



**Policies and Procedures**  
**of the**  
**Society of Cable Telecommunications**  
**Engineers**

10.19.2011

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# MEMBERSHIP

## Types

### Active Member

Open to any person who has an interest in the purposes of the Society or who is employed, full or part time, in the engineering or technical operations, cable television, broadband communications or broadcasting systems at the time of application and acceptance. The Board of Directors of this Society may designate categories of Active membership with differing dues.

### Designations

#### Charter Member

A person who evidenced sincere and sufficient interest in the purposes of the Society by submitting membership application at the original time of the Society's formal organization.

#### Emeritus Member

Any Charter Member and all other members with at least 40 years of continuous membership in SCTE. An Emeritus Member shall be eligible for all benefits offered to a member in good standing with no dues requirement.

### Grades

#### Senior Member

The highest professional grade for which application may be made. It is open to members who have demonstrated technical competence, participated actively in the Society and industry affairs, attained a degree of seniority and maintained a high standard of professionalism.

Specific Requirements are:

- Seniority  
As a minimum, successful applicant shall have acquired ten (10) years technical experience, including five years of broadband communications experience, and five years of Active membership in the Society. No candidate shall be considered whose Active membership has lapsed at any time during a period of three years prior to application. Technical and broadband communications experience shall be established by submission of a verifiable resume.
- Professionalism  
Supporting references from at least three existing Senior or Fellow members shall be secured and submitted.
- Significant Performance  
The candidate shall have demonstrated significant performance during

industry and cable telecommunications experience, such performance including one or more of the following:

- Substantial technical/engineering responsibility or achievement, or
  - Publication of engineering or scientific papers, inventions, or
  - Technical direction or management of important scientific or engineering work with evidence of accomplishment, or
  - Recognized contributions to the welfare of cable telecommunications related engineering or science professions, or
  - Development or furtherance of important technical, engineering or science courses in a recognized educational program, or
  - Contributions equivalent to the other stated areas, such as technical editing; membership in a technical committee or subcommittee of the SCTE Standards program or similar technical organizations; patent prosecution; or patent law, provided that these contributions serve to substantially advance progress in the cable telecommunications industry.
- **Technical Competence**  
The candidate shall provide evidence of technical competence in the broadband communications field. This is to include one or more of the following areas:
    - Certification in Society's current engineering level certification program.
    - Engineering Degree or equivalent experience
    - Significant involvement in the development of a new cable telecommunications technical product or procedure, or
    - Holder of at least one telecommunications-related patent, or
    - Senior or Fellow member grade in a related technical organization, or
    - Holder of FCC General Class (or former First Class) Radiotelephone Operator License, or
    - Holder of Advanced or Extra Class Amateur Radio Operator License, or
    - Registered Professional Engineer (PE), or
    - Other evidence of technical training.

Applications will be reviewed by the Senior Member Subcommittee which will then present to the Membership Committee all applications with recommendations. Upgrades to Senior Member status will be granted upon

Subcommittee recommendation and confirmation by the Membership Committee.

### **Fellow Member**

Fellow Member grade is granted only at the discretion of the Society. It is intended that this be conferred on those few Senior Members who have made outstanding contributions to the broadband communications industry. In that light, there should be no expectation that any certain number of members will be elevated in any given year. In order to avoid dilution of the recognition due a Fellow Member, the total number of active Fellows will be limited to no more than one percent of the total membership in the Society. Retired Fellow Members will not be included in counting active Fellows for the purpose of setting the ceiling on the Fellow Members allowed.

Candidates may be nominated by any Active Member of the Society. The nominator is responsible for completing and submitting a form identifying the candidate's outstanding achievements and qualifications. The nominator is also responsible for obtaining the required endorsements. The specific requirements for Fellow Member grade, although less specific, are intended to be considerably more stringent than those for Senior Member grade.

- Seniority—As a minimum, successful candidate should have acquired twelve (12) years of technical experience, including seven (7) years of broadband telecommunications experience and five (5) years of Active membership at any grade in the Society. Candidates must have achieved Senior Member grade when nominated.
- Professionalism—Supporting endorsements are required from at least three (3) persons who can attest to the candidate's qualifications and who are qualified to serve on the Fellow Member Working Group, but who are not currently members of that committee, the Society Board of Directors or headquarters' staff.
- Technical Competence—Candidate should be certified by the Society in a current engineering level certification. The Fellow Member Subcommittee may, however, consider other evidence of broad technical knowledge of the industry.
- Industry Contributions—The primary criteria for judging Fellow Member candidates will be outstanding technical contributions to the industry. Possible areas of contribution include:
  - Developing or directing the development of significant new products.
  - Developing innovative technology to improve the efficiency, quality or reliability of broadband telecommunications systems.
  - Developing technology that opens new markets for broadband system operators.

- Developing programs that have a major positive influence on the technical competency level of industry personnel.
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Each candidate will be rated by the Fellow Member Subcommittee as: Extraordinarily Qualified, Highly Qualified, Qualified, Qualified with Minor Reservations or Not Yet Qualified. The Membership Committee may choose to elevate to Fellow Member any candidate receiving one of the three highest recommendations from the Fellow Member Subcommittee. The Membership Committee may act upon recommended candidates with a roll call vote at any of its scheduled meetings. If any member of the Membership Committee or the Fellow Member Subcommittee is nominated, that member will abstain from participating in any decisions regarding himself or herself.

### **Student Member**

Limited to those attending fulltime any college, university, technical or recognized trade school and not holding full-time employment. Student membership is limited to four years cumulative.

### **Retired Member**

Any current Active member who has been a Society member in good standing for ten (10) years may apply for Retired member status. Upon meeting the requirements of this paragraph, the word Retired will be placed after his or her membership grade and the annual dues reduced to 50 percent of the normal annual dues.

The requirements for Retired member status are the attainment of 60 years of age and a cessation of full-time employment in the broadband industry.

Fully disabled persons are also eligible for Retired member status, regardless of age. Fully disabled is defined as the inability to continue working in full-time employment due to illness, injury or other debilitating problem. Any person who is deemed no longer fully disabled will be removed from Retired member status and placed into another suitable member category.

### **Expo Partner Member (formerly Sustaining Member)**

Open to any firm, corporation, sole proprietorship or company choosing to demonstrate support of the purposes of the Society.

### **Standards Member**

Open to any firm, corporation, sole proprietorship, company, organization that wishes to actively contribute to standards.

## **Application**

Any individual, firm, corporation or other entity desiring Society membership shall make application to the Society business office as prescribed by the Board of Directors. The Secretary of the Society or his or her designee will process all applications received with proper payment of dues.

### **Payment Options**

Any member is eligible for a \$5.00 discount per year off annual dues payments up to five (5) years if the member elects to sign up and pay for a multiple-year membership.

### **Lifetime Member**

Open to any new or renewing Active member electing to register as a Lifetime Member and pay a one-time membership fee (as established from time to time) with no fees, increases or additional membership costs during the member's lifetime.

### **Acceptance**

All applicants must be approved for membership by the Society Board of Directors or Board-designate in accordance with the Policies and Procedures set forth herein. Upon determination of qualification and acceptance the applicant will be notified and provided with emblems, written material, and evidence of membership approved and ordered by the Board of Directors. Upon receipt of written acceptance the applicant becomes eligible for all privileges for his type of membership. Nothing herein shall be construed to prohibit any properly qualified individual from applying for any membership type or grade by reason of that individual's employment or association with a firm, company or corporation which itself may be eligible only for the membership type of Expo Partner or Standards member.

### **Privileges**

Active and Retired members shall be eligible for any national, regional, state, local or divisional elected or appointed Society office, including the office of Director, and shall be eligible to vote on any and all matters coming before the Society or any of its divisions of which they are members.

Student and Expo Partner members shall be eligible to attend meetings and other Society activities, but shall not be eligible to vote in any matters, nor to hold any appointed or elected Society Board or Standing Committee position in any division.

### **Restrictions**

No member of the Society shall endorse any product, service or publication in a manner that implies SCTE's endorsement of that same product, service or publication, without prior written approval of the SCTE President, based upon guidelines established by the Board of Directors. This does not preclude such endorsements by the individual. This policy does not preclude the Society, through its Board of Directors, from making endorsements as it deems appropriate from time to time.

## COMMITTEES

The Society shall have the following committees and subcommittees, which will report their activities and recommendations to the Board of Directors. The Chairman of the Board shall appoint the committee chair of each standing committee, other than the Finance Committee whose chair is the Treasurer, within 30 days of taking office. Committee chairs shall be limited to serve no more than six (6) consecutive years.

