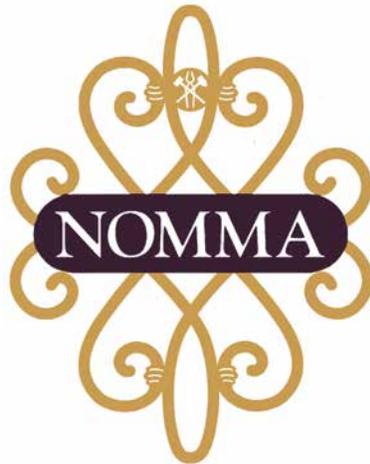


# **NOMMA**

## **Policies for Governance**



**Ver. 7.3, June 19, 2014**

*Last Revision: Conference break-even requirement removed.*

*Governance Task Force Chair: JR Molina*

**National Ornamental & Miscellaneous Metals Association**  
*Proudly serving the industry since 1958*

# Introduction

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## Board Purpose

The job of the board is to make certain contributions that lead the organization toward the desired performance and assure that it occurs. The board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. Board members should have:

- Commitment to the organization and its mission;
- Knowledge about the programs and goals of the organization;
- Capacity to focus that knowledge on decision making that benefits the organization as a whole;
- Ability and eagerness to deal with values, vision and the long-term future of the organization;
- Ability to participate assertively in deliberation;
- Excellent communication skills with an appreciation for diversity.

## Organization of This Manual

The NOMMA Policies for Governance is organized into four primary sections, with the strategic plan serving as an addendum:

**I. Governance Process:** Specification of how the board conceives, carries out and monitors its own tasks.

**II. Board-Executive Relationship:** How power is delegated and its proper use monitored.

**III. Executive Limitations:** Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

**IV. Board Policy Statements:** A written expression of the board's wisdom on a topic following dialogue and deliberation. These policies articulate the values which must not be violated and shape staff and committee work.

**Addendum A: Strategic Plan:** Vision, Mission and Core Purpose, Core Values and Strategic Outcomes.

## Policy Title: **Annual Board Planning Cycle**

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**Policy Type:** I. Governance Process  
**Policy Title:** Annual Board Planning Cycle  
**Status:** Approved June 2010

**Policy #:** 23  
**Date Appvd:**  
**Date Revised:**  
**Omit:**

The NOMMA Policy Manual provides critical parameters for NOMMA staff and volunteer leaders. The manual should be properly safeguarded and regularly reviewed. The following is the policy for administering the NOMMA Policy Manual:

- The Policy Manual should be updated annually to incorporate new policies established by those motions passed by the board of directors during the preceding twelve months.
- The Policy Manual should be stored online in the Board of Directors resource area, where any board member can easily access it at any time.
- The Policy Manual should be given to all new Directors and reviewed [instructed] at the annual New Director Orientation class.

**Monitoring:** Annual

**Policy Title: Antitrust****Policy Type:** I. Governance Process**Policy #:** 1**Policy Title:** Antitrust**Date Appvd:****Status:** Approved June 2010**Date Revised:****Omit:** 

NOMMA's legal counsel reminds all board members that certain topics are not proper subjects for discussion and consideration at any association meeting of members, officers, directors, or committees, whether formal or informal. While it is entirely appropriate to meet as an association to discuss common problems and areas of interest, it must be kept in mind that the members are competitors and any action taken to eliminate, restrict or govern competition among members is a violation of the antitrust laws. If there is any discussion at association meetings relating to significant factors of competition among the members, an inference may be raised that such a discussion among competitors is for the purpose of agreeing upon a common course of business conduct.

Among the subjects which should never be discussed at NOMMA meetings are price fixing among members, conditions and terms of service and refusing to deal with a particular class or class of suppliers. Agreements among competitors relating to any of these subjects are violations of the antitrust laws and can lead to severe criminal and civil penalties. It is essential, therefore, that all necessary steps be taken to prevent any NOMMA meeting from becoming a forum for those types of discussions which might lead to an understanding or agreement, expressed or implied, with respect to any essential element of competition.

The following guidelines have been approved by the board of directors to ensure compliance with antitrust regulations. All officers, directors, committee chairs, chapter representatives, employees or other individuals conducting business for the association are expected to abide by these guidelines.

**1. Review and monitoring of documents**

The following documents and material shall be reviewed by legal counsel and shall be monitored on a regular basis, with particular attention paid to membership criteria, expulsion procedures and dues structure:

- a. Articles of incorporation and bylaws
- b. Contracts
- c. General procedures
- d. Board resolutions
- e. Policy statements
- f. Minutes
- g. Association publications

**2. Meetings and educational programs**

Meeting participants shall be advised at the beginning of each board meeting, committee meeting, membership meeting and educational program that there shall be no discussion of topics that may be in violation of antitrust laws. This should include statements that may be interpreted as anti-competitive or an attempt to fix prices.

**3. Membership acceptance and expulsion**

Membership acceptance and expulsion shall be based on the following qualifications and conditions:

- a. Members shall be engaged in the ornamental, miscellaneous or structural metal fabrication industry or in a business related to the industry.
- b. Members must pay dues to NOMMA based on the current dues structure as set by the board of directors.

## Policy Title: **Antitrust**

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- c. Members are dropped from the membership due to non-payment of dues.
- d. Expulsion of a member must be on justifiable grounds as outlined in the NOMMA bylaws only.
- e. Members shall be given due process rights before being expelled.
- f. If the board of directors believes that membership to anyone within the industry should be denied or that any member should be expelled, appropriate legal advice will be sought to assess the risks of such denial or expulsion before taking action.

### **4. Statistical reporting**

The following policies shall apply in the collection and dissemination of data for members:

- a. Member participation in a statistical reporting program shall be voluntary.
- b. Non-members shall be allowed to participate, but may be charged a reasonably higher fee than members.
- c. The program shall be conducted without coercion, penalties, policing or auditing.
- d. The data that is collected shall be of past transactions or activities and should not be unnecessarily detailed.
- e. The data shall be collected by an independent third party.
- f. Data on individual companies shall be kept confidential.
- g. The composite data shall be available to all participants-both members and non-members.

