

**SCTE** · **ISBE**

**Policies and Procedures**

**of the**

**Society of Cable Telecommunications  
Engineers**

**and**

**International Society of Broadband Experts**



## Table of Contents

MEMBERSHIP .....	4
COMMITTEES.....	10
MEMBER-ELECTED REGION REPRESENTATIVES .....	13
REGIONS .....	15
BOARD ELECTIONS AND APPOINTMENTS.....	18
CHAPTERS, OTHER DIVISIONS AND LICENSEES .....	23
FINANCIAL OPERATIONS .....	27
Purpose.....	27
Risk Tolerance .....	28
PERMITTED INVESTMENTS.....	28
MEDIA CONTACT .....	37
ELECTRONIC MAIL POLICY .....	38
WHISTLEBLOWER POLICY .....	39
JOINT VENTURE POLICY .....	40
CONFLICT OF INTEREST POLICY .....	41
RECORDS RETENTION POLICY .....	46
COMPENSATION REVIEW POLICY.....	50
SCTE-ISBE 'S LOGO, TRADEMARK AND GRAPHICS USAGE POLICY.....	522

## MEMBERSHIP

### Types

SCTE·ISBE offers several membership options for both individuals and organizations within the cable telecommunications industry.

#### **Individual Member**

##### **Executive Member**

Open to those in an organizational management or leadership capacity 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. The individual must hold a position of director or higher.

##### **Professional 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.

##### **Retired/In-Transition Member**

Any current SCTE·ISBE member who is no longer employed full-time within the broadband industry – due to retirement or displacement from a job, is eligible to receive a 50% discount on SCTE·ISBE membership dues.

To qualify for Retired Member status, the member must be 55 years of age or older and have been a member in good standing for the last three (3) consecutive years.

*NOTE: Those working as consultants upon retiring from full-time employment, shall be eligible for Retired/In-Transition member dues.*

Those members finding themselves *in-transition* and wish to retain their SCTE·ISBE membership shall be eligible for the 50% discount on dues for one year.

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.

##### **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.

## **Member 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·ISBE. An Emeritus Member shall be eligible for all benefits offered to a member in good standing with no dues requirement.

## **Grades of Membership**

### **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 (5) years of broadband communications experience, and five (5) 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 (3) 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·ISBE 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. 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 Subcommittee, 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.

Each candidate will be rated by the Fellow Member Subcommittee as:

*Extraordinarily Qualified, Highly Qualified, Qualified, and 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.

## **Corporate Members**

### **Corporate Alliance Program**

A strategic partnership between cable industry corporations and SCTE-ISBE, the Corporate Alliance Program includes a wide variety of opportunities including discounted membership rates for their employees.

### **Corporate Alliance Member**

Operator Model: Flexible Alliance Model open to any cable operator who desires to influence future training programs, member benefits and/or Society initiatives, while also offering their employees opportunity to engage with SCTE-ISBE through individual memberships, training, and /or programs.

Vendor Model: Open to any Vendor who has met a pre-determined spending level with the Society, and who wants to further engage with SCTE-ISBE while being recognized for their contributions and support over the course of the calendar year.

### **Standards Program Member**

Open to any firm, corporation, sole proprietorship, company, organization that wishes to actively contribute to standards. This membership offers cable telecommunications organizations an opportunity to participate in the creation, development and review of technical standards and best practices through the industry's only ANSI-accredited forum for the development of technical specifications supporting cable telecommunications.

### **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 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 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-ISBE's endorsement of that same product, service or publication, without prior written approval of the SCTE-ISBE 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 the 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.

### **Chapter Support Committee**

This committee is empowered to provide input for chapter and affiliate requirements and chapter 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 provide recognition, resources and requirements to ensure the vitality of chapters and professional development of chapter participants. Any subcommittees or working groups necessary for chapter support will report to this Committee.

### **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-ISBE 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.

### **Investment Subcommittee**

The Investment Subcommittee is a standing subcommittee of the Finance Committee and will be composed of no less than 3 members at least two of who will be board members. The Treasurer shall appoint the members of this subcommittee in consultation with the Chairman of the Board. The Investment Subcommittee will monitor investment portfolio performance and compliance with the Investment Policy Statement.

### **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 necessary for governance will report to this committee.

### **Membership Committee**

This committee 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 subcommittees or working groups necessary for membership programs will report to this committee.

### **Fellow Member Subcommittee**

The Fellow Member Subcommittee shall be a subcommittee of the Membership Committee composed of six (6) current Fellow members. The Fellow Member Subcommittee chair shall be determined by the Membership Committee Chair, as approved by the Chairman of the Board within 60 days of the Annual Meeting. The duty of the Fellow Member Subcommittee 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 Membership Committee.

### **Senior Member Subcommittee**

The Senior Member Subcommittee shall be a subcommittee of the Membership Committee composed of four (4) current Senior and/or Fellow members. The Senior Member Subcommittee chair shall be determined by the Membership Committee Chair, as approved by the Chairman of the Board 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 Subcommittee is to review applications for Senior Member grade and to provide recommendations to the Membership Committee for approval those candidates deemed qualified for that advancement.

### **Learning and Development Committee**

This committee is empowered to provide direction and input for all learning and 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 learning and 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 subcommittees or working groups necessary for professional development 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.

