



# Board Policies

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

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

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

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

Approved by the Board of Directors on October 2, 2019

NPCA Board Policies

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NPCA Board Policies  
**Section 100 – Definitions**

100.1 Definitions

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

- A. **Committee:** An entity created to promote and expand the association and/or precast industry as a whole in accordance with and to fulfill the association strategic plan (Bylaw Article V).
- B. **Product Committee:** An entity created to address product-specific topics in accordance with and to fulfill the association's strategic plan (Bylaw Article V).
- C. **Task Force:** An entity created by the chair of a committee or product committee or by the Chairman of the Board to accomplish a specific task for a specific period of time in accordance with and to fulfill the association's strategic plan, after which the entity ceases to exist.
- D. **Subcommittee:** An entity created by the chair of a committee or by the Chairman of the Board to accomplish a specific task for an indefinite period of time in accordance with and to fulfill the association strategic plan.
- E. **Member of the Corporation:** Any of the membership classes defined in Article IV of the Articles of Incorporation and also referred to in these policies as member company.
- F. **Representative of a Member of the Corporation:** An employee of a producer member or an associate member, or a professional, honorary, or retired member.
- G. **Member in good standing:** A member of the corporation who satisfies all outstanding financial accounts with the corporation within 30 days.
- H. **Affiliate:** Any group or organization of existing members of the Corporation or other persons or entities who share a common interest in the manufacture of precast concrete products and is classified as a 501(c)(6).
- I. **Quorum:** A minimum number of committee members needed to conduct official association business.
- J. **Regions:** The three geographical areas established to categorize members as follows:
  - a. Eastern: Connecticut, Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, New Brunswick, New Hampshire, New Jersey, New York, Newfoundland, North Carolina, Nova Scotia, Pennsylvania, Prince Edward Island, Quebec, Rhode Island, South Carolina, Vermont, Virginia, West Virginia.
  - b. Central: Alabama, Arkansas, Illinois, Indiana, Iowa, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Ohio, Ontario, Tennessee, Wisconsin.

- c. Western: Alaska, Alberta, Arizona, British Columbia, California, Colorado, Hawaii, Idaho, Kansas, Manitoba, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, Saskatchewan, South Dakota, Texas, Utah, Washington, Wyoming.
- K. **Administrative Year:** The amount of time from the passing of the gavel at one convention to the passing of the gavel of the subsequent convention.
- L. **Parent Company:** A producer member of the corporation owning one or more branch members of the corporation.
- M. **Conflict of Interest:** Any activity, transaction, relationship, service or consideration which is, or appears to be, contrary to the best interests of NPCA, or which the interests of an individual or another organization has the potential to be placed above those of NPCA.
- N. **Open Meetings:** Association meetings where official business is conducted and visitors are welcomed to attend and observe.
- O. **Visitors:** Any person who attends a committee meeting of which s/he is not an official member.
- P. **Main Committee:** Any entity that has created a task force or subcommittee, referred to as the main committee of the task force or subcommittee.
- Q. **Whistleblower:** A person making a protected disclosure, also referred to as “complainant”
- R. **Protected Disclosure:** Any good faith communication that discloses or demonstrates an intention to disclose information that may evidence improper association activity.

NPCA Board Policies

**Section 200 – Board of Directors**

200 *Board of Directors: Governance*

200.1 Responsibilities

- A. The Board of Directors role is to ensure the fulfillment of the organization's mission and legal accountability for its operations.

200.2 Membership

- A. Each member of the Board of Directors shall be a representative of a member of the corporation in good standing.
- B. No two members of the Board of Directors shall represent the same member of the corporation.
- C. The Board of Directors shall consist of a Chairman of the Board, Chairman-Elect, Secretary/Treasurer, twelve producer directors and three associate directors.
- D. The President of the Corporation and the Immediate past chairman of the Board shall serve as non-voting members of the Board.
- E. All incoming members of the board of directors shall have completed NPCA's Association Leadership School prior to taking office.
- F. All members of the Board of Directors shall read, understand, agree to abide by and submit a signed copy of the NPCA Antitrust Policy, a Conflict of Interest Disclosure Form (found in the Appendix) and the NPCA Confidentiality Agreement to the President.

200.3 Terms

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

200.4 Succession

- A. The directors shall continue to serve until their successors are elected and qualified, or until the earlier of their death, resignation, disqualification, or removal by members, or until there is a decrease in the number of directors; provided, however, that a director cannot be removed by such decrease unless in connection with an election of directors by members of the corporation.



- B. Notices of resignation from the Board of Directors shall be submitted to the Chairman of the Board with the exception of the Chairman of the Board, who shall submit notice of resignation to the Board.

#### 200.5 Elections

- A. The producer members shall be entitled to nominate from their fellow eligible producer members nine directors. Producer members shall nominate the three producer members to be elected at the annual business meeting of the members of the Corporation.
- B. The Associate members shall be entitled to nominate from among their fellow eligible associate members three directors. The associate directors shall recommend the associate members to be submitted to the NPCA Nominating Committee. The NPCA Nominating Committee shall nominate one associate member from those submitted to be elected at the annual business meeting of the members of the Corporation.

#### 200.6 Vacancies

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

201 *Board of Directors: Changes in Status*

201.1 Employment Status

- A. Each member of the Board of Directors shall immediately inform the Board of any employment change that may impact his/her Board eligibility within 30 days.
- B. Board seats shall be preserved for individuals whose employment change
  - a. Maintains precast industry affiliation
  - b. Maintains the same membership status and class
  - c. Maintains reasonable region representation on the Board
- C. The Board of Directors may request resignation of any Board member as a result of change in employment.
- D. If a resignation is sought, the Board of Directors alone shall decide on a replacement, in accordance with Board Policies on vacancies.

201.2 Mergers & Acquisitions

- A. If there is a change in the membership status of a member of the Board due to a merger or acquisition of their member company, the Board of Directors shall decide if a resignation should be sought.
- B. If such change in membership status of a Board member results in multiple Board representatives from the same company or parent company, the Board of Directors may request resignation of either Board member.
  - a. The Board of Directors shall consider the tenure of each individual affected by the change.
  - b. Preference shall be given to any individual currently serving on the Executive Committee or as an officer, regardless of tenure.
  - c. The Board of Directors shall immediately request resignation from the individual with the least tenure if and only if such change results in two members of the Executive Committee from the same company or parent company.
  - d. The Board of Directors may decide not to solicit resignation of either Board member affected by the change.
- C. Requests for resignation must be honored within 10 days.

202 *Board of Directors: Association Leadership School*

Attendance & Requirements

- A. The Association Leadership School (ALS) shall be available year-round as an on-line course.
- B. Any employee of a member company in good standing shall be eligible to complete the ALS Course.
- C. Within 60 days of successful completion of the on-line ALS Course, the member may submit a Resume of Qualifications to the NPCA President for consideration by subsequent nominating committees.

203 *Board of Directors: Meeting Expense Reimbursement*

203.1 Attendance & Requirements

A. Meeting attendance shall be required as noted in the following table:

Meeting	Required Attendance
THE PRECAST SHOW	Board of Directors; Committee and Products Committee Chairs
Spring Board of Directors Meeting	Board of Directors
Mid-year Committee Meetings	Committee and Product Committee Chairs; Board Liaisons
Budget & Finance Committee Meeting	Executive Committee
NPCA Annual Convention	Board of Directors; Committee and Product Committee Chairs

B. Hotel accommodations (room and tax only) and association sponsored meal functions for meetings other than THE PRECAST SHOW, the NPCA Annual Convention and Committee Week shall be paid for by the National Precast Concrete Association.