### **5. Standards-setting and certification programs**

- a. NOMMA shall not use standardization programs as a device to fix prices, boycott or exclude competitors or control performance.
- b. Performance standards, rather than construction or material standards, may be developed.
- c. Standards shall be kept current to the extent possible.
- d. Standards programs will be made available to members and non-members, with non-members paying a reasonably higher price.
- e. Participation criteria may be established and must apply in a non-discriminatory manner.
- f. An independent entity must establish the standard even though suggestions from association members are both permissible and desirable.
- g. All standards must be voluntary.
- h. Standards shall be established only by those individuals as authorized by the association.
- i. The purpose of standards shall be reasonable, such as to promote safety or interchangeability.
- j. Certification must be made available to members and non-members, though non-members may be charged a reasonably higher fee.
- k. NOMMA must not promote the exclusive use of products bearing its certification.

### **6. Code of Ethics**

- a. The NOMMA code of ethics shall not have the effect of restricting competition or boycotting certain competitors.
- b. The code of ethics shall have clearly defined standards of conduct that are known to all members.
- c. Any complaint stemming from the code of ethics shall be handled objectively and uniformly, only after advice from legal counsel.
- d. The code of ethics must afford due process rights if a disciplinary proceeding is commenced.

### **7. Availability of services to non-members**

- a. Any service that is of competitive benefit to members must be made available to non-members.

## Policy Title: **Antitrust**

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b. The price charged to non-members may be higher than the price charged to members, but it must be a reasonable price based on the actual cost of providing the service.

**Monitoring:** Annual

# Policy Title: **Board Meeting Structure**

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**Policy Type:** I. Governance Process  
**Policy Title:** Board Meeting Structure  
**Status:** Approved June 2010

**Policy #:** 40  
**Date Appvd:**  
**Date Revised:**  
**Omit:**

**Summary:** The purpose of this policy is to ensure that the NOMMA board follows a knowledge-based strategic governance system. This policy focuses on the review of policy, commitment to annual strategic planning, information collection, and the setting of new directions.

## **Part I: Board Meeting Agenda**

The NOMMA Board shall adopt the “Four-Part Strategic Agenda” at all meetings, as a basis for informed discussion and decision-making.

1. Discussion of Strategic Issue(s).
2. Review and Adjustment of Strategy.
3. Policy Determination: Public & Operational.
4. Routine Board Business.

## **Part II: Strategic Oriented Board**

The NOMMA Board shall follow the following process in strategic planning and goal-setting:

1. Identify: Core purposes/core values. Set a big, audacious goal, provide a vivid description, determine capacity, and scan for conditions, trends, and assumptions.
2. Direction: Provide direction to staff and committees by setting goals.
3. Activity: Break goals into strategic objectives. Then determine Action Plans and Resource Requirements.

**IMPORTANT:** The Board **MUST** commit to an annual review process. Adjustments may be made on a more frequent basis.

## **Part III: Creating & Reviewing the Strategic Plan**

The NOMMA Board shall follow this process during the annual review of the Strategic Plan:

**OBJECTIVES:** Describe what we want to have happen with an issue or condition. What would constitute success in observable or measurable terms? (Or, benchmark to be set when needed information becomes available.)

- Indicates a direction – increase, expand, decrease, reduce, consolidate, abandon, all, distribute, none, etc..
- Three to five-year timeframe, reviewed every year by the Board. Progress continuously monitored.

## Policy Title: **Board Meeting Structure**

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### *KEY MEASURES:*

*Describe the market research, trend and usage data that will be collected, analyzed and reported to evaluate the success of strategies and the progress toward accomplishing objectives*

**STRATEGIES:** Describe how the association will commit its resources to accomplishing the goal. Bring focus to operational allocation of resources.

- Indicates an activity – redesign, refine, create, identify, revise, develop, implement, improve, establish, publish, advocate, etc.
  - One to three-year timeframe reviewed every year by the Board. Serves as a link from long-term planning to annual planning.
  - Sets strategic priorities for committees, staff and all other work groups.
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- A master calendar will be kept in the NOMMA member’s area with key dates and milestones.

### **Part IV: Decision-Making Process**

The NOMMA Board shall follow a prescribed methodology when making decisions:

- Knowledge based decision making
  - Dialogue before deliberation.
  - Integrating strategic thinking and governance.
- 
- Our Choices
  - Determine Areas of Consensus
  - Craft a 3-part motion
    1. Background
    2. Action
    3. Guiding Principles
  - Deliberate the Motion
    1. In parliamentary procedure, motion to leave the committee of the whole and adjourn back to the board process.
    2. Return to normal deliberative process.

### **Part V: Guidelines for Background Papers & Discussion**

The purpose of a background paper is to provide objective information that the board can use for basing their decisions. The paper should contain the following sections:

1. Defining what is known about an issue
2. Determining what choices of strategy this knowledge suggests
3. Assessing the relative advantages and disadvantages of the choices
4. Coming to consensus on a choice of strategy or action.

The Background Paper will lead to the following:

## Policy Title: **Board Meeting Structure**

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- The “Mega Issue” Question

How to answer:

1. What do we know about needs and preferences?
2. What do we know about current realities and evolving dynamics?
3. What do we know about capacity and strategic position?
4. What do we know about ethical implications?

### **Part VI: Policies for Governance Review Process**

The NOMMA Board shall conduct an annual review of the Policies for Governance. A task force may be appointed by the Board to present recommendations.

Policies will be numbered and kept in an organized fashion. Policies must be reviewed annually to ensure that they meet the general “best practices” of association management and that they meet the needs of the board, staff, and membership.