### **Executive Committee**

The Executive Committee shall consist of the elected officers of the Board as stipulated in bylaws. In addition to the requirements stipulated in bylaws, the Executive Committee shall set the annual goals and objectives for the President including an annual performance plan that defines specific and measurable outcomes upon which the President may be financially incentivized. The Executive Committee shall be responsible for setting the annual compensation for and bonus amounts that may be earned by the President and shall review and approve any bonus plans and amounts set by the President as part of his/her staff compensation plans. Further, the Executive Committee shall ensure that the financial components of all bonus plans are communicated to the Finance Committee and are provided for in the annual budget of the Society. The Executive Committee shall complete an annual performance review of the President and shall submit a summary of such report to the entire board for review and approval.

### **Engineering Committee**

This committee is empowered by the Society Board of Directors to develop and direct all standards and recommended engineering practices activity of the Society for the benefit of its members, chapters and the industry as a whole according to the objectives set forth in the Bylaws of the Society. The standards developed by the committee should serve to raise the engineering practices and equipment interoperability in the cable telecommunications industry and to encourage the highest level of operational performance possible. Any subcommittees or working groups necessary for engineering will report to this committee.

### **Finance Committee**

This committee is empowered by the Society Board of Directors to direct and oversee the financial health of the Society. The Finance Committee will work with the Society's staff and independent auditors to ensure that the Society's financial situation is sound and complies with IRS and other regulations and generally accepted accounting principles. An annual budget and project budgets will be produced by the committee and submitted to the Board. The SCTE Treasurer will be the chairman of this committee. Any subcommittees or working groups necessary for financial planning will report to this committee.

### **Compensation Review Subcommittee**

The Compensation Review Subcommittee is a standing subcommittee of the Finance Committee and will be composed of no less than three members at least two of who shall be officers of Society. The Treasurer shall appoint the members of this

subcommittee in consultation with the Chairman of the Board. The Compensation Subcommittee shall act annually to ensure that the requirements of Compensation Review Policy are fulfilled on an annual basis. The final review and recommendations shall be submitted to the Finance Committee annually. Any working groups or task forces necessary for professional development will report to this committee.

### **Governance Committee**

This committee is empowered by the Society Board of Directors to plan the direction and focus of the Society with respect to its governance and strategic plan formulation. This committee is responsible for annual board orientation at the EXPO board meeting including fiscal overview, board responsibilities and chairman update, and all aspects of strategic and governance planning in coordination with the Board of Directors. Any subcommittees and their working groups or task forces necessary for governance will report to this committee.

### **Nominations Committee**

This committee is empowered by the Society Board of Directors and will be composed of no less than five members. The Nominations Committee Chair shall be determined by the Chairman of the Board within 30 days of taking office. Each year, the Board of Directors shall appoint a Nominations Committee of no less than five (5) members, only two (2) of whom may be members of the Board of Directors, whose duty it shall be to nominate candidates for directors to be appointed and candidates for Regional Representatives to be elected at the next annual election. The Committee shall obtain in writing the consent of each nominee to serve whether appointed to the board or elected to the Regional Representative position. Nominations Committee members shall not be eligible for nomination to any nationally elected or appointed position during the election year they so serve on the committee. Such committee members shall serve for a one (1) year term, and may be appointed by the Board for consecutive years. Regional Representatives who are on the nominations committee are eligible for election to Regional Representative Board seats

### **Operations Committee**

This committee is empowered by the bylaws to provide input for all member-facing programs and activities of the Society for the benefit of its members and chapters according to the objectives set forth in the Bylaws of the Society. The members of this committee shall be all Regional Representatives elected by the membership in each region. The operations committee will provide input for all member-facing activities of the Society and shall propose guidelines and policies to ensure the future success of the Society as it pertains to professional development, membership types, grades and designations, and chapter or affiliate requirements and compliance. Any subcommittees or working groups necessary for membership input to the Society will report to this committee.

### **Professional Development Subcommittee**

This committee is a subcommittee of the Operations Committee and is empowered to provide direction and input for all professional development programs of the Society for the benefit of its members, chapters and the industry as a whole according to the objectives set forth in the Bylaws of the Society. The professional development programs proposed by the committee should serve to raise the professional competence in the practice of individuals in the cable telecommunications industry and to encourage those individuals to continue their professional development. Any working groups or task forces necessary for professional development will report to this committee.

### **Membership Subcommittee**

This committee is a subcommittee of the Operations Committee and is empowered to provide input for all membership types and grades, membership benefits, and member awards programs of the Society for the benefit of its members according to the objectives set forth in the Bylaws of the Society. The programs envisioned by the committee should serve to raise industry and peer recognition of Society members and to encourage those individuals to continue their professional development. Any working groups or task forces necessary for membership programs will report to this committee.

#### **Senior Member Working Group**

The Senior Member Working Group shall be a working group of the Membership Subcommittee composed of four (4) current Senior and/or Fellow members. The Senior Member Working Group chair shall be determined by the Membership Subcommittee Chair, as approved by the Operations Committee within 60 days of the Annual Meeting. Members will be asked to serve a two-year term and be limited to no more than three (3) consecutive terms. The duty of the Senior Member Working Group is to review applications for Senior Member grade and to provide recommendations to the Operations Committee for approval those candidates deemed qualified for that advancement.

#### **Fellow Member Working Group**

The Fellow Member Working Group shall be a working group of the Membership Subcommittee composed of six (6) current Fellow members. The Fellow Member Working Group chair shall be determined by the Membership Subcommittee Chair, as approved by the Operations Committee within 60 days of the Annual Meeting. The duty of the Fellow Member Working Group is to review nominees for the Fellow Member grade, to grade them in accordance with the Fellow Member guidelines, and to provide reports of those evaluations and recommendations to the Operations Committee.

### **Chapter Support Subcommittee**

This committee is a subcommittee of the Operations Committee and is empowered to provide input for chapter and affiliate requirements and awards programs of the Society for the benefit of its members according to the objectives set forth in the Bylaws of the

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Society. The programs envisioned by the committee should serve to provide recognition, resources and requirements to ensure the vitality of chapters and professional development of chapter participants. Any working groups or task forces necessary for chapter support will report to this subcommittee.

## REGIONS

The Society shall have the following regions and each region shall have one elected Representative who shall serve on the Operations Committee as further defined in the “Committee” and “Elections” sections of these Policies and Procedures.

- Region 1 shall include the following States:
  - California
  - Hawaii
  - Nevada
- Region 2 shall include the following States:
  - Arizona
  - Colorado
  - Montana
  - New Mexico
  - Utah
  - Wyoming
- Region 3 shall include the following States:
  - Alaska
  - Idaho
  - Oregon
  - Washington
- Region 4 shall include the following States:
  - Oklahoma
  - Texas
- Region 5 shall include the following States:
  - Iowa
  - Illinois
  - Kansas
  - Missouri
  - Nebraska

- Region 6 shall include the following States:
  - Minnesota
  - North Dakota
  - South Dakota
  - Wisconsin
- Region 7 shall include the following States:
  - Indiana
  - Michigan
  - Ohio
- Region 8 shall include the following States:
  - Alabama
  - Arkansas
  - Louisiana
  - Mississippi
  - Tennessee
- Region 9 shall include the following States and territories:
  - Florida
  - Georgia
  - South Carolina
  - Puerto Rico
- Region 10 shall include the following States:
  - District of Columbia
  - Kentucky
  - North Carolina
  - Virginia
  - West Virginia
- Region 11 shall include the following States:
  - Delaware
  - Maryland
  - New Jersey

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- Pennsylvania
- Region 12 shall include the following States:
  - Connecticut
  - Maine
  - Massachusetts
  - New Hampshire
  - New York
  - Rhode Island
  - Vermont
- Region 13 shall include all the provinces of Canada

## **BOARD ELECTIONS AND APPOINTMENTS**

### **Appointment of Directors**

The following procedure shall be used to fill the open seats of appointed board members.