C. Airfare, incidental charges and meals not sponsored by the association are the responsibility of the member at all meetings.

204 *Board of Directors: Whistleblower Policy*

204.1 Purpose

Whistleblower laws generally forbid an employer from taking any retaliatory action against an employee who discloses fraudulent or other improper association activity. Retaliatory action is defined to include discharge, suspension, demotion, or any other action adversely affecting the terms and conditions of the employment.

204.2 Improper Association Activity

An improper association activity is any unlawful activity by an employee that is undertaken in the performance of the employee's official duties, such as:

- A. Any unlawful action, including, but not limited to, corruption, bribery, theft, fraud, coercion, misuse of association property, etc.
- B. Any action that would indicate fraudulent financial reporting.

### 204.3 Procedures

The whistleblower policy is intended to be used for serious and sensitive issues relating to fraudulent financial reporting, unethical or illegal conduct.

- A. Reports should be submitted in writing to assure clear understanding of the issues raised.
  - a. Reports should be factual rather than speculative.
  - b. Reports should contain as much specific information as possible.
  - c. Caution must be exercised to avoid baseless allegations.
- B. Reports should be submitted directly to the chairman of the board. The chairman of the board will involve the Audit Committee, if warranted. The chairman of the board and the Audit Committee (if warranted):
  - a. Shall assess the nature, extent and urgency of the protected disclosure.
  - b. Shall determine the proper investigative procedure for each protected disclosure, if warranted. Some concerns may be resolved by agreed action without the need for investigation.
  - c. Shall inform the complainant of the disposition of his or her protected disclosure if there are no overriding legal or public interest concerns.
- C. An employee shall report improper association activity as soon as he or she has an adequate factual basis for doing so.
- D. Every effort will be made to protect the complainant's identity, but reports may be submitted anonymously.
  - a. This policy encourages employees to put their names to allegations for potential follow-up by the Audit Committee, but at no time will any member of the Audit Committee seek to identify an anonymous complainant.
  - b. Anonymous protected disclosures will be considered; consideration will be given to the seriousness of the allegation, the credibility of the concern and the likelihood of confirming the allegation through other sources.
  - c. To the extent possible within the limitations of law and policy and the need to conduct a competent investigation, confidentiality of complainants will be maintained. Similarly, the identity of the subject(s) of the investigation will be maintained in confidence with the same limitations
- E. The complainant must demonstrate sufficient grounds for concern, but the Audit Committee shall investigate the allegation thoroughly.
- F. Baseless or malicious allegations
  - a. Are those for which there are no sufficient grounds for concern and may defame or otherwise compromise the integrity of the reported individual.
  - b. Will be considered improper conduct on the part of the complainant.
  - c. May result in disciplinary action

#### 204.4 Safeguards

The following safeguards are in place to ensure that every improper association activity is brought to the attention of the Audit Committee:

- A. Harassment or victimization of the complainant will not be tolerated.
- B. Every effort will be made to protect the complainant's identity.
- C. A complainant's right to protection from retaliation does not extend to immunity for any complicity in the matters that are the subject of the protected disclosure or investigation.

#### 204.5 Employment-related Concerns

Employment-related concerns should continue to be reported through the normal channels as outlined in the NPCA Personnel Policies.

NPCA Board Policies  
**Section 300 – Committees**

300 *Board Appointed Committees*

300.1 Definitions

The Committees shall be as follows:

- Convention Planning
- Education
- Engineering and Technology
- Outreach
- Quality Assurance/Quality Control (QA/QC)
- Safety

300.2 Name Changes

- A. Any proposed changes in the name or scope of a committee shall require approval of the Board of Directors.

300.3 Responsibilities

The duties and scope of responsibility of each committee shall be:

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

300.4 Board Committee Membership

- A. Each committee member shall be a Representative of a Member of the Corporation in good standing.

Each committee shall consist of a chair, a secretary, the immediate past chair, and others, not to exceed a total of fifteen (15) committee members. The QA/QC Committee membership will consist of 15 voting members, with no less than 10 certified plant producers, up to three associate members and two DOT officials. There will also be up to two additional slots for non-voting consulting experts.

- B. The immediate past chair shall serve a one-year term on the committee upon completion of his/her term as chairman.
- C. In no case shall there be less than 50% Producer members on any committee.
- D. Each member of an individual committee must be a representative from a different member company of the Corporation.
- E. All members of board appointed committees shall read, understand, agree to abide by and submit a signed copy of the NPCA Antitrust Policy and a Conflict of Interest Disclosure Form (found in the Appendix) to the President. All chairs of board appointed committees shall also sign the NPCA Confidentiality Agreement for Committee Chairs.
- F. All members of board appointed committees shall submit a completed Committee Member Application form (Appendix E) to the Chairman of the Board for consideration.
- G. The Chairman-elect shall appoint and chair a Convention Planning Committee. Additional members shall include, but not be limited to a producer member and spouse, an associate member and spouse and the spouse of the Chairman-elect.

### 300.5 Board Committee Chairs

#### Appointment

- A. The Chairman-Elect shall appoint or re-appoint committee chairs no later than three months prior to commencement of his/her term of office.
- B. The Outreach Committee chair shall be a member of the Executive Committee.
- C. Members of the Board of Directors are not eligible to serve as chair of a committee, except for the Outreach Committee.
- D. Each committee chair must be employed by a producer or associate member in good standing and must have served at least one year on the committee immediately prior to appointment.
- E. Up to two eligible board committees may be chaired by an associate member in good standing, during a term. The eligible board committees are: Education, Engineering and Technology, Outreach and Safety.

#### Terms

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

#### Vacancies

- G. Should a committee chair not be able to fulfill his/her term, the Chairman of the Board shall appoint a replacement. Committee chairs shall replace task force and subcommittee chairmen who are not able to complete their terms.
- H. Any committee chair can be removed at the discretion of the Chairman of the Board at any time.

- a. The Chairman of the Board shall notify the committee chairman in person or via phone of the decision before submitting formal notification in writing
  - b. The Chairman of the Board shall notify the committee members via conference call immediately after informing the chair of the committee
  - c. The Chairman of the Board shall immediately replace the committee chairman to ensure continuity of committee work.
  - d. Written notification shall reach all committee members within seven business days of verbal notification
- I. Any task force or subcommittee chair can be removed at the discretion of the chairman of the main committee or the Chairman of the Board at any time.
- a. The Chairman of the Board and the chairman of the main committee shall consult and agree on the decision jointly
  - b. The chairman of the main committee shall notify the task force or subcommittee chair in person or via phone of the decision before submitting formal notification in writing
  - c. The Chairman of the Board, in consultation with the main committee chair, shall immediately fill the vacancy to ensure continuity of committee work.
  - d. Written notification shall reach all task force or subcommittee members within seven business days of verbal notification

### 300.6 Board Committee Members

#### Appointment

- A. The chair of each committee shall recommend members to serve on the committee. Such recommendations shall be subject to approval by the Chairman-Elect.

