks.
  - ii. The Operations Manager will generate checks for approved invoices through the accounting system.
  - iii. Voided checks will have "VOID" written boldly in ink on the face and have the signature portion of the check torn out. Voided checks will be kept on file.
  - iv. In no event will:
    1. Invoices be paid unless approved by an authorized signer.
    2. Blank checks (checks without a date or payee designated) be signed in advance.
    3. Checks be made out to "cash", "bearer", "petty cash", etc.
    4. Checks be prepared on verbal authorization, unless approved by the Executive Director.
  - v. In the event that it is necessary to issue a duplicate check for checks in an amount over \$15, a stop payment will be ordered at the bank on the original check.
- j. Bank Reconciliations
- i. Bank statements will be received directly and opened by the Operations Manager.

- ii. The Operations Manager will reconcile the bank statement monthly.
  - iii. The Finance Trustee and Executive Director shall verify the reconciliation of the bank accounts on at least a quarterly basis, document the results, and keep this record in the Digital Enterprise Society community file folder on our website.
  - iv. On all checks outstanding over 90 days, the Executive Director or Director of Finance should take appropriate action.
- k. Purchases and Contracts Under \$25,000
  - i. All purchases & contracts, under \$25,000 and within the existing budget, can be approved by the Executive Director.
  - ii. The fund requestor is responsible to know if the item ordered is within the budget and guidelines and must present the information when requesting approval.
- l. Purchases and Contracts \$25,000 and above
  - i. All purchases & contracts including services over \$25,000 must be approved in advance by the following board members- President and Finance Trustee. If either of those two members are not available, then the Vice President should be used as an alternate.
  - ii. It is the responsibility of the requestor to arrange a contract review meeting with the Finance Committee.
  - iii. Purchases & contracts over \$25,000 may be required to have the Finance Trustee and/or Board President determine if a competitive bid is necessary.
  - iv. All bid requests will contain clear specifications and will not contain features which unduly restrict competition.
  - v. The Project Director will be responsible to ensure that all conditions and specifications of a contract, bid, or order have been satisfactorily fulfilled and will be responsible for timely follow-up of these purchases.
  - vi. Purchases of over \$25,000 will not be fragmented or reduced to components of less than \$25,000 to avoid the bid process.
- m. Non-Program Income
  - i. Donations of cash and non-program related income will be separately accounted for.
- n. Contract Management
  - i. The Executive Director will carefully review each contract to ensure compliance with all financial and programmatic provisions. The Operations Manager will maintain originals of all contracts and maintain copies of all contracts in SharePoint. The Operations Manager will prepare initial entries as appropriate to record each contract.
  - ii. It will be the responsibility of the Executive Director to ensure that expenses and charges against each contract are managed within budget and in line with approved contract totals.
- o. Payroll
  - i. Time Sheets
    - 1. Hourly, temporary and part-time staff will be required to complete a time sheet on a twice monthly basis.
    - 2. Full-time staff will not be required to complete time sheets unless required by law.
    - 3. Completed time sheets will be submitted to the Executive Director at the end of the last working day of each pay period.
    - 4. No payroll checks will be issued without a completed time sheet
    - 5. Incomplete time sheets will be returned to the employee for correction.

6. The Executive director will verify the accuracy of the time sheets and addition.
  - ii. Employees will be paid every two weeks; deductions are itemized on each paycheck.
  - iii. The Payroll System, currently is QuickBooks Payroll Online, will enter payroll, print payroll checks, make direct deposit transfers including necessary state and federal taxes, and print/send payroll reports to the Executive Director and employees.
  - iv. The Operations Manager will review the payroll checks before they are distributed/sent.
  - v. The Operations Manager will distribute the payroll checks to the employees as necessary.
  - vi. Checks will not be issued to any person other than the employee without written authorization from the employee.
  - vii. Voluntary and involuntary terminations will be paid on the next regular pay date.
  - viii. Payroll Taxes
    1. Operations Manager will prepare and transmit the payroll tax reports, W- 2 forms, and 1099 forms, currently done through QuickBooks Payroll Online Service, with review of our Accounting firm.
    2. The Executive Director will verify payroll tax preparation on a quarterly basis.
- p. Benefits
- i. Payroll will be prepared in accordance with the personnel policies and benefit plan.
- q. Reimbursement of Expenses
- i. Eligibility
    1. Digital Enterprise Society business related travel and incidental expenses for members of the Board of Trustees and staff will be reimbursed, provided that documentation requirements are met.
    2. The Board of Trustees may elect to reimburse volunteer committees and/or groups' expenses for travel to and from conferences or other approved meetings. Reimbursement is contingent on the financial condition of the Digital Enterprise Society prior to the event.
    3. All travelers seeking reimbursement for conference or meetings must seek approval at least 90 days prior to the conference or meeting.
- r. Travel and Expenses
- i. All Digital Enterprise Society business travel, outside of board meetings or previously budgeted staff professional development, must be approved in advance via the Travel Request Form by both the Executive Director and either the President or the Finance Trustee. If the request is raised by one of the aforementioned, the alternate approver shall be the Vice President.
  - ii. All reimbursable expenses are due within 30 days of travel and a receipt must be included for items exceeding \$25. Submitted reports are approved at the discretion of the Executive Director. Expense receipts and excel expense report must be completed and sent to the Operations Manager.
  - iii. Approved Travel Expenses
 

Individuals traveling for the Digital Enterprise Society business purposes are expected minimize travel expenses by selecting lowest reasonable fares and curtailing the duration of travel.

    1. Flights – Reimbursable expenses include Coach Economy, non-refundable fares with 14-day advance purchase and 1 checked bag. Upgrade selections on discount airlines are not to exceed the alternative cost of traveling on a major airline on the same date.
    2. Mileage – Business use of a vehicle will be reimbursed at the standard IRS rate.
    3. Ground Transportation – Taxis, Shuttles, Tolls, Parking, and similar fees.

4. Meals – Government Per Diem rates will be granted for all meals incurred during travel except when meals are provided by the Digital Enterprise Society.
  5. Lodging – Room rates, taxes, fees, and internet access.
- iv. Other Travel Expenses
- Any costs associated with a travel companion or extension of travel for personal interests are not reimbursable. Individuals wishing to receive reimbursement for travel expenses not explicitly approved in #3 must provide valid business justification and obtain approval for each expense per the discretion of Executive Director. Such expenses include, but are not limited to:
1. Flight Upgrades – seat selection, in-flight internet, additional baggage, WiFi, travel insurance
  2. Rental Vehicles
  3. Lodging Upgrades – rooms, room service, concierge services, spa services
- v. It is expected that while travel on behalf of the Digital Enterprise Society, all individuals represent the organization with utmost professionalism and seek to further the mission of the organization. This may include:
1. Posting and/or collecting social media appropriate content, photos, or contacts.
  2. Collecting benchmarking and/or collaborative information.
  3. Identifying potential board, committee or other volunteers.
- s. Consultants
- i. Consideration will be made of internal capabilities to accomplish services before contracting for them.
  - ii. Written contracts clearly defining work to be performed, terms and conditions will be maintained for all consultant and contract services.
  - iii. The qualifications of the consultant and reasonableness of fees will be considered in hiring consultants.
  - iv. Consultant services will be paid for as work is performed or as delineated in the contract.
  - v. The Operations Manager will prepare 1099 returns for consultants at year end.
- t. Capital Assets
- i. Equipment shall be defined as all items (purchased or donated) with a unit cost of \$500 or more and a useful life of more than one year.
  - ii. The Operations Manager will maintain an inventory log; which shall list a description of the item, date of purchase or acquisition, price or fair value of the item and its location.
  - iii. A depreciation schedule shall be prepared by our Accountants at least annually for the audited financial statements by the Audit Firm. The Operations Manager will record all equipment in the accounting system.
  - iv. An entry must be made whenever property is disposed of or acquired.
- u. Leases – Real Estate
- i. The Executive Director will review leases prior to submission to the Board of Trustees for approval.
  - ii. All leases, clearly delineating terms and conditions, will be approved by the Board of Trustees and signed by the Executive Director.
  - iii. The Operations Manager will keep a copy of each lease on file.

- iv. The Accountant will be notified of each lease and lease specifications, and will make proper general journal entries for same.
- v. Leases – Equipment
  - i. The Executive Director will review all equipment leases.
  - ii. All equipment leases, clearly delineating terms and conditions, will be approved and signed by the Executive Director.
  - iii. The Operations Manager will keep a copy of each equipment lease on file.
  - iv. The Accountant will be notified of each equipment lease and lease specifications, and will make proper general journal entries for same.
- w. Insurance
  - i. Reasonable, adequate coverage will be maintained to safeguard the assets of the corporation. Such coverage will include property and liability, worker's compensation, employee dishonesty and other insurance deemed necessary.
  - ii. The Executive Director will carefully review insurance policies before renewal.
  - iii. The Operations Manager will maintain insurance policies in insurance files.
  - iv. The Operations Manager will prepare and maintain an accurate list of insurance products and policy details and keep this record in the Digital Enterprise Society SharePoint files.
- x. Books of Original Entry
  - i. The Digital Enterprise Society will utilize QuickBooks for accounting for all funds.
  - ii. Adequate documentation will be maintained to support all general entries.
  - iii. At the end of each month, the Finance Trustee and Executive Director will review the Budget YTD, Statement of Activities, document the results, and keep this record in the Digital Enterprise SharePoint files.
  - iv. The Operations Manager will maintain its accounting records on the accrual basis in a manner that facilitates the preparation of audited financial statements conforming to generally accepted accounting principles.
- y. Budgets
  - i. The Executive Director and the Finance Committee will prepare the financial budget as outlined in the Policies and Procedures document.
  - ii. The Operations Manager will ensure that budgets are on file and updated in QuickBooks.
- z. Accounts Receivable
  - i. Documentation will be maintained for accounts receivable.
  - ii. Accounts receivable will be recorded in the books and collected on a timely basis.
- aa. Loans
  - i. The Board of Trustees has determined that no loans will be undertaken.
- bb. Financial Procedure Update
  - i. Financial procedures will be reviewed annually by the Board of Trustees. The Board of Trustees must approve changes to the financial procedure manual prior to implementation.
- cc. Audits
  - i. The Finance Trustee, on behalf of the Board of Trustees, shall contract with an independent auditing firm a full audit or review of the books as required by the bylaws.

dd. Personnel Files

- i. The Operations Manager will maintain a personnel file for each employee, containing appropriate documents, such as the signed compensation agreement, approval of changes in compensation, an I-9 immigration form, and withholding forms for taxes, benefits, deferred compensation, and charitable contributions.

ee. Minutes of Meetings

- i. A member of the Digital Enterprise Society staff, or an approved replacement, will prepare accurate minutes of all meetings of the Board of Trustees.
- ii. The Executive Director and Finance Trustee will note all items in the minutes relating to finance and take appropriate action.

VII. Volunteers

a. Working Groups

The concept of a Working Group is stabled to provide a means for members of Digital Enterprise Society to collaborate on tactical topics affecting the current and future issues of the digital enterprise, the concept of a Working Group has been established.

Working Groups are short term technical and detail-oriented groups created to address specific issues with Siemens PLM Software tools. The objectives, deliverables, and timeframes are up to each potential group to define prior to forming the group. When a Working Group has fulfilled its objectives, it disbands or may be relaunched under a new set of objectives, deliverables, and timeframe. If a longer-term strategic group is desired, consider forming a Strategic Innovation Team instead.

b. Launching a Working Group

Any Digital Enterprise Society may form a Working Group pursuant to the prerequisites and requirements, and approval of the Education and Training Committee. An application form/template has been created to assist in this process. The application form/template can be downloaded from the Digital Enterprise Society website. Feedback on approval will be given within 6 weeks of submission. Application submissions and questions regarding Working Groups may be directed to the Executive Director.

c. Engaging the Digital Enterprise Society Community

Working Group leaders are required to host a webinar, session at an event or write a blog post annually to share their results and facilitate further discussion and collaboration.

VIII. Web pages on the Digital Enterprise Society website:

- a. Each Working Group will be given a web page on the Digital Enterprise Society website that can be accessed by WG members. This is a very useful area for technical groups to state their mission/purpose, list their committee members, advertise upcoming meetings and conference calls, and post any other pertinent information useful to your members.
- b. If you are a new committee and would like to request a web page for your group on the Digital Enterprise Society website, please contact the Marketing and Communications Manager
- c. To make updates to a web page, such as posting an upcoming meeting announcement, send all information to the Marketing Communications Manager.
  - i. The updates will be completed in 1-2 business days.

IX. Digital Enterprise Society Board Meeting Voting Procedures

- a. Roberts Rules of Order - The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or By-Laws.
- b. Quorum - Two-thirds (2/3) of the total number of voting members of the Board of Trustees are required for board meetings or discussion to take place.
  - i. 2019 Board consists of 14 members - 13 voting members and one non-voting member –  
Quorum for board meetings or discussions = ten voting members.
- c. A 3/4 majority affirmative vote is needed to approve motions to edit the Bylaws; a simple majority approval is needed for all other motions.
- d. Email Voting Policy
  - i. When it is necessary for the board to vote on an issue outside of a meeting the following rule shall apply. The email calling for the vote shall have “Call for Vote” in the subject line. All voters shall respond replacing the subject line with [your name]’s vote: subject”. All of these emails shall include a cc to the Operations Manager and will be recorded in the next minutes.

X. Digital Enterprise Society Board of Trustees’ Election Procedures

- a. Diversity Statement: In principle and in practice, Digital Enterprise Society values and seeks diversity and inclusive practices within the digital enterprise industry.  
Digital Enterprise Society promotes involvement, innovation, and expanded access to leadership opportunities that maximize engagement across identity groups and professional levels. Identity groups include and are not limited to age, appearance, disability, ethnicity, gender, geographic location, nationality, professional level, race, religion, and sexual orientation. Digital Enterprise Society will provide leadership and commit time and resources to accomplish this objective.
- b. Candidate Qualifications
  - i. All candidates must be a current member in good standing of the Digital Enterprise Society.
  - ii. The Digital Enterprise Society as an organization values diverse experiences in leadership, background, expertise, geographic location, and professional level. It seeks leaders from all types and sizes of eligible organizations. The Digital Enterprise Board of Trustees has identified several key characteristics that potential Board members would have:
  - iii. Demonstrated involvement with the Digital Enterprise Society or experience in the digital enterprise.
  - iv. Relevant expertise in the disciplines of product design, production, supply chain, or sustainment. Examples include, but are not limited to: engineer, designer, purchasing/procurement, IT staff or manager, executive team, group manager, etc.
  - v. Commitment to participate monthly board calls, relevant committee assignments and up to four in-person board meetings.
  - vi. An ability to demonstrate positive leadership attributes; emotional intelligence; ability to work collaboratively and engage in appropriate debate and discussion when needed.
  - vii. A tendency towards visionary or strategic thinking, with an appreciation for the tactical processes needed to execute those visions and strategies.
  - viii. All candidates must have the approval of the Board of Trustees.
- c. Election Procedures
  - i. The Digital Enterprise Society board will solicit and accept nominations for open positions a minimum of 10 weeks out from the 3rd quarter board meeting.
  - ii. Nominations will close eight weeks prior to the 3<sup>rd</sup> quarter board meeting.