## **MEMBER-ELECTED REGION REPRESENTATIVES**

Approved June 28, 2018

The member-elected Region Representative is defined in Article V, Section I of the bylaws of the Society. The responsibility of the Member-Elected Regional Representative is to support and represent the needs of the general membership and chapters through ideas and recommendations made to any Standing Committee (i.e. Membership, Chapter Support and Learning and Development) for their review and potential presentation to the Board where applicable. All regional representatives are considered a spokesperson for the Society, both to the membership and outside interests, and should stay informed on current problems; prevailing attitudes and membership needs to best serve the interests of all SCTE·ISBE members.

### **Listed below are the major duties and responsibilities of all Regional Representatives:**

1. Represent the interests of the membership and chapter leaders to the SCTE·ISBE board by providing feedback to the SCTE·ISBE board from members and chapter leadership. The chapters represent the backbone of the SCTE·ISBE structure and the voice of the membership is important to the continuing success of the Society.
2. **Highly recommend** attendance at the SCTE·ISBE Chapter Leadership Conference (CLC) including the yearly Regional Representative meeting to be held at CLC. Related travel costs are the responsibility of the individual board members; SCTE·ISBE headquarters or SCTE·ISBE chapters will not reimburse related travel costs.
3. The Regional Representative shall promote and support the training programs of the SCTE·ISBE with chapter leadership in their region. Training made available by SCTE·ISBE through the Corporate Alliance Program (CAP) and Cortex shall be the top training priority for the chapters and their membership. Each Chapter has a training requirement for a minimum of 30 hours per year with a focus on the needs of the MSO's in region.
4. Effectively engage and communicate with chapter leadership to drive greater utilization of SCTE·ISBE benefits by the membership.
  - a. Use of the SCTE·ISBE website as the primary source of information regarding SCTE·ISBE and its programs.
  - b. Encourage downloading and use of SCTE·ISBE apps for training as well as best practices in the field.
  - c. Promote participation in SCTE·ISBE online training, webinars and seminars.
5. Regional Representatives are 'ex officio' members of all chapter and meeting group boards in their respective regions and your support and input is important to them. Support can and should include participation in chapter leadership meetings and/or

conference calls to provide updates from the SCTE-ISBE board and gather input and feedback from the chapters for the SCTE-ISBE board. This objective can be accomplished by holding quarterly calls with SCTE staff and chapter leadership to provide a “State of the Society” and offer time for Q&A.

6. Visitation of all chapters and meeting groups within your region at least once during the two-year term. Ideally, the visits should be done in person but can also be done virtually (for example, a virtual speaker or join a board meeting via conference call).
7. Be prepared to provide an update on your respective region at each National board meeting for inclusion in the board book.
8. Hold conference calls with chapter leaders, at least quarterly to discuss:
  - a. Overall health of the region
  - b. Status of compliance & financial reporting
  - c. Membership growth and retention
  - d. Inclusion of smaller operators
  - e. Awareness of upcoming events within the region and teamwork opportunities.
  - f. Brainstorming for struggling chapters.
9. Communicate with the NCLB chairman and committee about any chapters that are in need, and work with any NCLB representatives assigned to chapters in your region supporting the efforts of NCLB to bring the chapter into compliance.
10. Establish and implement basic policies that further the goals within your region.
11. Support and defend all policies and programs adopted by the board of directors.
12. Offer support and motivation for the development of chapters and meeting groups and reporting to the board on the activities of such groups.
13. Coordination of schedules and events: you should be immediately aware of all speakers/events/vendor’s days planned by all the chapters (and ideally by those in neighboring regions) so schedule conflicts can be avoided. Also, a good speaker can often be persuaded to speak at several chapter meetings if the scheduling is convenient. You can be the point person in making other regional chapters aware of the possible availability of such a person.
14. Promoting membership in and support of the Society by developing and maintaining relationships with the industry leaders and company managers within the region.

## REGIONS

The Society shall have the following regions and each region shall have one elected Representative who shall serve on the Member-Elected Region Representatives 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



- 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 shall 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.

A call for nominations shall be sent to the general membership 90 days prior to the scheduled board approval date for the slate of candidates. The call for nominations will remain open for 30 days and the nominations committee will consider all nominations for the slate of candidates as well as seeking out and nominating the best possible candidates to run for regional representative.

- All candidates must be an SCTE-ISBE member for a minimum of three years and submit a bio which includes a summary of membership experiences.
- The Nominations Committee shall use the information provided to 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 regional representative position if elected. The required roles of the regional representatives will be provided to the candidate. 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 / her designee shall prepare and distribute election ballots no

later than May 15 of each calendar year.

- The SCTE-ISBE 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.
- To accommodate new or late membership renewals, all SCTE-ISBE members are eligible to receive a regional election ballot to vote within their region provided their membership payment is received no later than 15 days prior to the end of the election/voting period.
- 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-ISBE'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 a two-year term beginning at the board meeting held during the annual Cable-Tec Expo conference. The representatives 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 per SCTE-ISBE Policy and Procedures. The Chairman of the Board of Directors shall preside over the meeting but shall not vote in the selection process. The Member-Elected Region Representatives 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. In addition, the Regional Representative Directors are required to fulfill their Regional Representative duties along with all Director duties.

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 Member-Elected Region Representatives 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 newly 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 newly 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 an Appointed Director or Regional Elected Board Member**

In the event an Appointed Director or Regional Elected board member becomes unemployed due to retirement, resignation or displacement from their job, they may serve out the remainder of their term provided they make an affirmative statement of their willingness and ability to serve and have the financial ability to cover travel expenses if needed.