#### Terms

- B. The term for committee membership should generally be three years, subject to annual review by the Chairman-Elect. In no case shall a member of a committee serve more than two consecutive three-year terms, unless that member succeeds as chair. (Bylaw Article V)

#### Vacancies

- C. Should a committee member not be able to complete his/her term, the Chairman of the Board, in consultation with the committee chair, shall decide if a replacement should be appointed.
- D. Any committee member can be removed at the discretion of the committee chair, in consultation with Chairman of the Board, at any time.
- a. The Chairman of the Board shall jointly agree with the committee chairman in person or via phone before notifying committee members in person or via conference call



- b. The committee chairman shall decide whether or not to recommend a replacement for the vacant committee seat
- E. Any task force or subcommittee member can be removed at the discretion of the chairman of the main committee at any time.
  - a. The chairman of the main committee and the chairman of the task force or subcommittee shall consult and agree on the decision jointly
  - b. The chairman of the task force or subcommittee shall notify the task force or subcommittee member in person or via phone of the decision before submitting formal notification in writing
  - c. The chairman of the task force or subcommittee, in consultation with the main committee chair, may fill the vacancy if desired.

#### Mergers & Acquisitions

- A. If there is a change in the membership status of a member of any committee due to a merger or acquisition of their member company, the Chairman of the Board shall decide if a resignation should be sought.
- B. If such change in membership status of a committee member results in multiple representatives from the same company or parent company, the Chairman of the Board may request resignation of either committee member.
- C. The Chairman of the Board shall consider the tenure of each individual affected by the change.
- D. The Chairman of the Board may decide not to solicit resignation of either committee member affected by the change.
- E. Requests for resignation must be honored within 10 days.

### 300.7 Board Liaisons for Board Committees

#### Appointment

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

#### Terms

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

#### Responsibilities

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

### 300.8 Subcommittees for Board Committees

#### Appointment

- A. The committee chair may form a subcommittee and appoint members to serve on the subcommittee. Such appointments shall be subject to approval by the chairman of the Board.
- B. The chair of the subcommittee shall be a producer or associate member of the main committee.

#### Membership

- C. Other than the chair of the subcommittee, the members of the subcommittee may be other NPCA members in good standing or non-NPCA members if they bring needed expertise to the subcommittee.
- D. Each member of an individual subcommittee must be a representative from a different member company of the Corporation.
- E. All members of the subcommittee shall read, understand, agree to abide by and submit a signed copy of the NPCA Antitrust Policy and a Conflict of Interest Disclosure Form (found in the Appendix) to the President.
- F. In no case shall there be less than 50% producer members on the subcommittee.

#### Terms

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

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

The QA Review Subcommittee reports directly to the Main Committee.

#### The QA Review Subcommittee's role is to:

- A. Hear grievances that have been submitted in writing to NPCA from plants, Departments of Transportation or other specifying agencies.
- B. Resolve disputes between plants and NPCA or the inspection agency.
- C. Review appeals from plants.
- D. Review corrective action taken by plants that have failed an inspection and/or plants that are on probation and determine if an immediate re-inspection is warranted.
- E. Review the materially changed conditions (such as change in ownership, building a new plant, or installation of new production equipment) and determine if an immediate re-inspection is warranted.

### Membership

- F. The QA Review Subcommittee shall consist of the QA Committee Chairman and three current QA Committee members.
- G. The Chairman of the QA Committee will make recommendations of members to serve on the QA Review Subcommittee. Such recommendations shall be subject to approval by the Chairman of the Board.
- H. The QA Review Subcommittee will rotate at least one new subcommittee member onto the subcommittee each year in conjunction with the new committee appointments.
- I. No subcommittee member will serve more than three consecutive years unless s/he becomes Chairman of the QA Committee, in which case three additional years may be served.
- J. All members of the QA Review Subcommittee shall read, understand, agree to abide by and submit a signed copy of the NPCA Antitrust Policy and a Conflict of Interest Disclosure Form (found in the Appendix) to the President.

### Meetings

- K. The QA Subcommittee will meet on a monthly basis via conference call when review items in need of resolution exist.
- L. An unscheduled conference call or meeting may be called with written notice to all subcommittee members ten days prior to the meeting date. Timely notice may be waived by any member of the subcommittee if notice of the waiver is recorded in the minutes.
- M. QA Subcommittee meetings will be closed.
- N. The Chairman and a minimum of two members of the subcommittee must be present during conference calls or meetings in which business is being conducted, including reviews of plant certification status.
- O. At the discretion of the QA Committee Chairman, outside individuals may be invited to participate in limited portions of the meetings related to the individual's area of expertise. This may include plant certification inspectors, plant representatives, or other individuals with relevant knowledge of the issues at hand. The minutes will reflect the individual's participation in the meeting including the times s/he joined and left the meeting.
- P. Minutes will be kept of all meetings and approved by the QA Committee chairman and the NPCA President. Containing specific information relating to plants' individual certification statuses and scores, minutes will remain confidential unless directed by the court or the NPCA Board of Directors for legitimate review and stated reasons.

### Procedures

- Q. The QA Review Subcommittee will automatically review inspection reports for plants that achieve an overall score less than 80% or less than 75% on a Critical Section. Additional requests for review of a plant's certification status or grievance must be submitted in writing to the Director of Certification Programs.

- R. A specifying or regulatory agency requesting a re-inspection of a certified plant must provide written objective evidence as to why the re-inspection is warranted. The request and supporting information must be submitted to the Director of Quality Assurance Programs.
- S. The Subcommittee will review the request and supporting information to determine if the re-inspection is warranted.

Conflict of Interest

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

301 *Standing Committees*

301.1 Definition

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

301.2 Name Changes

- B. Any proposed changes in the name or scope of a standing committee shall require approval of the Board of Directors.

302 *Executive Committee*

302.1 Responsibilities

The Executive Committee shall have the following responsibilities:

- A. Act as the steering committee for the Board of Directors.
- B. Prepare, in cooperation with the President, the annual budget for adoption by the entire Board of Directors.
- C. Determine the time and place for all meetings of the Board of Directors.
- D. Act for the Board of Directors between meetings of the Board on matters requiring immediate attention, to the fullest extent permitted but only upon a unanimous vote of those members present at a meeting at which a quorum is present.

- E. Acts as the NPCA Audit Committee. Responsibilities of the Audit Committee include:
  - a. Employ the independent CPA firm for audit and review services.
  - b. Review the certified financial statements and management letter issued by the independent CPA firm.
  - c. Meet with representatives of the CPA firm to review the audit results and discuss any issues.
  - d. The chairman (Secretary/Treasurer) ensures any needed corrective action is implemented by staff and reports findings to the Board of Directors.
  - e. Reviews compliance with NPCA financial policies

### 302.2 Membership

- A. The Executive Committee shall consist of the Chairman of the Board, Chairman-Elect, Secretary/Treasurer, Immediate Past Chairman, three producer directors and one associate director nominated on an annual basis by the Nominating Committee.
- B. The President of the corporation and the Immediate Past Chairman shall serve as non-voting members of the Committee.

### 302.3 Terms

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

### 302.4 Vacancies

- A. Should an Executive Committee member not be able to complete his/her term, Section 200.6 of these Board Policies shall govern to fill the board vacancy. A replacement for the vacant Executive Committee position shall be selected by the Board of Directors at a special meeting or at the next Board of Directors meeting
- B. A member of the Executive Committee may only be removed from the Executive Committee by a majority vote of the Board of Directors

### 302.5 Subcommittees

The Executive Committee shall be structured with the following subcommittees:

Compensation:

Membership: Chairman of the Board (chair), Chair-elect, Secretary/Treasurer

Responsibilities:

- Organize and conduct the annual review of the President.
- Create a recommendation to the Board that includes salary and bonus.
- Propose a pay and benefits aggregate increase level for total staff salaries.