- iii. Nominations should include: name, job title, company, experiences in the digital enterprise, and a brief description of how the candidate would contribute to the Digital Enterprise Society.
  - iv. Individuals may self-nominate.
  - v. Voting will open four weeks prior to the 3<sup>rd</sup> quarter board meeting and close on the final day of the board meeting.
- d. Board Stagger – See appendix C for the current board positions and stagger
- e. Ballot Procedures
- i. Ballots will available on the website or e-mailed to all current Digital Enterprise Society volunteers.
  - ii. The Association may elect to use an independent voting company if desired, including the use of online voting.
  - iii. Voting shall be conducted via the Digital Enterprise Society Website or email by the date specified on the ballot.
  - iv. Ballots will contain the name of at least one candidate for each open office, and a space for write-in candidates.
  - v. Steps shall be taken to ensure that each Ballot can be voted only once.
  - vi. Ballots will be counted and the results certified by the Board of Trustees.
  - vii. The candidate receiving a plurality of votes shall be declared the winner. The Board of Trustees shall decide any ties.
  - viii. The results shall be announced to the Members as soon as possible after the election is finalized.
  - ix. The election results will take effect on the date specified by the Board of Trustees.

## XI. **Anti-Trust Policy**

Adopted by the Board of Trustees May 20, 2019

### **Prelude**

Digital Enterprise Society is a not-for-profit organization. The association is not organized to and may not play any role in the competitive decisions of its members or their employees, nor in any way restrict competition among members or potential members. Rather it serves as a forum for a free and open discussion of diverse opinions Rather it serves as a forum for a free and open discussion of diverse opinions amongst its members.

The association provides a forum for exchange of ideas in a variety of settings including its annual meeting, educational programs, committee meetings, and Board meetings. The Board of Trustees recognizes the possibility that the Association and its activities could be viewed by some as an opportunity for anti-competitive conduct. Therefore, this policy statement clearly and unequivocally supports the policy of competition served by the antitrust laws and to communicate the Association's uncompromising policy to comply strictly in all respects with those laws.

While recognizing the importance of the principle of competition served by the antitrust laws, the Association also recognizes the severity of the potential penalties that might be imposed on not only the Association but its members as well in the event that certain conduct is found to violate the antitrust laws. Should the Association or its members be involved in any violation of federal/state antitrust laws, such violation can involve both civil and criminal penalties that may include imprisonment for up to 3

years as well as fines up to \$350,000 for individuals and up to \$10,000,000 for the Association plus attorney fees. In addition, damage claims awarded to private parties in a civil suit are tripled for antitrust violations. Given the severity of such penalties, the Board intends to take all necessary and proper measures to ensure that violations of the antitrust laws do not occur.

### **Policy**

In order to ensure that the Association and its members comply with antitrust laws, the following principles will be observed:

- The association or any committee, section, chapter, or activity of the Association shall not be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, expressed or implied, among two or more members or other competitors with regard to prices or terms and conditions of contracts for services or products. Therefore, discussions and exchanges of information about such topics will not be permitted at Association meetings or other activities.
- There will be no discussions discouraging or withholding patronage or services from, or encouraging exclusive dealing with any supplier or purchaser or group of suppliers or purchasers of products or services, any actual or potential competitor or group of actual potential competitors, or any private or governmental entity.
- There will be no discussions about allocating or dividing geographic or service markets or customers.
- There will be no discussions about restricting, limiting, prohibiting, or solicitation that is not false, misleading, deceptive, or directly competitive with Association products or services.
- There will be no discussions about discouraging entry into or competition in any segment of the marketplace.
- There will be no discussions about whether the practices of any member, actual or potential competitor, or other person are unethical or anti-competitive, unless the discussions or complaints follow the prescribed due process provisions of the Association's bylaws.
- Certain activities of the Association and its members are deemed protected from antitrust laws under the First Amendment right to petition government. The antitrust exemption for these activities, referred to as the Noerr-Pennington Doctrine, protects ethical and proper actions or discussions by members designed to influence:
  - 1) legislation at the national, state, or local level; 2) regulatory or policy-making activities (as opposed to commercial activities) of a governmental body; or 3) decisions of judicial bodies. However, the exemption does not protect actions constituting a "sham" to cover anticompetitive conduct.
- Speakers at committees, educational meetings, or other business meetings of the Association shall be informed that they must comply with the Association's antitrust policy in the preparation and the presentation of their remarks.
- Meetings will follow a written agenda approved in advance by the Association or its legal counsel.

- Meetings will follow a written agenda. Minutes will be prepared after the meeting to provide a concise summary of important matters discussed and actions taken or conclusions reached.

At informal discussions at the site of any Association meeting all participants are expected to observe the same standards of personal conduct as are required of the Association in its compliance.

## XII. **Affinity/Affiliate policy**

Adopted May 20, 2019 by the Digital Enterprise Society Board of Trustees.

### **Prelude**

The Digital Enterprise Society (DES) objective is to add value for its members by developing affinity products and affiliate programs that do provide savings in funds or time, or access to superior products, services or events. Thus, DES seeks affinity programs that are unique in design and benefit, appeal to a broad range of members, and offer comprehensive products and services at competitive process. DES places our reputation on the line in support of our offerings because we have been assured that our members will benefit either financially and/or receive services or access that are exceptions or meet a unique need within the industry.

DES prefers to enter into a relationship with partners where DES is licensing the association's name and/or logo in return for royalties from vendor sales to members and members' customers.

### **Policy**

1. The relationship with our members is our first priority.
2. DES will consider products, services and programs/events for members when it is of value to members and the organization.
3. DES will identify any policies the sponsoring company may have that conflicts with policies of DES and bring them to the attention of the board.
4. All sponsored products, programs, events and services must be screened with due diligence and must have the Board or Executive Committee approval.
5. DES is not obligated to sponsor directly or indirectly the vendor's other products, programs or activities.
6. A marketing plan will be developed for each program. DES reserves the right to review and approve the marketing plans annually.
7. The sponsoring organization will submit regularly the enrollment and/or participation data. All information on the member is to be kept confidential by the sponsoring organization.
8. All affiliate/affinity program companies must comply with the can-spam act, GDPR, the 2020 California privacy laws and any other applicable privacy and legal requirements.
9. A formal agreement will be signed before a new affiliate/affinity sponsorship is announced to the members.
10. DES will maintain an outline of the sponsoring organizations and DES responsibilities for the program, service or event tie.
11. The company receiving affinity/affiliate program will indemnify and hold harmless DES, including duty to defend. Marketing materials will explicitly state that DES sponsorship or affiliate arrangement does not constitute a warranty or guarantee of the product.
12. It is the policy of the organization to consider affinity/affiliate programs on an individual basis as follows:
  - a. Only firms that possess good business reputation, financial strength and stability, exceptional customer service and professional, local sales support will be considered.

- b. DES will attempt to seek competitive bids when possible unless it would compromise an innovative program proposal.
13. The following list includes the general requirement the organization seeks for an affinity/affiliate program:
- a. To offer competitive pricing for any size association
  - b. To utilize strong, reliable distribution and sales channels
  - c. To build and retain membership
  - d. To add significant value to members and member companies
  - e. To provide exceptional access, choice and flexibility
  - f. To provide marketing support to DES partners including but not limited to: event sponsorships, market development funds, and the development of a joint marketing campaign
  - g. To provide strong back-office administration
  - h. To provide dedicated exceptional customer service
  - i. Quarterly program reporting
  - j. Residual share or direct member discount or benefit
  - k. Target audience focus and expertise
  - l. Co-marketing activities
  - m. Provider must maintain DES membership

### XIII. **Conflict of Interest Policy**

Approved Digital Enterprise Society Board of Trustees October 21, 2019

The Digital Enterprise Society (“Society”) and its volunteer leaders are dedicated to serving the interests of the Society’s constituency in the most honorable and ethical manner possible. Among the Society’s duties is the responsibility to provide assurance to its constituencies that debates, decision making, and all governance at the Society are conducted in an objective and bias-free context. Among the duties of the volunteer leaders of the Society is a duty of loyalty—to place the best interests of the Society uppermost when acting on the Society’s behalf. This duty of loyalty, or “fiduciary” duty, encompasses the obligation to avoid or disclose any “other interests” that could dilute, diminish, or divide a leader’s unqualified loyalty and complete commitment to the Society. Where such interests exist or even appear to exist, they are “conflicts of interest” that the Society is responsible to manage in order to ensure reasonably bias-free governance.

#### **Summary of the Policy**

The Society’s policy is to require that volunteer leaders disclose “other interests” as defined in this policy at least once each year or more frequently if “other interests” arise. Then the Board of Trustees must decide what if anything to do in reaction to disclosures of “other interest” according to the Society’s procedures for doing so. In most cases it will be decided that the proper corrective measure is disclosure of the “other interests” to the board of trustees or other governance body (such as committee or working group chair) of the Society. But in some cases, the volunteer leader might be asked to “recuse”—refrain from participating in debate or resolution of matters where the volunteer leader has “other interests.” In rare cases the volunteer leader might be asked to resign from the position on the board or elsewhere in the governance structure of the Society.

#### **“Other Interests”**

##### **1. To what volunteer leaders does this policy apply?**

The Board of Trustees has determined that the policy applies to officers, trustees, senior executives, committee chairs and other volunteers of the Society.

## 2. What “other interests” are to be disclosed?

Disclosure is expected of these “other interests”:

- a) Ownership, employment, or volunteer or agency interest or involvement in a commercial entity or nonprofit organization that competes with the Society;
- b) Ownership, employment, or volunteer or agency interest or involvement in a commercial entity or nonprofit organization that is, or seeks to be, a vendor of products or services to the Society; or
- c) Position as spokesperson, consultant, employee, or agent for another commercial or nonprofit organization that advances opposing or adverse public policy positions from those of the Society.

Note: The “Society” includes the Society’s subsidiaries and affiliates.

Note also: The volunteer leader should disclose these “other interests” personally for the employer or company, and for close business associates and family members.

## 3. When and how is disclosure to be made?

Disclosure is to be made at least annually when requested by the board of trustees or other governing board, and after that at any time throughout the year when an “other interest” arises or becomes known that was not disclosed at the time of, or has significantly changed since, the annual disclosure. Disclosure should always be in writing. Disclosure forms are provided for that purpose. Volunteer leaders should feel free to provide additional information as appropriate.

## 4. What information is to be disclosed about “other interests”?

The volunteer leader should provide sufficient information about any “other interest” so as to permit an evaluation of what effect the “other interest” might have on the leader’s participation in the Society’s governance.

## 5. What about confidential information on “other interests”?

Any confidential information should be clearly marked as such on the volunteer leader’s disclosure. The Society will endeavor to keep the information confidential. But if a requirement for confidentiality precludes the Board of Trustees or other governing board of the Society from fairly evaluating the disclosure, the Board may respond accordingly in its recommendation regarding corrective measures.

## Corrective Measures

It is the Society’s prerogative, not the disclosing volunteer leader’s, to make determinations regarding corrective measures with respect to “other interests.” The board of trustees or its delegated representatives will do so. Among the corrective measures available to be recommended are these:

1. **Disclosure to the Board of Trustees.** In most cases, it is expected that the possibility of subjectivity or bias will be sufficiently offset by disclosing the “other interest” to the entire Board of Trustees which the disclosing volunteer leader is a member. That governance body will be expected to take the individual’s “other interest” into consideration when discussions, debates, or decisions occur in the governance body. The Society, its governing board, and the volunteer leader will all have fully discharged their duties.
2. **Recusal.** In some instances, it may be determined that the avoidance of conflicts of interest, or even the mere appearance of conflicts of interest, will dictate that the disclosing individual should avoid discussions, debates, and decision making on subjects related to the disclosure. The volunteer leader will remain a member of the governance body affected but will withdraw from portions of meetings or activities appropriately.

3. **Resignation.** There could be situations, expected to be rare, in which the volunteer leader's "other interest" is so extensive or pervasive that, in the view of the Society's board of trustees or its representatives, the leader's involvement in discussions, debates, or decision making in the pertinent governing body on any subject will be adversely affected. In that case the leader will be asked to resign. If resignation is not forthcoming, the governing board will decide on alternatives consistent with the Society's Bylaws and Ohio state law.

### **Procedures**

The appropriate steps in implementing this policy are these:

1. **Annual disclosure.** Volunteer leaders will be asked to complete the attached disclosure form annually. Forms should be submitted at other times as well if "other interests" arise or become known.

2. **Review, evaluation, and recommendation.** Representatives of the board of trustees, appointed by the Governance Committee, will review the annual disclosure forms. The volunteer leader may be asked to provide additional information as a result of this review. If this reviewing body determines that no action is required, then none will be taken. If the body determines that disclosure to the full governing body on which the volunteer leader sits is the appropriate corrective measure, this will be undertaken with notice to the volunteer leader. If other corrective measures are recommended, the matter will come before the board of trustees.

3. **Board of Trustees.** The board of trustees makes the final determination of the appropriate corrective action to be recommended to the volunteer leader and any subsequent action or procedures that may become expedient.

Any questions about the Society's policy or procedures should be raised with the board of trustees president or the executive director of the Society.

### Disclosure of Other Interests

As a volunteer leader of the Digital Enterprise Society (the "Society"), I recognize that the Society must provide bias-free governance to the Society's constituency, and that I owe a duty of loyalty to the Society. One aspect of fulfilling my duty is to avoid or disclose "other interests" according to the Society's policy and procedures on conflicts of interest. I am therefore disclosing the following "other interests" as defined by the Society. I will provide further information if requested and will cooperate with any review and evaluation on behalf of the Society.

1. Any ownership, employment, or volunteer or agency interest or involvement in a commercial entity or nonprofit organization that competes with the Society:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2. An ownership, employment, or volunteer or agency interest or involvement in a commercial entity or nonprofit organization that is, or seeks to be, a vendor of products or services to the Society:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Any position as spokesperson, consultant, employee, or agent for another commercial or nonprofit organization that advances opposing or adverse public policy positions from those of the Society:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Note: The "Society" includes the Society's subsidiaries and affiliates.

Note also: The volunteer leader should disclose these "other interests" personally, for the company or employer, and for close business associates and family members.

Please use additional sheets or attached explanatory documents if appropriate.

Please indicate whether any information provided here is requested to be kept confidential by the Society.