Should the Appointed Director not be willing, able and have the financial ability to serve, he/she must resign from the Board. The Board of Directors will instruct the Nominations Committee to provide the name of the next potential candidate on the prioritized list. Upon acceptance by the candidate to serve, the Committee will submit the recommendation to the Board of Directors for approval.

Should the Regional Elected board member not be willing, able and have the financial ability to serve, 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 international.

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·ISBE Chapter Handbook approved by the Chapter Support 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 international meeting group may apply for Chapter status. Application shall be made to the Chapter Support Committee via the Society business office according to the current edition of the SCTE·ISBE Chapter Handbook. At a minimum, the application must show compliance with the mandatory requirements of this section and the current SCTE·ISBE 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·ISBE Chapter Handbook as approved by the Chapter Support 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 Chapter Support 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-ISBE 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-ISBE Chapter Handbook, or financial irregularities.
  - All assets will be held in escrow by the SCTE-ISBE 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 Day Policies/Practices** (Approved 9/2017, added 7/2018)

### **Vendor Day Mission Statement**

Chapters/Meeting Groups are encouraged to include a “Vendor Day” as part of the annual meeting schedule. This event provides opportunities for front line employees, supervisors and managers to see the latest products and services from participating vendors. Revenue generated from these events often provide chapters with financial resources to support the chapter’s operations throughout the year and activities such as attendance at the annual Chapter Leadership Conference (CLC).

As Vendor Days have evolved over the years, SCTE•ISBE created guidelines to assist chapters in planning their events. The mission of Vendor Days is to support the education of a local constituency. In response to industry and vendor feedback, chapters are asked to follow the guidelines set forth in order to promote continued support from vendors and the industry.

A “Vendor Day” is defined as a locally advertised event comprising of 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, social media and the SCTE•ISBE website Calendar of Events.

### **Nomenclature**

1. The term “Cable-Tec Expo” is copyrighted by SCTE•ISBE. Expo should not be used in conjunction with any chapter/meeting group/affiliate event.
2. “Show” and “Fair” imply a large event and should be avoided so as not to create a misleading description.
3. Suggested event names:
  - a. “Chapter name Vendor Day”
  - b. “Chapter name Vendor Days”
  - c. “Chapter name Tech Day”
  - d. ” Chapter name Tech Days”
  - e. “Chapter name Vendor Day and Cable-Tec Games”

## **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 shows 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 Chapter Support Committee to ensure that there are no conflicts with SCTE•ISBE 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 \$100 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 costlier for vendors and would ultimately compete with other chapter events and International SCTE•ISBE events due to constraints of vendor budgets. In order to allow the maximum amount of professional development opportunities to SCTE•ISBE 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 in close proximity 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•ISBE-related activities.

The event can also serve as a means of recognition for local chapter or individual SCTE•ISBE accomplishments. Local Chapter awards and recognition are strongly encouraged. Technical Sessions can be used to attract MSO visitors. 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 invitations to decision makers. Since vendor support of SCTE•ISBE is critical to overall chapter health, every effort should be made to provide both quality and quantity of attendees.

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

## FINANCIAL OPERATIONS

### **Check Signing Policy** (Approved 4/2017)

Checks written in an amount under \$2500 can be signed by the President, or under his direction, by one (1) Headquarters staff senior VP or VP designated by the President, the VP of Finance and Accounting or by the Executive Assistant to the President.

Checks written for amounts between \$2500 and \$50,000 will require two of the previously listed four signatory options. Checks written for amounts over \$50,000 will require two signatures of which the President as the first and the second signatory must be the Treasurer. If the Treasurer is unavailable, the Chairman or the Vice Chairman of the Board may be the second signatory.

### **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·ISBE Investment Policy Statement

### **Background and Purpose**

#### Background

The Society of Cable Telecommunication Engineers (“SCTE·ISBE”) is a non-profit 501c (6) organization governed by a board of directors that is responsible for the organization's activities. SCTE·ISBE is the premier membership organization for technical cable telecommunications professionals. SCTE·ISBE member benefits, technical training courses, certifications, and information resources focus on providing professionals on every level of the industry with the tools needed to develop and advance their expertise. By connecting members from cable operators and vendors through a wide-range of programs and events, SCTE·ISBE strengthens relationships and promotes technology-focused thought leadership.

#### Purpose

SCTE·ISBE has accumulated assets (“Assets”) as a result of strong fiscal practices and desires to have the Assets support the long-term mission of the organization. The SCTE·ISBE Board of Directors has adopted this Investment Policy Statement (“IPS”) in recognition of its fiduciary obligation to invest and manage the Assets as would a prudent investor. The IPS has been crafted in consideration of the purpose of the organization and guides the implementation of an overall investment strategy that is reasonably suited to that purpose. This IPS will be reviewed at least annually and may be amended to reflect changes in the objectives or other factors relevant to the organization or the investment landscape. Any such

amendment to this Investment Policy Statement shall only take effect if adopted by the SCTE-ISBE Board of Directors.

## **Statement of Objectives**

### Time Horizon

The Assets governed by this IPS are expected to be perpetual in nature. The guidelines for investment of the Assets are based upon a long-term investment horizon of 5-10 years.