- The board of directors will place the discussion of appointed candidates' profiles on its agenda for the first board meeting of each calendar year. Based on discussions at the first board meeting of each calendar year, the Board of Directors will give guidance to the Nominations Committee with respect to the qualifications and competencies desired in filling out the board through the appointed directors' seats. Criteria for filling open seats should include, but not be limited to, a mix of large and small operators, vendors, contractors, women and minorities.
- The Nominations Committee will develop a list of potential appointed director candidates that details the qualifications and competencies against the desired qualifications and competencies, which may include candidates identified by the board. Once the pool of candidates has been developed and profiled, the Nominations Committee shall then prioritize the potential candidates based on the best match to the desired profile defined by the board of directors.
- The Nominations Committee will contact the potential appointees in priority order. Once the number of candidates agreeing to serve equals the number of open positions on the board for the current election cycle, these shall become the recommended list of appointed board members.
- The Nominations Committee shall not contact or include in its recommendations a greater number of candidates than the current available appointed seats to be filled. The Nominations Committee shall forward its slate of confirmed candidates to fill all open appointed seats on the board of directors to the Secretary in compliance with any bylaws requirements. The Nominations Committee's confirmed slate shall include the candidates name, photo and biography.
- The board shall meet no later than two (2) weeks from the date the slate is presented and vote to approve or reject the slate of appointees per any bylaws requirements.
- If the board rejects the slate of candidates, the Nominations Committee will be instructed to move to the next candidate(s) on the prioritized list and, upon acceptance by the candidate(s) to serve, submit the revised recommendations to the board of directors for approval.
- While the slate of candidates may be rejected, the board will indicate the reason(s) for rejection and provide additional guidance to the Nominations Committee.

### **Election of the Regional Representatives**

#### **Regional Representatives Nominations**

The selection of Regional Representatives for inclusion on the election ballot shall be conducted according to the following guidelines.

- The Nominations Committee shall identify a minimum of two but not more than three candidates for each open Regional Representative seat in the current election cycle.
  - Independent candidate nominations for Regional Representatives can be made by Society members who are eligible to vote. Written endorsement by 10 percent of the number voting in the most recent applicable election for a Regional Representative but not less than thirty voting Society members shall be required. The written consent of the nominee to serve shall be required. Independent nominations shall reach the Nominations Committee chair prior to March 1 of each calendar year.
- All candidates must submit in writing a Nominations Acceptance form in which the candidate states his/her agreement to run and, agreement to fulfill the requirements of the position if elected. Such form shall be countersigned by the candidate's management stating that the management of his/her company supports the candidate's candidacy and will support the candidate in fulfilling the requirements of the position if elected.
- The Nominations Committee shall forward its nominations to the Board of Directors no later than April 15 of each calendar year.
- The board shall meet no later than two (2) weeks from the date the slate is presented and vote to approve or reject the slate of Regional Representatives.

### **Elections Process**

The Regional Representatives shall be elected by ballot according to the following rules and procedures:

- The Secretary or his or her designee shall prepare and distribute election ballots no later than May 15 of each calendar year.
- The SCTE election website pages and the ballot shall list candidates in alphabetical order with a preceding statement that candidates are so listed. The election website pages shall mention which candidates are incumbents. The ballot shall not mention incumbents.
- The ballots shall be counted and the results communicated to the membership no later than July 15 of that year.
- The election will be open for not less than 30 days and not more than 45 days.
- The Board may prescribe additional rules and procedures in order to ensure a fair and timely election.
- Election shall be by plurality of returned ballots.

### **Ballots**

The election ballots shall be delivered directly to the address of and counted by an independent firm responsible for the ballot processing employed by the Society.

### **Tiebreak**

In the event of a tie between two candidates, the independent firm responsible for the ballot processing will be instructed to conduct a recount of the ballots and certify in writing that the membership is equally split. Candidates will be contacted to advise them of the certified tie and how it will be broken.

The President of the Society will then cast the deciding vote by the flipping of a coin. "Heads" will be assigned to the candidate whose last name appears first in alphabetical order. This action shall be witnessed by the independent firm responsible for the balloting process, the Society's financial auditing firm or SCTE's legal counsel and the results recorded as part of the official tabulation of the election results.

### **Selection of Regional Representatives to Open Board Seats**

- The Regional Representatives elected by the membership shall serve on the Operations Committee. The committee shall convene a meeting not less than thirty (30) days prior to the Annual Membership Meeting to elect the Regional Representatives to the open Board of Directors seats. The Chairman of the Board of Directors shall preside over the meeting, but shall not vote in the selection process. The Operations Committee shall take into consideration the makeup of the total board and shall ensure that the number of Regional Representatives elected to the board complies with all requirements as defined in Bylaws.
- The following process shall be used to determine which Regional Representatives will serve their one (1) year term on the board.
  - Upon calling the meeting to order, the Chairman of the Board shall open the floor for nominations. Any member of the Operations Committee may nominate any Regional Representative as a candidate for the open board seats. Nominations shall be for the eight (8) open seats on the board.
  - Upon closing the nominations, the Chairman of the Board shall allot two (2) minutes for each candidate to state his/her qualifications and reasons for board membership. The Chair shall determine the order in which the candidates shall speak using one of the following criteria:
    - Alphabetical order by surname
    - Reverse alphabetical order by surname
    - Random selection of all candidate names that have been placed in a container
- After each candidate has been given the opportunity to speak, the Chairman of the Board shall prepare or cause to be prepared an electronic ballot with all names listed in alphabetical order. Each Regional Representative shall be provided a link to the electronic ballot for the election, which shall be by secret ballot and shall be given 48 hours in which to exercise their vote.
- Instructions on accessing the voting site will be communicated at the election meeting or in a subsequent communication once the electronic voting site is opened.

- Each member of the Regional Representatives shall vote for all eight (8) candidates to serve their one (1)-year term on the Board of Directors in addition to his/her current term as a Regional Representative.
- All ballots shall be counted and votes totaled for each candidate. The plurality of votes shall decide those Regional Representatives who will serve on the board beginning with the board meeting immediately preceding the Annual General Membership Meeting.
- In the event of a tie between eighth and ninth or subsequent candidates, a new ballot shall be prepared listing only those candidates that tied. Each member of the Regional Representatives shall cast a vote for one and only one name on the list.

### **New Directors**

Newly elected and appointed Directors shall take office prior to the first order of business at the Board meeting immediately prior to the annual general membership meeting.

### **Orientation**

Newly elected and appointed Directors shall attend an orientation prior to their first board meeting. Orientation shall include board governance, financial update, mega-issues discussion and an update from the Chairman on the previous 12 months activities

### **Replacement of Regional Elected board member**

In the event that a Regional Elected board member cannot serve his/her term, they must also resign from their role as a Regional Representative. The board of directors shall be responsible for determining a replacement Regional Representative. The Regional Representatives shall elect the replacement board member within 30 days of the vacancy.

## **CHAPTERS, OTHER DIVISIONS AND LICENSEES**

Chapters, affiliates or other divisions and Licensees of the Society may be organized subject to the Society's Bylaws by any group of members.

### **Meeting Groups**

Prior to recognition as a Society Chapter, members shall form a "Meeting Group" in the US or Canada. Meeting groups shall:

- Apply to the Society business office and receive permission to form a meeting group.
- Provide all required meeting and financial reports to the Society business office.
- Follow the requirements of the current edition of the SCTE Chapter Handbook approved by the Operations Committee.
- Disband if they have failed to attain Chapter status within twenty-four months.
- Include the Society President's signature or his designee's signature on all bank accounts.

### **Chapters**

After an initial period of not less than nine (9) nor more than twenty-four (24) months, a US or Canadian meeting group may apply for Chapter status. Application shall be made to the Operations Committee via the Society business office according to the current edition of the SCTE Chapter Handbook. At a minimum, the application must show compliance with the mandatory requirements of this section and the current SCTE Chapter Handbook. Chapter bylaws must be included for approval.

Chapters will:

- Provide their constituents a minimum of thirty (30) hours of technical education in each consecutive twelve month period.
- Provide all required meeting and financial reports to the Society business office.
- Follow all requirements of the current SCTE Chapter Handbook as approved by the Operations Committee.
- Include the Society's president or his designee signature on all bank accounts.

### **Dues and Fees**

There shall be no initiation fee for any chapter of the Society.

### **Bylaws Applicability**

The bylaws of the Society shall be binding upon all meeting groups, chapters and other divisions, except as follows:

- Only the Board of Directors may accept, suspend or terminate their chapter membership.

- The area covered by any chapter shall be determined by the members of that chapter. Should two chapters claim the same area or should other jurisdictional conflict occur, the Operations Committee shall resolve all disputes. Two chapters may agree to represent or cover the same area.
- Upon dissolution of any chapter or meeting group, any and all excess funds and assets shall be remitted to the SCTE Treasurer or his designee under the following conditions:
  - Transfer of assets will only occur in the event of chapter failure, disbandment as a result of not fulfilling the requirements as stated in the SCTE Chapter Handbook, or financial irregularities.
  - All assets will be held in escrow by the SCTE Treasurer for three (3) years, and will only be used to pay any outstanding debts incurred by the chapter or to act as “seed money” during efforts to start a new meeting group in the geographic area.

