



Leadership Resource Manual

Table of Contents

The Purpose & Benefit of CSIA Membership	3
Your Responsibilities as a Volunteer Leader	4
Primary Functions of the Board.....	4
Role Descriptions	6
Strategic Plan/Annual Goals.....	8
Meetings	8
Communications	8
Related Organizations	8
Committee Description, Mission and Goals.....	8
PR/Marketing	10
Antitrust Policy	10
Conflict of Interest Policy	12
Conflict of Interest, Antitrust and Leadership Acknowledgement.....	16

The Purpose & Benefit of CSIA Membership

CSIA is a global, not-for-profit, professional association for control system integration companies. Control System Integrators utilize industrial automation equipment and software in the implementation of their projects in a wide variety of industries. Our primary mission is to provide our member companies around the world with methods and opportunities to help them improve the operations of their businesses.

We do this by:

- Providing business Best Practices
- Promoting the CSIA Certified brand to the users of our member companies services
- Providing an industry forum for collaboration and networking amongst members
- Providing industry-specific business education opportunities
- Providing industry-specific business insurance
- Growing the association globally

CSIA was founded in the early 1990's, had their first meeting in 1995, and today represents nearly 300 integrators and 69 partner member companies. CSIA certification continues to be the hallmark of our purpose and standards in the field.

Membership benefits for integrators include:

- Annual Executive Conference
- Best Practices Manual
- CSIA Certification
- Industry specific business insurance
- CSIA Connected Community, including "Find an Integrator"
- Sales and project management training
- Monthly webinars
- Member surveys
- Business documents
- CSI industry specific statistics
- Peer groups

Membership benefits for Partners include:

- Aligning business with top control system integrators
- Promoting products and services at a conference exhibit
- Networking with leading control system integrators
- Participating in peer groups, committees and the CSIA Executive Conference to advance the systems integration industry
- Advancing the industry increases the probability that products will go to market properly
- Eliminating the need to develop control system integrator evaluation criteria for service Provider program
- CSIA Certification assures that the necessary business practices are in place
- Enter into conversations on online private community
- Submit white papers for CSI members. This provides exposure to Integrators and builds credibility.

Your Responsibilities as a Volunteer Leader

The Board of Directors is the governing body of CSIA and has the ultimate policy and fiscal responsibilities of the organization. The Board is elected by the membership to provide vision, leadership and oversight of the organization. Directors are expected to be fully engaged in the organization and attend all EC meetings and the Executive Conference at their own expense. CSIA maintains \$1MM Directors and Officers Liability insurance policy to cover any potential exposure the organization or officers may have.

Primary Functions of the Board

Directors should know the “big picture” of the board’s major functions. Most organizations rely on the board to fulfill four fundamental roles. (These roles vary significantly from the functions of the executive directors and management staff.)

Governance

Through the authority granted in the articles of incorporation and bylaws, the board is responsible for governing the organization. Governance is a broad oversight and is not considered a function of management or administration (staff roles.)

Policy and Position Development – The board reviews and develops policy and positions that will guide the organization and its stakeholders. *Policies* are adopted for the recurring and critical issues that arise, in the form of a motion, to guide future boards and staff. *Positions* tend to relate to governmental or industry platforms.

Visionary – The board sets the course for the organization well into the future. Directors should think beyond their term in order to guide the organization and the industry it represents. Evidence of being visionary is a reliance on the strategic plan, including a clear mission and vision as well as promoting the organization’s image.

Fiduciary – The board has responsibility for the finances and resources of the organization. Ensure legal and ethical integrity and maintain accountability.

Committee Chair Guidelines

Your success as Chair of the committee will largely depend upon your ability to preside and guide the meetings of your committee to a definite conclusion. The following general rules should provide some helpful guidelines:

1. Always start the meeting on time and with a definite agenda. The principal purpose of the agenda is to save time and keep the meeting on course.
2. Keep the meetings moving; interest lags when action lags. Get as much participation as you can. Keep responses short; get to the point.
3. Speak clearly. If you can’t be heard, you can’t exercise control.
4. Insist on order. When general simultaneous discussions ensue no one can be heard and nothing can be accomplished.
5. Talk to the group, not individuals; side conversations are rude, disrupt a meeting and accomplish nothing.
6. Make sure each individual who takes the floor talks clearly and audibly, interrupt if you must and have him repeat what he has said if you have the least suspicion that some may not have heard him.
7. Sum up what the speaker has said and obtain a decision.