### Target Return

*The return objective is*

- To preserve and grow the Assets in excess of the long-term rate of inflation as measured by the Consumer Price Index (CPI).
- To meet the organization's ongoing liquidity needs.
- To accommodate future increased expenditures as necessary to maintain and enhance the mission of the Society.

### Risk Tolerance

SCTE-ISBE recognizes that Assets covered by this IPS are long-term in nature and therefore can be positioned in asset classes that may achieve higher returns over time yet will likely expose the Assets to higher levels of risk as measured by price volatility. SCTE-ISBE recognizes that some risk must be assumed in order to achieve the long-term investment objectives of the organization. This policy is designed to mitigate these risks through multiple diversification strategies and restrictions on asset class exposure.

## **Permitted Investments**

In order to achieve the stated purpose of the Assets, the following investments are authorized:

- Cash Equivalents – FDIC Insured Bank Deposit Vehicles, Treasury Bills, Money Market Funds, Commercial Paper, and FDIC Insured Certificates of Deposit
- Equity Securities – Domestic Common stocks, Domestic Convertible Preferred stocks, Domestic Convertible Bonds, and American Depository Receipts (ADRs) of non-United States companies, denominated in U.S. dollars
- Bonds – U.S. Treasury Notes and Bonds, U.S. Government Agency Notes and Bonds, Investment Grade Quality Corporate Bonds and Preferred Stock, and Agency Mortgage Backed Securities
- Mutual Funds whose assets are exclusively invested in securities which are themselves permitted investments
- Exchange-traded Funds (ETFs) whose assets are exclusively invested in securities which are themselves permitted investments

- Non-traditional/Alternative Assets – The following investments are acceptable when held within a mutual fund or other pooled investment vehicle: Commodities and futures contracts, Private placements, Options, Limited Partnerships, Venture-capital investments, Derivatives, Bonds rated below Investment Grade by Standard & Poor’s or Moody’s rating services.

Prohibited Investments

The following investments/activities are specifically prohibited:

- Oil, gas, or natural resource properties
- Direct real estate investments
- Warrants
- Art objects or other collectables or real assets
- Unregistered or restricted stock
- Short selling
- Use of margin accounts or other forms of leverage

**Asset Allocation Policy**

The Assets will at all times be invested within the allowable ranges described below. Further, the Board of Directors will annually approve a Target Allocation (attached as Appendix A) within this range based on input from professionals and following discussion of the current goals for the Assets. It is acknowledged that securities markets may be volatile and that price changes could cause violation of the Target Allocation or Allowable Range of any asset class. A violation of five absolute percentage points from the target range or zero percentage points of the Allowable Range must be corrected within 60 days of recognition of the violation.

<b>ASSET ALLOCATION</b>	
<b>Asset Class</b>	<b>Allowable Range</b>
Equities:	30% - 75%
Large Cap Domestic	25% - 75%
Mid Cap Domestic	0% - 30%
Small Cap Domestic	0% - 20%
International Developed Market	0% - 25%
Emerging Market	0% - 10%
Fixed Income:	25% - 70%
Non-traditional/ Alternatives:	0% - 25%

## **Diversification Requirements**

Equities: The securities of any one company may not exceed 8% of the total equity assets. No investment in the common stock of a corporation can be more than 5% of that corporation's outstanding stock. The maximum sector weighting may not exceed two times the sector weighting of the assigned benchmark, or 15% of the portfolio value, whichever is greater.

Fixed Income: No individual position, other than cash equivalents or U.S. Treasuries, may exceed 10% of the total value of the Assets. Under no circumstances may total fixed income instruments rated below investment grade quality exceed 5% of the portfolio's total Assets.

Non-Traditional/Alternatives: Limited to liquid investments such as mutual funds or other pooled investment vehicles. Exposure not may exceed 10% of the total value of the Assets.

## **Duties and Responsibilities**

### ***Board of Directors***

The SCTE-ISBE Board of Directors maintains ultimate responsibility for all investment decisions but may choose to delegate certain decisions to the Finance Committee as outlined below. The Finance Committee will provide direction to the Investment Advisor or other professional experts within the scope of its fiduciary responsibilities. However, in fulfilling its fiduciary responsibility the Board of Directors may not delegate the responsibility for the following actions:

1. Annual review and approval of the IPS and the Target Allocation Strategy
2. Affirming SCTE-ISBE 's investment goals and objectives
3. Oversight of the activities of the Finance Committee
4. Avoiding conflicts of interest and prohibited transactions
5. Additional investments or withdrawals must be authorized by a majority vote of the Board of Directors

### ***Finance Committee (Only as may be delegated by the Board of Directors)***

1. Ongoing monitoring of investment performance and compliance with the IPS
2. Hiring and termination of investment management firms and other consultants
3. Review of purchase and sale of mutual funds or individual securities
4. Approval of rebalancing decisions
5. Oversight of transfers of assets between managers, mutual funds or investment accounts
6. Oversight of transfers of assets between permitted asset classes

*External Advisors* The specific duties of external investment advisors and managers are outlined below. It is permissible for these duties to be fulfilled by a single firm if deemed to be most practical and cost

effective by the Board of Directors. Advisors employed must be a Registered Investment Advisory, Bank, Trust Company, or other such entity that is fully regulated by a government entity.