This information is accurate and complete to the best of my knowledge and ability.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Society Position

\_\_\_\_\_  
Date

**XIV. Board of Trustees Commitment Agreement**

Adopted May 20, 2019 by the Digital Enterprise Society Board of Trustees

**Vision Statement:**

The Society is dedicated to the transformation of the manufacturing enterprise workforce.

**Mission Statement:**

The Society will catalyze organizational transformation as a trusted resource to enable best practices and processes, to create certification and education frameworks, and to recognize industry leaders in implementing the art of the possible for the digital enterprise.

**I understand my duties and responsibilities include the following:**

1. To understand and define the organization’s mission, vision and strategic plan.
2. To receive no financial gain for service on the Digital Enterprise Society Board of Trustees.
3. To disclose any actual or possible conflict of interest.
4. To understand my accountability to the Digital Enterprise Society membership and will exercise leadership in making sound judgements in the best interest of the Digital Enterprise Society members.
5. To refrain from intruding on administrative issues that are the domain of management.
6. To hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the Digital Enterprise Society Board of Trustees.
7. To actively promote membership, both by recruitment and emphasis on retention in the Digital Enterprise Society and encourage fellow colleagues to become active. I will continually make myself familiar with current activities of Digital Enterprise Society and will encourage and support the staff.
8. To attend and participate in Digital Enterprise Society Board of Trustee meetings and respond to Board communications in the requested time frame. I will come to board meetings prepared and ready to participate in a meaningful fashion, will arrive on time, and not depart until the meeting is adjourned. If I must miss a meeting, arrive late or leave early, I understand I am encouraged to provide a proxy vote.
9. To share in the fiscal oversight responsibility for Digital Enterprise Society with all other Board members. I will maintain a familiarity with the Society budget and take an active part in reviewing, monitoring and supporting the approved budget.
10. To understand that the Board shall speak with a unified voice and on behalf of the organization and will seek to understand and share the membership’s common concerns. I understand that others may construe my comments to represent the policies and members of Digital Enterprise Society and will be informed and speak with care accordingly.

I understand that the Digital Enterprise Society Board of Trustees may ask me to resign from the board if I cannot substantially fulfill these responsibilities or may remove me from the board per the directions specified in the Digital Enterprise Society bylaws. I understand the importance of the expectations listed above and by signing below I accept this commitment.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



## XV. Records Retention/Document Destruction policy

- a. Paper and electronic documents that are indicated below as falling with categories A, B, C or D are to be transferred to and maintained by the Operations Manager.
- b. Other paper documents, wherever located, are to be discarded every three years.
- c. Other electronic documents are to be deleted annually from all individual personnel computer memories, from all organization networks, and from all backups.
- d. Copies of paper or electronic records may be retained individually by appropriate staff members for historical or ongoing work reasons but only upon the written approval of the Executive Director. No paper or electronic records are to be destroyed or deleted if pertinent to an anticipated or ongoing government investigation or proceeding or to any anticipated or ongoing private litigation.

### Category A: Retain Permanently

1. Governance records: Articles of Incorporation, Bylaws, other organizational documents, governing board and committee minutes.
2. Tax Records: Filed state and federal tax reports and returns, tax exemption determination letter and related correspondence, files related to tax audits, and supporting information and documentation for federal and state returns, deductions, refunds, and similar uses.
3. Intellectual Property Records: Copyright and trademark registrations and samples of protected works.
4. Finance Records: Audited financial statements, attorney contingent liability letters.

### Category B: Retain for 10 Years

1. Pension and Benefit Records: Pension plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.
2. Lobbying Records: State and federal lobbying registration and reporting documents and back-up information.

### Category C: Retain for Three Years

1. Employee/Employment Records: Employee names, addresses, social security numbers, dates of birth, INS Forms I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time FMLA, engagement and discharge correspondence, and documentation of basis for independent contractor status (retain for all current employees and independent contractors and for three years after departure of each individual).
2. Lease, Insurance, and Contract/License Records: Software license agreements; vendor, hotel and service agreements; independent contractor agreements; employment agreements; consultant agreements; and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, or nonrenewal for each agreement).

### Category D: Retain for One Year

1. All Other Paper or Electronic Records: Correspondence files, past budgets, bank statements, publications, employee manuals/policies and procedures, and survey information.

XVI. Governing Documents

- a. Digital Enterprise Society Bylaws – Appendix A
- b. Digital Enterprise Society Articles of Incorporation – Appendix B
- c. Staff Position Descriptions – Appendix F
- d. Board of Trustee Position Descriptions – Appendix D

XVII. Bylaws

- a. Conflict with Bylaws

In the case of any conflict between the terms set forth herein and the Corporations Bylaws, the terms of the Bylaws shall govern, and the terms set forth herein shall be deemed modified to the least extent necessary to correct such conflict.

XVIII. These policies and procedures will be reviewed annually by the Board Trustees.

## Appendix A – Digital Enterprise Society Bylaws

### BYLAWS OF THE DIGITAL ENTERPRISE SOCIETY

#### Article I Name and Purpose

**Section 1 – Name:** The name of the organization shall be the Digital Enterprise Society. It shall be a nonprofit organization incorporated under the laws of the state of Ohio.

**Section 2 – Purpose:** The Digital Enterprise Society is organized exclusively for scientific, education, training, certification and charitable purposes.

The Digital Enterprise Society promotes the evolution of the manufacturing community towards the formation of the digital enterprise. The Digital Enterprise Society is an organization transforming industry to leverage digital information in its various forms and decision-making processes. In this environment, the digital product and process definition serves as a dynamic artifact that is used by various authors and consumers of information to enable the transformation of product development, design, delivery and maintenance. for their respective tasks. The digital enterprise embraces feedback from the various lifecycle stages of the product to improve the product and process representation for the creation of subsequent products and product iterations. Fundamental to the digital enterprise is the concept of the digital twin – a high-fidelity, digital counterpart to the physical products and process that acts as a predictive input and dynamic validation mechanism for a company’s products. People working within the enterprise have an enlightened view of digital product information, and how it can be leveraged in their daily work. Organizational and cultural change are fundamental to this evolution, and the Society will contribute by offering a forum for the exchange of ideas surrounding the tools, processes, and practices used across the product lifecycle. These transforming technologies affect the manner in which people organize and work; therefore, the Society will:

- Provide a voice in the development of the next-generation manufacturing workforce by engaging and supporting educational development and experiences around the integration of business process and practice within the digital enterprise paradigm, and
- Offer an unbiased environment in which to exchange ideas around digital manufacturing tools, process and practice, and their integration into the enterprise.

#### Article II – Membership

**Section 1 – Eligibility for Membership:** Application for voting membership shall be open to individuals and companies interested in the digital enterprise and shall be divided into 9 categories, with such classes and applicable qualifications as described below. All such individuals must fulfill all applicable criteria and obligations to qualify for admission to membership established by the Board. Membership is granted after completion and receipt of a membership application and annual dues.

**Section 2 – Member Categories:** The types of memberships shall be as follows:

1. **Member:** The member category includes individuals using the digital enterprise in their daily work and interested in contributing to their education of the digital enterprise.
2. **Partner/Supplier Member:** The partner/supplier membership category will consist of individuals employed by companies serving the member community.
3. **Consultant Member:** The consultant membership category will consist of individuals employed with consulting companies serving the digital enterprise industry.

4. **Academic/Educator Member:** The academic/educator membership category will consist of individuals employed at academic institutions and interested in the digital enterprise.
5. **Student Member:** The student member category will consist of individuals currently enrolled in an academic institution.
6. **Retired Member:** The retired member category are individuals retired from an employer using the digital enterprise.
7. **Transitional Member:** The transitional member category are individuals transitioning between positions.
8. **Honorary Member:** The honorary member category are individuals interested in the digital enterprise and approved by the board of Trustees.
9. **Corporate Membership:** Corporations may participate in the Digital Enterprise Society with a corporate membership allowing portions of their staff to utilize DES resources. The number of staff eligible per company will depend on the company membership package purchased.
10. **Lifetime Membership**

Consult the DES Policies and Procedures Manual for additional details and restrictions on member categories.

**Section 3 – Annual Dues:** Dues will be charged annually for all member types. Consult the DES Policies and Procedures Manual for additional details on membership categories and corresponding dues.

**Section 4– Suspension, Expulsion and Refusal of Membership; Resignation:** The Board of Trustees shall, in its sole and absolute discretion and in accordance with the procedures set forth herein, have the power to suspend or expel any Member who does not comply with these By-Laws, the Articles of Incorporation, Policies and Procedures Manual, or who engages in unprofessional or illegal conduct. In such event the Board of Trustees shall deliver written notice of the proposed suspension or expulsion to such individual not less than fifteen (15) days before the effective date of the suspension or expulsion and provide such individual an opportunity to make a statement to the Board of Trustees, either orally or in writing, within five (5) days before the effective date of the suspension or expulsion. Such action shall require a two-thirds (2/3) vote of the Board of Trustees, except that if the Member being considered for suspension or expulsion is a member of the Board of Trustees, then he or she shall not be permitted to vote on the matter. The Board of Trustees shall, in its sole and absolute discretion, have the power to refuse Membership to any individual who does not meet the membership qualifications set forth in these Bylaws and otherwise does not fulfill the criteria for membership established by the Board of Trustees. A Member may resign at any time by providing written notice to the Society. The resignation of a Member does not relieve the Member from any obligations to the Society the Member may have incurred prior to resignation.

### **Article III - Meetings of Members**

**Section 1 Meetings – Frequency:** The Board of Trustees shall have the power to call an annual or special meeting of the Members. An annual meeting shall be held: to thank outgoing and welcome/ introduce incoming Trustees; to provide a report on the activities and financial condition of the Society; and to act upon any other matters brought before the Members. If an annual meeting of Members has not been held during the preceding fifteen (15) months, at least fifty (50) Voting Members or one (1) percent of the Voting Members, whichever is less, may demand an annual meeting of Members by written notice of demand given to the Chairperson or Finance Trustee of the Society. Within thirty (30) days after receipt of the demand, the Board shall cause a meeting of Members to be called and held at the expense of the Society on notice no later than ninety (90) days after receipt of the demand. If the Board fails to cause a meeting to be called and held as required by this subdivision, the Voting Members making the demand may call the meeting at the expense of the Society by giving notice as required pursuant to these Bylaws and the Act.

**Section 2 Meetings – Time & Place:** Any meeting of the Members may be held at the time and place determined by the Board of Trustees and as set forth in notice provided to the Members. If a demand for a meeting is made under Article III, Section 1, above, and the Board of Trustees has not otherwise determined a location for the meeting, the meeting must be held in the county where the Society's registered office is located.

**Section 3 Meetings - Remote Communication:** Any annual or special meeting of the Members may be held solely by one or more means of remote communication, provided that notice of the meeting is given to every Voting Member, and if the number of Voting Members participating in the meeting is sufficient to constitute a quorum at the meeting. Participation by a Voting Member in this manner constitutes presence at the meeting in person or by proxy. If a meeting is held in a physical location, a member not physically present in person or by proxy may participate in the meeting by means of remote communication. If any meeting is held solely by remote communication or if Voting Members participate by means of remote communication, the Society must: (a) implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a Member; and (b) implement reasonable measures to provide each Member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to: (i) read or hear the proceedings of the meeting substantially concurrent with those proceedings; (ii) if allowed by the procedures governing the meeting, have the Member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and (iii) if otherwise entitled, vote on matters submitted to the Members.

**Section 4 Meetings - Notice Requirements:**

- a. To whom given. Notice of meetings of Members must be given to every Voting Member as of the record date determined pursuant to Article II, Section 7 herein. If the meeting is an adjourned meeting and the date, time, and place of the meeting were announced at the time of adjournment, notice is not required unless a new record date for the adjourned meeting is or must be fixed under Article II, Section 7(B), below.
- b. When given; Contents. In all cases where a specific minimum notice period has not been fixed by the Act, the notice must be given at least five (5) days before the date of the meeting and not more than sixty (60) days before the date of the meeting. The notice must contain the date, time, and place of the meeting, and in the case of a special meeting, the purposes of the meeting, and any other information required by the Act. The business at a special meeting of the Voting Members is limited to the purposes set forth in the notice of the meeting. If proxies are permitted at the meeting, the notice must so inform Voting Members and state the procedure for appointing proxies.

**Waiver of notice; Objections.** A Voting Member may waive notice of a meeting of Members. A waiver of notice by a Voting Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a Voting Member at a meeting is a waiver of notice of that meeting, unless the Voting Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

**Section 5 - Record date; Determining Members Entitled to Notice and Vote:**

- a. Determination. The Board of Trustees may fix a date not more than sixty (60) days before the date of a meeting of Members as the date for the determination of the Voting Members entitled to notice of and entitled to vote at the meeting
- b. Adjourned Meeting. A determination of Voting Members entitled to notice and to vote at a Membership meeting is effective for an adjournment of the meeting unless the Board fixes a new date for determining the

right to notice and to vote, which it must do if the meeting is adjourned to a date more than sixty (60) days after the record date for determining Voting Members entitled to notice of the original meeting.

**Section 6 - Members' List for Meeting:**

- a. Preparation. After fixing a record date for notice of and voting at a meeting of the Members, the Society shall prepare an alphabetical list of the names of its Voting Members who are entitled to notice and to vote. The list must show the address and number of votes each Voting Member is entitled to vote at the meeting.
- b. Inspection. The list of Members must be available for inspection by a Voting Member for the purpose of communication with other Members concerning the meeting, beginning two (2) business days after the meeting notice is given and continuing through the meeting, at the Society's registered office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. The list also must be available at the meeting. A Voting Member, a Voting Member's agent, or attorney is entitled on written demand to inspect and to copy the list, at a reasonable time and at the Voting Member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.
- c. Improper use Prohibited. A Member, agent, or attorney who gains access to the Society's Membership list under this Article III, Section 6, may not use or give to another for use the Membership list for any purpose other than a proper and legal purpose. Upon application of the Society, the district court may issue a protective order or order other relief necessary to enforce this provision.

**Section 7 - Right to Vote:** Each Voting Member in good standing is entitled to one vote on each matter voted on by the Voting Members.

**Section 8 - Proxies:**

- a. Voting Members shall be permitted to vote via proxy: A Voting Member may authorize a proxy to act on the Voting Member's behalf by filing a non-electronic written appointment of a proxy, signed by the Voting Member, with an officer of the Society at or before the meeting at which the appointment is to be effective, or by authenticated electronic communication of an appointment of a proxy with the Society at or before the meeting at which the appointment is to be effective.

**Section 9 - Acts of the Members:**

- a. General. Unless a greater vote is required by the Act, if a quorum is present, or if a quorum has been present at a meeting, the affirmative vote of the majority of the Voting Members present and entitled to vote, which must also be a majority of the required quorum, is the act of the Members.
- b. Methods. Voting Members may take action at a meeting by voice or in-person ballot vote or electronic ballot.