Role Descriptions

Chairman of the Board of Directors: The Chairman of the Board of Directors shall preside at all meetings of the board and at all meetings of the membership. The Chairman shall be responsible for the implementation of policies established by the board and shall be authorized to execute all written instruments on behalf of CSIA, except that the Chairman shall execute checks on behalf of CSIA only in the absence of the Treasurer, or if there is a vacancy in the office of the Treasurer. The Chairman shall be an ex-officio, non-voting member of all CSIA committees, if any. The Chairman shall perform the duties incident to the office of chief executive officer of CSIA and such other duties as the board may prescribe from time to time.

Vice Chairman: The Vice-Chairman shall be nominated by the Chairman and approved in that office by a majority of the board. The Vice Chairman shall perform all the duties of the Chairman in the Chairman's absence or inability to serve. The Vice Chairman shall perform the duties usual to such position and such other duties as the board or Chairman prescribe.

Treasurer: The Treasurer shall be nominated by the Chairman and approved in that office by a majority of the Board of Directors. The Treasurer shall supervise the President in preparing and maintaining correct and complete records of account showing accurately the financial condition of CSIA. The Treasurer shall: have the authority to sign notes and checks on behalf of CSIA; furnish, whenever requested by the board or the Chairman, a statement of the financial condition of CSIA; together with the President (if any), accept and account for all CSIA receipts and ensure that all expenditures are within the approved budget and subject to the availability of funds; prepare an annual budget for review and adoption by the board, together with an annual statement of income and expenses; present the annual budget and annual statement of income and expenses to the membership at the Annual Meeting; and cause an annual audit or review of CSIA's books to be made by a certified public accountant at the completion of each fiscal year.

Executive Director: The Board of Directors shall have the discretion and power, but shall be under no obligation, to contract for the services of an Executive Director who shall perform the duties of states person for the

industry and the association. Duties shall include expanding national and international membership, promoting CSIA Certification, setting the program for the annual conference, sharing the CSIA message at industry trade shows, and promoting objectives of the association.

President: The Board of Directors shall have the discretion and power, but shall be under no obligation, to contract for the services of a President (which may be an individual or a company) who shall perform the duties of the chief administrative officer of CSIA and shall be responsible for the day-to-day management of CSIA's affairs. Together with the Treasurer, the President shall accept and account for all CSIA receipts and ensure that all expenditures are within the approved budget and subject to the availability of funds. In the absence of a President, the Chairman shall delegate the responsibilities of the day-to-day management of CSIA's affairs to officers of the Board of Directors.

Secretary: The Secretary shall be nominated by the Chairman and approved in that office by a majority of the Board of Directors. Association Management Partners, LLC serves as Secretary. The Secretary shall be the custodian of all papers, books, and records of CSIA, other than books of account and financial records. The Secretary also shall maintain the following: all corporate records of CSIA, including all correspondence and notices; records of all votes and minutes of the proceedings of all meetings of the board and of the membership; a membership record containing the following information: name and address of each General Member and Partner Member, the name and address of the respective General Member's and Partner Member's Principal and Alternate Representatives, the date the membership commenced, and (if applicable) the date that such membership was terminated.

The Secretary shall (i) provide notice of the meetings of the Board of Directors and of the membership; (ii) prepare all ballots and proxy forms; and (iii) authenticate records of CSIA as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Chairman may prescribe from time to time.

Strategic Plan/Annual Goals

In support of the mission statement, the following are primary goals of CSIA in 2011.

1. Membership retention and growth
2. Certification and recertification
3. International partnerships and expansion

Meetings

CSIA holds an annual Executive Conference, typically the last week of April or first week of May, running Wednesday evening through Saturday evening. The pattern has been two years east coast, one year west coast (with one “beach” location in the three year mix). There are general sessions, breakouts, social events, networking, golf and a guest program. Friday evening is the annual awards banquet, offering a time to recognize members and leaders in our field, including newly minted CSIA certified members. The Board of Directors meets during the annual conference and in the fall as well as monthly via conference calls.

Communications

Currently CSIA communicates with members via a monthly e-newsletter and webinars, the Connected Community, member surveys, and the Executive Conference.

Related Organizations

CSIA values the partnership with other associations, such as FEDA, and the trade shows of our vendor partners to maximize our exposure and marketing opportunities throughout the year.

Committee Description, Mission and Goals

Best Practices

Attract industry leaders to actively participate and contribute towards the advancements and adoption of best business and technical practices. The committee will actively leverage and adopt existing best practices whenever possible and when not, create them and share them with fellow CSIA members. The committee will work to provide fellow CSIA members information in a format that is easily accessible and further work to

provide training to facilitate understanding and acceptance. All activities will support the CSIA Mission Statement.