### Investment Advisor(s)

The Investment Advisor(s) will be responsible for guiding SCTE-ISBE through a disciplined and rigorous investment process. The primary responsibilities of the Investment Advisor(s) are to:

1. Provide direction in the maintenance and periodic review of the IPS.
2. Provide data, research and advice on various asset classes so that the Finance Committee can make prudent recommendations to the Board of Directors.
3. Conduct investment manager searches as requested by the Finance Committee.
4. Provide "due diligence" or research on the Investment Manager(s).
5. Monitor the performance of the Investment Manager(s) to provide the Finance Committee the ability to determine the progress toward investment objectives.
6. Assist the Finance Committee in managing and accounting for all investment expenses.
7. Communicate all matters of policy, portfolio structure, manager searches and manager performance to the Board of Directors as necessary.
8. Review investment history, capital market performance and compliance of the portfolio to this investment policy statement to the Finance Committee on a quarterly basis.

### Investment Managers

As distinguished from the Investment Advisor, who is responsible for managing the investment process, investment managers are co-fiduciaries responsible for making investment decisions. Each Investment Manager will acknowledge in writing their acceptance of responsibility as a fiduciary. The specific duties and responsibilities of each investment manager are:

1. To manage the assets under their authority in accordance with the guidelines and objectives outlined in their respective Prospectus, Trust Agreement or Contract.
2. To exercise full investment discretion within the limitations of the IPS with regards to buying, managing and selling assets assigned to them.
3. To report on a timely basis, quarterly investment performance results to the Finance Committee no later than 30 days following the end of a calendar quarter.
4. To communicate to the Finance Committee any major changes in investment strategy or other factors that may affect implementation or management of the investment process or the investment objective of the portfolio.
5. To communicate to the Finance Committee all significant changes relating to the portfolio or the firm itself. Modifications in ownership, organizational structure, financial condition and professional staff are examples of changes to the firm in which SCTE-ISBE is interested.

6. To vote promptly all proxies and related actions in a manner that is in the client's best interest. The investment manager shall keep detailed records of the voting of proxies and related actions and will comply with all regulatory obligations.
7. To use the same care, skill, prudence, and due diligence under the circumstances that experienced investment professionals acting in a like capacity and fully familiar with such matters would use in similar activities for like investment plans with like goals and objectives in accordance and compliance with all applicable laws, rules and regulations.
8. Respond completely and promptly to all information requests from the Finance Committee, Investment Advisor, Board of Directors or the SCTE-ISBE 's independent auditor.

## **Investment Manager Selection and Oversight**

The Finance Committee will evaluate investment managers and choose one or more to manage the assets according to the stated investment objective of the organization. Each investment manager selected must:

- Be a bank, a trust company, an insurance company or an investment management company or investment adviser under the Registered Investment Advisers Act of 1940.
- Be in good standing with regulators and clients with no material legal actions pending or concluded.
- Provide detailed additional information about the history of the firm, its investment philosophy and approach, its principals, clients, locations, fee schedules and other information as the Committee may request from time to time.
- Delegate actual management to firms under its supervision for asset classes where it does not maintain in-house capabilities but will continue to be responsible for achieving and reporting investment results.

An investment manager under consideration or review will be evaluated according to specific standards, which include, but may not be limited to, the following:

- Performance gross of fees should be equal to or greater than the return for an appropriate, style-specific benchmark index over a 3 or 5-year trailing time-period. Compelling factors may be considered for managers that do not present such a return history.
- Performance should be viewed relative to risk measures such as standard deviation of return for trailing three and five-year periods.
- The investment manager should demonstrate adherence to the assigned investment strategy.
- Fees should be competitive compared to similar managers.
- The investment manager should be able to provide all performance, holdings, and other relevant information in a timely fashion, with specified frequency.
- The investment manager must demonstrate the ability to manage consistently within the guidelines of the organization and confirm compliance at least annually.



- The investment manager must have sufficient assets so that SCTE-ISBE balances with that manager do not exceed 5% of the manager's total firm managed assets.

## **Investment Monitoring and Reporting**

The monitoring of investment performance for the organization is among the Finance Committee's most important responsibilities. Set forth below are the considerations and guidelines employed in fulfilling this fiduciary responsibility.

Monitoring shall occur on a quarterly basis and utilize the same criteria employed to select investment managers. It will include a formal review annually. Further, unusual, notable or extraordinary events must be communicated by the investment manager(s) immediately to the Committee. Examples of such events include portfolio manager or team departure, violation of investment guidelines, material litigation against the firm, or material changes in firm ownership structure, or announcements thereof. If overall satisfaction with the investment manager is acceptable, no further action is required. If areas of dissatisfaction exist, the investment manager and the Finance Committee must take steps to remedy the deficiency. If over a reasonable period the manager is unable to resolve the issue, termination may result.

### *Investment Manager Termination*

An investment manager may be terminated when the Finance Committee has lost confidence in the manager's ability to:

- Achieve performance within risk guidelines,
- Comply with investment guidelines,
- Comply with reporting requirements, or
- Maintain a stable organization and retain key relevant investment professionals.

If the investment manager has consistently failed to adhere to one or more of the above conditions, it is reasonable to presume a lack of adherence going forward. Failure to remedy the circumstances of unsatisfactory performance by the investment manager within a reasonable time shall be grounds for termination. Any recommendation to terminate an investment manager will be treated on an individual basis and may not be made solely based on quantitative data. In addition to those factors mentioned above, others may include professional or client turnover or material change to investment processes. Considerable judgment must be exercised in the termination decision process.