### **International Licensees**

After an initial period of not less than nine (9) nor more than twenty-four (24) months, a group outside of the US or Canada may apply to be a Licensee of the Society. Application shall be made to the Board of Directors via the Society business office according to the current edition of any policies or procedures then in place. At a minimum the application must show compliance with the mandatory requirements of this section and the current License Agreement. A signed License Agreement must be included for approval.

Licensees will:

- Provide their members a minimum of thirty (30) hours of technical education in each calendar year.
- Maintain at least 25 members who have paid membership dues to Society headquarters.
- Follow all requirements of the current License Agreement as approved by the Board of Directors.
- Establish and maintain incorporation as a nonprofit corporation (or the equivalent) and abide by the laws of the territory in which they are located.
- Obtain appropriate insurance to protect Licensee and the Society from liability.

### **Dues and Fees**

There shall be no initiation fee for any International Licensee of the Society.

Licensee is not required to levy dues, but if they choose to do so, dues for any International Licensee shall be less than the current Society dues and may be levied only by the most local division.

### **Rules and Regulations.**

The Licensee shall be bound by such rules and regulations that may be promulgated by the Society from time to time with respect to its Licensees. The area covered by any license shall be

determined by the Society in its sole discretion. Should any two Licensees claim the same area or should other jurisdictional conflict occur, the Board of Directors of the Society shall resolve all disputes.

A Licensee shall not be considered a chapter, meeting group or affiliate of the Society.

## **Chapter Vendor Days**

“Vendor Day” is defined as a locally advertised event comprising at least 5 table top displays for which a chapter receives payment from vendors and suppliers to demonstrate products, services, etc.

National advertising is discouraged. Suggested methods of promotion are email distribution of notices, chapter website and the SCTE national website Calendar of Events.

### **Nomenclature**

Event names to be used:

- “Chapter name Vendor Day”
- “Chapter name Vendor Days”
- “Chapter name Tech Day”
- “Chapter name Tech Days”
- “Chapter name Vendors’ Day”
- “Chapter name Vendor’s Day”
- Any of the above with “Cable-Tec Games” added
- The term “Cable-Tec Expo” is copyrighted by SCTE. “Expo” shall not be used in conjunction with any chapter/meeting group/affiliate event.
- “Show” and “Fair” imply a larger event, shall be avoided so as not to create a misleading description and may not be used.

### **Event Planning & Marketing**

Event planning is key component for a successful “Vendor Day”. Chapter/Meeting Groups are encouraged to plan their events as far in the future as possible. Many vendors contact national at the end of the year to get a listing of all vendor events for the following year, to help them plan their budgets and travel schedules. Timely submission of your vendor day dates will assist in marketing your event.

Travel distance to the event should be considered as an element in planning to maximize attendance. Events involving multiple chapters/meeting groups covering large geographic areas should be submitted to the Operations Committee to ensure that there are no conflicts with SCTE National’s industry relations agreements.

Vendor participation should be geared to the target audience of engineering and field operations. Programmer participation would be considered inappropriate to this type of event.

Chapter/meetings groups are encouraged to offer vendors a reasonably priced venue for display. Fees for table top displays should be between \$50 and \$500 depending on geographic area, venue, length of event, etc. Additional charges may be added for electrical service, additional display table, additional vendor representatives, etc.

The origins of chapter “Vendor Days” are that of tabletop displays. Chapters may consider allowing 8’ to 10’ tabletop displays. Pre-fabricated structures are discouraged from these events. Allowing larger exhibits would be more costly for vendors and would ultimately compete with other chapter events and National SCTE events due to constraints of vendor budgets. In order to allow the maximum amount of professional development opportunities to SCTE members across the country, please limit the size and scope of your Vendor Day to be proportionate with your chapter and local operating area.

Small chapters are encouraged to work with other chapters to schedule their events in the same week or adjacent days so that the vendors can send a representative into an area for week and do three vendor day events.

Chapters/Meeting Groups may consider planning other events to coincide with their “Vendor Day”. Cable-Tec Games and golf outings can also serve to provide additional revenue to support the event as well as future chapter/meeting group SCTE-related activities.

The event can also serve as a means of recognition for local chapter or individual SCTE accomplishments. Local Chapter awards and recognition are strongly encouraged. Technical Sessions can be used to attract attendees (Note to draft: It was felt that the original text ‘MSO visitors’ was inappropriate as many attendees are not from MSOs). Vendors are always happy to provide knowledge about products and correct ways to implement solutions.

### **Chapter/Meeting Group Obligations**

Chapter/Meeting group should maximize attendance and look to offer invitation to decision makers. Since vendor support of SCTE is critical to overall chapter health, every effort should be made to provide both quality and quantity of attendees.

Chapters are encouraged to review event for opportunities to improve future events. Chapters are encouraged to coordinate events with SCTE headquarters and other local chapters so there are no conflicts in schedules.

## **FINANCIAL OPERATIONS**

### **Check Signing Policy**

Checks written in an amount under \$2500 can be signed by the President, or under his direction, by the Senior Vice President of Operations or the Senior Vice President of Strategic Initiatives. Checks written for amounts between \$2500 and \$50,000 will require two of the previously listed three signatures. Checks written for amounts over \$50,000 will require two signatures: the President as the first signature, and the second signature must be that of the Treasurer, or the Chairman of the Board if the Treasurer is unavailable to sign checks, or the Vice Chairman of the Board if both the Treasurer and Chairman are unavailable to sign checks.

### **Capitalization Policy**

For financial purposes, all fixed assets with a useful span of more than one year and a unit acquisition cost of \$1,000 or more shall be capitalized and depreciated over its useful life using the straight-line method of depreciation. Fixed assets are physical and tangible assets that are used in the normal operations of the business, that are not held for resale, and that have a useful life of more than one year. Computer software and enhancements or modifications made to the software package or code with an aggregate cost of \$1,000 or more will be capitalized and depreciated as well.

### **SCTE Investment Policy Statement**

#### **Purpose**

The purpose of the Society of Cable Telecommunications Engineers Inc. Investment Policy Statement is to provide a clear understanding of the broad investment policies, guidelines and objectives as established by the Society Board of Directors. The Investment Policy Statement will also assist the Finance Committee and Investment Subcommittee in supervising, monitoring and evaluating the investment of the Society's funds.

This Investment Policy Statement will

- Define the investment goals and objectives of the Society Board of Directors.
- Define and assign the responsibilities of all parties.
- Set forth the investment structure for managing all Society assets.
- Offer guidance and limitation to all investment managers regarding the investment of Society assets.
- Encourage effective communication between the Finance Committee, the Investment Subcommittee and the money managers.
- Establish unbiased, formalized criteria to regularly monitor, evaluate and compare the performance of the money managers.
- Assure that the assets of the Society are managed, invested and directed with full

knowledge of the fiduciary responsibility to our membership and with the prudence and due diligence requirements that an experienced investment professional would utilize. Further, that all applicable laws, rules and regulations of local, state and federal entities will be adhered to.

### **Investment Objectives**

- To pay all expense obligations when due.
- To plan for the increased expenditures necessary for the growth of the Society. To fulfill its mission it is anticipated that certain necessary programs and membership services will not be self-supporting.

Therefore, it is the primary objective of the Board of Directors to invest a portion of the liquid funds in a balanced asset mix that will maximize the investment returns within reasonable and prudent levels of risk, while maintaining the future purchasing power of the funds. Additional investments or withdrawals must be authorized by a majority vote of the Board of Directors.

The Board recognizes the uncertainties and complexities of the contemporary investment markets and that some risk must be assumed to achieve growth of investment returns. The Society's strong financial condition allows for a long-term investment policy that will better withstand short-term variability and fluctuation of the investment markets.

Invested funds should produce returns at least greater than inflation as measured by the Consumer Price Index (CPI). The minimum target return, after accounting for inflation, would be 1-2% above money market interest rates, or as close thereto as current market conditions allow.

The Treasurer and Executive Committee will be notified if the Society's cash and cash equivalents go below \$1,000,000.

### **Responsibilities of Parties**

The Investment Subcommittee of the Finance Committee is responsible for directing and monitoring the investment management of the Society's funds. As such, the Investment Subcommittee is authorized to delegate certain responsibilities to professional experts in various fields.