### **Part VII: New Board Member Orientation**

An annual new board orientation shall take place following elections. The curriculum should cover, but not be limited to the following topics:

- Strategic Plan
- Antitrust Laws
- Budgeting
- Bylaws
- Policies & Procedures
- Staff-Volunteer Relationships
- IRS Form 990 rules
- Parliamentary Procedure

### **Part VIII: NOMMA Education Foundation Relations**

The updated strategic plan will be given to the NOMMA Education Foundation annually. There should be one joint session of NOMMA and NEF each year to review goals and priorities.

### **Part IX: Board Commitment To Best Practices & High Standards**

The Board is committed to continually improve its own governance process. The board will approach its task with a style that emphasizes outward vision, encouragement of diversity in viewpoints, strategic leadership and planning, clear distinction of board and staff roles, collective decisions, future, and proactivity. More specifically, the board will:

1. Operate in all ways mindful of its trusteeship obligation to the membership.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy making principles, respect of roles, and speaking with one voice.
3. Direct and inspire the organization through the careful establishment of the broadest organizational values and perspectives through written policies.
4. Focus chiefly on intended long-term impact on the world outside the organization (strategic outcomes) including establishing priorities among competing goals.
5. Be an initiator of policy. The board will be responsible for board performance.

## Policy Title: **Board Meeting Structure**

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6. Use the expertise of individual members to enhance the ability of the board as a body, reflecting the group's values.

7. Monitor and regularly discuss the board's own process and performance. Ensure the continuity of its governance capability by continual training and development.

A. Self-monitoring will include periodic comparison of board activity and discipline to its governance process and board-staff relationship policies.

B. Continual redevelopment will include orientation of new members in the board's adopted governance process and periodic board discussion of process improvement.

8. Be accountable to the general public and the membership for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual or committee of the board to usurp this role or hinder this commitment.

**Monitoring:** Annual

## Policy Title: **Chapters**

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**Policy Type:** I. Governance Process

**Policy #:** 3

**Policy Title:** Chapters

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

NOMMA encourages growing the number of chapters in the US as an important way to assist in the growth of new membership for NOMMA and, moreover, as an adjunct to NOMMA's desire to educate and train fabricators who would not otherwise receive these benefits. When financial circumstances do not portend well for members to attend NOMMA's principal educational event, METALfab, each spring, vibrant chapter programs can sustain the professionalism of the industry.

The board of directors may authorize and grant charters to chapters or other subgroups of NOMMA under such rules and regulations as it deems necessary. Previously approved rebates to chapters for conducting meetings with attendance from NOMMA members are ended, but so are reporting requirements to NOMMA headquarters of attendees, minutes, etc.

Once authorized by the NOMMA board of directors, chapters must file articles of incorporation in the state where it is most active. (NOMMA staff will assist in the filings.) Additionally, the NOMMA Education Foundation (NEF) and NOMMA Technical Staff will support chapters in providing educational content for chapter meetings as well as assist in identifying and supporting leadership for prospective new chapters.

**Monitoring:** Annual

# Policy Title: Conflict of Interest

**Policy Type:** I. Governance Process

**Policy #:** 15

**Policy Title:** Conflict of Interest

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

It shall be the policy of NOMMA that all current officers, directors, committee members and other board members of the association shall scrupulously avoid any conflict between their own respective individual interests and the interests of the association, in any and all action taken by them on behalf of the association in their respective capacities.

This policy is enacted to formalize and record the previously unwritten rule that has governed the association since formation.

A material financial interest in a proposed transaction exists when the association considers the purchase of goods or services, is employed by or is an owner or principal of the seller; such would not exist when the individual is merely a shareholder in a large corporation.

When at any meeting or other occasion at which a decision to purchase, or to consider the purchase of goods or services, or the selection of depository for funds, or furnishing of insurance, or the employment of professionals, or other comparable transaction is to be made, the party having the financial interest shall state, and there shall be recorded in the minutes or other records, the fact of his or her financial interest. Having made the disclosure, the interested party may participate in the discussion, his or her presence may be counted in determining a quorum, but his or her vote on the question may not be counted.

*Sample letter*

Date: \_\_\_\_\_

Board of Directors  
National Ornamental & Miscellaneous Metals Association  
805 South Glynn Street, Suite 127, #301  
Fayetteville, GA 30124

To Whom It May Concern:

As a member of the board of directors of NOMMA, it is appropriate for me to outline my intentions regarding conflict of interest matters concerning my service on the board.

I will not have any financial dealings on behalf of NOMMA with any firm or person, as a paid supplier of any type of products or services to NOMMA, which is directly or indirectly related to, owned by, controlled by, or in any way financially related to me or a member of my family, and which would result in a financial benefit to me or my family as a result of purchasing anything on behalf of NOMMA or recommending any such purchase. Exceptions to this policy may be made on a case-by-case basis by resolution of the Board of Directors.

All financial dealings that I conduct on behalf of NOMMA will be on a professional, no conflict basis. My actions will never be swayed or biased because of any type of financial betterment that may accrue to me as a result of my fiduciary responsibilities carried out in behalf of the association.

# Policy Title: **Conflict of Interest**

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Signature

**Monitoring:** Annual

# Policy Title: Investment Policy

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**Policy Type:** I. Governance Process

**Policy #:** 13

**Policy Title:** Investment Policy

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

The purpose of this policy is to set forth guidelines for managing the operating funds of the National Ornamental & Miscellaneous Metals Association (NOMMA). These policies will be reviewed annually by the Board of Directors, or by staff, committee or task force as requested by the Board of Directors.

The overall investment strategy is to maintain a diversified, liquid portfolio as to quality, issuers and maturity.

Flexibility must be maintained so those funds are available to meet anticipated cash needs as determined by the cash flow forecasts. Average maturity of the portfolio will be kept short to provide liquidity.