**Section 10 – Quorum:**

- a. Number Required. Except as provided in the sentence immediately below, a quorum for a meeting of Members is one (1) percent of the Voting Members entitled to vote at the meeting.
- b. Action. Except as provided in the sentence immediately below, a quorum is necessary for the transaction of business at a meeting of Voting Members. If a quorum is not present, a meeting may be adjourned from time to time for that reason. If a quorum has been present at a meeting and Voting Members have withdrawn from the meeting so that less than a quorum remains, the Voting Members still present may continue to transact business until adjournment.

## Article IV – Board of Trustees

**Section 1 - General authority:** The general authority of the Society’s Board of Trustees is to define, adopt, and oversee the execution of the Society’s organizational and financial strategies. The Board will act in the best interest of the Society, its benefactors, staff, and recipients of its awards.

**Section 2 - Board membership:** Board of Trustees membership is open to anyone 21 years of age or older who is a bona fide member of the industrial or educational community affiliated with digital enterprise tools, methods or operations.

**Section 3 - Term of Office:** The term of office for all Trustees will be two (2) years, except for the Vice President. The Vice President will serve a three (3) year term – Vice President, President and Past President. An appropriate stagger and cadence for elections will be developed so that the entire Board does not turn over in one election.

**Section 4 – Vacancies:** Vacancies to the Board of Trustees position will be filled by appointment or ascension as needed depending on the position. The DES Board of Trustees will identify appropriate candidates, review and interview the prospective candidates, and conduct a vote to determine a nominee. The nominee will be informed of their selection, and upon acceptance of the position, will be installed as the replacement Trustee. The new Trustee will complete the term of the previous Trustee in that position and will be eligible for election during the next immediate election cycle.

### Section 5 - Resignation and Removal:

- a. Resignations: In the event of a Trustee’s resignation, the remaining Board of Trustee members will work to fill the vacancy of the position through appointment. Resignation requests must be sent in writing to the Board of Trustees.
- b. Removal: A Trustee can be removed for conduct detrimental to the Society or for professional or financial conflict of interest. In the event that a removal is needed, the Board of Trustees will conduct an inquiry into the situation. Once information has been gathered, a board meeting will be called to review the case. The Trustee being reviewed for removal will have an opportunity to comment to the board on the charges against them and will be afforded due process. Once all information has been gathered, and the Trustee in question has been heard, the remaining Board members will meet again for final discussion and a vote. If the outcome of the vote is to remove the Trustee in question, the removal is effective immediately, and the remaining Trustees will fill the vacancy according to the process outlined in the policies and procedures document.

**Section 6 – Compensation:** Trustees shall receive no compensation for their services as such.

However, the Board may adopt rules for reimbursing Trustees for expenses incurred in connection with Board meetings, committee meetings, and other activities of the Society. Nothing herein contained shall be construed to preclude any Trustee from serving the Society in any other capacity and receiving compensation therefore, provided that the nature of such other capacity is fully disclosed to the Board. Such compensation shall not be excessive in amount and the services performed therefore shall be reasonable and necessary for the furtherance of the Society’s purposes.

### Section 7 - Officers of the Board:

- a. *Duties of the Trustees.* The Trustees will execute their respective positions in the best interest of the Society. They are expected to attend all meetings, both virtually and in person as needed. Consult the DES Policies and Procedures Manual for complete information on the Trustee duties and responsibilities.
- b. The Society’s Board of Trustees will be comprised of the following positions:
  1. President
  2. Vice President
  3. Immediate Past President/Secretary

4. Finance:
5. Up to 5 Affiliate Trustees
6. Seven Additional trustees serving in the following areas:
  - i. Industry Engagement
  - ii. Education Engagement:
  - iii. Industry or Education Trustee:
  - iv. Industry or Education Trustee:
  - v. Industry or Education Trustee:
  - vi. Student Trustee:
  - vii. Society Executive Director – non-voting

Consult the Policies and Procedures Manual for a full description of the board positions, duties and responsibilities.

### **Section 8 – Board of Trustees Meetings**

- a. **Annual Meeting:** The annual meeting of the Board of Trustees of the Society shall take place in conjunction with a designated industry event. The Society Board of Trustees shall choose the industry event on an annual basis.
- b. **Notice of Annual Meeting:** Written or printed notice, stating the time, date and place of the annual meeting shall be sent to all trustees at least thirty (30) days prior to the date of the annual meeting.
- c. **Special Meetings:** Special meetings of the board may be called at the direction of the President or by majority of the voting trustees then in office. Notice of any special meeting of the board shall be given at least three days prior thereto by written notice delivered electronically or by mail.
- d. **Quorum for all meetings:** A majority (1/2 the total voting and in good standing trustees plus 1) shall constitute a quorum for the transaction of business at a meeting.

**Article V – Committees:** The President, subject to the approval of the Board of trustees, shall approve additional committees and/or task forces as may be needed to further the goals of the Society. Additional information on committee leadership and membership can be found in the policies and procedures manual.

### **Section 1 - The Standing Committees of this Society shall be:**

- a. **Executive Committee**
- b. **Finance and Budget Committee**
- c. **Nominating/Governance Committee**
- d. **Audit Committee**
- e. **Compensation Committee**

**Section 2 - Designation; Vacancies:** The Board of Trustees shall have power at any time to change the members of any committee, to fill vacancies, and to discharge any committee.

**Section 3 – Powers:** Each committee appointed by the Board of Trustees shall be subject to the control and direction of, and shall report to, the Board of Trustees. Except as expressly set forth herein or in the resolution authorizing the creation of the committee, no committee shall have authority to act on its own behalf or on the Society’s behalf, or to bind the Society in any manner, without the prior express written permission of the Board of Trustees.

**Section 4 - Procedure; Meetings; Quorum:** Except as expressly set forth herein, the provisions set forth in these Bylaws governing meetings of the Board of Trustees shall apply to meetings of committees. A majority of the whole number of the members of each committee shall constitute a quorum at any meeting thereof, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee.



**Section 5 – Compensation:** Members of committees shall receive no compensation for their services as such, however, the Board may adopt rules for reimbursing members of committees for expenses incurred in connection with committee meetings and other activities of the Society. Nothing herein contained shall be construed to preclude any committee member from serving the Society in any other capacity and receiving compensation therefore, provided that the nature of such other capacity is fully disclosed to the Board. Such compensation shall not be excessive in amount and the services performed therefore, shall be reasonable and necessary for the furtherance of the Society’s purposes.

## **Article VI Limitation of Liability and Indemnification**

**Section 1 - Limitation of Liability:** A Trustee shall not be liable for the performance of his or her duties as a Trustee of the Society provided that such Trustee has discharged the duties of the position of Trustee in good faith, in a manner that the Trustee reasonably believes to be in the best interests of the Society and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**Section 2 - Reliance:** Provided that a Trustee does not have actual knowledge concerning the matter in question, a Trustee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by: (a) one or more officers or employees of the Society whom the Trustee reasonably believes to be reliable and competent in the matters presented; (b) counsel, public accountants or other persons as to matters that the Trustee reasonably believes to be within the person’s professional or expert competence; or (c) a committee of the Board of Trustees upon which the Trustee does not serve, duly established by the Board of Trustees, as to matters within the committee’s designated authority, if the Trustee reasonably believes the committee to merit confidence.

**Section 3 - Indemnification:** The Society shall indemnify a person made or threatened to be made a party to a proceeding because that person is or was a Trustee, officer, committee member, or employee of the Society against judgments, penalties, fines including, but not limited to, excise taxes assessed against the person with respect to an employee benefit plan, settlements and reasonable expenses including, but not limited to, attorneys’ fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person: (a) has not been indemnified by another organization for the same liability with respect to the same acts or omissions; (b) acted in good faith; (c) did not receive any improper personal benefit and did not have any improper conflict of interest; (d) in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and (e) reasonably believed that such person’s conduct was in the best interest of the Society or that the conduct was not opposed to the best interest of the Society.

**Section 4 – Advances:** If a person is made or threatened to be made a party to a proceeding because that person is or was a Trustee, officer, committee member, or employee, then the person is entitled, upon written request to the Society, to payment or reimbursement by the Society of reasonable expenses including, but not limited to, attorneys’ fees and disbursements incurred by the person in advance of the final disposition of the proceeding:

- a. upon receipt by the Society of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth herein have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the Society, if it is determined that the criteria for indemnification set forth herein have not been satisfied; and
- b. after a determination that the facts then known to those making the determination would not preclude indemnification as set forth herein.

**Section 5 - Insurance:** The Society may, but shall not be required to, buy and maintain insurance on behalf of its Trustees, officers and employees, in such persons' official capacities, against liability asserted against and incurred by such persons in or arising from such capacity as Trustees, officers and employees, whether or not the Society would have been required to indemnify such persons against the liability under Section 317A.521 of the Act.

**Section 6 - Disclosure:** The Society shall disclose to Members in writing the amount of the indemnification or advances provided to a person pursuant to this Article and to whom and on whose behalf, it was paid not later than the next meeting of the Members.

**Section 7 - No Limitation:** This Article is not intended to prohibit or limit the indemnification provisions provided by Section 317A.521 of the Act.

**Section 8 - Rules and Regulations:** The Society Board of Trustees shall adopt such rules and regulations as may be necessary for the proper conduct of its work. Roberts's Rules of Order shall govern all meetings of the Society, unless suspended by a majority vote of those present at any meeting.

**Section 9 - Limitations on Activities Dissolution:** The Society shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of the net earnings of the Society shall inure to the benefit of or be distributable to its Trustees, officers, other private individuals, or organizations organized and operating for profit, except that the Society is authorized and empowered to pay reasonable compensation for services rendered. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organizations to be selected by the Board of Trustees.

**Section 10 - Fiscal Year:** The fiscal year will be determined by the Digital Enterprise Society Trustees.

**Section 11 - Audit and Auditors:** Auditors shall be appointed annually by the Board of Trustees. The books and records of the Society shall be audited annually within ninety (90) days after the end of the fiscal year. The findings of such audit shall be reported to the board within the following ninety (90) days.

#### **Article VII – Amendments**

Upon proposal by a member of the Board of Trustees, these bylaws may be amended, repealed, or altered in whole or in part, by approval of a 2/3 vote of the Board of Trustees. Amendments so made shall be effective immediately upon passage.

#### **Article VIII – Contracts, Checks, Notes, etc.**

**Section 1 - Execution of Contracts:** All contracts, agreements, checks, drafts, notes, bonds, bills of exchange and orders for the payment of money, or other evidences of indebtedness (hereinafter collectively referred to as the "Money Contracts") shall, unless otherwise directed by the Board of Trustees as stated in the Policies and Procedures Manual as described in Article X of these By-Laws, or unless otherwise required by law, be signed by the Digital Enterprise Society Executive Director per the Policies and Procedures Manual. In the event the Executive Director is unable to sign, another member of the Digital Enterprise Society staff may be authorized to sign by the Board of Trustees.

**Section 2 – Loans:** No loans shall be contracted on behalf of the Society and no negotiable paper shall be signed in its name unless authorized by written resolution of the Board of Trustees. When authorized by the Board of Trustees, any authorized Trustee and/or the Society Executive may effect loans and advances at any time for the Society from any bank, trust company or other institution, or from any firm, Society or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Society and, when authorized so to do, may pledge, hypothecate or transfer any securities or other property of the Society as security for any such loans or advances. Such authority may be general or confined to specific instances.

#### **Article IX Non-Profit Status**

These Bylaws of the Society shall at all times be so construed and limited as to enable the Society to qualify and to continue qualifying as a non-profit corporation duly organized and existing under the provisions of the Act.

#### **Article X Society Responsibility**

The Society shall not be responsible for any information distributed, published or presented to or by the Members. All programs, techniques, and other information disclosed by a Member, either in written or oral form, shall be considered non-proprietary and non-confidential. Subsequent disclosure to others shall not impose any liability whatsoever on either the Society, its trustees, directors, officers, employees, agents, successors, assigns or its Members.

#### **Article XI Policies and Procedures Manual**

The Board of Trustees shall adopt a Policies and Procedures Manual to establish policies and procedures for the operation of the Society in greater detail than is set forth herein. The Board of Trustees shall have the power to revise or amend the Policies and Procedures Manual in its sole and absolute discretion, from time to time, as it deems necessary. Said Policies and Procedures Manual is fully incorporated herein by reference. In the case of any conflict between the terms set forth herein or in the Society's Articles of Incorporation and the terms set forth in the Policies and Procedures Manual, the terms set forth herein or in the Articles of incorporation, whichever is applicable, shall govern and the terms in the Policies and Procedures Manual shall be modified to the least extent necessary to correct such conflict.

Appendix B – Digital Enterprise Society Articles of Incorporation

Full Articles of Incorporation document can be found in SharePoint under Governance Documents

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**  
4269420

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**DIGITAL ENTERPRISE SOCIETY**  
and, that said business records show the filing and recording of:

Document(s) **DOMESTIC NONPROFIT CORP - ARTICLES** Document No(s): **201835300614**  
Effective Date: **01/01/2019**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 20th day of December, A.D. 2018.

*Jon Husted*  
**Ohio Secretary of State**

**Initial Articles of Incorporation  
(Nonprofit, Domestic Corporation)  
Filing Fee: \$99  
(114-ARN)  
Form Must Be Typed**

**First:** Name of Corporation

**Second:** Location of Principal Office in Ohio

City State

County

**Optional:** Effective Date (MM/DD/YYYY)  (The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing.)

**Third:** Purpose for which corporation is formed

The purposes of the Society are to catalyze organizational transformation as a trusted resource to enable best practices and processes, to create certification and education frameworks, and to recognize industry leaders in implementing the art of the possible for the digital enterprise and to exercise any and all powers permitted by law within the meaning of Section 501(c)(6) of the Internal Revenue Code.

\*\* Note: for Nonprofit Corporations: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. \*\*

\*\* Note: ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form. \*\*

**Appendix C – Board Election Cycle**

**Board Election Cycle to be approved December 2019 board call.**

## Appendix D – Digital Enterprise Society Board of Trustees Duties and Responsibilities

### 2019-2020 President

#### Trustee Position Duties and Responsibilities

The Board will support the work of Digital Enterprise Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by Digital Enterprise Society's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.

The principal role of the President is to manage and to provide leadership to the Board of Trustees. The President is accountable to the Board and acts as a direct liaison between the Board and the management of the Association, through the Executive Director. The President shall:

- Call the Board of Trustees meetings
- Publish an agenda for, and preside at the Board of Trustee meetings
- Appoint a Chairperson of the Nominating Committee.
- Perform all such other duties as from time to time may be assigned to him or her by the Board of Trustees.
- Preside over the Governance Committee
- Preside over the committee to select and review the Executive Director

#### President Responsibilities include:

##### Now - Now through December 2019

1. Define and market our unique value proposition.
2. Take the lead while working with the Treasurer to identify the leading indicators for organization success. Track initial numbers and start spread sheet for ongoing indicator tracking and easy review by board members and staff.
3. Assist the Past President and Event Strategist Trustee to connect with already well-established enablers to help put our name out.