#### **Investment Manager**

The investment manager has discretion to purchase, sell, or hold the specific securities that will be used to meet the Society's investment objectives and alter the asset allocation within the guidelines of the Society's policy statement. Other duties and responsibilities of the investment manager include:

- Acknowledge and agree in writing to his fiduciary responsibility. Provide evidence that the Society's assets are safe and that adequate insurance is maintained.
- Promptly inform the Investment Subcommittee, the Treasurer and the President of the Society of any significant changes in economic outlook, portfolio structure and market value of assets. In addition, the Subcommittee, Treasurer and President must be informed of

changes in the ownership, organizational structure, financial condition and/or professional staff of the managing company.

- Report investment performance results on a quarterly basis to the Investment Subcommittee.
- Report individual transactions on a monthly basis. Hard copies of all broker's confirmations shall be mailed directly to Society's headquarters.
- Provide annual summary of purchases and sales, interest/dividend income, unrealized gains/losses.
- Promptly vote all proxies and related actions consistent with the Society's long-term interests. Retain detailed records of all such proxies and transactions and comply with all regulatory obligations related to them.
- Respond completely and promptly to all information requests from the Finance Committee, Society headquarters or the Society's independent auditors.

### Co-Trustee

An outside entity such as a bank trust department may be appointed as Co-Trustee to assume fiduciary responsibility for the administration of the Society's investment assets.

### Other

Additional specialists such as attorneys and/or auditors may be employed by the Investment Subcommittee to assist in meeting its obligation to prudently oversee the Society's investments.

## Investment Structure

To minimize the volatility of the Society's portfolio, a minimum of two investment managers with complementary styles will be employed. Each investment manager will balance capital appreciation, capital preservation and income growth. The Investment Subcommittee will not reserve any control over specific investment decisions, but will hold the investment managers accountable for achieving the Society's objectives within the described guidelines.

Assets should be invested according to the following allocation guidelines.

### TARGET ASSET MIX

#### Reserves Portfolio

low range	target	high range	Style	index
25%	35%	70%	Fixed Income/ Bonds	Lehman Bros Government Bond
10%	18%	35%	0 to 1year	(Split between 80% Govt bonds / CDs
10%	10%	30%	1 to 3year	And 20% Corp Bonds)
5%	7%	20%	3 to 10 year	

30%	65%	55%	Equity Securities	S & P 500
18%	26%	35%	Large Cap	Russell 1000
7%	12%	18%	Mid Cap	Russell Mid Cap
5%	9%	14%	Small Cap	Russell 2000
5%	12%	15%	International	MSCI EAFE <i>index</i>
2%	6%	9%	Emerging Markets	MSCI Emerging Markets

**100%**

“SCTE employees and board members may not designate an investment be made in any individual stock holding, particularly one that is related to technology and cable.”

Investment in one company or government agency should not exceed 10% (at cost) of total, and no more than 25% should be invested in one industry. Earnings should be immediately invested consistent with this policy. The Finance Committee with the permission of the President of the SCTE may move money to a more conservative (not a more aggressive) category without a board vote, if it is outside the bounds of recommended categories. The board would be notified at the next board meeting following the change.

Allowable Assets include:

- Cash Equivalents—Treasury bills, money market funds, commercial paper or certificates of deposit
- Stocks – Common stocks, preferred stocks, convertible preferred stocks and American Depository Receipts (ADRs) of non-United States companies
- Bonds – U.S. Treasury notes and bonds, U.S. Government agency bonds and notes, corporate bonds
- Mutual Funds
- Exchange-traded Funds (ETF)

Prohibited Assets include:

- Commodities and futures contracts
- Private placements
- Options
- Limited partnerships

- Venture-capital investments
- Derivative securities
- Short selling and margin transactions
- Bonds with a Standard & Poor rating below A
- Any individual stock holding, particularly one that is related to technology and cable.

### **Communication between the Subcommittee and the Investment Managers**

Investment managers must report quarterly in writing to the Investment Subcommittee on the performance of their funds, the management atmosphere of their own firm and the economic outlook. Any sudden developments should be communicated immediately.

If the Treasurer of the Society or other members of the Investment Subcommittee are unavailable for emergency or quarterly discussion with the money manager, the manager is authorized to contact the Chairman of the Board or President directly and immediately.

### **Evaluation of Investment Managers**

On a timely basis, the Investment Subcommittee will review each manager's performance and report their findings to the Treasurer who will summarize the information for the Board of Directors. Performance reviews will be based on:

- Manager's adherence to the guidelines of the Investment Policy Statement.
- Comparison of the manager's results to market indices such as Standard & Poor's 500 and Lehman Brothers Intermediate Government/ Corporate Bond Index.
- Comparison of the manager's performance to managers of similar investment styles. Each manager is expected to perform overall in the upper third of his respective style.

## **MEDIA CONTACT**

Inquiries from the financial community or the media to members of the SCTE staff or the SCTE Board of Directors or its committees or subcommittees on issues relating to the business or policy of SCTE shall be referred to the SCTE President or his or her designee.

## **ELECTRONIC MAIL POLICY**

It is the policy of SCTE to encourage and promote the responsible use of electronic communications in administrative, business, and technical operations of SCTE. A user must bear responsibility for his or her use of electronic mail. The SCTE can accept no responsibility or liability for any actions of the alias recipient or user, or for any consequences resulting from use of electronic mail, including but not limited to, misaddressed, lost or undelivered electronic mail messages. The SCTE will cooperate with authorities conducting a legal investigation, or other official inquiry, into illegal activities or unlawful acts associated with the use of SCTE-related electronic mails.

It is the policy of SCTE to not disclose the e-mail address of any member to outside parties. Those organizations who may affiliate with SCTE in providing direct, exclusive benefits to the membership may be supplied with the e-mail addresses of members solely for the express purpose of distributing said benefits and are not authorized for any other use or distribution of member information including e-mail addresses under any circumstances subject to penalty and must treat all member information as confidential and protect disclosure accordingly.

## **WHISTLEBLOWER POLICY**

This Whistleblower Policy of the Society of Cable Telecommunications Engineers (SCTE): (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of SCTE; (2) specifies that SCTE will protect the person from retaliation; and (3) identifies where such information can be reported.

### **Encouragement of Reporting**

SCTE encourages complaints, reports or inquiries about illegal practices or serious violations of SCTE's policies, including illegal or improper conduct by SCTE itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which SCTE has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via SCTE's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

### **Protection from Retaliation**

SCTE prohibits retaliation by or on behalf of SCTE against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith. SCTE reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy. The right of the whistleblower protection does not include immunity for any personal wrongdoing that is alleged and investigated.

### **Where to Report**

Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis for the complaints, reports or inquiries. They should be directed to SCTE's Chief Executive Officer or Chairman of the Board of Directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the Vice President of Finance and Administration who will immediately notify outside counsel. SCTE will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that SCTE may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

## **JOINT VENTURE POLICY**

In compliance with Internal Revenue Service guidelines for approval and management of any joint venture entered into by the Society of Cable Telecommunications Engineers, Inc. ("SCTE"), the Board of Directors adopts the following guidelines.

### **Activities Subject to this Policy**

For the purposes of this policy, the term "Joint Venture" is defined as any arrangement, including contractual or more formal arrangements undertaken through a limited liability company, partnership, or other entity, through which SCTE and another entity jointly undertake any activity or business venture, or otherwise agree to joint ownership of any asset. A Joint Venture may include both taxable and tax-exempt activities.

### **Approval and Management of Joint Activities**

Before making any decision to participate in a Joint Venture, SCTE will ensure that the Joint Venture furthers SCTE's exempt purposes and will negotiate at arm's length contractual and other terms of participation that safeguard SCTE's exemption from federal income tax. Such terms shall be in writing in the operating agreement of the Joint Venture and shall include the following minimum requirements:

With respect to any whole joint venture (that is, a joint venture in which SCTE contributes substantially all of its assets to the enterprise), SCTE's control over the Joint Venture through fifty-one percent (51%) or more of the voting rights and/or veto power;

With respect to any ancillary joint venture (that is, a joint venture to which a portion of SCTE's resources are contributed), SCTE would, at a minimum, maintain sole control over the tax-exempt aspects of the Joint Venture and would have voting and ownership interests in the Joint Venture that are consistent with SCTE's capital contributions;

A requirement that any subsequent contract with SCTE's partner in the Joint Venture be negotiated at arm's length and for fair market value;

A requirement that the Joint Venture give priority to SCTE's tax-exempt purposes over maximization of profit for the participants of the Joint Venture; and

A prohibition on activities that would jeopardize SCTE's tax-exempt status.