#### Strategic Planning:

Membership: Chairman of the Board (chair), Chair-elect, Secretary/Treasurer

Responsibilities:

- Monitor quarterly progress on the Strategic Plan.
- Prepare the agenda for the Spring Board Retreat.
- Create goals for the retreat.

#### Convention Planning:

Membership: Chair-elect (chair), Producer board member of choice, associate board member of choice.

Responsibilities:

- Review the facilities and activities at the upcoming year's convention site in early March or April.
- Create the Convention agenda
- Consult with the Education Committee on the education plan offered
- Review transportation and logistics.

#### Trade Show Location:

Membership: Chair-elect (chair), Producer member of Executive Committee, Associate member of Executive Committee

Responsibilities:

- Review TPS locations three years out with emphasis on logistics, value and attendance goals
- Create a three-year forecast of show revenue and attendance, presenting to the Board for review and approval.

#### Budget/Audit:

Membership: Secretary/Treasurer (chair), two producer members of the Executive Committee

Responsibilities:

- Meet with the association's independent auditor to plan the audit scope and engagement.

- Review and approve the annual audit notes with the association's independent auditor
- Review and approve the audit report for presentation and review by the Executive Committee and Board at the Precast Show meeting.
- Review preliminary budget for presentation to the Executive Committee at the August meeting.
- Present the budget to the Board at the Convention for review and approval.

Governance:

Membership: Secretary/Treasurer (chair), two producer members of the Executive Committee

Responsibilities:

- Review Association Bylaws, Policy and protocol as directed by the Board
- Recommend updates, additions and deletions for review and approval by the Board, or in the case of the Bylaws, by the membership. Recommendations due 30 days prior to the scheduled meetings for inclusion in the meeting agenda.

303 *Nominating Committee*

303.1 Responsibilities

The duties and scope of responsibility of the nominating committee shall be to:

- Submit to the membership prior to each annual meeting nominees for officers and for all directors of the Board of Directors.
- Provide at least one name for Secretary/ Treasurer, Chairman Elect and each producer directors to be filled, plus an alternate.
- Submit a list of nominees to the Executive Committee no less than 60 days prior to the annual meeting.
- Submit sixty days prior to the annual meeting a list of nominees for the four Executive Committee positions, three producer directors and one associate director, to the Chairman of the Board.

303.2 Membership

- Membership to the nominating committee is open to any NPCA producer or producer branch member in good standing and to any one associate member in good standing, appointed at the discretion of the chairman of the nominating committee. The associate member will serve as ex-officio.
- No more than two members of the committee may reside in the same region
- Each member of the nominating committee shall be a representative from a different member of the corporation

- D. The chairman of the nominating committee may appoint any qualified member to join the nominating committee.
- E. All members of the nominating committee shall read, understand, agree to abide by and submit a signed copy of the NPCA Antitrust Policy and a Conflict of Interest Disclosure Form (found in the Appendix) to the President

### 303.3 Committee Chairman

#### Appointment

- A. The past chairman of the Board, after serving as a non-voting member of the Board of Directors, shall automatically succeed as chair of the nominating committee.
- B. While serving as a non-voting member of the Board of Directors, the Immediate Past Chairman shall also serve as a non-voting member of the nominating committee.
- C. The nominating committee chair must be employed by a producer member in good standing.

#### Duties

- D. Submit a nominee list to the Board of Directors with consideration to criteria in Section 5.3 of the Association bylaws and 303 of the NPCA Board Policies.
- E. Provide written notice to members eligible for Executive Committee service and provide them the opportunity to prepare a written resume of qualifications for the position.
- F. Canvass the membership for highly qualified persons to serve on the Board of Directors and provide them the opportunity to prepare a written resume of qualifications for the position.
- G. Submit to the President the written resume of qualifications of all non-selected candidates to keep on file in the event of a vacancy

#### Terms

- H. Nominating committee chairman may only serve one, one-year term.

#### Vacancies

- I. Should a nominating committee chair not be able to fulfill his/her term, the immediate past Chairman of the Board shall become chairman of the nominating committee automatically and serve until the close of the full term.

### 303.4 Committee Members

- A. Nominating committee members shall be employed by member companies in good standing.



### Appointment

- B. Nominating committee members shall be appointed by the nominating committee chair

### Terms

- C. Nominating committee members may serve a maximum of two consecutive one-year terms, if and only if appointed by the chairman of the nominating committee.

### Vacancies

- D. Should a committee member not be able to complete his/her term, the chairman of the nominating committee, in consultation with the Chairman of the Board, shall decide if a replacement should be appointed.
- E. Any nominating committee member can be removed at the discretion of the committee chair, in consultation with Chairman of the Board, at any time.

## 303.5 Committee Operating Procedures

- A. The Chair may solicit references on candidates from Association members to provide relevant information regarding the ability of candidates.
- B. Once per year the Committee will review the NPCA strategic plan and other documents the Chair deems important so that members fully understand the challenges future NPCA leaders will face.
- C. Meetings are not limited to one per year and will be held at the discretion of the Chair either in person or via teleconference.
- D. Ensure that all nominees understand the requirements of the position for which they are nominated to include the time commitment and financial obligations
- E. Communications to the Committee or individual members should be in writing and be routed through the Chair.
- F. A member of the Committee may nominate someone from their organization but must abstain from voting on the candidate.
- G. In selecting nominees, the Committee will select the best-qualified candidates with consideration for regional representation and the Association membership profile.
  - a. Campaigning shall be highly discouraged
  - b. The board nominee evaluation form in Appendix A shall be used to evaluate each candidate

## 304 *Product Committees*

### 304.1 Definitions

The Committees shall be as follows:

- Above Ground Products
- Transportation Infrastructure
- Wastewater Treatment
- Underground Products and Infrastructure

### 304.2 Responsibilities

The duties and scope of responsibility of each committee shall be:

- B. provide guidance on manufacturing practices and identify opportunities to expand and improve the market.
- C. to gather information, investigate and address issues and develop industry standards and practices.

The duties and scope of the Board of Directors shall be:

- D. to manage product committee progress, approve product committee work and evaluate need for existing and/or additional product committees.

### 304.3 Product Committee Changes

- A. Any proposed changes in the name or scope of a Product Committee shall require approval of the Board of Directors.
- B. Any group of members may complete the form in Appendix D to recommend that the Board of Directors create new Product Committees based on information gathered and evaluated on the following criteria:
  - a. The presence of an opportunity or threat related to the product
  - b. A significant number of producer members (as determined by the Board of Directors) that make or intend to make the product
  - c. A majority of those members expressing an interest and commitment to the product committee
- C. The Chairman of the Board, in consultation with the product committee chair, may disband a product committee at any time

### 304.4 Product Committee Membership

For product committees:

- A. Each member shall be a Representative of a Member of the Corporation in good standing.
- B. Each committee shall at a minimum consist of a chair, a secretary and the immediate past chair, and others, not to exceed a total of fifteen (15) committee members.

- C. The immediate past chair shall serve a one-year term on the committee upon completion of his/her term as chair.
- D. In no case shall there be less than 50% Producer members on any product committee.
- E. Each member of an individual committee must be representative from a different member company of the Corporation in good standing or non-member stakeholders (specifiers, regulators, etc.) if they bring needed expertise to the committee.
- F. All members of product committees shall read, understand, agree to abide by and submit a signed copy of the NPCA Antitrust Policy and a Conflict of Interest Disclosure Form (found in the Appendix) to the President. All chairs of product committees shall also sign the NPCA Confidentiality Agreement for Committee Chairs.