Marketing:

Increase the general awareness of CSIA to our membership's client base. Develop ideas, collateral and programs to educate the CSIA membership's client base about the CSIA organization and the value to them of using CSIA Certified Members. This is accomplished through developing ideas and programs, submitting them to the board for approval and providing direction to the CSIA staff to execute them.

Insurance:

Promote appropriate insurance for the CSI industry and promote the benefit to prospects and members. Evaluate captive insurance model for CSIA to provide the most cost-effective insurance for the industry.

Membership:

Retain and grow CSIA membership in the U.S. and internationally.

Nominating:

Develop and grow volunteer leaders within CSIA. Identify needs and cultivate leaders in various roles – speakers, panelist, committee or task force member, board leadership.

Partner:

Maximize input of partner members with CSIA goals including membership growth, certification, and end user marketing. Promote tenants of best practices.

Program:

Chaired by the Executive Director, works with the Board of Directors to develop a theme, speakers and block chairman for the annual Executive Conference.

Statistics:

Gather data to benchmark other system integrators – done annually with an outside firm.

Web 2.0 Task Force:

Develop a social networking long range plan for CSIA and identify the best platform to accomplish goals. The committee will be developed to provide content and ideas on an ongoing basis.

PR/Marketing

Outreach to the media and related trade publications is an important way to continuously market system integration and CSIA. Target audiences are members, prospects, partners and end-users. A full PR plan is developed annually and implemented by staff. The Board of Directors is currently the main “go to” spokespeople. All PR/marketing collaterals will be housed on the CSIA website and promoted on an ongoing basis.

Antitrust Policy

Given the severity of penalties associated with antitrust violations, CSIA must take necessary and proper measures to ensure that violations do not occur. The following principles will be used.

CSIA Board, committees, or meetings shall not be used for the purpose of bringing about any understanding or agreement between two or more competitors with regard to prices or terms and conditions of contracts for services or products. Therefore, discussions about such topics will not be permitted at CSIA meetings or other activities.

- There will be no discussions discouraging or withholding patronage or services from any supplier or purchaser or encouraging exclusive dealing with any supplier or purchaser.
- There will be no discussions regarding allocating or dividing geographic or service markets or customers.
- There will be no discussion about restricting, limiting, prohibiting, or sanctioning advertising or solicitation that is false, misleading, deceptive, or directly competitive with CSIA products or services.
- There will be no discussion about discouraging entry into or competition in any segment of the marketplace.
- There will be no discussions about whether the practices of any member, actual or potential competitor, or other person are unethical or anti-competitive, unless the discussions or complaints follow a prescribed due process.

- Speakers at committee meetings, educational programs, or other business meetings of CSIA shall be informed that they must comply with CSIA antitrust policy in the preparation of their remarks.
- Meetings will follow a written agenda. Minutes will be prepared after the meeting to provide a concise summary of important matters discussed and actions taken or conclusions reached.
- At informal discussions at the site of any CSIA meeting, all participants are expected to observe the same standards of personal conduct as are required of CSIA as an organization.
- Certain activities of CSIA and its members are deemed protected from antitrust laws under the First Amendment right to petition government. The antitrust exemption for these activities, referred to as the Noerr-Pennington Doctrine, protects ethical and proper actions or discussions by members designed to influence: 1) legislation at the national, state or local level; 2) regulatory or policy-making activities (as opposed to commercial activities) of a governmental body; or 3) decisions of judicial bodies. However the exemption does not protect against constituting a “sham” to cover anticompetitive conduct.

Logo – the CSIA logo is the mark of the organization and should only be used for official business and with prior authorization from staff or the Board of Directors.

Conflict of Interest Policy

Purpose

The purpose of the conflict of interest policy is to protect the interest of CSIA when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director or the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

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

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction arrangement.

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

A financial interest is not necessarily a conflict of interest. For example, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, and any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**Conflict of Interest, Antitrust and Leadership
Acknowledgement**

In accordance with the Conflicts of Interest Policy of the Control System Integrators Association (CSIA) (the “Policy”), I hereby affirm that:

- 1. I have received a copy of the Conflict of Interest and Antitrust Policies as well as the Leadership Manual.
- 2. I have read and understand the Policies and Manual.
- 3. I agree to comply with the terms of the Policies and Manual.
- 4. I understand that CSIA is a non-profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
- 5. To my present knowledge neither I nor any member of my immediate family is a director, trustee, officer, shareholder, partner, member, owner, employee or agent or any business or organization with which CSIA or any of its subsidiaries has, or in the foreseeable future probably would have, a transaction, contract or other relationship that may give rise to a conflict of interest on my part or the part of a member of my immediate family, except as follows:

Signature

Title

Printed Name

Date