Where there is any question as to whether a particular Joint Venture may pose a risk to SCTE's tax-exempt status, a decision to enter into such Joint Venture will be made only in consultation with legal and/or tax counsel.

## **CONFLICT OF INTEREST POLICY**

In their capacity as directors, officers and senior staff members, the individual leaders of the Society of Cable Telecommunications Engineers, Inc (“SCTE”) must act at all times in the best interests of the organizations they represent. (The term “Leaders” shall be used in this policy to refer to the directors, officers and senior staff members of SCTE; the term “organization” shall refer to SCTE. Moreover, the Board of Directors of SCTE each has an obligation to ensure that the organization maintains a bias-free, decision-making process. The purpose of this policy is to inform Leaders about what constitutes a conflict of interest, assist them in identifying and disclosing actual and potential conflicts, and help them to avoid conflicts of interest where necessary. This policy may be enforced against individual Leaders as described below.

### **What Is a Conflict of Interest?**

A conflict of interest may arise when a Leader has some other interest that might suggest divided loyalty on the part of the Leader between obligations to SCTE, on one hand, and to some other organization or cause, on the other. The “other interest” may arise from a transaction between SCTE and a third party, or a Leader’s volunteer or paid relationship with a third party, which may compromise a Leader’s ability to provide unbiased and undivided loyalty to SCTE. In order to proactively address any potential conflicts of interest, each Leader is required to annually complete and submit a Disclosure Form detailing any such “other interests.” The Leader also must update the Disclosure Form if any material changes or additions to the submitted information arise during the course of the year. On the Disclosure Form, the Leader must list all financial transactions with the organization, whether the Leader or any family member of the Leader has an interest in any third parties providing goods or services to the organization, and any other (nonprofit or for-profit) organizations with potentially conflicting interests in which the Leader or any family member of the Leader is actively involved, has a significant investment, or owns at least a 1% interest. All paid or unpaid positions or relationships with nonprofit or for-profit third-party organizations that compete with SCTE, or take public positions contrary to those of SCTE, also should be listed. The Leader is encouraged to disclose a relationship if there is any uncertainty as to whether the relationship should be disclosed.

### **How Should Conflicts Be Addressed?**

An initial determination as to whether a particular outside transaction or relationship may constitute an actual, potential or apparent conflict of interest shall be made by the Finance Committee of SCTE (the “Finance Committee”), with the assistance of legal counsel and without the presence of the individual whose involvement in such transaction or relationship is under consideration. This determination shall be made in any circumstance in which a credible potential for a conflict of interest is identified either by an individual Leader (through mandated self-disclosure) or by a third party. However, if the Finance Committee concludes that this determination should be made by the Board of Directors of SCTE, then the matter shall be referred to the Board of Directors (with or without a recommendation from the Finance Committee) for its consideration, deliberation and resolution, with the assistance of legal counsel and without the presence of the individual whose involvement in such transaction or relationship is under consideration. The Board of Directors shall have final authority over

the resolution of all conflict of interest matters involving the members of such Board of Directors. If the Finance Committee believes that a particular relationship or transaction may represent an actual, potential or apparent conflict or interest, it shall first request additional information from the Leader detailing the nature of the relationship or transaction. When evaluating whether a particular transaction or relationship constitutes an actual, potential or apparent conflict of interest, the Finance Committee shall consider the following (non-exhaustive) factors:

- Abusing one's role as a Leader for personal or third-party gain or pleasure (including, but not limited to, the solicitation or acceptance of gifts or other items of value or indirect inducement to provide special treatment on organization matters).
- Placing one's own self-interest, the interest of one's company, organization or another entity for which the individual serves in a leadership, employment or ownership capacity, or the interest of any third party above that of SCTE.
- Engaging in any outside business, professional or other activities that would directly or indirectly materially adversely affect SCTE.
- Providing goods or services to SCTE as a paid vendor.

If the Finance Committee determines that a particular relationship or transaction represents an actual, potential or apparent conflict of interest, it (or the Board of Directors, if the matter has been referred to the Board of Directors) shall resolve such actual, potential or apparent conflict in one of the following manners:

- Waive the actual, potential or apparent conflict as unlikely to affect the Leader's ability to act in the best interests of the organization;
- Determine that the individual Leader should be recused from all deliberations and decision-making related to the particular transaction which gives rise to the actual, potential or apparent conflict. This resolution should apply particularly when the transaction or relationship is one which presents a conflict only with respect to one or two discrete programs or activities. For example, if an individual Board member also works for a company that produces an educational program that competes with one or two discrete programs of SCTE, the Finance Committee or relevant Board may determine that the Board member should be recused from all deliberations and voting related to such program(s) (both at the outset and on an ongoing basis), but that the Board member need not resign his/her seat on the Board.
- Determine that the individual Leader must resign from his/her service to SCTE because the actual, potential or apparent conflict is so pervasive that the Leader would seldom, if ever, likely be able to act in the best interests of the organization. For example, if an individual Board member also works for a company that produces educational programs that compete with most of the educational programs of SCTE, the Finance Committee or Board of Directors may determine that the individual should resign from the Board of Directors.

The special procedure below is applicable to all instances in which a Leader (or the Leader's company, organization or another entity for which the Leader serves in a leadership, employment or ownership capacity, or a member of the Leader's family) seeks to provide goods or services to SCTE as a paid

vendor, or seeks to receive a significant grant or contract from one of the three organizations. This procedure shall not apply to pre-existing relationships with Leaders that previously have been disclosed to, and waived by, the Finance Committee or the Board of Directors.

- The Leader must disclose to the Chairman of the Board in advance of any related action to be taken by the Board of Directors his/her intent to seek to provide goods or services as a paid vendor to SCTE, or to receive a grant or contract from SCTE;
- The Leader must recuse himself/herself from all deliberations and voting related to the contemplated action;
- If the value of the transaction exceeds \$5,000, SCTE must, through a request for proposal process, have solicited proposals broadly from other qualified vendors / prospective grant or contract recipients and received (or attempted to receive) written bids from at least three such individuals/entities (including the Leader);
- The Board of Directors must determine (without the presence or participation of the Leader) that the transaction is fair and in the best interests of SCTE based on all of the facts and circumstances, and such determination (including the fact that it was made in the absence of the Leader) shall be documented as part of the relevant meeting minutes (all competing bids received shall be retained as well); and
- If selected, the Leader may not participate in any process by which his/her performance as a vendor / grant or contract recipient is evaluated.

The following Conflict of Interest Disclosure Form and Nondisclosure Agreement shall be completed, signed and submitted by all Leaders on an annual basis.

## CONFLICT OF INTEREST DISCLOSURE FORM

To help avoid any conflicts of interest, you are disclosing ownership or other proprietary interests, responsibilities, circumstances, or other reasons why you (or, by extension, any member of your family) might have an actual, apparent or potential conflict of interest with your duty to SCTE, both with respect to the conflicts identified in the attached policy and any others. You hereby invite further review by SCTE of any aspects of these circumstances that might be appropriate. In addition, you agree to take other steps, such as avoiding deliberation and resolution of certain issues or even withdrawing from your membership on the Board of Directors, if it is determined that such steps are necessary to protect the integrity of the Board of Directors and avoid the breach of your fiduciary duty to SCTE. Finally, during such time as you continue to serve on the Board of Directors, you agree to notify the Chairman of the Board of Directors promptly if and when you determine that any additional actual, apparent or potential conflict of interest with your duty to SCTE arises subsequent to the execution of this form. Please check the appropriate section at the bottom of this page.

### NONDISCLOSURE AGREEMENT

I agree that any confidential information disclosed to me by members or staff of SCTE, or by third parties, in connection with my membership on the Board of Directors of SCTE, will be treated as such. I will not use or disclose such information except as may be authorized by SCTE, and will make my best effort to prevent its unauthorized disclosure. Confidential information shall include all such information relating to SCTE’s members operations, policies, plans, goals, or objectives. Confidential information shall not include information previously known to me, the SCTE membership, the general public, or previously recognized as standard practice in the field. I acknowledge that unauthorized disclosure of confidential information could cause irreparable harm and significant injury to SCTE and SCTE’s members. I agree that, upon request, I will return to SCTE all materials supplied to me by them, including agendas, minutes and supporting documents.

\* \* \* \* \*

I have read the foregoing Conflict of Interest Policy, Conflict of Interest Disclosure Form, and Nondisclosure Agreement and agree to abide by their terms.

- I have no conflicts to disclose but agree to abide by all of the above terms and conditions.
- I have attached a statement of conflicts disclosure and agree to abide by all of the above terms and conditions.