### 304.5 Product Committee Chairs

#### Appointments

- A. The Chairman-Elect of the board shall appoint or re-appoint Product Committee chairs no later than three months prior to commencement of his/her term of office.
- B. Representatives of the Board of Directors are not eligible to serve as chair of a product committee.
- C. Each product committee chair must be employed by a producer member in good standing and must have served at least one year on the committee immediately prior to appointment.

#### Terms

- D. Each product committee chair may serve for a maximum of three consecutive one-year terms.

#### Vacancies

- A. Should a product committee chair not be able to fulfill his/her term, the Chairman of the Board shall appoint a replacement.
- B. Any product committee chair can be removed at the discretion of the Chairman of the Board at any time.
  - a. The Chairman of the Board shall notify the committee chairman in person or via phone of the decision before submitting formal notification in writing
  - b. The Chairman of the Board shall notify the committee members via conference call immediately after informing the chair of the committee
  - c. The Chairman of the Board shall immediately replace the committee chairman to ensure continuity of committee work.
  - d. Written notification shall reach all committee members within seven business days of verbal notification

- C. Any task force or subcommittee chair can be removed at the discretion of the chairman of the main committee or the Chairman of the Board at any time.
  - a. The Chairman of the Board and the chairman of the main committee shall consult and agree on the decision jointly
  - b. The chairman of the main committee shall notify the task force or subcommittee chair in person or via phone of the decision before submitting formal notification in writing.
  - c. The Chairman of the Board, in consultation with the main committee chair, shall immediately fill the vacancy to ensure continuity of committee work.
  - d. Written notification shall reach all task force or subcommittee members within seven business days of verbal notification.

#### 304.6 Product Committee Members

##### Appointments

- A. The chair of each product committee shall recommend to the Chair-Elect members to serve on his/her respective product committee. Such recommendations shall also be subject to approval by the Chairman of the Board.

##### Terms

- B. A term for product committee membership should generally be three years, subject to annual review by the Chairman-Elect.

##### Vacancies

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

- b. The chairman of the task force or subcommittee shall notify the task force or subcommittee member in person or via phone of the decision before submitting formal notification in writing.
- c. The chairman of the task force or subcommittee, in consultation with the main committee chair, may fill the vacancy if desired.

#### Mergers & Acquisitions

- A. If there is a change in the membership status of a member of any committee due to a merger or acquisition of their member company, the Chairman of the Board shall decide if a resignation should be sought.
- B. If such change in membership status of a committee member results in multiple representatives from the same company or parent company, the Chairman of the Board may request resignation of either committee member.
- C. The Chairman of the Board shall consider the tenure of each individual affected by the change
- D. The Chairman of the Board may decide not to solicit resignation of either committee member affected by the change.
- E. Requests for resignation must be honored within 10 days.

### 304.7 Board Liaisons for Product Committees

#### Appointments

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

#### Terms

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

#### Responsibilities

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

### 304.8 Subcommittees of Product Committees

#### Appointment

- A. The committee chair may form a subcommittee and appoint members to serve on the subcommittee. Such appointments shall be subject to approval by the Chairman of the Board.
- B. The chair of the subcommittee shall be a producer or associate member of the main committee.

### Membership

- C. Other than the chair of the subcommittee, the members of the subcommittee may be other NPCA members in good standing or non-NPCA members if they bring needed expertise to the subcommittee.
- D. Each member of an individual subcommittee must be a representative from a different member company of the Corporation.
- E. All members of the subcommittee shall read, understand, agree to abide by and submit a signed copy of the NPCA Antitrust Policy and a Conflict of Interest Disclosure Form (found in the Appendix) to the President.
- F. In no case shall there be less than 50% producer members on the subcommittee.

### Terms

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

## 305 Task Forces

### 305.1 Appointment

- A. The Chairman of the Board, the chair of a board committee or the chair of a product committee may form a task force and appoint the chair and members to serve on the task force.
- B. The chair of the task force shall be a producer or associate member of the main committee.

### 305.2 Task Force Membership

- C. The members of the task force may be other NPCA members in good standing or non-NPCA members if they bring needed expertise to the task force.
- D. The members of a task force of the Board of Directors, must be members of the Board of Directors.
- E. A task force with members from the general NPCA membership may be created by the Chairman of the Board.
- F. Each member of an individual task force must be a representative from a different member company of the Corporation.
- G. All members of the task force shall read, understand, agree to abide by and submit a signed copy of the NPCA Antitrust Policy and a Conflict of Interest Disclosure Form (found in the Appendix) to the President.
- H. In no case shall there be less than 50% producer members on the task force.

### 305.3 Term

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

## 306 *Voting & Parliamentary Procedures*

### 306.1 Quorum

A minimum of 50% of a committee product committee voting members shall constitute a quorum for transaction of any committee business, except as otherwise governed by the by-laws. The chair of committees is a voting member.

### 306.2 Voting by Proxy

- A. Voting by proxy shall be disallowed for Board of Directors
- B. Voting by Proxy shall be disallowed for all standing committees
- C. Voting by proxy shall be allowed for all board appointed committees
- D. Voting by proxy shall be allowed for all product committees
- E. Where voting by proxy is allowed, meeting minutes shall clearly note the name and company of the absentee member and the name and company of the stand-in member.

### 306.3 Meeting Attendees (Visitors)

- A. All meetings where voting by proxy is allowed shall be designated as open meetings.
- B. All visitors shall be given a copy of the meeting agenda and shall be allowed to observe the committee conduct official business.
- C. In order to preserve order, visitors shall first be acknowledged by the chairman of the meeting before contributing to any agenda discussion.
- D. Visitors shall be allowed to present new issues/ideas for the meeting to address/consider
  - a. Visitors shall present new issues/ideas to the chairman prior to the meeting for approval and inclusion on the meeting agenda
  - b. The chairman of any open meeting shall solicit the association membership for potential agenda items that visitors wish to be addressed at the meeting
  - c. Visitors shall respond to the call for agenda items within the specified time
  - d. All responses to the call for agenda items shall be subject to the approval of the chairman of the meeting.
  - e. A visitor shall be allowed to discuss any item s/he submitted prior to the meeting and approved by the chairman for inclusion on the agenda.
  - f. Prior to the meeting, visitors shall submit any and all handouts pertaining to their approved agenda item to the chairman of the meeting for approval.
- E. Visitors shall not have voting rights in any meeting.

- F. The chairman of the meeting shall advise any and all visitors of this policy before the meeting commences.

#### 306.4 Bylaw and Articles of Incorporation Amendments

- A. Proposed changes or amendments to the NPCA Bylaws or Articles of Incorporation must first be considered by the Executive Committee.
- B. If the proposed change or amendment is approved by the Executive Committee, a draft of the change or amendment must be sent to the Board of Directors for their consideration.
- C. The change or amendment must be considered by the Board of Directors over two board meetings.
  - a. During the first meeting, the proposal would be introduced and discussed.
  - b. During the second meeting, discussion would continue, and a vote would be taken.
- D. If the proposed change or amendment is approved by the Board of Directors at the second meeting, the draft of the amendment, along with explanation, is sent to the full membership in accordance with the notice provisions in the bylaws.