The selection of a replacement for a terminated manager shall follow the criteria outlined in the above section titled "Investment Managers".

### *Performance Benchmarks*

The Finance Committee will evaluate the performance of managers and investments relative to the following benchmarks:

<b>Asset Class</b>	<b>Index</b>
US Equity	
US Large Cap Core Equity	S&P 500 Index
US Mid Cap Core Equity	Russell Mid Cap Index
US Small Cap Core Equity	Russell 2000 Index
International Equity	MSCI EAFE Index.
Emerging Markets	MSCI Emerging Markets Index
Alternative Assets	Consumer Price Index (CPI + 3.00%)
Fixed Income	Barclays Capital Aggregate Bond Index
Cash and Equivalents	30-day US Treasury Bill

## **Annual Review**

SCTE-ISBE will review this IPS on an annual basis to reaffirm that stated investment objectives are still relevant. It is not expected that the IPS will change frequently. In particular, short-term changes in the financial markets should not require adjustments to the IPS.

## Appendix A

*The Board of Directors of the Society of Cable Telecommunications Engineers, with the benefit of guidance from Advisors and the SCTE-ISBE Finance Committee and having reviewed the goals of the Assets, hereby adopts the following Target Asset Allocation for the year commencing January 1, 2014.*

<b>ASSET ALLOCATION</b>		
<b>Asset Class</b>	<b>Target Allocation</b>	<b>Allowable Range</b>
<b>Equities:</b>	65%	30% - 75%
<b>Large Cap Domestic</b>	26%	25% - 75%
<b>Mid Cap Domestic</b>	12%	0% - 30%
<b>Small Cap Domestic</b>	9%	0% - 20%
<b>International Developed Market</b>	12%	0% - 25%
<b>Emerging Market</b>	6%	0% - 10%
<b>Fixed Income:</b>	25%	25% - 70%
<b>Non-traditional/ Alternatives:</b>	10%	0% - 25%

## **Policy Concerning Accumulation and Expenditure of Operating Reserve** (Approved 4/2015)

### ***Definition***

The Operating Reserves of the Society of Cable Telecommunications Engineers are the unrestricted net assets excluding fixed assets (property, equipment).

### **Purpose**

The purpose of this Policy is to ensure the stability of the mission, programs and services, and ongoing operations of the organization. The Operating Reserve is intended to provide funding for situations such as unexpected or sudden loss of income, sudden increase in and/or extraordinary expenses, or one-time, nonrecurring expenses that will build long-term capacity for growth.

### **Operating Reserve Target**

The target minimum is equal to twenty-five percent (25%) of annual operating costs with a target goal of fifty percent (50%).

### **Expenditure of Operating Reserves**

The President/CEO and VP Finance and Accounting will identify the need for access to reserve funds and confirm that the use is consistent with the purpose as described in this policy. An analysis of the reason for the use of reserves and evaluation of the time period that the funds will be required will be completed at this time. The analysis will include determination if it will be necessary to replenish the funds.

### **Authority for Expenditure of Operating Reserves**

The President/CEO will submit a request to use Operating Reserves to the Treasurer and Executive Committee of the Board of Directors. The request will include an analysis as described above. The Executive Committee may approve the use of funds up to and including \$500,000 so long as funds are not being withdrawn from SCTE investment portfolio. The Executive committee will report the use of funds to the Board of Directors at their next scheduled meeting or monthly update report, whichever is sooner. The Board of Directors will review and consider for approval use of funds in excess of \$500,000. The President/CEO must receive prior approval from the Executive Committee and/or Board of Directors before utilizing reserves.

### **Reporting and Monitoring**

The President/CEO is responsible for ensuring that the Operating Reserves are maintained and used only as described in this policy with oversight of Finance Committee.

## **MEDIA CONTACT**

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

## **ELECTRONIC MAIL POLICY**

It is the policy of SCTE-ISBE to encourage and promote the responsible use of electronic communications in administrative, business, and technical operations of SCTE-ISBE. A user must bear responsibility for his or her use of electronic mail. The SCTE-ISBE 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-ISBE will cooperate with authorities conducting a legal investigation, or other official inquiry, into illegal activities or unlawful acts associated with the use of SCTE-ISBE -related electronic mails.

It is the policy of SCTE-ISBE not to disclose the e-mail address of any member to outside parties. Those organizations who may affiliate with SCTE-ISBE 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-ISBE): (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of SCTE-ISBE; (2) specifies that SCTE-ISBE will protect the person from retaliation; and (3) identifies where such information can be reported.

### **Encouragement of Reporting**

SCTE-ISBE encourages complaints, reports or inquiries about illegal practices or serious violations of SCTE-ISBE policies. Such violations include but not limited to illegal or improper conduct by SCTE-ISBE itself, by its leadership, or by others on its behalf. Appropriate subjects under this policy include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects for which SCTE-ISBE has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via SCTE-ISBE '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-ISBE prohibits retaliation by or on behalf of SCTE-ISBE 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-ISBE 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 confidentially and anonymously. The complaint should describe in detail the specific facts demonstrating the basis for the complaints, reports or inquiries. The complaint should be directed to SCTE-ISBE 's President and Chief Executive Officer or the 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 next most senior executive who will immediately notify outside counsel. SCTE-ISBE will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that SCTE-ISBE 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-ISBE"), 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-ISBE 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-ISBE will ensure that the Joint Venture furthers SCTE-ISBE's exempt purposes and will negotiate at arm's length contractual and other terms of participation that safeguard SCTE-ISBE's exemption from federal income tax. Such terms shall be written 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-ISBE contributes substantially all its assets to the enterprise), SCTE-ISBE shall have 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-ISBE's resources are contributed), SCTE-ISBE 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-ISBE's capital contributions;

A requirement that any subsequent contract with SCTE-ISBE'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-ISBE's tax-exempt purposes over maximization of profit for the participants of the Joint Venture; and

The contract will prohibit any activities that would jeopardize SCTE-ISBE's tax-exempt status.