Individual investments are to be selected to achieve the following objectives in order of priority:

- a. Safety of principal
- b. Liquidity for operating funds
- c. Maximization of yield
- d. Diversification of risk

## Guidelines

**Average Maturity:** The portfolio will be constructed to maintain an average maturity of six to twelve months.

**Liquidity:** The portfolio will maintain liquidity sufficient to meet operating needs (subject to quarterly update).

**U.S. currency:** All investments will be held in U.S. dollars.

### Eligible Investments:

- a. Obligations issued by the U.S. Treasury
- b. Obligations issued by U.S. federal agencies
- c. Certificates of deposit
- d. Repurchase agreements secured by U.S. Treasury and U.S. federal agencies
- e. Money market mutual funds
- f. Commercial paper, corporate notes and bonds
- g. Variable rate demand notes
- h. Auction rate bonds
- i. Asset-backed securities
- j. Mortgage-backed securities

**Credit quality:** All holdings will be investment grade quality. Non U.S. government holdings will be subject to the following limitations:

All investments must carry an "A" long-term rating by Moody's or Standard and Poor, or a short-term rating of P1 by Moody's or A1 by Standard & Poor.

**Marketability:** Holdings will be of sufficient size to facilitate liquidation and investments will be able to be liquidated in the secondary market on a best efforts basis.

**Trading:** All purchases and sales will be executed at the best net price to the organization. All securities will be held in the name of the organization.

**Diversification:** Adequate diversification is required to spread credit risk among various issuers.

**Reporting:** A current list of portfolio holdings will be reported to the Board of Directors as requested.

**Monitoring:** Annual

# Policy Title: **Policy for Executive Committee**

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**Policy Type:** I. Governance Process  
**Policy Title:** Policy for Executive Committee  
**Status:** Approved June 2010

**Policy #:** 5  
**Date Appvd:**  
**Date Revised:**  
**Omit:**

**Purpose:**

Review all matters pertaining to the advancement and welfare of the association and its members.

**Organization:**

The President (who chairs the committee), president-elect, vice president/treasurer, immediate past president, and the executive director, who shall serve without vote.

**Responsibilities:**

1. See that all directives and policies established by the board are implemented.
2. Employ the services of a chief staff executive fix salary and benefits, and evaluate his or her performance.
3. Oversee and evaluate the effectiveness of committee structure.
4. Make recommendations on matters pertaining to the advancement and welfare of the association.

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*As it appears now in the bylaws:*

Section 1: Authority and Responsibility

The executive committee may act in place and stead of the board of directors between board meetings on all matters, except those specifically reserved for the board by these bylaws. Actions of the Executive Committee shall be reported to the board by mail or at the next meeting.

Section 2: Composition

The Executive Committee shall consist of the President, President-Elect, Vice President/Treasurer, the Immediate Past President, and the Executive Director, who shall serve without vote.

Section 3: Quorum/Call of Meetings

Three voting members of the Executive Committee shall constitute a quorum for transaction of business. Meetings of the committee may be called by the President or two other members of the committee.

**Monitoring:** Annual

## Policy Title: **Policy for Nominating Committee**

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**Policy Type:** I. Governance Process

**Policy #:** 6

**Policy Title:** Policy for Nominating Committee

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

### **Purpose:**

To submit a slate of qualified officers and directors to the membership each year.

### **Organization:**

Immediate past president serves as chair; other members include the president, two individuals who are board members or committee chairs, one individual who may be a committee chair or past president and the executive director, who shall serve without vote. Committee members shall be selected by the chair with confirmation by the board. At least one member shall be from the Nationwide Supplier membership category.

### **Responsibilities:**

1. Submit a slate of officers and directors based upon the following qualifications:
  - a. Each candidate must be a NOMMA member and must have the potential to serve in board positions.
  - b. Each candidate must consent to be nominated.
  - c. Develop a statement of qualifications for the committee to use in evaluating candidates.
  - d. Obtain a commitment from each candidate to attend board meetings.
  - e. Strive for a cross section of leaders in geographical representation, size of business, type of specialty work, etc.
2. Announce a slate of officers to the board during fall meeting.
3. Through the executive director, see that the slate is published for the membership at least 30 days before the date of the membership meeting.
4. Present the slate to the membership during the business meeting, and conducts election procedures.
5. Make recommendations to the board of directors in the case of vacancies that may occur on the board.

**Monitoring:** Annual

## Policy Title: **Technical Affairs**

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**Policy Type:** I. Governance Process

**Policy #:** 9

**Policy Title:** Technical Affairs

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

A Code Advisory Council consisting of a minimum of four and maximum of eight members is established to represent NOMMA at code hearings.

The chair will be appointed by the president with council members selected by the chair with assistance and input from the president, executive director and technical staff.

The chair is appointed annually and may serve no more than three consecutive terms.

**Monitoring:** Annual

# Policy Title: **Work Groups (Ad-Hoc, Task Forces, Study Groups,**

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**Policy Type:** I. Governance Process

**Policy #:** 22

**Policy Title:** Work Groups (Ad-Hoc, Task Forces, Study

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

Work groups are formed in order to:

- accomplish certain tasks
- provide certain work products to the board or staff
- involve the membership in the work of the organization
- appropriately utilize the expertise of the members
- provide leadership opportunities

The board or the staff may form work groups to help carry out their respective responsibilities. Work groups may contain both staff and volunteers working as equal partners. A work group comes under board jurisdiction only if its existence and charge come from the board, regardless of whether or not the work group includes board members. The President of the organization is empowered to appoint work groups to help the staff carry out their jobs. Such appointments do not need authorization from the board or the board chair.

The board and the staff shall make appointments to work groups, using the information contained in the willingness to serve forms. This database shall be updated annually by soliciting the membership.

The charge of any work group shall contain the following:

- Name of work group and areas of responsibility
- Goals/outcomes
- specific work products
- to whom the work group is responsible (board or staff)
- reporting/monitoring
- term of assignment
- staff and financial resources available

Generally, a work group will work in liaison with a staff member designated by the President.