#### 307 *Project Funding*

##### 307.1 Optional Programs

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

##### Written Requests

- B. All proposed optional programs (Appendix G) shall be submitted in writing to the Executive Committee for consideration and for recommendation to the board of directors for final disposition. The Executive Committee may recommend that an optional program request be sent to the Educational Foundation for funding consideration.
- C. All proposals for optional programs shall, at a minimum, include:
  - a. Supporting documentation of the merit of the optional program
  - b. The scope of the project at varying levels of funding
  - c. Estimated direct costs at each level of funding
  - d. The minimum amount of funds to be requested from each supporting company, called the unit cost, and supporting documentation justifying the unit cost
  - e. Written commitment from each committee member agreeing to fund the program at a minimum of one-unit cost



### Time of Consideration

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

### Program Ballots

- E. An optional program ballot shall be developed by the Executive Committee for approved optional programs
- F. Ballots shall list all approved optional programs and shall be submitted to voting members of all producer and associate member companies
- G. The canvass time of the ballot shall be determined by the Executive Committee based on the number and nature of the programs being balloted
- H. Results of the ballot will be submitted to all voting members within thirty (30) days of the conclusion of the ballot process

### Member Payment

- I. Member companies voting for programs that are approved by the board of directors will be invoiced accordingly within forty-five (45) days following the resolution of the ballot
- J. Members are expected to make full payment of optional programs according to their ballot record
- K. Optional ballot funds are non-refundable, except that all funds collected for a cancelled optional program may be refunded at the voting members' request, less any associated expenses incurred by the optional program

## 308 *Reporting*

### 308.1 Funding Policy

- A. All Board Appointed committees (as defined in Section 300.1) may solicit the Board of Directors for funds annually.

### Budget Requests

- B. All requests from board appointed committees for project funding shall be submitted to the President.
- C. The standard Budget Request Form (Appendix A) shall be used by all board appointed committees.
- D. All Budget Request Forms (Appendix A) will be submitted by the President to the Executive Committee for review during the annual budget preparation meeting. The Executive Committee may recommend that a budget request be sent to the Educational Foundation for funding consideration.
- E. The President will report back to each board appointed committee chair the disposition of the budget request.

308.2 Board Reports

- A. All committees and product committees shall be accountable to the Board of Directors for accomplishing designated items of the strategic plan.
- B. All committee reports shall be submitted to the President.

NPCA Board Policies

**Section 400 – Affiliate Membership**

400.1 Definitions:

- A. Affiliate: Any group or organization of existing members of the Corporation or other persons or entities who share a common interest in the manufacture of precast concrete products and is classified as a 501(c)(6).
- B. Common interest: Consistent with the NPCA Mission and Strategic Plan.

400.2 Dues:

- A. NPCA will not charge dues for Affiliate Membership.

400.3 Approval Process

- A. Organizations or entities interested in Affiliate Membership must complete the application.
- B. The Board of Directors will review each application and check compliance with the following requirements:
  - a. Membership requirements – according to the NPCA Bylaws, Article XI, Section 11.1.
  - b. Jurisdiction of existing affiliates – Affiliate membership for two organizations representing similar territories and product segments may not be permitted. Territory is defined as a state, province, region, or country.
  - c. Bylaws – All affiliates must have written bylaws, as approved by their Board of Directors and membership.
  - d. All Affiliate applicants must include a written copy of their mission statement, vision statement or strategic plan. The Board of Directors will review these documents to ensure the organization shares a common interest with NPCA.
  - e. The affiliate status of any group may be revoked by the Board of Directors, as stated in the NPCA Bylaws, Article XI, Section 11.4.

400.4 Benefits

- A. The NPCA President, in accordance with the constraints of the NPCA staff, will decide upon the level of support to affiliates. Following is an explanation of the membership benefits for affiliates:
  - a. Technical support – Technical support may be available to affiliates, but will be evaluated by the Technical Services Department on a case-by-case basis.

- b. NPCA Shop –Affiliate organizations will have member privileges and pay member rates for any marketing materials that promote precast concrete over competing materials.
  - c. Marketing tools – Affiliates will have member privileges and pay member rates for marketing tools and programs.
  - d. Web-site links – Affiliates will receive a link from the NPCA website to their own site. The NPCA President will decide where affiliate links will be located on NPCA’s site. Affiliates will offer a link from their site to NPCA’s in return, using an NPCA-provided graphic for this purpose.
  - e. Meeting room –Meeting space at NPCA events may be available at no charge to affiliates to conduct their organization’s meetings. These meetings shall not conflict with exhibit hours at any event. Amenities such as food and beverage service and audio/visual equipment for these meetings will be arranged and paid for by the Affiliate.
  - f. THE PRECAST SHOW Pass – Each Affiliate will receive one complimentary pass for visiting THE PRECAST SHOW floor for use by their executive director, president or chairman of the board.
  - g. Staff travel – Affiliates will pay for NPCA staff lodging and meal expenses for meetings that they were requested to attend.
  - h. Use of logo – See Section 506 for the Affiliate logo use policy
  - i. Data Exchange – Upon request, NPCA will share membership data within the affiliates region in exchange for affiliate membership data.
- B. Non-members of the Affiliate Corporation are forbidden from serving on the Board of Directors or any NPCA committee
  - C. Non-members of the Affiliate Corporation may attend NPCA committee and product committee meetings provided they pay for a full-package registration for the event.
  - D. Non-members of the Affiliate Corporation receive no voting privileges for any NPCA business.
  - E. Producer, associate or other members of affiliates who are not members of NPCA shall not be extended any other privileges of membership in NPCA.

NPCA Board Policies  
**Section 500 – Association Communication**

500 *Privacy Policy*

500.1 The association may provide contact and product information about its members to third parties through the NPCA website, sale of mailing lists and directories and direct communication only if deemed suitable for the improvement of members' businesses.

501 *Electronic Media Policy*

501.1 Web Site Policy

- A. Privacy - NPCA respects the privacy of each visitor to the NPCA Web site. NPCA may use cookies. Any personal information provided by a visitor will be used solely by NPCA for internal purposes and, where appropriate, to contact individuals directly. Personal information will not be sold or distributed to third parties, for any reason.
- B. Copyright - The contents of all materials contained on NPCA's Web site are owned by the association (unless otherwise indicated) and are protected by U.S. and international copyright laws. All rights are reserved by NPCA, and visitors may not copy, reproduce, download, upload, republish, disseminate, post, transmit, distribute, or transmit by any means the contents of the Web site, except with the prior express written permission of NPCA. Copyright infringement is a violation of U.S. federal law, and violators are subject to criminal and civil penalties.
- C. The information contained on NPCA's Web site are provided by the association for general informational purposes only. None of the information on the Web site is intended or should be construed to be legal advice or a legal opinion. While every effort has been made to ensure that the information contained on the Web site is as accurate as possible, omissions and errors may occur. Also, because of the nature of Web site development, maintenance, and updating, the information contained on the Web site may not reflect the most current developments. NPCA and its contributing authors expressly disclaim all liability to any person with respect to the consequences of any act or omission committed based upon reliance, in whole or in part, on any of the contents of the website.
- D. At certain places on the Web site, live links to other Internet addresses ("third-party sites") can be accessed. Such third-party sites contain information created, published, maintained, or otherwise posted by institutions or organizations independent of NPCA. NPCA does not endorse, approve, certify, or control these third-party sites and therefore cannot guarantee the accuracy, completeness, efficacy, timeliness, or correct sequencing of information located at such addresses. The information on NPCA's Web site and third-party sites is provided "as is" and without warranties of any kind, either express or implied. To the fullest extent permissible pursuant to applicable law, NPCA disclaims all warranties, express or implied, including, but not limited to, implied warranties of merchantability and fitness for a

particular purpose. Use of any information obtained from such third-party sites is voluntary, and reliance upon it should only be undertaken after an independent review of its accuracy, completeness, efficacy and timeliness. Reference therein to any specific commercial product, process, or service by trade name, trademark, service mark, manufacturer or otherwise does not constitute or imply endorsement, recommendation, or favoring by NPCA.