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

Finally, any Joint Venture contract must be socialized with the Chair and Vice Chair of the SCTE-ISBE Board of Directors.



## **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-ISBE”) must act always in the best interests of the organizations they represent. (The term “Leaders” shall be used in this policy to refer to the SCTE-ISBE Staff, SCTE-ISBE Appointed Directors and Regional Representatives, SCTE-ISBE Committee and Subcommittee Members, SCTE-ISBE Chapter Board and Chapter Associate Board Members, SCTE-ISBE Contractors and Volunteers who have access to SCTE-ISBE’s Intellectual Property and SCTE-ISBE Interns (Volunteers or paid employee); the term “organization” shall refer to SCTE-ISBE). Moreover, the Board of Directors of SCTE-ISBE 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 their obligations to SCTE-ISBE, on one hand, and to some other organization or cause, on the other. The “other interest” may arise from a transaction between SCTE-ISBE 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-ISBE. 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-ISBE or take public positions contrary to those of SCTE-ISBE, 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-ISBE (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-ISBE, 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 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 of 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-ISBE.
- Engaging in any outside business, professional or other activities that would directly or indirectly materially adversely affect SCTE-ISBE.
- Providing goods or services to SCTE-ISBE 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 interest of the organization;
- Determine that the individual Leader should recuse themselves 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-ISBE, the Finance Committee or the Board may determine that the Board member should recuse themselves 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-ISBE because the actual, potential or apparent conflict is so pervasive that the Leader would seldom, if ever, 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-ISBE, 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-ISBE 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-ISBE, or to receive a grant or contract from SCTE-ISBE;
- 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-ISBE 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-ISBE based on all 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-ISBE, both with respect to the conflicts identified in the attached policy and any others. You hereby invite further review by SCTE-ISBE 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-ISBE. 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-ISBE 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-ISBE, or by third parties, in connection with my membership on the Board of Directors of SCTE-ISBE, will be treated as such. I will not use or disclose such information except as may be authorized by SCTE-ISBE and will make my best effort to prevent its unauthorized disclosure. Confidential information shall include all such information relating to SCTE-ISBE 's members' operations, policies, plans, goals, or objectives. Confidential information shall not include information previously known to me, the SCTE-ISBE 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-ISBE and SCTE-ISBE 's members. I agree that, upon request, I will return to SCTE-ISBE 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 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*

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

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

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

**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·ISBE 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·ISBE or its members:

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*Signature*

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*Date*

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*SCTE·ISBE Position*

## RECORDS RETENTION POLICY

### General

It is the Society of Cable Telecommunications Engineer’s (“SCTE-ISBE”) 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-ISBE 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-ISBE. SCTE-ISBE reserves the right to amend, alter and terminate this policy at any time and for any reason.

### Responsibility for Administration

The President and CEO of SCTE-ISBE (or his/her staff designee) shall be responsible for administering this policy. As part of this role, the President and CEO of SCTE-ISBE (or his/her staff designee), in consultation with legal counsel, shall ensure that SCTE-ISBE 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, Policies 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 paper.....	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 Record.....	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
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 report.....	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



Revised 2016 | BOD Approved 1/20/17

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-ISBE 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-ISBE who meets all three of the following tests:
  - **\$150,000 Test:** receives reportable compensation from SCTE-ISBE and all related organizations in excess of \$150,000 for the year;
  - **Responsibility Test:** the employee: (i) has responsibility, powers, or influence over SCTE-ISBE as a whole that are similar to those of officers, directors, or trustees; (ii) manages a discrete segment or activity of SCTE-ISBE that represents 10% or more of the activities, assets, income, or expenses of SCTE-ISBE, as compared to SCTE-ISBE as a whole; or (iii) has or shares authority to control or determine 10% or more of SCTE-ISBE'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-ISBE; 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-ISBE, 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.

## **COMPENSATION POLICY** (Added 7/2018)

The SCTE-ISBE Compensation Committee has general oversight of the organization's compensation plan with the responsibility to ensure the SCTE-ISBE administers a fair and reasonable compensation structure that will attract and retain the most qualified individuals for the organization.

Specific duties include the routine evaluation of the chief executive and the highly compensated key employees of the organization. An independent compensation consultant selected by the chief executive is engaged every other year to perform an in-depth compensation study. The study will evaluate several relevant compensation data points including, but not limited to, base pay, target annual incentives, and total cash compensation. The consultant is expected to compile reliable and appropriate compensation data from published compensation surveys of both taxable and tax-exempt organizations. SCTE-ISBE employees are benchmarked relative to the survey data that reflects the appropriate target market for each position, as confirmed by SCTE-ISBE's HR team. Target markets for tech specific jobs are a blend of cable or high-tech industry data and trade associations or the not-for-profit industry. The target market for non-tech specific jobs are a blend of general industry and trade associations or the not-for-profit industry.