\_\_\_\_\_  
*Signature*

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

\_\_\_\_\_  
*Date*

\_\_\_\_\_  
*Organization*

\_\_\_\_\_  
*Title*

**CONFLICT OF INTEREST DISCLOSURE**

To help avoid conflicts, on this form I am disclosing situations or areas in which it might even appear that I have conflicting duties to other persons, products, or entities. I invite further review by SCTE of any aspects of these situations or areas that might be considered appropriate.

- 1. Professional, business, or volunteer positions or responsibilities that might give rise to conflicts:

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- 2. Situations in which I am serving as a vendor or customer, or am employed by or consulting with a vendor or customer, to SCTE or its members:

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\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

\_\_\_\_\_  
*SCTE Position*

# RECORDS RETENTION POLICY

## General

It is the Society of Cable Telecommunications Engineer’s (“SCTE”) policy to maintain complete, accurate and high-quality records. Records are to be retained for the period of their immediate use, unless longer retention is required for historical reference, contractual, legal or regulatory requirements or for other purposes as may be set forth herein. Records that are no longer required, or have satisfied their required periods of retention, shall be destroyed.

No officer, director, employee, volunteer, or agent of SCTE shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter or case. This policy covers all records and documents of SCTE. SCTE reserves the right to amend, alter and terminate this policy at any time and for any reason.

## Responsibility for Administration

The President/CEO of SCTE (or his/her staff designee) shall be responsible for administering this policy. As part of this role, the President/CEO of SCTE (or his/her staff designee), in consultation with legal counsel, shall ensure that SCTE documents and records retained by officers, directors, employees, volunteers, or agents are stored or destroyed in a manner consistent with this policy.

## Records Retention Schedule

Retention period begins on the first day after the end of the year in which the document was received.

<b>Document</b>	<b>Current</b>
Articles of Incorporation.....	Permanent
Bylaws, Polices and Procedures .....	Permanent
Capital stock and bond records; ledgers; transfer registers; stubs showing issues; record of interest coupons; options; etc. ....	Permanent
Cash books .....	Permanent
Charts of Accounts .....	Permanent
Checks (canceled for important payments, i.e., taxes; purchases of property; special contracts; etc. Checks should be filed with the papers pertaining to the underlying transaction.) .....	Permanent
Copyrights and Trademark Registrations .....	Permanent
Correspondence (legal & important) .....	Permanent
Deeds, Mortgages, Bills of Sale .....	Permanent
Depreciation schedules .....	Permanent
Financial Statements, Audited .....	Permanent

Financial Statements, Internal .....	Permanent
General Ledgers, Trial Balances .....	Permanent
Insurance records, current accident reports, claims, policies, etc. ....	Permanent
IRS Tax Status Determination Letter .....	Permanent
Journals .....	Permanent
Minutes of Board of Directors Meetings .....	Permanent
Minutes of Executive Committee Meetings .....	Permanent
Minutes of standing committees .....	Permanent
Patents and related papers .....	Permanent
Property Appraisals and Property Records .....	Permanent
Property records, including costs, depreciation reserves, year-end trial balances, depreciation schedules, blueprints, and plans .....	Permanent
Retirement and Pension records .....	Permanent
Standards, incl. Ballot Reports & Comment Notices .....	Permanent
Tax Returns and worksheets; revenue agents' reports and other documents relating to determination of income tax liability .....	Permanent
Training manuals .....	Permanent
Union agreements .....	Permanent
Customized Certification Records .....	In Force + 1 Year
Employee Job Descriptions .....	Active + 3 Years
Accident Reports and Claims (settled cases) .....	7 Years
Accounts Payable Ledgers and schedules .....	7 Years
Accounts Receivable Ledgers and schedules .....	7 Years
Certification Applications, Test Results .....	7 Years
Certification Proctor Applications .....	7 Years
Contracts, Leases, expired .....	7 Years
Expense Distribution Schedules .....	7 Years
Garnishments .....	7 Years
Inventories .....	7 Years
Invoices to Customers & from Vendors .....	7 Years
Notes receivable ledgers and schedules .....	7 Years
Option records (expired) .....	7 Years
Payroll Records & Summaries .....	7 Years

Payroll Withholding Tax Returns .....	7 Years
Plant cost ledgers .....	7 Years
Purchase orders (purchasing department copy) .....	7 Years
Recertification Records .....	7 Years
Sales Records .....	7 Years
Sales records .....	7 Years
Scrap and salvage records (inventories, sales, etc. ....	7 Years
Stock and bond certificates (canceled) .....	7 Years
Subsidiary ledgers .....	7 Years
Time books .....	7 Years
Timesheets/cards/files .....	7 Years
Voucher Registers and schedules .....	7 Years
Vouchers for payments to vendors, employees, etc. (Includes: allowances and reimbursement of employees, officers, etc., for travel and entertainment expenses) .....	7 Years
Withdrawn Standards .....	5 Years
Budgets .....	3 Years
Checks, cancelled, general .....	3 Years
Employee Personnel Records, After Termination .....	3 Years
Employment Applications .....	3 Years
Insurance Policies (expired) .....	3 Years
Internal audit reports .....	3 Years
Internal reports .....	3 Years
Membership Applications .....	3 Years
Petty cash vouchers .....	3 Years
Physical inventory tags .....	3 Years
Sales commission reports .....	3 Years
Savings bond registration records of employees .....	3 Years
Bank Statements & Reconciliations .....	2 Years
Correspondence (general) .....	2 Years
Duplicate deposit slips .....	2 Years
Email Messages pertaining to certain national events .....	1 Year + 3 months
Correspondence (routine) with members, customers, or vendors .....	1 Year

Employee Appointment Calendars .....	1 Year
Employment Applications, Unsolicited .....	1 Year
Job announcements, Advertisements .....	1 Year
Magnetic tape and tape cards .....	1 Year
Purchase orders (except purchasing department copy) .....	1 Year
Receiving sheets .....	1 Year
Requisitions .....	1 Year
Stenographers' notebooks .....	1 Year
Stockroom withdrawal forms .....	1 Year
Correspondence, internal .....	6 Months with valid exceptions
Telephone Messages .....	6 Months with valid exceptions

## COMPENSATION REVIEW POLICY

This Policy on the process for determining compensation of SCTE officers and staff applies to the compensation of the following persons employed by the Society.

- President and CEO
- Any and all staff officers
- All Senior Vice Presidents
- Any and all key employees defined as an employee of SCTE who meets all three of the following tests:
  - **\$150,000 Test:** receives reportable compensation from SCTE and all related organizations in excess of \$150,000 for the year;
  - **Responsibility Test:** the employee: (i) has responsibility, powers, or influence over SCTE as a whole that is similar to those of officers, directors, or trustees; (ii) manages a discrete segment or activity of SCTE that represents 10% or more of the activities, assets, income, or expenses of SCTE, as compared to SCTE as a whole; or (iii) has or shares authority to control or determine 10% or more of SCTE's capital expenditures, operating budget, or compensation for employees; and
  - **Top 20 Test:** is one of the 20 employees (that satisfy the \$150,000 Test and Responsibility Test) with the highest reportable compensation from the Organization and related organizations for the year.

The process includes all of these elements: review and approval by the board of directors or Compensation Subcommittee of the Executive Committee of SCTE; use of data as to comparable compensation; and contemporaneous documentation and recordkeeping.

- **Review and approval.** The compensation of the person is reviewed and approved by the Board of Directors or Compensation Subcommittee of SCTE, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.
- **Use of data as to comparable compensation.** The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.
- **Contemporaneous documentation and recordkeeping.** There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

# SCTE'S LOGO, TRADEMARK AND GRAPHICS USAGE POLICY

## Usage Terms, Conditions, and Specifications (License)

The Society of Cable Telecommunications Engineers, Inc. (SCTE) logos, trademarks, and graphics are, and at all times shall remain the exclusive property of SCTE and may be used only as specified below. Certain SCTE logos, trademarks, and graphics are set forth herein or as attached for reference but are not inclusive of all the SCTE-owned and/or registered logos, trademarks, and graphics. SCTE logos, trademarks, and graphics may be used as specified in this policy without further approval. All other usage requires prior written authorization from SCTE.

These usage policies have been developed to both encourage appropriate use of SCTE logos, trademarks, and graphics, and to ensure that SCTE images are used consistently across various applications so that SCTE members benefit from recognition of the association and its public services. SCTE logos, trademarks, and graphics are available online for SCTE members to download for use in print, broadcast, and online collateral and promotional materials in accordance with this policy. Any questions regarding usage in compliance with this policy should be directed to SCTE's Marketing and Communications department.