- E. The website, its contents and any links provided in the website are provided on an “as is” basis, and NPCA disclaims all warranties, express or implied, including without limitation the warranties of title, non-infringement, merchantability, and fitness for a particular purpose. Your use of the website is at your own risk, and you assume full responsibility for all costs that arise out of its use. Neither NPCA nor any of its partners, employees, affiliates, agents, representatives, or licensors shall be liable to you or any third party for any compensatory, direct, indirect, incidental, special, exemplary, punitive, or consequential damages, or attorneys’ fees, arising out of your use of the website or inability to gain access to or use the website or out of any breach of any warranty, even if such parties has been advised of the possibility of such damages or such damages were foreseeable.

#### 501.2 Email Privacy Policy

- A. Through membership in NPCA, members are establishing a business relationship with NPCA and authorizing use of the e-mail addresses provided to the association.
- B. NPCA may utilize the e-mail addresses provided by its members for communication and promotion of NPCA events, meetings, education programs, products and services, unless specifically instructed otherwise by an individual member.
- C. NPCA shall provide recipients of all mass e-mail communications the opportunity to unsubscribe from e-mail distribution lists.
- D. NPCA may provide the e-mail addresses of primary member contacts to third parties through the NPCA Web site, sale of mailing lists and directories and direct communication, unless specifically instructed otherwise by an individual member.

#### 501.3 Fax Privacy Policy

- A. Through membership in NPCA, members are establishing a business relationship with NPCA and authorizing use of the fax numbers provided to the association.
- B. NPCA may utilize the numbers provided by its members for communication and promotion of NPCA events, meetings, education programs, products and services, unless specifically instructed otherwise by an individual member.
- C. NPCA may provide the fax numbers of its members to third parties through the NPCA Web site, sale of mailing lists and directories and direct communication, unless specifically instructed otherwise by an individual member.

#### 501.4 Opt-Out Policy

- A. NPCA will provide each member equal opportunity to opt-out of any communication method utilized by NPCA. Members will be notified regarding these policies on an annual basis.

#### 502 *PRECAST, INC. Magazine Policies*

##### 502.1 Definitions

- A. Purpose - PRECAST, INC. Magazine's purpose is to help manufacturers of precast concrete stay apprised of emerging issues in business and technology, and educate them about their role in increasing market-share for precast concrete. It offers practical solutions to current workplace problems, discusses new approaches for efficiency, and innovative best practices in all areas of precast manufacturing and business. PRECAST, INC. Magazine's mission is to be the voice for the manufactured concrete products industry. PRECAST, INC. Magazine is published six times per year in February, April, June, August, October and December.
- B. Circulation - PRECAST, INC. Magazine will be distributed to the members of National Precast Concrete Association and other interested parties. Because it is circulated outside the NPCA membership, PRECAST, INC. Magazine will not publish articles promoting political action.
- C. PRECAST, INC. Magazine is a "good news" publication and will avoid negative coverage of persons, companies, and industry-related products. Promotion of either non-precast concrete products or products not used in the production of precast concrete will not be considered.
- D. Publisher - The President of NPCA will serve as Publisher of PRECAST, INC. Magazine.

##### 502.2 Editorial Policies

- A. The Publisher of PRECAST, INC. Magazine (or designees) will ensure the appropriateness of all content for PRECAST, INC. Magazine. The Publisher will use professional judgment to alter or reject any submitted material, including text, photographs, illustrations, and graphic images. The Publisher will be under no obligation to provide a review of material to any writer before publication.
- B. Publishing Agreements - The PRECAST, INC. Magazine Publishing Agreement will establish guidelines for acceptance of articles and publishing rights to be purchased by NPCA.
- C. Proprietary Material - PRECAST, INC. Magazine will provide unbiased information and will retain professional freelance writers who provide their services as professional journalists and not as representatives of another person, company, or entity. PRECAST, INC. Magazine will not accept articles for publication that 1) promote services or products in which only one company or individual is cited; 2) are, in the judgment of the Publisher, tantamount to an advertisement; or 3) require approval by a third party.
- D. All publishing and payment arrangements, as well as the hiring of writing services and determination of fees, will be made exclusively by NPCA. NPCA will not be obliged to

become involved in arrangements in which writing services are paid by a third party or an article is submitted for publication by a third party.

- E. Equal Time - Press releases and other promotional information may be published at the discretion of the Publisher based on its newsworthiness, space availability, value, and appropriateness. All submitted material selected for publication will be edited for length, clarity, and appropriateness and is not subject to review prior to publication.
- F. Letters to the Editor - The Publisher will ensure accurate reporting of facts. Should misreporting or a conflict of opinion from the readership occur, the Publisher may, at his discretion, publish a Letter to the Editor in an upcoming issue. All Letters to the Editor will be edited for length or clarity and are not subject to review by the writer before publication.

### 502.3 Advertising

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

## 503 *Precast Solutions Magazine*

### 503.1 Definitions

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

### 503.2 Editorial Policies

- A. The Publisher of Precast Solutions (or designees) will ensure the appropriateness of all content for the magazine. The Publisher will use professional judgment to alter or reject any submitted material, including text, photographs, illustrations, advertisements, and graphic images. The Publisher will be under no obligation to provide a review of material to any writer before publication.
- B. Publishing Agreements - The Precast Solutions Publishing Agreement will establish guidelines for acceptance of articles and publishing rights to be purchased by NPCA.

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

### 503.3 Advertising

- A. NPCA will not allow advertising by a precast concrete producing plant of any kind in Precast Solutions. However, NPCA can arrange for precast companies to include fliers, stickers or other similar advertising to be bundled with the magazine, but only with those subscriptions for which they have paid.
- B. Advertising will be limited to companies supplying products, systems, and services to the precast industry.
- C. The Publisher will retain the right to reject any advertisement for any reason.



504 *NPCA Name and Logo Usage Policy*

- 504.1 Members in good standing are granted licenses to use the NPCA trademarks (the "Marks") to indicate membership in the association, provided that the Marks are used according to the terms set forth in this policy.
- 504.2 NPCA retains ownership of all right, title and interest in and to the Marks. NPCA has the right to terminate any member's use of the Marks at any time immediately upon notice.
- 504.3 When using the Marks to indicate membership in NPCA, members must display the marks in a font smaller than what the member uses for its own trademarks and trade name. Further, members who are licensed to use the Marks must use the Marks only in the form shown below and in the manner as set forth below:

A. "Member of NATIONAL PRECAST CONCRETE ASSOCIATION" or "NATIONAL PRECAST CONCRETE ASSOCIATION Member".

B. "Member of NPCA" or "NPCA Member"


C. "Member of  "or"  Member"

D. 