**Monitoring:** Annual

## Policy Title: **Budget Adjustment Policy**

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**Policy Type:** II. Board-Executive Relationship

**Policy #:** 7

**Policy Title:** Budget Adjustment Policy

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

### **Policy of the Board of Directors on Annual Budgets**

It is the policy of NOMMA to prepare an annual operating budget of income and expenses. The Executive Director shall compile the first draft of the budget for review by the Finance Committee. Committee chairs are to submit budget requests to the Executive Director for inclusion in the budget.

Budget adjustments for \$500 or less shall be approved by the Executive Director. Any such adjustment shall be reported to the Finance Committee at the time of approval and shall be reported to the board of directors at the next meeting. Adjustments larger than \$500 must be approved by the Board of Directors.

**Monitoring:** Annual

## Policy Title: **Check Signing**

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**Policy Type:** II. Board-Executive Relationship

**Policy #:** 8

**Policy Title:** Check Signing

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

It is the policy of NOMMA to give check-signing authority to the following positions: President, Treasurer, Executive Director, and Program Director. Checks signed by Martha Pennington or Todd Daniel shall require one signature only. Checks signed by the President or Treasurer will require one signature.

**Monitoring:** Annual

## Policy Title: **Delegation to the Executive Director**

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**Policy Type:** II. Board-Executive Relationship

**Policy #:** 25

**Policy Title:** Delegation to the Executive Director

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

The Executive Director is accountable to the full board. The board will establish the broadest policies, delegating implementation and more detailed policy development to the Executive Director.

1. All board authority delegated to staff is delegated through the Executive Director, so that all authority and accountability of staff--as far as the board is concerned--is considered to be the authority and accountability of the Executive Director.
2. Strategic Outcomes direct the Executive Director to achieve certain results; Executive Limitations policies constrain the Executive Director to act within acceptable boundaries of prudence and ethics. With respect to Strategic Outcomes and executive means, the Executive Director is authorized to establish all further policies, make all decisions, take all actions and develop all activities as long as they are consistent with any reasonable interpretation of the board's policies.
3. The board may change its Strategic Outcomes and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. By so doing, the board changes the latitude of choice given to the Executive Director. But so long as any particular delegation is in place, the board and its members will respect and support the Executive Director's choices. This does not prevent the board from obtaining information in the delegated areas.
4. No board member, officer, or committee has authority over the Executive Director, except to the extent the board has authorized such persons or groups a specific and limited use of staff resources. Without such board authorization, the Executive Director can refuse, with reasons, requests for information or assistance that require--in the Executive Director's judgment--a material amount of staff time or funds or is disruptive.

**Monitoring:** Annually

# METALfab Conference Policy

Policy #43 – NOMMA Policies for Governance

## 1. Mission

- 1.1. The NOMMA annual conference, known as METALfab, shall promote the core purpose and values of the NOMMA Strategic Plan.

## 2. Vision

- 2.1. All programs and events related to METALfab must aim to accomplish the goals of the Strategic Plan.

## 3. Guidelines

- 3.1. Guidelines and procedures are to be determined by the current version of “Guidelines for METALfab Conventions,” which was created by the METALfab Reinvention Task Force in 2011.

## 4. NOMMA Education Foundation

- 4.1. NEF shall be responsible for all education components of the METALfab program. All programs will comply with the broad goals of the NOMMA Strategic Plan.
- 4.2. NEF will operate within a predefined budget provided by NOMMA.
- 4.3. NEF should design an education package that attracts attendance, which helps to ensure the financial viability of the conference.
- 4.4. Surveys and class evaluations should be used to continually monitor the viability of the education program.

## 5. Finance

- 5.1. Each conference shall work within a predefined budget approved by the board. ~~be budgeted to break even, with a 1% buffer for contingency~~ [Modified by NOMMA Board on 6-19-14].
- 5.2. NEF will be reimbursed by NOMMA for the portion of the program related to education. This shall include speaker fees, A/V equipment, education room rental, etc...

## 6. Education Program & Comp Registrations

- 6.1. Education Related Comps
  - 6.1.1. Staff and Conference Committee will set a total budget amount for the METALfab education program, with final approval by the NOMMA Treasurer and Board. The NEF Education Committee has leeway on how to most efficiently spend the money provided in the set budget amount. All education related items will come from this set amount – paid speaker fees and travel expenses, compensation for non-paid presenters, audio visual, supplies needed for classes, cost of producing handouts, equipment needed for classes, and committee expenses. All compensation for speakers or presenters will fit within the budget amount given to NEF to create the education program for METALfab.
    - 6.1.1.1. Compensation for Presenters
      - 6.1.1.1.1. Compensation for non-paid presenters will be given in the following manner:
        - 6.1.1.1.1.1. Roundtable or panel participants, discussion facilitators, and suppliers will not receive compensation.
        - 6.1.1.1.1.2. Presenters in a classroom or demo situation will receive a 100% discount on a full registration. This rule does not apply to suppliers. No more than one complimentary registration shall be given per class or presenter. Comps are nontransferable.

- 6.1.1.1.2. Should the NEF Education Committee program exceed budget, the NOMMA Conference Committee shall either request revisions and cuts or request a budget variance from the NOMMA Board of Directors.

## 6.2. Default Comps

- 6.2.1. The following individuals are entitled to a comp registration, which shall be included in the annual budget:
  - 6.2.1.1. NOMMA president and spouse
  - 6.2.1.2. Top Job chair
  - 6.2.1.3. Conference chair
  - 6.2.1.4. If these individuals also participate in the education program as a presenter, they will not receive a comp for teaching a class.
  - 6.2.1.5. Shop tour hosts will receive one complimentary full registration per company, and all staff for the host company shall receive a complimentary pass for all education sessions.