##### Strategic Priorities Near - January 2020 through December 2021

1. Assist the Past President, Vice President, Event Strategist and Partner Trustees in engaging companies/events/associations we consider for potential alliances and/or enablers to consider cooperative arrangements.

#### Leadership, governance and oversight

- Serve as a trusted advisor to the ED as s/he develops and implements Digital Enterprise Society's strategic plan.
- Review outcomes and metrics created by Digital Enterprise Society's for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings
- Approve Digital Enterprise Society's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Assist the ED and board president in identifying and recruiting other Board Members
- Partner with the ED and other board members to ensure that board resolutions are carried out
- Serve on committees or task forces and taking on special assignments
- Represent Digital Enterprise Society to stakeholders; acting as an ambassador for the organization
- Ensure Digital Enterprise Society's commitment to a diverse board and staff that reflects the communities Digital Enterprise Society serves
- Understand accountability to the Digital Enterprise Society membership and will exercise leadership in making sound judgements in the best interest of the Digital Enterprise Society members.

- Disclose any actual or possible conflict of interest.
- Hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the Digital Enterprise Society Board of Trustees.
- Understand that the Board shall speak with a unified voice and on behalf of the organization and will seek to understand and share the membership's common concerns. I understand that others may construe my comments to represent the policies and members of Digital Enterprise Society and will be informed and speak with care accordingly.

### **Fundraising**

Digital Enterprise Society Board Members will assist in fundraising efforts by providing leads, making calls or other activities to ensure a funding model that will enable the Society to serve the industry to the highest extent.

### **Member Engagement**

Member engagement is key to the successful future of the Society and our members. Digital Enterprise Society Board Members are expected to actively engage with the membership and asked to:

- Provide a minimum of ten volunteer person suggestions and assist in making calls or emails to solicit participation.
- Serve as mentors in the Digital Enterprise Society Career Center serving at least 6 hours per year.
- Participate weekly in the Digital Enterprise Communities/Forums.
- Asked to engage regularly(like/comment/share) with the Digital Enterprise Society social media (if board members have social media accounts).
- Provide suggestions for Podcasts guests and webinar presenters.

### **Board terms/participation**

Digital Enterprise Society Board Members will serve a two-year term to be eligible for re-appointment for one additional term. Executive positions – Vice President, President and Past Present serve a three-year term beginning as Vice President then moving to a new position in each consecutive year. Board meetings will be held monthly by teleconference and at least one in-person annual meeting.

### **Qualifications**

This is an extraordinary opportunity for an individual who is passionate about Digital Enterprise Society's mission. Selected Board Members will have achieved leadership stature in their businesses. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of Digital Enterprise Society's beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of Digital Enterprise Society's members and beneficiaries.
- Previous service as a Board of Trustee with Digital Enterprise Society
- Comfort level with public speaking
- Willingness to present and act as an ambassador for Digital Enterprise Society at industry events.

Service on Digital Enterprise Society's Board of Trustees is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties and in compliance with the Digital Enterprise Society Policy and Procedures Manual.



## Digital Enterprise Society Board of Trustees Duties and Responsibilities

### 2018-2020 Vice President

#### Trustee Position Duties and Responsibilities

The Board will support the work of Digital Enterprise Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by Digital Enterprise Society's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.

In addition to assisting the President, the Vice president position is responsible for engaging the staff and board in:

- Creating a strategy for long-term member engagement.
- Creating programs for increased long-term member value.
- Creating a digital footprint plan for the organization.

#### Vice President Responsibilities include:

##### Now - Now through December 2019

1. Act as the lead and work with the Treasurer to review staffing, board and volunteer assignments to ensure bandwidth availability. Report back to board on status.

##### Strategic Priorities Near - January 2020 through December 2021

1. Work with the Past President as lead along with the President, Event Strategist and Partner Trustees, engage companies/events/associations we consider for potential alliances and/or enablers to consider cooperative arrangements.
2. Act as the lead and work with the Event Strategist and Partner Trustee in contacting PLM Europe – post Siemens partners.
3. Act as the lead and work with the Past President and Brand Trustee in creating partnerships with existing member organizations with the purpose of increasing awareness.

#### Leadership, governance and oversight

- Serve as a trusted advisor to the ED as s/he develops and implements Digital Enterprise Society's strategic plan.
- Review outcomes and metrics created by Digital Enterprise Society's for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings
- Approve Digital Enterprise Society's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Assist the ED and board president in identifying and recruiting other Board Members
- Partner with the ED and other board members to ensure that board resolutions are carried out
- Serve on committees or task forces and taking on special assignments
- Represent Digital Enterprise Society to stakeholders; acting as an ambassador for the organization
- Ensure Digital Enterprise Society's commitment to a diverse board and staff that reflects the communities Digital Enterprise Society serves
- Understand accountability to the Digital Enterprise Society membership and will exercise leadership in making sound judgements in the best interest of the Digital Enterprise Society members.
- Disclose any actual or possible conflict of interest.
- Hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the Digital Enterprise Society Board of Trustees.
- Understand that the Board shall speak with a unified voice and on behalf of the organization and will seek to understand and share the membership's common concerns. I understand that others may construe my

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- A commitment to and understanding of Digital Enterprise Society’s beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of Digital Enterprise Society’s members and beneficiaries.
- Previous service as a Board of Trustee with Digital Enterprise Society.
- Comfort level with public speaking.
- Willingness to present and act as an ambassador for Digital Enterprise Society at industry events.

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## Digital Enterprise Society Board of Trustees Duties and Responsibilities

### Immediate Past President

#### Trustee Position Duties and Responsibilities

The Board will support the work of Digital Enterprise Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by Digital Enterprise Society's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.

The principal role of the Immediate Past Present is to lead the strategic direction of the Association and ensure a strategic plan is implemented, updated and followed. In addition, the Immediate Past President shall:

- Formulate a long-term organization structure plan
- Formulate a funding model for long-term success of the organization Identify and/or recommend funding opportunities for DES sustainability
- Preside of the Digital Enterprise Society Board of Trustees Alumni Committee

#### Past President Responsibilities include:

##### Now - Now through December 2019

1. Assist the Event Strategist and Revenue Trustees to identify events/companies to sponsor or cooperate for booth and/or speaking slots.
2. In cooperation with the President and Event Strategist Trustee, connect with already well-established enablers to help put our name out.

##### Strategic Priorities Near - January 2020 through December 2020

1. Take the lead, while working in cooperation with the President, Vice President, Event Strategist and Partner Trustees, to engage companies/events/associations we consider for potential alliances and/or enablers to consider cooperative arrangements.
2. Assist the Event Strategist Trustee to identify similar organizations nationally and internationally, and initiate inquiries into potential collaborations.
3. Assist the Event Strategist Trustee to assess the opportunity of the last year for SOLIDWORKS World – 2019 is last year. Moving to a Dassault systems event (Titled 3D Experience).
4. Assis the Vice President and Brand Trustee to develop and outline partnerships with existing organizations with the purpose of increasing awareness.

#### Leadership, governance and oversight

- Serve as a trusted advisor to the ED as s/he develops and implements Digital Enterprise Society's strategic plan.
- Review outcomes and metrics created by Digital Enterprise Society's for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings
- Approve Digital Enterprise Society's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Assist the ED and board president in identifying and recruiting other Board Members
- Partner with the ED and other board members to ensure that board resolutions are carried out
- Serve on committees or task forces and taking on special assignments
- Represent Digital Enterprise Society to stakeholders; acting as an ambassador for the organization
- Ensure Digital Enterprise Society's commitment to a diverse board and staff that reflects the communities Digital Enterprise Society serves

- Understand accountability to the Digital Enterprise Society membership and will exercise leadership in making sound judgements in the best interest of the Digital Enterprise Society members.
- Disclose any actual or possible conflict of interest.
- Hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the Digital Enterprise Society Board of Trustees.
- Understand that the Board shall speak with a unified voice and on behalf of the organization, and will seek to understand and share the membership's common concerns. I understand that others may construe my comments to represent the policies and members of Digital Enterprise Society, and will be informed and speak with care accordingly.

### **Fundraising**

Digital Enterprise Society Board Members will assist in fundraising efforts by providing leads, making calls or other activities to ensure a funding model that will enable the Society to serve the industry to the highest extent.

### **Member Engagement**

Member engagement is key to the successful future of the Society and our members. Digital Enterprise Society Board Members are expected to actively engage with the membership and asked to:

- Provide a minimum of ten volunteer person suggestions and assist in making calls or emails to solicit participation.
- Serve as mentors in the Digital Enterprise Society Career Center serving at least 6 hours per year.
- Participate weekly in the Digital Enterprise Communities/Forums.
- Asked to engage regularly(like/comment/share) with the Digital Enterprise Society social media (if board members have social media accounts).
- Provide suggestions for Podcasts guests and webinar presenters.

### **Board terms/participation**

Digital Enterprise Society Board Members will serve a two-year term to be eligible for re-appointment for one additional term. Executive positions – Vice President, President and Past Present serve a three-year term beginning as Vice President then moving to a new position in each consecutive year. Board meetings will be held monthly by teleconference and at least one in-person annual meeting.

### **Qualifications**

This is an extraordinary opportunity for an individual who is passionate about Digital Enterprise Society's mission. Selected Board Members will have achieved leadership stature in their businesses. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of Digital Enterprise Society's beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of Digital Enterprise Society's members and beneficiaries.
- Previous service as a member of the Board of Trustees with Digital Enterprise Society
- Comfort level with public speaking
- Willingness to present and act as an ambassador for Digital Enterprise Society at industry events.

Service on Digital Enterprise Society's Board of Trustees is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties and in compliance with the Digital Enterprise Society Policy and Procedures Manual.

## Digital Enterprise Society Board of Trustees Duties and Responsibilities

### 2019-2020 Treasurer

#### Treasurer Position Duties and Responsibilities

The Board will support the work of Digital Enterprise Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by Digital Enterprise Society's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.

The Finance Trustee shall be the Chief Financial Officer of the Corporation. This position shall develop and maintain an overall financial strategy and liability plan for the organization, ensure that the budgets maintain alignment to this strategy, ensure that the organization and board follows all documented financial procedures and oversee activities of the Executive Director regarding his/her responsibilities with finance.

In conjunction with the Digital Enterprise Society staff, the Finance Trustee shall provide and present the President and the Board periodic reports of the financial condition of the Association as it relates to the financial strategy.

#### Treasurer Responsibilities include:

##### Now - Now through December 2019

1. Working with the Vice president as lead, review staffing, board and volunteer assignments to ensure bandwidth availability. Report back to board on status.
2. Working with the President as lead, identify the leading indicators for organization success. Track initial numbers and start spread sheet for ongoing indicator tracking and easy review by board members and staff.
3. Review the Statement of Activities (budget) on a monthly basis.
4. Take action as needed if budgeted numbers are not being met.
5. Oversee the creation of an annual budget.

##### Strategic Priorities Near - January 2020 through December 2021

1. Working with the President as lead, ensure that identified leading indicators are being tracked and reported to the board on a regular basis. Recommend board action/changes to goals based on identified leading indicators and their accompanying numbers.
2. Review the Statement of Activities (budget) on a monthly basis.
3. Take action as needed if budgeted numbers are not being met.
4. Oversee the creation of an annual budget.
5. Initiate audit procedures and act as main contact for auditors.

#### Leadership, governance and oversight

- Serve as a trusted advisor to the ED as s/he develops and implements Digital Enterprise Society's strategic plan.
- Review outcomes and metrics created by Digital Enterprise Society's for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings
- Approve Digital Enterprise Society's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Assist the ED and board president in identifying and recruiting other Board Members
- Partner with the ED and other board members to ensure that board resolutions are carried out
- Serve on committees or task forces and taking on special assignments
- Represent Digital Enterprise Society to stakeholders; acting as an ambassador for the organization

- Ensure Digital Enterprise Society’s commitment to a diverse board and staff that reflects the communities Digital Enterprise Society serves
- Understand accountability to the Digital Enterprise Society membership and will exercise leadership in making sound judgements in the best interest of the Digital Enterprise Society members.
- Disclose any actual or possible conflict of interest.
- Hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the Digital Enterprise Society Board of Trustees.
- Understand that the Board shall speak with a unified voice and on behalf of the organization, and will seek to understand and share the membership’s common concerns. I understand that others may construe my comments to represent the policies and members of Digital Enterprise Society, and will be informed and speak with care accordingly.

### **Fundraising**

Digital Enterprise Society Board Members will assist in fundraising efforts by providing leads, making calls or other activities to ensure a funding model that will enable the Society to serve the industry to the highest extent.

### **Member Engagement**

Member engagement is key to the successful future of the Society and our members. Digital Enterprise Society Board Members are expected to actively engage with the membership and asked to:

- Provide a minimum of ten volunteer person suggestions and assist in making calls or emails to solicit participation.
- Serve as mentors in the Digital Enterprise Society Career Center serving at least 6 hours per year.
- Participate weekly in the Digital Enterprise Communities/Forums.
- Asked to engage regularly(like/comment/share) with the Digital Enterprise Society social media (if board members have social media accounts).
- Provide suggestions for Podcasts guests and webinar presenters.

### **Board terms/participation**

Digital Enterprise Society Board Members will serve a two-year term to be eligible for re-appointment for one additional term. Executive positions – Vice President, President and Past Present serve a three-year term beginning as Vice President then moving to a new position in each consecutive year. Board meetings will be held monthly by teleconference and at least one in-person annual meeting.

### **Qualifications**

This is an extraordinary opportunity for an individual who is passionate about Digital Enterprise Society’s mission. Selected Board Members will have achieved leadership stature in their businesses. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of Digital Enterprise Society’s beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of Digital Enterprise Society’s members and beneficiaries.
- Background in finance or willingness to learn non-profit financial procedures.
- Comfort level in providing oversight and ensuring staff are operating at the highest level of professionalism and ethical behavior as it relates to the financial area.

Service on Digital Enterprise Society's Board of Trustees is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties and in compliance with the Digital Enterprise Society Policy and Procedures Manual.