## General Policy, Usage, and License Terms for Members

Promoting SCTE membership serves to highlight professionalism and dedication to the industry. Accordingly, SCTE grants current, in-good-standing members a license to use the SCTE logo on business cards, websites, stationery and advertisements as a benefit of membership and to indicate membership under the following conditions:

- Only members in good standing are authorized to use the SCTE logo for the purpose of identifying their membership in SCTE. The right to use the SCTE logo and name shall terminate and be revoked upon the member's failure to remain in good standing, in the event of misuse or any other breach of this policy.
- The SCTE logo may not be used in any manner to imply that a member is in any way an agent of SCTE or that SCTE in any way warrants, approves, or endorses any product or service provided by the member.
- The SCTE logo can be used on member's business cards, letterhead, and promotional materials. The SCTE logo can be used for selected electronic placements consistent with the **Electronic Logo Usage** section of this policy. Any other use of the SCTE logo must be approved in writing by SCTE.
- Individual members are prohibited from allowing their employer to use the SCTE logo on the employer's letterhead or promotional materials. Any employer who does so will be liable for trademark infringement.
- SCTE logos, trademarks, and graphics may not be redrawn or reset typographically. Elements of the logos, trademarks, or graphics may not be separated, rearranged, or altered in any way

without the express, written approval from SCTE. Original height-to-width proportions (aspect ratios) must be maintained. Copyright and trademark symbols may not be deleted or altered.

- The SCTE logo must bear the ® (superscript) in all instances in which it is used.
- The SCTE logo may not be used in conjunction with claims that products conform to SCTE Standards.
- No alteration of the SCTE logo is allowed. The Society logo may not be taken apart and should only be used in the appropriate colors designated in the SCTE style guide. It may not be combined with other design elements or company logos. It may be changed in size, in accordance with the size limitations included in the SCTE style guide, to fit the usage need of members.
- Artwork of SCTE's logo is available to members electronically on the SCTE website at [www.scte.org](http://www.scte.org).

## **Specific Guidelines**

### **Logo Usage in Print**

- The logo must be one of the approved versions and must be displayed in accordance with all guidelines in the SCTE style guide (typically, the SCTE logo mark only ("bug") or SCTE w/ "Society of Cable Telecommunications Engineers" words).
- The logo color must be either black, blue & gray, blue only or reversed white, in accordance with the PMS codes as specified in the SCTE style guide.
- The logo must stand alone. It may not be combined with other graphical elements without prior, written approval.
- The logo may be accompanied by the text "Active Member," or other, recognized category of membership granted by SCTE in its Policies and Procedures (i.e. Emeritus, Lifetime, Student, etc.)
- The logo must be displayed in a positive manner. It may not be used to depict SCTE or any of its members, services, products, or affiliates in a negative light or in any way that denigrates the goodwill of the Society.

### **Electronic Logo Usage**

- The SCTE logo may not be shared electronically with parties or organizations outside SCTE without the expressed written approval of SCTE.
- Any usage of the SCTE logo on the Internet by an SCTE Chapter or individual member must be in conformance with all requirements described in the Logo Usage in Print section of this policy.
- Any other usage of the SCTE logo on the Internet by any other party must be approved in writing by SCTE and must be displayed in accordance with all guidelines applicable to the SCTE logo usage in print as set forth above.

- SCTE maintains the right to revoke any electronic use of the SCTE logo.

Any failure to comply with the terms and conditions contained herein may result in, among other things, the immediate revocation of the grant of license to use SCTE's logos, trademarks, and graphics. The interpretation and enforcement of these terms and conditions shall be made by SCTE at its sole discretion. The logos, trademarks, and graphics may not be used in any manner that, in the sole discretion and judgment of SCTE, discredits SCTE or tarnishes its reputation or goodwill; is false or misleading; violates the rights of others; violates applicable law, regulation, or public policy; or mischaracterizes the relationship between the user and SCTE, including but not limited to any use that might reasonably be construed as certification or endorsement of the user's products, services, business or organization.

Use of the logos, trademarks, and graphics shall create no rights for users beyond the terms of this limited and revocable grant of license. SCTE shall have the right to obtain, from time to time, samples of use of the logos, trademarks, and graphics from which it may determine user compliance with these terms and conditions. By use of the logos, trademarks, and graphics, the user agrees to provide SCTE upon request facsimiles and/or samples of the user's use thereof.

### **SCTE Chapters**

SCTE Chapter logos are a means for chapters to identify and associate themselves as a part of SCTE, and therefore all of the logo guidelines herein must be followed to maintain the SCTE brand integrity.

Chapter logos may consist of the SCTE logo accompanied by the appropriate, approved text of the chapter name. Chapters may also be granted by SCTE a grandfathered usage of a graphic design that specifically represents the Chapter's uniqueness and has been in use by the Chapter for a reasonable amount of time. This authorization is limited to designs that do not distort the SCTE logo and must be used in addition to the authorized Chapter logo design, in accordance with the sizing and special guidelines included in the style guide. Any new or future usage of the SCTE logo by Chapters must receive prior, written approval by SCTE; all other usage shall not be in compliance with this policy. Chapter logos are available to authorized Chapter officers electronically in the Chapter Officer Resource Section on the SCTE website.

### **Expo Partner Members**

An Expo Partner Membership enables companies to show their support of the Society and its members. Expo Partners are authorized to make use of the SCTE logo under the same conditions that apply to SCTE Individual members as follows:

- Only Expo Partners in good standing are authorized to use the SCTE logo for the purpose of identifying their membership in SCTE. The right to use the SCTE logo and name shall terminate and be revoked upon the member's failure to remain in good standing, in the event of misuse or any other breach of this policy.
- The SCTE logo may not be used in any manner to imply that SCTE in any way warrants, approves, or endorses any product or service provided by the Expo Partner.

- SCTE logos, trademarks, and graphics may not be redrawn or reset typographically. Elements of the logos may not be separated, rearranged, or altered in any way without the express, written approval from SCTE. Original height-to-width proportions (aspect ratios) must be maintained. Copyright and trademark symbols may not be deleted or altered.
- The SCTE logo must bear the ® (superscript) in all instances in which it is used.
- The SCTE logo may not be used in conjunction with claims that products conform to SCTE Standards.
- No alteration of the SCTE logo is allowed. The Society logo may not be taken apart and should only be used in the appropriate colors designated in the SCTE style guide.
- When Expo Partners use the logo, the logo must be accompanied by the text “Expo Partner Member.”

Any intent to use the logo in ways other than provided for in this policy must first have the written approval of SCTE.

### **Nonmembers**

No use of the SCTE logo for commercial or promotional purposes will be allowed by any outside organization or nonmember of the Society without obtaining prior approval by SCTE under a formal, written license agreement. SCTE reserves the right to authorize and grant the use of the logo in cases of a written and documented SCTE business arrangement, such as with a recognized trade publication, approved outside vendor or approved sponsor. For a copy of a license agreement, please send your name, address, phone number and logo request, including intended use, to [logo@scte.org](mailto:logo@scte.org).

### **Termination of Use**

SCTE continually monitors the use of its trademark, trade name, logo and other intellectual property by its members and within the industry and reserves the right to immediately terminate the use of its trademark, trade name, logo and other intellectual property to anyone at any time, especially if such usage is not in compliance with this policy.

### **Changes to Guidelines**

SCTE reserves the right to change these guidelines solely at its own discretion.

## **TEMPORARY POLICY**

### **Board Structure Transition**

This policy is intended to define the transition to the new board structure defined in the Bylaws of SCTE as amended on January 18, 2011. This policy shall expire upon the call to order of the Board meeting immediately preceding the 2012 Annual Membership meeting.

At the close of the Board of Directors meeting at which the amended bylaws are approved, which define a new board structure of Appointed Directors and Regional Representative Directors, the following procedure shall be enacted.

- Those board members who were elected as At-large Directors and those board members who were appointed to the 2010/2011 Board of Directors shall fill the seats of Appointed Directors as defined in the newly adopted bylaws. The terms of these board members shall not be affected by this transition and will serve out their current terms as elected or appointed.
  - In the 2011/2012 election, only 1 board seat will be available for Regional Representatives to fill.
- Those board members who were elected as Regional Directors and who are also elected to the Executive Committee shall fill Regional Representatives seats on the Board of Directors, shall retain any officer title to which they were previously elected, and shall serve out their current terms as elected.
- Those board members who were elected as Regional Directors and who are not on the Executive Committee shall serve out their current terms as elected.