## 7. Site Selection

- 7.1. The NOMMA Board shall provide the staff meeting planner with criteria for site selection, based on market conditions, past experience, survey results, room prices, logistics, and another considerations. The Meeting Planner will then return three potential sites with an evaluation of each and a final recommendation. The Board will then make the final decision.

## 8. Staff

- 8.1. The NEF Executive Director and NOMMA Meeting Planner shall serve as the primary staff contact for the conference. He/she will report to the NOMMA Executive Director.
- 8.2. The NEF Executive Director/Meeting Planner shall serve as secretariat and staff contact for the Conference Committee and key subcommittees.
- 8.3. The NEF Executive Director/Meeting Planner shall follow NOMMA's official job description for these positions.

## 9. Benchmarking

- 9.1. A NOMMA board task force will annually review the METALfab program to determine its alignment with the strategic plan, and its compliance with budget and policies.
- 9.2. A NOMMA board task force will annually review the education services provided by NEF. NOMMA can submit recommendations for improvement, and the NEF and NOMMA boards shall meet to discuss any concerns.

Amendments:

Section 6.1.1.1.2. amended by the NOMMA Board on 5/14/13 to provide 100% comp discount, and excludes suppliers from the comp discount.

## Policy Title: **Communication & Counsel to the Board**

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**Policy Type:** III. Executive Limitations

**Policy #:** 35

**Policy Title:** Communication & Counsel to the Board

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

With respect to providing information and counsel to the board, the Executive Director may not permit the board to be uninformed. Accordingly, he or she may not:

1. Let the board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
2. Fail to submit the required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored.
3. Fail to marshal for the board as many staff and external points of view, issues and options as needed for fully informed board choices.
4. Present information in unnecessarily complex or lengthy form.
5. Fail to provide a mechanism for official board, officer or committee communications.
6. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
7. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.

**Monitoring:** Annual

## Policy Title: **Compensation & Benefits**

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**Policy Type:** III. Executive Limitations  
**Policy Title:** Compensation & Benefits  
**Status:** Approved June 2010

**Policy #:** 34  
**Date Appvd:**  
**Date Revised:**  
**Omit:**

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director may not cause or allow jeopardy to fiscal integrity or public image. Accordingly, he or she may not:

1. Change his or her own compensation and benefits.
2. Promise or imply guaranteed employment.
3. Establish current compensation and benefits which:
  - A. Deviate materially from the geographic or professional market for the skills employed.
  - B. Create obligations over a longer term than revenues can be safely projected.
4. Establish deferred or long-term compensation and benefits which incur unpredictable future costs.
  - A. Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity in key employees are not prohibited.
  - B. Allow any employee to lose benefits already accrued from any foregoing plan.
  - C. Treat the Executive Director differently from other comparable key employees.
  - D. Are instituted without prior monitoring of these provisions.

**Monitoring:** Annual

## Policy Title: **Contract Signing**

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**Policy Type:** III. Executive Limitations

**Policy #:** 10

**Policy Title:** Contract Signing

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

It is the policy of NOMMA to grant authority to sign contracts to the Executive Director, as long as the financial implications of the contract are included in the budget. The President may sign budgeted contracts in the absence of the Executive Director.

**Monitoring:** Annual

## Policy Title: **Financial Condition**

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**Policy Type:** III. Executive Limitations

**Policy #:** 31

**Policy Title:** Financial Condition

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

With respect to the actual, ongoing condition of the organization's financial health, the Executive Director may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Strategic Outcomes.

*Accordingly, he or she may not:*

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
2. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
3. Use any restricted reserves.
4. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within the fiscal year.
5. Allow cash to drop below the amount needed to settle payroll and debts in a timely manner.
6. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
7. Allow actual allocations to deviate materially from board priorities as stated in Strategic Outcomes.
8. Fail to alert the Board when the income falls substantially below projections in the budget.
9. Operate without written procedures that clarify reimbursement policies, define the handling and use of designated and restricted funds and protect against wrongful conditions.

**Monitoring:** Annual

## Policy Title: **General Executive Constraint**

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**Policy Type:** III. Executive Limitations

**Policy #:** 28

**Policy Title:** General Executive Constraint

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance which is either imprudent or in violation of commonly accepted business and professional ethics.

1. With respect to treatment of paid and volunteer staff, the Executive Director may not cause or allow conditions which are inhumane, unfair or undignified.
2. Budgeting any fiscal year or the remaining part of any fiscal year shall not deviate materially from Strategic Outcomes, risk fiscal jeopardy nor fail to show a generally acceptable level of foresight.
3. Actual financial conditions at any time shall not incur fiscal jeopardy or compromise Strategic Outcomes.
4. Information and advice to the board will have no significant gaps in either timeliness, completeness or accuracy.
5. Assets may not be unprotected, inadequately maintained or unnecessarily risked.
6. With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director may not cause or allow jeopardy to fiscal integrity or public image.
7. No fewer than two executives will be informed of Executive Director and board issues and processes.
8. There shall be no conflict of interest in awarding purchases or other contracts.

**Monitoring:** Annual

## Policy Title: Refunds

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**Policy Type:** III. Executive Limitations

**Policy #:** 12

**Policy Title:** Refunds

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

Refunds may be given with the authorization of the Executive Director. A refund may be given under the following general guidelines:

**Membership dues**—A pro rata share of unused dues less an administrative fee.

**Convention registration**—Prior to the published cut-off date, registrations may be refunded less a 15% administrative fee. After the cutoff date no refunds are allowed, except in hardship cases as approved by the Executive Director.

**Publications and Videos**—Full refund upon return of publications and videos.

**Rental of Trade Show Exhibit Space**—There will be a non-refundable, non-transferrable deposit as specified in the contract. Amounts over and above the deposit may be refunded up to the payment due date as specified in the contract.

**Top Job Entry Fees**—Full refunds for entries that are not included in the competition. In cases where there are not enough entries to open a category, entries may be carried over for the following year.