## Digital Enterprise Society Board of Trustees Duties and Responsibilities

### 2019-2020 Content Trustee

#### Trustee Position Duties and Responsibilities

The Board will support the work of Digital Enterprise Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by Digital Enterprise Society's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

#### Content Trustee Responsibilities include:

##### Now - Now through December 2019

1. Review, organization and prioritization of content from PLM World site to Digital Enterprise Society Site.
2. Creation of Industry 4.0 workshop. This would be a 2-4-hour workshop that will tag onto existing events. Goal to be seen as the go to society for Industry 4.0 information. Will also assist in revenue to Digital Enterprise Society.
3. Map the 4<sup>th</sup> industrial revolution elements to Digital Enterprise Society vision and mission.
4. Create definitions - What is digital? What is digital twin? What is digital thread?
5. Work with Brand Trustee and Digital Enterprise Society staff to identify a content strategy for the podcasts and corresponding guests.
6. Work with Digital Enterprise Society staff to identify and create needed content for newsletters, industry blog, podcasts and webinars.
7. Work with Career Development Trustee to review and make recommendations on the career page form and development.
8. Work with Membership Trustees to focus resources to expand membership and increase member engagement.
9. Work with Membership Trustees to build membership – engagement, contributions, free for non-vendors.
10. Ensure working groups and relevant content from PLM World are transitioned to the Digital Enterprise Society website. Outreach to working group leaders. Scheduling of working group findings presentations scheduled.
11. Work with Brand and Membership Trustees to ensure digital badging system is implemented, advertised to current membership. Provide volunteer digital badges and ConX badges to current volunteers and ConX participants.
12. Work with Brand Trustee to ensure a community specific social network is created and implemented within the Digital Enterprise Society website.

##### Near – January 2020 through December 2021

1. Pursue grants focused on tech and education (near)
2. Work with Partner and Brand Trustee to develop a robust vendor directory on our website to assist users in researching where to turn for assistance.
3. Identify additional sources of content for our website, build a knowledge base online that would attract digital enterprise users.
4. Work with Brand Trustee to be a key source of information about what is current and what is future for companies to understand where they are and where they want to go.
5. Work with Revenue Trustees to explore a credentialing or certification options.
6. Work with Member Trustees to maintain membership participation while continuing to increase participation by increasing offerings.
7. Development new job role descriptions for the digital enterprise.
8. Work with Career Development Trustee to provide information to members on paths to grow in the industry. What education is out there? What are people hiring? What trends are upcoming? New college hires. Reskilling/ Upskilling. Career Transition.
9. Work with Revenue Trustees and Brand Trustee to develop a solid playbook/toolkit a digital enterprise user can reference to improve their company. Examples: how to audit their company's DE needs, determine what best

in class companies look like, develop a business case/ROI, how to educate and report out to upper management/C suite, benchmarking, vendor interaction, typical timelines, resources, events, etc.

10. Work with Partner, Brand and Membership Trustees to explore implementation of a professional recognition program. What is judged, individual or company, programs, processes etc. Exploration should include the potential member involvement, benefit to members and costs to the organization.
11. Work with Event Strategist and Memberships Trustees to explore Regional Meet Ups. Act as Board liaison to the Regional Event Task Force. The Regional Event Task Force will begin with Meet ups. The task force will enlist regional volunteers to host meet-ups in their areas. Ideally 12-20 people hosting social meet-ups throughout the US and potentially parts of Canada.
12. Explore opportunity for mid-market CAD users for their own event

### **Leadership, governance and oversight**

- Serve as a trusted advisor to the ED as s/he develops and implements Digital Enterprise Society's strategic plan.
- Review outcomes and metrics created by Digital Enterprise Society's for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings
- Approve Digital Enterprise Society's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Assist the ED and board president in identifying and recruiting other Board Members
- Partner with the ED and other board members to ensure that board resolutions are carried out
- Serve on committees or task forces and taking on special assignments
- Represent Digital Enterprise Society to stakeholders; acting as an ambassador for the organization
- Ensure Digital Enterprise Society's commitment to a diverse board and staff that reflects the communities Digital Enterprise Society serves
- Understand accountability to the Digital Enterprise Society membership and will exercise leadership in making sound judgements in the best interest of the Digital Enterprise Society members.
- Disclose any actual or possible conflict of interest.
- Hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the Digital Enterprise Society Board of Trustees.
- Understand that the Board shall speak with a unified voice and on behalf of the organization, and will seek to understand and share the membership's common concerns. I understand that others may construe my comments to represent the policies and members of Digital Enterprise Society, and will be informed and speak with care accordingly.

### **Fundraising**

Digital Enterprise Society Board Members will assist in fundraising efforts by providing leads, making calls or other activities to ensure a funding model that will enable the Society to serve the industry to the highest extent.

### **Member Engagement**

Member engagement is key to the successful future of the Society and our members. Digital Enterprise Society Board Members are expected to actively engage with the membership and asked to:

- Provide a minimum of ten volunteer person suggestions and assist in making calls or emails to solicit participation.
- Serve as mentors in the Digital Enterprise Society Career Center serving at least 6 hours per year.
- Participate weekly in the Digital Enterprise Communities/Forums.
- Asked to engage regularly(like/comment/share) with the Digital Enterprise Society social media (if board members have social media accounts).
- Provide suggestions for Podcasts guests and webinar presenters.

**Board terms/participation**

Digital Enterprise Society Board Members will serve a two-year term to be eligible for re-appointment for one additional term. Executive positions – Vice President, President and Past Present serve a three-year term beginning as Vice President then moving to a new position in each consecutive year. Board meetings will be held monthly by teleconference and at least one in-person annual meeting.

**Qualifications**

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Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of Digital Enterprise Society's beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of Digital Enterprise Society's members and beneficiaries.
- Experience presenting and other content creation preferred.

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## Digital Enterprise Society Board of Trustees Duties and Responsibilities

### 2019-2020 Membership Trustees

#### Trustee Position Duties and Responsibilities

The Board will support the work of Digital Enterprise Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by Digital Enterprise Society's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

#### Membership Trustee Responsibilities include:

##### Now - Now through December 2019

1. Work with the Content Trustees to focus resources to expand membership and increase member engagement.
2. Work with the Content Trustees and Career Development Trustee to ensure the career page form and development.
3. Work with the Content Trustees to build membership – engagement, contributions, free for non-vendors.
4. Work with the Brand Trustee to survey members about our presence – Surveys should be part of ongoing member data on interests and engagement.
5. Work with Brand Trustee to survey members on their interests and how to establish solid strong relationships that will last.
6. Work with the Brand Trustee to establish the people connections – who do we reach out to now?
7. In cooperation with the Career Development Trustee, participate and engage members through the Mentee/Mentor program.
8. In conjunction with the Content Trustees, ensure working groups and relevant content from PLM World are transitioned to the Digital Enterprise Society website. Outreach to working group leaders. Scheduling of working group findings presentations scheduled.
9. In conjunction with the Content Trustees and Brand Trustee, ensure digital badging system is implemented, advertised to current membership. Provide volunteer digital badges and ConX badges to current volunteers and ConX participants.
10. Lead the Content and brand trustees in the expansion of working groups and other volunteer opportunities.

##### Strategic Priorities Near - January 2020 through December 2021

1. In cooperation with the Content Trustees, maintain membership participation while continuing to increase participation by increasing offerings.
2. Ensure a membership list maintained and kept current/up to date – key asset for Digital Enterprise Society (maybe move this to revenue or copy to revenue strategy item).
3. In conjunction with the Content Trustees, Partner and Brand Trustees, lead the exploration and implementation of a professional recognition program. What is judged, individual or company, programs, processes etc. Exploration should include the potential member involvement, benefit to members and costs to the organization.
4. In conjunction with the Revenue, Partner and Brand Trustees, evaluate internal systems and platforms. Ensure needs are being met. Suggest alternatives as needed.
5. Work with the Event Strategist and Content Trustees to explore Regional Meet Ups. Act as Board liaison to the Regional Event Task Force. The Regional Event Task Force will begin with Meet ups. The task force will enlist

regional volunteers to host meet-ups in their areas. Ideally 12-20 people hosting social meet-ups throughout the US and potentially parts of Canada.

### **Leadership, governance and oversight**

- Serve as a trusted advisor to the ED as s/he develops and implements Digital Enterprise Society's strategic plan.
- Review outcomes and metrics created by Digital Enterprise Society's for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings
- Approve Digital Enterprise Society's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Assist the ED and board president in identifying and recruiting other Board Members
- Partner with the ED and other board members to ensure that board resolutions are carried out
- Serve on committees or task forces and taking on special assignments
- Represent Digital Enterprise Society to stakeholders; acting as an ambassador for the organization
- Ensure Digital Enterprise Society's commitment to a diverse board and staff that reflects the communities Digital Enterprise Society serves
- Understand accountability to the Digital Enterprise Society membership and will exercise leadership in making sound judgements in the best interest of the Digital Enterprise Society members.
- Disclose any actual or possible conflict of interest.
- Hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the Digital Enterprise Society Board of Trustees.
- Understand that the Board shall speak with a unified voice and on behalf of the organization, and will seek to understand and share the membership's common concerns. I understand that others may construe my comments to represent the policies and members of Digital Enterprise Society, and will be informed and speak with care accordingly.

### **Fundraising**

Digital Enterprise Society Board Members will assist in fundraising efforts by providing leads, making calls or other activities to ensure a funding model that will enable the Society to serve the industry to the highest extent.

### **Member Engagement**

Member engagement is key to the successful future of the Society and our members. Digital Enterprise Society Board Members are expected to actively engage with the membership and asked to:

- Provide a minimum of ten volunteer person suggestions and assist in making calls or emails to solicit participation.
- Serve as mentors in the Digital Enterprise Society Career Center serving at least 6 hours per year.
- Participate weekly in the Digital Enterprise Communities/Forums.
- Asked to engage regularly(like/comment/share) with the Digital Enterprise Society social media (if board members have social media accounts).
- Provide suggestions for Podcasts guests and webinar presenters.

### **Board terms/participation**

Digital Enterprise Society Board Members will serve a two-year term to be eligible for re-appointment for one additional term. Executive positions – Vice President, President and Past Present serve a three-year term beginning as Vice President then moving to a new position in each consecutive year. Board meetings will be held monthly by teleconference and at least one in-person annual meeting.

**Qualifications**

This is an extraordinary opportunity for an individual who is passionate about Digital Enterprise Society's mission. Selected Board Members will have achieved leadership stature in their businesses. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of Digital Enterprise Society's beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of Digital Enterprise Society's members and beneficiaries.
- 5-10 years' experience in the digital enterprise

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## Digital Enterprise Society Board of Trustees Duties and Responsibilities

### 2019-2020 Revenue Trustees

#### Trustee Position Duties and Responsibilities

The Board will support the work of Digital Enterprise Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by Digital Enterprise Society's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

#### Revenue Trustee Responsibilities include:

##### Now – Now through December 2019

1. Identify and prioritize market gaps.
2. Work with Event Strategist Trustee and Past President to identify events/companies to sponsor or cooperate for booth and/or speaking slots.
3. Work with the Partner, Event Strategist and Brand Trustees to ensure a strategy is created and implemented for digital badges including the monetization of the offering.
4. Work with the Partner and Brand Trustees to ensure a partnership (sponsorship) sales plan is created and assist with implementation.

##### Near – January 2020 through December 2021

1. Identify opportunities to diversify revenue streams and cultivate income – target income of 800K fiscal 2020 revenue.
2. Work with Content Trustees to pursue grants focused on tech and education.
3. Work with Event and Brand Trustees to implement funding model.
4. Work with Partner Trustee to develop a strategy to monetize a vendor directory.
5. Work with Content Trustees to explore a credentialing or certification options.
6. Work with Content and Brand Trustees to develop a solid playbook/toolkit a digital enterprise user can reference to improve their company. Examples: how to audit their company's DE needs, determine what best in class companies look like, develop a business case/ROI, how to educate and report out to upper management/C suite, benchmarking, vendor interaction, typical timelines, resources, events, etc.
7. Work with Member, Brand and Partner Trustees to Evaluate systems and platforms. Ensure needs are being met. Suggest alternatives as needed.
8. Work with the Event Strategist Trustee to Research and identify opportunities for micro-event extensions of other events.

#### Leadership, governance and oversight

- Serve as a trusted advisor to the ED as s/he develops and implements Digital Enterprise Society's strategic plan.
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- Approve Digital Enterprise Society's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Assist the ED and board president in identifying and recruiting other Board Members
- Partner with the ED and other board members to ensure that board resolutions are carried out
- Serve on committees or task forces and taking on special assignments
- Represent Digital Enterprise Society to stakeholders; acting as an ambassador for the organization

- Ensure Digital Enterprise Society’s commitment to a diverse board and staff that reflects the communities Digital Enterprise Society serves
- Understand accountability to the Digital Enterprise Society membership and will exercise leadership in making sound judgements in the best interest of the Digital Enterprise Society members.
- Disclose any actual or possible conflict of interest.
- Hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the Digital Enterprise Society Board of Trustees.
- Understand that the Board shall speak with a unified voice and on behalf of the organization and will seek to understand and share the membership’s common concerns. I understand that others may construe my comments to represent the policies and members of Digital Enterprise Society and will be informed and speak with care accordingly.

### **Fundraising**

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- Provide a minimum of ten volunteer person suggestions and assist in making calls or emails to solicit participation.
- Serve as mentors in the Digital Enterprise Society Career Center serving at least 6 hours per year.
- Participate weekly in the Digital Enterprise Communities/Forums.
- Asked to engage regularly(like/comment/share) with the Digital Enterprise Society social media (if board members have social media accounts).
- Provide suggestions for Podcasts guests and webinar presenters.

### **Board terms/participation**

Digital Enterprise Society Board Members will serve a two-year term to be eligible for re-appointment for one additional term. Executive positions – Vice President, President and Past Present serve a three-year term beginning as Vice President then moving to a new position in each consecutive year. Board meetings will be held monthly by teleconference and at least one in-person annual meeting.

### **Qualifications**

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Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of Digital Enterprise Society’s beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of Digital Enterprise Society’s members and beneficiaries.
- Experience in fundraising or other revenue development.



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## Digital Enterprise Society Board of Trustees Duties and Responsibilities

### 2019-2020 Brand Ambassador Trustee

#### Trustee Position Duties and Responsibilities

The Board will support the work of Digital Enterprise Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by Digital Enterprise Society's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

#### Brand Ambassador Trustee Responsibilities include:

##### Now - Now through December 2019

1. Develop Digital Enterprise Society position on how to help with 4IR.
2. Work with the Content Trustees to ensure the continued use of Podcasts to articulate organization value proposition.
3. Ensure a marketing and communication plan is created, including social media, and work to implement the plan.
4. Work with the Membership Trustees to oversee a survey to members about our presence and how to establish solid strong relationships that will last – Surveys should be part of ongoing member data on interests and engagement.
5. In cooperation with the Content Trustees, expand working groups and other volunteer opportunities.
6. In cooperation with the Membership Trustees, establish the people connections – who do we reach out to now?
7. Reach out to working group members and presenters last 2 years.
8. Work with Content and Membership Trustees to ensure digital badging system is implemented, advertised to current membership. Provide volunteer digital badges and ConX badges to current volunteers and ConX participants.
9. Work with Revenue, Partner and Event Strategist Trustee to ensure a strategy is created and implemented for digital badges including the monetization of the offering.
10. Work with Content Trustees to ensure a community specific social network is created and implemented within the Digital Enterprise Society website.
11. Market Digital Enterprise Society to target audience and alliance candidates.
12. Establish social media objectives and build brand via social media
13. Work with the Partnership and Revenue Trustees to ensure a partnership (sponsorship) sales plan is created and assist with implementation.