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

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

B. "NPCA is a trademark of National Precast Concrete Association and is used with permission"

C. "  is a trademark of National Precast Concrete Association and is used with permission"

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

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

- 505.1 Each Certified plant is granted license to use the NPCA Certified or Accredited Plant trademarks (the "Marks") for use on stationery and for advertising purposes for as long as the plant's Certification or Accreditation is in effect and provided such use is only in reference to the

Certified or Accredited plant and not the company as a whole nor any other non-certified branch location. The Marks must be used according to the terms set forth in this policy.

- 505.2 NPCA retains ownership of all right, title and interest in and to the Marks. NPCA has the right to terminate any member's use of the Marks at any time immediately upon notice.
- 505.3 When using the Marks to indicate NPCA certification or Accreditation, a company must display the marks in a font smaller than what they use for its own trademarks and trade name. Further, companies who are licensed to use the Marks must use the Marks only in the form shown below and in the manner as set forth below:
  - A. "Certified Plant of NATIONAL PRECAST CONCRETE ASSOCIATION" or "NATIONAL PRECAST CONCRETE ASSOCIATION Certified Plant" or
  - B. "Certified Plant of NPCA" or "NPCA Certified Plant"




506 Affiliate NPCA Name and Logo Usage Policy

- 506.1 Affiliate associations are granted licenses to use the NPCA trademarks (the "Marks") to indicate affiliation with the association, provided that the Marks are used according to the terms set forth in this policy.
- 506.2 NPCA retains ownership of all right, title and interest in and to the Marks. NPCA has the right to terminate any affiliate's use of the Marks at any time immediately upon notice.
- 506.3 When using the Marks to indicate affiliation with NPCA, affiliates must display the marks in a font smaller than what the affiliate association uses for its own trademarks and trade name. Further, affiliates who are licensed to use the Marks must use the Marks only in the form shown below and in the manner as set forth below:
  - A. "Affiliate of NATIONAL PRECAST CONCRETE ASSOCIATION" or "NATIONAL PRECAST CONCRETE ASSOCIATION Affiliate".
  - B. "Affiliate of NPCA" or "NPCA Affiliate"



- 506.4 In addition, when the Marks are used on materials other than an affiliate association's letterhead or business cards, the following legend must also be used in connection with the use of the Mark:
  - A. "NATIONAL PRECAST CONCRETE ASSOCIATION is a trademark of National Precast Concrete Association and is used with permission"
  - B. "NPCA is a trademark of National Precast Concrete Association and is used with permission"

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

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

#### 507 Precast Proud Trademarked Logo

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

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

507.3 The Precast Proud and the Precast Proud NPCA Member logo may not be stenciled on any product or stenciled or printed on any product packaging.

507.4 The Precast Proud logo may be used on apparel, on advertising products, on letterhead and business cards without any disclaimers.

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

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

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

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

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



NPCA Board Policies  
**Section 600 – Meetings/Conventions**

600 *Annual Meeting*

600.1 Time and Location

- A. The annual meeting of the association shall be held at such time and place as determined by the Executive Committee.
- B. The location of the annual meeting shall follow a geographical rotation using the NPCA regions as defined by Policy 100.1.

601 *THE PRECAST SHOW*

601.1 Date and Location

- A. The date and location of the annual PRECAST SHOW shall be determined by the Executive Committee.

NPCA Board Policies

**Section 700 – Associate Members**

700 *Associate Recommendation Committee*

700.1 Responsibilities

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

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

700.2 Membership

- A. Membership to the Associate Recommendation Committee is open to any NPCA associate or associate branch member in good standing.
- B. Each member of the Associate Recommendation Committee shall be a representative from a different member company
- C. The chairman of the Associate Recommendation Committee may appoint any qualified member to join the Associate Recommendation Committee.
- D. All members of the Associate Recommendation Committee shall read, understand, agree to abide by and submit a signed copy of the NPCA Antitrust Policy and a Conflict of Interest Disclosure Form (found in the Appendix) to the President

700.3 Committee Chairman

Appointment

- A. The outgoing senior associate board member shall automatically succeed as chair of the Associate Recommendation Committee.
- B. The Associate Recommendation Committee chair must be employed by an associate member in good standing.

Duties

- C. Provide written notice to associate nominees eligible for service and provide them the opportunity to prepare a written resume of qualifications for the position.

Terms

- D. The Associate Recommendation Committee chairman may only serve one, one-year term.

Vacancies

- E. Should an Associate Recommendation Committee chair not be able to fulfill his/her term, the immediate past chairman of the Associate Recommendation Committee shall become chairman of the committee automatically and serve until the close of the full term.

700.4 Committee Members

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

Appointment

- B. Associate Recommendation Committee members shall be appointed by the Associate Recommendation Committee chairman
- C. The Associate Recommendation Committee chairman shall select a maximum of three additional associate members to serve on the Associate Recommendation Committee

Terms

- D. Associate Recommendation Committee members may serve a maximum of two consecutive one-year terms, if and only if appointed by the chairman of the committee.

Vacancies

- E. Should a committee member not be able to complete his/her term, the chairman of the Associate Recommendation Committee, in consultation with the Chairman of the Board, shall decide if a replacement should be appointed.
- F. Any Associate Recommendation Committee member can be removed at the discretion of the committee chair, in consultation with Chairman of the Board, at any time.

700.5 Committee Operating Procedures

- G. The Chair may solicit references on candidates from Association members to provide relevant information regarding the ability of candidates.
- H. Once per year the committee will review the NPCA strategic plan and other documents the Chair deems important so that members fully understand the challenges future NPCA leaders will face.
- I. Meetings are not limited to one per year and will be held at the discretion of the Chair either in person or via teleconference.
- J. Ensure that all associate nominees understand the requirements of the position for which they are nominated to include the time commitment and financial obligations and attendance to the Association Leadership School. Nominees shall be allowed to accept or reject their nomination.

- K. Nominees shall submit their resume of qualifications to the Associate Recommendation Committee chair by April 15 of each year. All communication to the committee or individual members should be in writing and be routed through the Chair.
- L. The Associate Recommendation Committee shall review the resumes of qualifications from all nominees by May 15 of each year and submit a minimum of three to five nominees with a Board Nominee Evaluation Form for each candidate to the nominating committee by June 1 of each year
- M. As the individuals responsible for evaluating nominees, members of the Associate Recommendation Committee shall not be allowed to submit nominations for consideration
- N. Members of the Associate Recommendation Committee must abstain from evaluating nominees from their member companies.
- O. In evaluating nominees, the Associate Recommendation Committee will select the best-qualified candidates.
- P. No one shall be allowed to nominate or evaluate someone within their own corporate organization.
- Q. The board nominee evaluation form (Associates) in Appendix C shall be used to evaluate each candidate. The Associate Recommendation Committee shall rank the slate of nominees before submittal to the nominating committee

NPCA Board Policies

**Appendices**

- A. Committee Budget Request Form
- B. Board Nominee (Producer) Evaluation Form
- C. Board Nominee (Associate) Evaluation Form
- D. Product Committee Petition Form
- E. Committee Application Form
- F. Request for Surplus Funds Form
- G. Guide to Optional Ballot Programs / Funding Request Form
- H. Antitrust Policy
- I. Conflict of Interest Policy, Acknowledgement and Disclosure Form
- J. Confidentiality Policy/Form – Board of Directors
- K. Confidentiality Policy/Form for Committee Chair
- L. Recommended Review Process for the President Evaluation