**Fabricator** - For errors in phone number, address, or other critical information will offer 1 make-good ad.

**Monitoring:** Annual

## Policy Title: **Commitment To Diversity**

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**Policy Type:** IV. Board Policy Statements

**Policy #:** 38

**Policy Title:** Commitment To Diversity

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

1. There will be diversity in the organization in culture, language, countries, ethnicity, and variety in business and professional classifications. Since unity is achieved through common service goals, the focus must be broad to remain attractive.
2. Having diverse cultures and ethnic groups raises tolerance and increases international goodwill and understanding through a heightened awareness of needs.
3. Representation of diverse countries and languages at leadership levels will improve decision making and communication of shared ideas.
4. By communicating in a variety of languages, we will increase membership, reach more women and provide leadership and service opportunities in a greater number of communities. Written materials must accommodate this diversity of languages within the Federation.
5. Variety in business and professional occupations promotes different perspectives regarding ideas, problem solving and the status of women. This diversity helps build an immense network that increases the value of belonging to the organization.

**Monitoring:** Annual

**Policy Title: CPA Policy**

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**Policy Type:** IV. Board Policy Statements**Policy #:** 11**Policy Title:** CPA Policy**Date Appvd:****Status:** Approved June 2010**Date Revised:****Omit:** 

**Annual audit:** It is the policy of NOMMA to employ the services of a Certified Public Accountant to prepare audited financial statements on an annual basis. The audited statements are to be distributed to the Board of Directors no later than the Fall board meeting following the fiscal year end. Audited statements are to be published for the membership in the newsletter after distribution to the Board. If the financial condition of the organization prohibits the expense of a full audit, the Finance Committee will advise the Board of Directors and instruct the CPA not to conduct the audit.

**Engagement letter:** It is the policy of NOMMA to review the draft of the CPA engagement letter before it is signed to ensure it covers matters important to management. Authority to review and sign the engagement letter is granted to the Executive Director.

**Management letter:** It is the policy Of NOMMA for the Executive Director to review the management letter with the CPA. The Executive Director will then review the letter with the Finance Committee arid take appropriate action required to correct deficiencies addressed.

**Selection of firm:** It is the policy of NOMMA to evaluate the CPA firm selected to do the annual audit at least every three years. The Executive Director will interview a minimum of two additional CPA firms specializing in auditing not-for-profit organizations and make a recommendation to the Board of Directors for final selection. Continuing with the existing firm is acceptable as long as the interview and selection criteria clearly indicate the firm is the most qualified and cost effective. If the current firm provides unsatisfactory service, the three-year policy shall not apply, and the Executive Director will begin the interview process to make a recommendation to the Board of Directors for a different firm.

**Monitoring:** Annual

# Policy Title: **Sexual Harassment Policy**

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**Policy Type:** IV. Board Policy Statements

**Policy #:** 14

**Policy Title:** Sexual Harassment Policy

**Date Appvd:**

**Status:** Approved June 2010

**Date Revised:**

**Omit:**

This policy applies to and prohibits all forms of illegal harassment and discrimination, not only sexual harassment. Accordingly, the Association absolutely prohibits harassment or discrimination based on sex, age, disability, perceived disability, marital status, personal appearance, sexual orientation, race, color, religion, national origin, veteran status or any other legally protected characteristic.

Sexual Harassment: Because confusion often arises concerning the meaning of sexual harassment in particular, it deserves special mention. Sexual harassment may take many forms, including the following:

- Offensive and unwelcome sexual invitations, whether or not the employee submits to the invitation, and particularly when a spoken or implied quid pro quo for sexual favors is a benefit of employment or continued employment;
- Offensive and unwelcome conduct of a sexual nature, including sexually-graphic spoken comments; offensive comments transmitted by e-mail or another messaging system; offensive or suggestive images or graphics whether physically present in the workplace or accessed over the Internet; or the possession of or use of sexually suggestive objects; and
- Offensive and unwelcome physical contact of a sexual nature, including the touching of another's body; the touching or display of one's own body, or any similar contact.

NOMMA is committed to providing an environment that is free of discrimination and unlawful harassment. Actions, words, jokes, or comments based on an individual's sex, race, ethnicity, age, religion, or other legally protected characteristic will not be tolerated. Sexual and other unlawful harassment (both overt and subtle) is a form of misconduct that is demeaning to another person, undermines the integrity of the employment relationship, and is strictly prohibited.

Employees or members who want to report an incident of sexual or other unlawful harassment should promptly report the matter to management. Employees or members can raise concerns and make reports without fear of reprisal.

Anyone engaging in sexual or other unlawful harassment will be subject to disciplinary action, up to and including termination of employment or membership.

**Monitoring:** Annual

# NOMMA ListServ Policy

Policy #45 – NOMMA Policies for Governance, Approved 6-6-12

## 1. Introduction

- 1.1. The NOMMA ListServ is an e-mail based discussion list for NOMMA members. While free and open discourse is encouraged, certain policies and rules are required to ensure that our online community remains fair, ethical, friendly, and legal.
- 1.2. ListServ is an old technology that pre-dates the Internet. The system works by bouncing emails from one person to all other subscribers on the list.
- 1.3. The ListServ is an outreach of NOMMA to foster networking, communication, and education in the industry. The ListServ fits the goals and objectives of NOMMA's strategic plan.
- 1.4. Subscription to the ListServ is entirely voluntary and members are encouraged to subscribe.

## 2. Antitrust

- 2.1. Most importantly, subscribers must not put NOMMA at legal risk by violating federal and state anti-trust laws. NOMMA takes a conservative view of the laws by simply saying "do not discuss prices" on the ListServ, although percentages are allowed.
  - 2.1.1. Do not discuss prices you charge or propose to charge your customers.
  - 2.1.2. Do not discuss the price you pay or propose to pay your suppliers, or the terms and conditions under which you buy and sell products.
  - 2.1.3. Do not discuss the hourly wage you pay employees.