##### Strategic Priorities Near - January 2020 through December 2021

1. In conjunction with the Partner Trustee and Content Trustees, develop a robust vendor directory on our website to assist users in researching where to turn for assistance.
2. Work with the Content Trustees to be a key source of information about what is current and what is future for companies to understand where they are and where they want to go.
3. Work with the Content and Revenue Trustee to develop a solid playbook/toolkit a digital enterprise user can reference to improve their company. Examples: how to audit their company's DE needs, determine what best in class companies look like, develop a business case/ROI, how to educate and report out to upper management/C suite, benchmarking, vendor interaction, typical timelines, resources, events, etc.
4. Work with the Content, Partner and Membership Trustees to explore implementation of a professional recognition program. What is judged, individual or company, programs, processes etc. Exploration should include the potential member involvement, benefit to members and costs to the organization.

5. In cooperation with the Revenue, Membership and Partner Trustees, evaluate internal systems and platforms. Ensure needs are being met. Suggest alternatives as needed.
6. Assist the Vice President and Past president in creating partnerships with existing organizations with the purpose of increasing awareness.

### **Leadership, governance and oversight**

- Serve as a trusted advisor to the ED as s/he develops and implements Digital Enterprise Society's strategic plan.
- Review outcomes and metrics created by Digital Enterprise Society's for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings
- Approve Digital Enterprise Society's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Assist the ED and board president in identifying and recruiting other Board Members
- Partner with the ED and other board members to ensure that board resolutions are carried out
- Serve on committees or task forces and taking on special assignments
- Represent Digital Enterprise Society to stakeholders; acting as an ambassador for the organization
- Ensure Digital Enterprise Society's commitment to a diverse board and staff that reflects the communities Digital Enterprise Society serves
- Understand accountability to the Digital Enterprise Society membership and will exercise leadership in making sound judgements in the best interest of the Digital Enterprise Society members.
- Disclose any actual or possible conflict of interest.
- Hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the Digital Enterprise Society Board of Trustees.
- Understand that the Board shall speak with a unified voice and on behalf of the organization, and will seek to understand and share the membership's common concerns. I understand that others may construe my comments to represent the policies and members of Digital Enterprise Society, and will be informed and speak with care accordingly.

### **Fundraising**

Digital Enterprise Society Board Members will assist in fundraising efforts by providing leads, making calls or other activities to ensure a funding model that will enable the Society to serve the industry to the highest extent.

### **Member Engagement**

Member engagement is key to the successful future of the Society and our members. Digital Enterprise Society Board Members are expected to actively engage with the membership and asked to:

- Provide a minimum of ten volunteer person suggestions and assist in making calls or emails to solicit participation.
- Serve as mentors in the Digital Enterprise Society Career Center serving at least 6 hours per year.
- Participate weekly in the Digital Enterprise Communities/Forums.
- Asked to engage regularly(like/comment/share) with the Digital Enterprise Society social media (if board members have social media accounts).
- Provide suggestions for Podcasts guests and webinar presenters.

**Board terms/participation**

Digital Enterprise Society Board Members will serve a two-year term to be eligible for re-appointment for one additional term. Executive positions – Vice President, President and Past Present serve a three-year term beginning as Vice President then moving to a new position in each consecutive year. Board meetings will be held monthly by teleconference and at least one in-person annual meeting.

**Qualifications**

This is an extraordinary opportunity for an individual who is passionate about Digital Enterprise Society's mission. Selected Board Members will have achieved leadership stature in their businesses. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of Digital Enterprise Society's beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of Digital Enterprise Society's members and beneficiaries.
- Marketing or Public Relations experience preferred.

Service on Digital Enterprise Society's Board of Trustees is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties and in compliance with the Digital Enterprise Society Policy and Procedures Manual.

## Digital Enterprise Society Board of Trustees

### 2019-2020 Career Development Trustee

#### Trustee Position Duties and Responsibilities

The Board will support the work of Digital Enterprise Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by Digital Enterprise Society's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

#### Career Development Trustee Responsibilities include:

##### Now - Now through December 2019

1. In conjunction with the Content Trustees, establish beta companies to provide workforce gap and analysis recommendations. Build on reputation.
2. Act as the lead and in coordination with the Membership and Content Trustees, ensure a career page form and development is completed and updated regularly.
3. In cooperation with the Membership Trustees participate and engage members through the Mentee/Mentor program. Participate on the Mentor/Mentee Task Force under the Membership Committee.

##### Strategic Priorities Near - January 2020 through December 2021

1. Be a resource for the career development section of the website.
2. In coordination with the Content Trustees, provide information to members on paths to grow in the industry. What education is out there? What are people hiring? What trends are upcoming? New college hires. Reskilling/ Upskilling. Career Transition.

#### Leadership, governance and oversight

- Serve as a trusted advisor to the ED as s/he develops and implements Digital Enterprise Society's strategic plan.
- Review outcomes and metrics created by Digital Enterprise Society's for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings
- Approve Digital Enterprise Society's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Assist the ED and board president in identifying and recruiting other Board Members
- Partner with the ED and other board members to ensure that board resolutions are carried out
- Serve on committees or task forces and taking on special assignments
- Represent Digital Enterprise Society to stakeholders; acting as an ambassador for the organization
- Ensure Digital Enterprise Society's commitment to a diverse board and staff that reflects the communities Digital Enterprise Society serves
- Understand accountability to the Digital Enterprise Society membership and will exercise leadership in making sound judgements in the best interest of the Digital Enterprise Society members.
- Disclose any actual or possible conflict of interest.
- Hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the Digital Enterprise Society Board of Trustees.
- Understand that the Board shall speak with a unified voice and on behalf of the organization, and will seek to understand and share the membership's common concerns. I understand that others may construe my

comments to represent the policies and members of Digital Enterprise Society and will be informed and speak with care accordingly.

### **Fundraising**

Digital Enterprise Society Board Members will assist in fundraising efforts by providing leads, making calls or other activities to ensure a funding model that will enable the Society to serve the industry to the highest extent.

### **Member Engagement**

Member engagement is key to the successful future of the Society and our members. Digital Enterprise Society Board Members are expected to actively engage with the membership and asked to:

- Provide a minimum of ten volunteer person suggestions and assist in making calls or emails to solicit participation.
- Serve as mentors in the Digital Enterprise Society Career Center serving at least 6 hours per year.
- Participate weekly in the Digital Enterprise Communities/Forums.
- Asked to engage regularly(like/comment/share) with the Digital Enterprise Society social media (if board members have social media accounts).
- Provide suggestions for Podcasts guests and webinar presenters.

### **Board terms/participation**

Digital Enterprise Society Board Members will serve a two-year term to be eligible for re-appointment for one additional term. Executive positions – Vice President, President and Past Present serve a three-year term beginning as Vice President then moving to a new position in each consecutive year. Board meetings will be held monthly by teleconference and at least one in-person annual meeting.

### **Qualifications**

This is an extraordinary opportunity for an individual who is passionate about Digital Enterprise Society's mission. Selected Board Members will have achieved leadership stature in their businesses. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of Digital Enterprise Society's beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of Digital Enterprise Society's members and beneficiaries.
- Background in career development and/or mentoring preferred.

Service on Digital Enterprise Society's Board of Trustees is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties and in compliance with the Digital Enterprise Society Policy and Procedures Manual.

## Digital Enterprise Society Board of Trustees Duties and Responsibilities

### 2019-2020 Partners/Alliances Trustee

#### Trustee Position Duties and Responsibilities

The Board will support the work of Digital Enterprise Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by Digital Enterprise Society's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

#### Partners/Alliances Trustee Responsibilities include:

##### Now - Now through December 2019

1. In cooperation with the Revenue, Brand and Event Strategist Trustees and DES Staff, ensure a strategy is created and implemented for digital badges including the monetization of the offering.
2. In cooperation with the Revenue and Brand Trustees and DES Staff, ensure a partnership (sponsorship) sales plan is created and assist with implementation.

##### Strategic Priorities Near - January 2020 through December 2021

1. In coordination with the Brand and Content Trustees and the DES staff, develop a robust vendor directory on our website to assist users in researching where to turn for assistance.
2. In partnership with the Revenue Trustees, develop a strategy to monetize a vendor directory.
3. In coordination with the Content, Brand and Membership trustees, explore implementation of a professional recognition program. What is judged, individual or company, programs, processes etc. Exploration should include the potential member involvement, benefit to members and costs to the organization.
4. In cooperation with the Revenue, Membership, Brand Trustees and the DES staff, evaluate internal systems and platforms. Ensure needs are being met. Suggest alternatives as needed.
5. Work with the Past President, Vice President, President and Event Strategist Trustees and DES Staff, engage companies/events/associations we consider for potential alliances and/or enablers to consider cooperative arrangements.

#### Leadership, governance and oversight

- Serve as a trusted advisor to the ED as s/he develops and implements Digital Enterprise Society's strategic plan.
- Review outcomes and metrics created by Digital Enterprise Society's for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings
- Approve Digital Enterprise Society's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Assist the ED and board president in identifying and recruiting other Board Members
- Partner with the ED and other board members to ensure that board resolutions are carried out
- Serve on committees or task forces and taking on special assignments
- Represent Digital Enterprise Society to stakeholders; acting as an ambassador for the organization
- Ensure Digital Enterprise Society's commitment to a diverse board and staff that reflects the communities Digital Enterprise Society serves
- Understand accountability to the Digital Enterprise Society membership and will exercise leadership in making sound judgements in the best interest of the Digital Enterprise Society members.
- Disclose any actual or possible conflict of interest.
- Hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the Digital Enterprise Society Board of Trustees.

- Understand that the Board shall speak with a unified voice and on behalf of the organization, and will seek to understand and share the membership's common concerns. I understand that others may construe my comments to represent the policies and members of Digital Enterprise Society, and will be informed and speak with care accordingly.

### **Fundraising**

Digital Enterprise Society Board Members will assist in fundraising efforts by providing leads, making calls or other activities to ensure a funding model that will enable the Society to serve the industry to the highest extent.

### **Member Engagement**

Member engagement is key to the successful future of the Society and our members. Digital Enterprise Society Board Members are expected to actively engage with the membership and asked to:

- Provide a minimum of ten volunteer person suggestions and assist in making calls or emails to solicit participation.
- Serve as mentors in the Digital Enterprise Society Career Center serving at least 6 hours per year.
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- Provide suggestions for Podcasts guests and webinar presenters.

### **Board terms/participation**

Digital Enterprise Society Board Members will serve a two-year term to be eligible for re-appointment for one additional term. Executive positions – Vice President, President and Past Present serve a three-year term beginning as Vice President then moving to a new position in each consecutive year. Board meetings will be held monthly by teleconference and at least one in-person annual meeting.

### **Qualifications**

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Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of Digital Enterprise Society's beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of Digital Enterprise Society's members and beneficiaries.
- Experience with sponsorships sales preferred

Service on Digital Enterprise Society's Board of Trustees is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties and in compliance with the Digital Enterprise Society Policy and Procedures Manual.



## Digital Enterprise Society Board of Trustees Duties and Responsibilities

### 2019-2020 Event Strategist Trustee

#### Trustee Position Duties and Responsibilities

The Board will support the work of Digital Enterprise Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by Digital Enterprise Society's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

#### Event Strategist Responsibilities include:

##### Now – Now through December 2019

1. Strategize with the past president and revenue trustee to identify opportunity to serve as an event aggregator for the industry. Can we convince a few events to consolidate under one banner and we run the logistics?
2. In cooperation with the Partner Trustee, Brand Trustee and Revenue Trustee, ensure a strategy is created and implemented for digital badges including the monetization of the offering.
3. Work with the Past President and President to connect with already well-established enablers to help put our name out.

##### Near – January 2020 through December 2021

1. In cooperation with the Past President, Vice President, President and Partner Trustee, engage companies/events/associations we consider for potential alliances and/or enablers to consider cooperative arrangements.
2. Work with the Revenue trustee to research and identify opportunities for micro-event extensions of other events.
3. In cooperation with the Membership Trustees and Content Trustees, explore Regional Meet Ups. Act as Board liaison to the Regional Event Task Force. The Regional Event Task Force will begin with Meet ups. The task force will enlist regional volunteers to host meet-ups in their areas. Ideally 12-20 people hosting social meet-ups throughout the US and potentially parts of Canada.
4. In cooperation with the Past President, research opportunities to partner with existing events, create our own events or become an aggregator of multiple events to reduce the clutter in the industry.
  - a. Last year for SOLIDWORKS World – 2019 is last year. Moving to a Dassault systems event (Titled 3D Experience).
5. Work with the Vice President to contact PLM Europe – post Siemens partners.
6. Provide board input and oversight in the discussions of in-person events, the strategies behind the events and the tie to member satisfaction and communications.
7. Research and identify opportunities for micro-event extensions of other events. For example, as a 2-4 hour in-depth pre-event session on Industry 4.0 at an industrial or other association event looking for information on industry 4.0.

#### Leadership, governance and oversight

- Serve as a trusted advisor to the ED as s/he develops and implements Digital Enterprise Society's strategic plan.
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- Assist the ED and board president in identifying and recruiting other Board Members

- Partner with the ED and other board members to ensure that board resolutions are carried out
- Serve on committees or task forces and taking on special assignments
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- Disclose any actual or possible conflict of interest.
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### **Member Engagement**

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### **Qualifications**

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Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of Digital Enterprise Society's beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of Digital Enterprise Society's members and beneficiaries.

- Demonstrate success and experience in implementing and hosting events to strategically align with organization vision/goals.

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## **Appendix E – The Digital Enterprise Society Committee Mandates**

(Additional Committee Mandates will be added as the committee and/or task forces are formed.)