The findings of the compensation study are reviewed by the appropriate SCTE-ISBE staff including the President/CEO, the VP, Accounting & Finance and the Director, Human Resources. The findings along with any recommendations are presented to the Compensation Committee for review and approval. The Compensation Committee will work with SCTE-ISBE staff to ensure that compensation recommendations are aligned with the SCTE-ISBE's budget.

SCTE-ISBE complies with IRS reporting requirements by filing the IRS Form 990 annually.

## **SCTE·ISBE 'S LOGO, TRADEMARK AND GRAPHICS USAGE POLICY**

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

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

These usage policies have been developed to both encourage appropriate use of SCTE·ISBE logos, trademarks, and graphics, and to ensure that SCTE·ISBE images are used consistently across various applications so that SCTE·ISBE members benefit from recognition of the association and its public services. SCTE·ISBE logos, trademarks, and graphics are available online for SCTE·ISBE 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·ISBE 's Marketing and Communications Department.

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

Promoting SCTE·ISBE membership serves to highlight professionalism and dedication to the industry. Accordingly, SCTE·ISBE grants current members who are in good standing a license to use the SCTE·ISBE 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·ISBE logo for the purpose of identifying their membership in SCTE·ISBE. The right to use the SCTE·ISBE 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·ISBE logo may not be used in any manner to imply that a member is in any way an agent of SCTE·ISBE or that SCTE·ISBE in any way warrants, approves, or endorses any product or service provided by the member.
- The SCTE·ISBE logo can be used on member's business cards, letterhead, and promotional materials.
- The SCTE·ISBE logo can be used for selected electronic placements consistent with the **Electronic Logo Usage** section of this policy. Any other use of the SCTE·ISBE logo must be approved in writing by SCTE·ISBE.
- Individual members are prohibited from allowing their employer to use the SCTE·ISBE logo on the employer's letterhead or promotional materials. Any employer who does so will be liable for trademark infringement.

- SCTE·ISBE 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 of SCTE·ISBE. Original height-to-width proportions (aspect ratios) must be maintained. Copyright and trademark symbols may not be deleted or altered.
- The SCTE·ISBE logo must bear the ® (superscript) in all instances in which it is used.
- The SCTE·ISBE logo may not be used in conjunction with claims that products conform to SCTE·ISBE Standards.
- No alteration of the SCTE·ISBE logo is allowed. The Society logo may not be taken apart and should only be used in the appropriate colors designated in the SCTE·ISBE 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·ISBE style guide, to fit the usage need of members.
- Artwork of SCTE·ISBE 's logo is available to members electronically on the SCTE·ISBE website at [www.scte.org](http://www.scte.org).

## **Specific Guidelines**

### **Logo Usage in Print**

- The SCTE·ISBE logo must be one of the approved versions and must be displayed in accordance with all guidelines in the SCTE·ISBE style guide (typically, the SCTE·ISBE logo mark only (“bug”) or SCTE·ISBE w/ “Society of Cable Telecommunications Engineers” words).
- The SCTE·ISBE logo color must be either black, blue & gray, blue only or reversed white, in accordance with the PMS codes as specified in the SCTE·ISBE style guide.
- The SCTE·ISBE logo must stand alone. It may not be combined with other graphical elements without prior, written approval.
- The SCTE·ISBE logo may be accompanied by the text "Active Member," or other, recognized category of membership granted by SCTE·ISBE in its Policies and Procedures (i.e. Emeritus, Lifetime, Student, etc.)
- The SCTE·ISBE logo must be displayed in a positive manner. It may not be used to depict SCTE·ISBE 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·ISBE logo may not be shared electronically with parties or organizations outside of SCTE·ISBE without the expressed written approval of SCTE·ISBE.
- Any usage of the SCTE·ISBE logo on the Internet by an SCTE·ISBE 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-ISBE logo on the Internet by any other party must be approved in writing by SCTE-ISBE and must be displayed in accordance with all guidelines applicable to the SCTE-ISBE logo usage in print as set forth above.
- SCTE-ISBE maintains the right to revoke any electronic use of the SCTE-ISBE 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-ISBE's logos, trademarks, and graphics. The interpretation and enforcement of these terms and conditions shall be made by SCTE-ISBE 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-ISBE, discredits SCTE-ISBE 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-ISBE, 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 SCTE-ISBE logos, trademarks, and graphics shall create no rights for users beyond the terms of this limited and revocable grant of license. SCTE-ISBE 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 SCTE-ISBE logos, trademarks, and graphics, the user agrees to provide SCTE-ISBE upon request facsimiles and/or samples of the user's use thereof.

## **SCTE-ISBE Chapters**

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

Chapter logos may consist of the SCTE-ISBE logo accompanied by the appropriate, approved text of the chapter name. Chapters may also be granted by SCTE-ISBE 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-ISBE 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-ISBE logo by Chapters must receive prior, written approval by SCTE-ISBE; 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-ISBE website.

## **Nonmembers**

No use of the SCTE-ISBE logo for commercial or promotional purposes will be allowed by any outside organization or nonmember of the Society without obtaining prior approval by SCTE-ISBE under a formal, written license agreement. SCTE-ISBE reserves the right to authorize and grant the use of the logo in cases of a written and documented SCTE-ISBE 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-ISBE 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-ISBE reserves the right to change these guidelines solely at its own discretion.