## 3. Code of Ethics

- 3.1. All members must follow NOMMA's Code of Ethics on the Listserv. Most importantly:
  - 3.1.1. You will not solicit the services of employees of fellow members or knowingly contribute to their dissatisfaction in their existing employment.
  - 3.1.2. You will not make derogatory statements respecting fellow members pertaining to ability or integrity.

## 4. Rules

- 4.1. Do not post any defamatory, abusive, profane, offensive, or illegal materials.
- 4.2. Do not make unsubstantiated allegations, criticisms, or attacks on fellow members or organizations, including NOMMA.
- 4.3. Rude comments or personal attacks are forbidden.
- 4.4. Suppliers are NOMMA members too. It is inappropriate to make disparaging comments about a supplier's prices, terms, or service.
- 4.5. Do not post any information or attachments protected by copyright without the permission of the copyright owner.
- 4.6. Do not post unsolicited commercial messages. However, you can respond to inquiries by others.
- 4.7. Do stay on topic. The purpose of this list is to discuss topics related to the ornamental and miscellaneous metal fabricating industry, including fabrication, small business issues, and building codes.
- 4.8. Do not use the list to organize, raise funds, or conduct activities that conflict with NOMMA programs and policies.
- 4.9. Private messages should not be copied on the list without the permission of the original author.
- 4.10. Only members in good standing may be subscribed to the list.

## 5. Best Practices (Netiquette)

- 5.1. Identify yourself by name and company on every post.

- 5.2. If starting a new topic, make sure you update the Subject line.
- 5.3. Person-to-person messages, like "thanks for the information" should be sent privately.
- 5.4. No foul language. Subscribers should refrain from abusive or derogatory language that might be considered questionable by even the most liberal and open-minded of networkers. If you wouldn't say it in front of your mother, don't say it in electronic mail.

## **6. List Management**

- 6.1. NOMMA protects the privacy of its members and will not give your email to any third party service provider or supplier. The only exception to this rule is NOMMA's insurance program administrator. All emails are stored in a protected place.
- 6.2. NOMMA's ListServ vendor screens all emails for viruses and does an excellent job of stopping them. However, we cannot guarantee that a virus will not be distributed via the ListServ. Subscribers should still screen incoming emails with virus protection software.

## **7. Due Process**

- 7.1. NOMMA respects the democratic process for handling rule violations:
  - 7.1.1. First Violation: Written warning by the List Owner.
  - 7.1.2. Second Violation: Written warning, plus subscriber will be placed on Review for 90 days, meaning posts are subject to review before posting.
  - 7.1.3. Third Violation: Subscriber will be set to NOPOST for 90 days.
  - 7.1.4. Fourth Violation: Removal from the list.
  - 7.1.5. Appeal Process: A NOMMA member may appeal the decision of the List Owner by submitting a letter (email or print) to the NOMMA board.
- 7.2. NOMMA reserves the right to remove for any reason posted materials from the archives.

## **8. Troubleshooting**

- 8.1. The number one technical support issue is that members post from emails that are different than the one you subscribed under. If you do this, the ListServ has no way to know who you are.
- 8.2. Attachments are allowed but limited to 1 MB in size.

## **9. Disclaimers**

- 9.1. The National Ornamental & Miscellaneous Metals Association (NOMMA) accepts no responsibility for the opinions and information posted on this site by others. NOMMA disclaims all warranties with regard to information posted on this site, whether by NOMMA or any third party; this disclaimer includes all implied warranties of merchantability and fitness. In no event shall NOMMA be liable for any special, indirect or consequential damages or any damages whatsoever resulting from loss of use, data or profits, arising out of or in connection with the use or performance of any information posted on this site.
- 9.2. Lists are maintained and operated solely for the educational and nonprofit purposes of NOMMA. Your participation in a List is at your own risk. The posted materials could include misinformation, technical inaccuracies or other errors. They are provided to you "as is" without warranty of any kind, either express or implied, including but not limited to, implied warranties of merchantability and fitness for a particular purpose. NOMMA does not warrant that the functioning of a List will be uninterrupted or error-free, that defects will be corrected, or that a List or the server that makes it available are free of viruses or other harmful components. NOMMA does not warrant or make any representations regarding the use or the results of the use of the materials on a List in

terms of their correctness, accuracy, reliability, or otherwise. You (and not NOMMA) assume the entire cost of all necessary costs of correcting any malfunctions or errors to your project.

- 9.3. These terms shall be governed by and construed according to the laws of the state of Georgia, as they are applied to agreements entered into and to be performed entirely within Georgia. Any claim or cause of action arising out of or relating to these terms shall be barred unless such claim or cause of action is brought within one year after it arises; any such claim or cause of action shall be brought only in the state or federal courts in Georgia, and you consent to jurisdiction of such courts for the purpose of litigating such actions.
- 9.4. Information and opinions expressed on the list are not necessarily those of NOMMA.
- 9.5. Outside links – NOMMA cannot review links that may be embedded in the list posting and is not responsible for the privacy practices or the content of any linked materials, whether or not they are affiliated with NOMMA.
- 9.6. Archives - List Archives contain email messages that were generated and posted by individual List participants, as well as some official postings from NOMMA. The Archive is provided as a courtesy for the convenience of the List participants. The information and opinions expressed in these messages (the "posted content") are those of the sender, and are not necessarily approved or endorsed by NOMMA. It is the sole responsibility of the sender to ensure that the posted content is accurate and does not infringe or violate the intellectual property rights or other rights of third parties. NOMMA does not screen the posted content for such violations and makes no representations or warranties of any kind regarding the posted content.

## **10. Indemnification**

- 10.1. By posting any content on a List, you automatically agree to indemnify NOMMA, all other List participants, and any other person or entity affiliated with the List, from and against any and all third party claims, demands, liabilities, costs or expenses, including reasonable attorneys' fees, resulting from your breach of these posting restrictions.