### **Compensation Committee Mandate**

#### **SCOPE**

Monitoring of staff team performance and determination of compensation levels for direct, full time employees

#### **OBJECTIVES**

1. Determine level of annual merit increases
  - a. Overall level set by committee consistent with budget
  - b. Individual levels for staff team set by Executive Director commensurate with performance
  - c. Executive Director level set by committee commensurate with performance
2. Determine level of annual bonus payments
3. Monitor overall staff team performance in co-ordination with Executive Director
4. Monitor performance of Executive Director in coordination with President
5. Approve goals and objectives of Executive Director as recommended by President
6. Develop and present recommendations to the board for discipline, demotion or termination of Executive Director as required
7. Ensure regulatory requirements for salary assessment are met (Form 990)
8. Develop and submit budget proposals for staff compensation in co-ordination with Executive Director to annual budget development process
  - a. Proposals for budget adjustments during fiscal year to be developed in co-ordination with Executive Director (excluding adjustments for Executive Director position) and submitted to finance committee for review. Finance Director and Executive Director to present to Board of Trustees for review and approval
9. Develop annual compensation plan for following year and submit to Board of Trustees for approval. Compensation plan framework will be comprehensive to include salary, benefits, merit, bonus, and measurable goals and objectives.
10. Ensure Board of Trustees are kept informed and updated as decisions are made or as significant events occur

#### **TEAM MEMBERS**

Vice President (chair of committee)

Finance Trustee

President

One other appointed BOD member

#### **DECISION MAKING AUTHORITY**

- Determination of Salary level for new / replacement staff positions
- Must be consistent with approved organizational budget
- Individual salaries for direct report to Executive Director determined by Executive Director consistent with approved organizational budget and direction from compensation committee
- Make recommendations to President and Executive Director regarding merit increases, bonuses, etc.

## Finance Committee Mandate

### SCOPE

The Finance Committee is charged with monitoring the financial health of the organization and ensuring that its assets are protected, its resources are used properly, and that the organization complies with all applicable laws and reporting requirements.

### OBJECTIVES

1. Development of a strategic financial plan, including monitoring of the Digital Enterprise Society financial assets and making recommendations to the Board as appropriate; multi-year forecasts;
2. Maintain, adhere and perform duties as outlined in the Digital Enterprise Society By-laws and Policy and Procedure Manual.
3. Recommend changes to financial documents and policies to the Board of Trustees for approval as needed
4. Review Annual Budget as prepared by the Executive Director or designee and bring to the Board of Trustees for approval or for any changes as outlined in the PLM World policies
5. Review monthly, quarterly & annual Financial Statements as prepared by the Executive Director or designee
6. Maintain financial risk assessment and management strategy
7. Ensure adherence to budget. Submit recommendations to board for budget adjustments.
8. Allow the Operations Manager to serve as Executive Director for duties outlined the By-laws, Policy and Procedure Manual – which include the Financial Procedures- in the interim until an Executive Director is in place.

### TEAM MEMBERS

Finance Trustee (committee chair)

President

Executive Director

### DECISION MAKING AUTHORITY

- Adjustment of specific budget line items while maintaining achievement of overall budget goals.
  - Ensure coordination with impacted budget owners
- Review and approve contracts, over \$25,000 for previously approved budgeted line items
- All Contracts are to be signed by staff member not a volunteer board member at the request of our legal counsel
- Travel Request approval

## **Executive Committee Mandate**

### **SCOPE**

In interim periods between Board Meetings, the Executive Committee is empowered to make decisions, issue directives and establish procedures not otherwise specifically covered by the Bylaws or by official association policy and procedures.

### **OBJECTIVES**

1. Meetings may be called by the President or by two other members of the committee.
2. Cultivate a sense of group responsibility for excellence in governing
3. Facilitate decision making between board meetings or in the case of a crisis or other urgent circumstances.
4. Ensure Board members and staff are kept informed and updated as decisions are made or as changes occur.

### **TEAM MEMBERS**

President – Committee Chair

Vice President

Past President – if this position is unfilled, responsibility rolls to an appointed board member

Executive Director - non-voting member

### **DECISION MAKING AUTHORITY**

- The executive committee may not amend bylaws, elect or remove board members, hire or fire the executive director, or make major structural changes such as adding or eliminating programs or over ruling existing committee decisions.
- The executive committee may take any action needed in-between board meetings to facilitate board directives.
  - Any such action shall be reported to the full Board within ten (10) business days. Decisions from this committee shall be captured in notes and made available to the board. The President and two other voting members shall constitute a quorum for the transaction of business.

## Education and Training Committee Mandate

### SCOPE

Content, education, training and peer-to-peer learning is key to our member value proposition. This committee is tasked to engage members and seek partnerships to bring education and training opportunities to Digital Enterprise Society Members. This committee is expected to comply with the strategic direction of the association and create, implement, monitor and measure education and training programs.

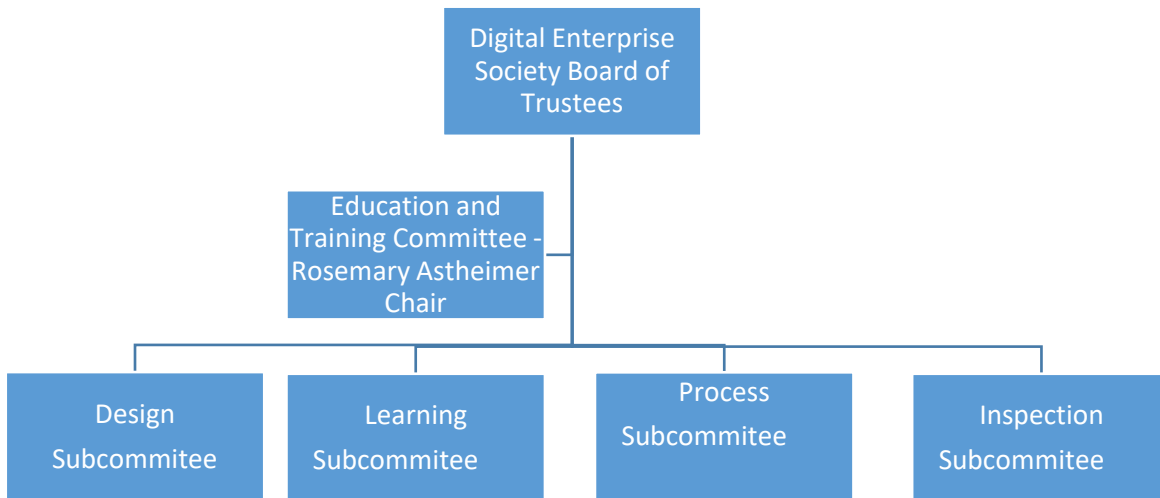
### OBJECTIVES

1. Creation of content, education and training through subcommittees.
2. Subcommittees created and content produced.
3. Focus on two paths – workforce education/newly in workforce and existing workforce
4. Explore education as it relates to standards. Do we create standards, enforce those that are evolving? As things are changing educating on this.

### 2019 SUBCOMMITTEES

- Design - GD&T - ASME Y14.5 was originally written to be applied to 2D drawings. When trying to apply GD&T using MBD there isn't always a clear way of "how" to capture the intent in 3D.
- Learning - Computers taking menial tasks, humans make critical decisions
- Process - Systems View vs. Model Based View
- Inspection - What is QIF (Quality Information Framework)? How is it generated and being used? How it captures information and then uses it to improve the inspection process.

### 2019 COMMITTEE AND SUBCOMMITTEE ORGANIZATIONAL CHART



## **Appendix F - Digital Enterprise Society Staff Position Descriptions**

### **Executive Director – Digital Enterprise Society**

#### **Position description to be completed by Board of Trustees**

### **Marketing and Communications Manager – Digital Enterprise Society**

#### **Position Description**

The Marketing Communications manager will be responsible for the development, implementation and execution of a marketing communications plan. This position will develop, execute and manage outbound marketing campaigns with intent engage with current Digital Enterprise Society members and inform members and non-members of the upcoming changes to the association.

The Marketing Communications Manager will be held accountable for achievement of organizational goals and objectives with respect to communications and will be expected to provide detailed metrics on communications.

The transition will include the transfer of Digital Enterprise Society data to a new AMS and the creation of Digital Enterprise Society website.

Candidates must have strong marketing project management experience, a proven track record executing successful integrated marketing/digital marketing campaigns, and the ability to take ownership of assigned tasks. The role requires the ability to work with minimal supervision.

#### ***Essential Duties and Responsibilities***

Reporting to the Executive Director, the Marketing Communications Manager will have the following roles and responsibilities and may delegate portions of his/her responsibly consistent with sound operations and staff competency, but will be accountable for the results in the following areas:

- Oversee the development and implementation of comprehensive marketing communication plan on the transition to the new entity.
- Creates and implements marketing, branding, and digital campaigns for organization transition to the Digital Enterprise Society
- Develop metrics for evaluating marketing efforts, and reporting outcomes of marketing strategies to stakeholders
- Creates and reviews collateral design and copy and validates alignment with marketing best practices and guidelines
- Performs analysis and reporting on campaign effectiveness to provide insights aimed at improving campaign performance and overall marketing initiatives
- Provides regular reporting to management on progress towards key milestones and project risks
- Leads the digital communications initiatives, including social media, newsletter and website development projects to ensure exceptional user experience and integrated content and promotional strategies
- Adheres to project budget targets

#### ***Organizational website structure and maintenance***

- Develop and maintain Digital Enterprise Society website and layout and functionality
- Populate Digital Enterprise Society website with content as needed, and facilitate access for others team members to populate content as well



- Work with appropriate Digital Enterprise Society staff and Directors to support website usage in regard to certification opportunities, partner advertising, and member communications

#### ***Public Relations strategy and community outreach***

- Create and lead a strategic public relations approach to highlight Digital Enterprise Society member and Partner achievements

#### **Marketing Communications Manager Profile**

The Marketing Communications Manager is responsible for developing and implementing marketing communications strategies and comprehensive supporting plans to achieve member specific marketing and communication goals. As a part of successfully achieving these goals, the candidate manages budgets both internally and with affiliates. The candidate also draws upon the expertise of others within the organization to ensure that goals are met in a timely and cost-effective manner and works collaboratively within and outside the institution.

#### ***Qualifications***

The Marketing Communications Manager is committed to Digital Enterprise Society's mission and vision, and should have proven experience & results. Concrete, demonstrable capabilities and other qualification requirements include:

#### ***Required***

- Bachelor's degree in Marketing, Journalism, Business or related field
- Four years of work experience in marketing, social media, public relations or journalism. Experience with non-profits a plus.
- Working knowledge of typical MS Office Applications, design programs and Social Media tools. Must be extremely comfortable with computers and learning new programs.
- Being a change agent, suggesting ideas and driving new ideas into reality
- Enjoys learning and exploring new techniques for delivering of content
- Strong ability to communicate and express ideas verbally and written
- Demonstrated organizational skills
- Willing to travel up to 20%

#### ***Preferred***

- Excellent interpersonal & communication skills are a must. Candidate must be comfortable working with a diverse group of global members and partners.
- Ability to work well under pressure, strong problem-solving skills will be important as a support team member.
- Technical skills such as reporting, administrative writing, analytical, organization and data analysis are also important.
- Must be disciplined enough to work from a home office and interact with other team members via online collaborating tools.

#### ***Compensation***

Digital Enterprise Society will offer a competitive compensation package including health coverage

## **Operations Manager – Digital Enterprise Society**

### **Position Description**

The operations manager is responsible for ensuring and improving the performance, productivity, efficiency and profitability of the organization operations. Have a professional demeanor and the highest level of discretion is essential in the management of confidential information. Requires attention to detail in all areas to ensure accuracy.

Handle the financial aspects and day-to-day communication for the organization through the role of Operations Manager. The successful candidate will work collaboratively with the other Digital Enterprise Society staff members, and Board members as needed to perform their duties, and will be responsible for maintaining any necessary documents associated with these activities.

### ***Essential Duties and Responsibilities***

Reporting to the Executive Director, the Operations Manager responsibilities will fall into the following areas:

#### ***Financial***

- Use Accounting Best Practices in all areas of finance.
- Managing all phases of Accounting to include accounts payable and receivable, complete timely and accurate invoicing, check preparation, and entering billing information into QuickBooks for the Organization.
- Managing timely and accurate month-end, quarter-end, and fiscal year-end accounting close processes.
- Ensuring all aspects of tax reporting are filed timely and accurately by our accounting firm. Coordinating with our accounting firm and regulatory agencies as needed.
- Assisting our accounting firm with all financial audits/review and follow up on audit/ review results.
- Ensuring that processes in our Financial Procedures Manual are followed on a day-to-day basis.
- Preparing monthly financial statements for the Executive Director to present to Board of Trustees.
- Coordinating with the Executive Director and Finance Committee regarding funding approvals as necessary.
- Accurate and timely payroll processing.
- Participate in the organizations budgeting process.
- Review and process expense reports for reimbursement

#### ***Human Resources***

- Maintain accurate and up to date Employee Personnel files as per law requirements
- Administration of employee health insurance plans
- Track employee PTO requests.

#### ***Administrative***

- Improve process and policies in support of organizational goals.
- Ensure compliance with all business insurance areas.
- Maintain current files for all areas of responsibility
- Record Meeting Minutes for board meetings and teleconferences
- Maintenance of business documents in document sharing and archival solution (SharePoint).
- Conducting administrative tasks such as answering the office telephone, monitoring the office email and assisting with correspondence to members, monitoring the mail and shipments.
- Assisting with organizing business meetings including scheduling teleconferences, face to face meetings and other travel as required

#### ***Qualifications***

- Associate or bachelor's degree, financial or accounting background and relevant experience managing an office or providing operational assistance in a non-profit organization is preferred.
- 3 years of administration and office management experience.

- A professional demeanor and the highest level of discretion is essential in the management of confidential information.
- **Attention to detail**
- Excellent customer service skills.
- Excellent communication skills, both verbally and in writing, and the ability to successfully multi-task and collaborate with others.
- Must be proficient in areas such as QuickBooks or similar, Salesforce/ACT! or similar database software, Word, and Excel, Adobe Acrobat.
- Proven ability to work effectively with remote teams.

***Compensation***

Digital Enterprise Society will offer a competitive compensation package including health coverage

**Appendix G – Digital Enterprise Society Travel Request Form**

Please submit this form, prior to purchasing flights or registration, to the Finance Committee and Executive Director.

You will be notified of the decision as soon as possible.

Travelers' Name: \_\_\_\_\_

Dates of Trip: \_\_\_\_\_

Total Number of Days: \_\_\_\_\_

Event Name: \_\_\_\_\_

Justification for Trip, (explain in detail how this will benefit the Digital Enterprise Society):

Trip Budget:

Registration/Fee: \$ \_\_\_\_\_

Lodging: \$ \_\_\_\_\_

Airfare (attach airline estimate): \$ \_\_\_\_\_

Ground transportation, Parking, etc.: \$ \_\_\_\_\_

Meals: \$ \_\_\_\_\_

Misc.: \$ \_\_\_\_\_

Total cost to the Digital Enterprises Society \$ \_\_\_\_\_

\_\_\_\_\_  
Executive Director

\_\_\_\_\_  
President

\_\_\_\_\_  
Finance Trustee

\_\_\_\_\_  
Vice-President (alternate if traveler is one of the above three)