



Organization Manual:

Policies and Procedures

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Section I:

Purpose

The AACE International Certification Institute (the “Institute”) Board of Directors (the “Institute’s Board”) has developed this Organizational Manual (the “Manual”) as a guide to the duties and responsibilities of the Institute’s business. In general, this Manual outlines the responsibilities, designates the person(s) to discharge the responsibilities, and indicates timing when appropriate. This is the operational tool of the Institute and as such may be modified as required to maintain its applicability. All such changes must be approved by the Institute’s Board and shall be in accordance with the Institute’s Bylaws.

AACE INTERNATIONAL CERTIFICATION INSTITUTE MISSION AND VISION STATEMENTS

Mission

“To provide value through validation, where a certified professional’s competence drives success through expert application of skills, knowledge, and experience.”

Adopted June 26, 2022

Vision

“AACE certifications will be globally recognized as the hallmark of professional excellence.”

Adopted June 26, 2022

Section II:
Membership

MEMBER CLASSIFICATION

Policy

The two classes of membership are Organizational and Individual. Categories of membership may be established within each class by the Institute's Board. There are no annual dues.

Procedures

The sole Organizational Member with voting rights shall be AACE International. Individual Members shall be those who obtain and maintain certification in good standing through AACE International. Individual Members are not entitled to voting rights.

Section III:

Meetings of Members

ELECTIONS

Policy

Officers and Directors of the Institute's Board are appointed by the Organizational Member. Newly appointed Officers and Directors are installed during the Business Meeting at the annual AACE International Conference & Expo, which marks the beginning and end of the Board term.

Procedures

The Treasurer and President-elect of the AACE International Board of Directors automatically serve on the Institute's Board upon installation to the AACE International Board of Directors in the roles as hereinafter designated. The Treasurer shall serve as Treasurer of both the AACE International Board of Directors and the Institute's Board. The President-elect of AACE International shall serve as the Director of the Institute's Board.

Eligible nominees for the remaining Board positions shall be Members in good standing of both AACE International and the Institute. The AACE International Nominations Committee will verify willingness to serve and review the qualifications of prospective candidates. Candidates shall have demonstrated experience in Total Cost Management and hold at least one certification issued under the authority of the Institute.

The Organizational Member shall appoint candidates for any open office before March 31 of each calendar year. Appointments shall be announced as soon as possible, but not later than one month following March 31 of each calendar year.

Section IV:

Subunits

CERTIFICATION ASSOCIATE BOARD

Policy

The AACE International Certification Associate Board (Certification Board) administers the AACE International Certification Program through the authority granted by the AACE International Board of Directors through the Bylaws of AACE International.

Procedures

The Institute's Board has authority over the AACE Certification Program, whereas it provides strategic direction and decision-making, fiscal oversight, other fiduciary responsibilities, and provides the infrastructure for Certification Board operations. The Certification Board develops eligibility criteria, develops certifications, examinations and proficiency measures, administers re-certifications, and determines operational procedures for the Certification Program.

The Chair of the Certification Board shall submit a report to the Institute's Board in advance of each Institute Board meeting, or at other times as may reasonably be requested by the Institute's Board.

ETHICS COMMITTEE

Policy

The Institute's Ethics Committee is charged with investigating and delivering a resolution of all formal allegations of violations of the AACE International Canons of Ethics as it relates to Individual Members and their application for and/or maintenance of certifications. The Certification Board, as a committee of the whole, serves as the Institute's Ethics Committee. The Institute's Ethics Committee is also charged with the responsibility of promoting adherence to and enforcement of the AACE International Canons of Ethics.

Procedures

The Institute's Ethics Committee shall follow the procedures as outlined in the Certification Associate Board's Policies: "2.02 Appeals and Complaints" and "2.07 Disciplinary Actions & Ethics." These procedures are intended to govern disciplinary actions to be considered in all breaches of the Canon of Ethics by Individual Members.

A record of all such cases will be completed by the Committee, submitted to the Certification Board Chairperson and the Institute's Board, and kept in each certificant's confidential certification record as maintained by AACE International Headquarters.

Section V:

Board of Directors and Officers

BOARD OF DIRECTORS

Policy

The Institute's Board is the governing body of the Institute. In this role it is vested with the governance and management of the Institute. It is the mission of the Institute's Board to establish and keep current the vision for the Institute based on the needs and desires of the Membership; to provide direction, leadership, and policy to achieve the vision and serve the Membership.

The Institute's Board shall have not less than three (3) nor more than five (5) voting members. It shall consist of the four (4) Officers identified in the Institute's Bylaws and one (1) Director. The Institute's Board shall be appointed by the Organizational Member. The Executive Director/CEO of AACE International is an ex officio non-voting member of the Institute's Board. A quorum for conducting the business of the Institute's Board is a majority of the Institute's Board members.

Term

All members of the Institute's Board shall take office at the time of the annual AACE International Conference & Expo, which marks the beginning and end of the Board term. The Chair, Vice Chair, Secretary, and Treasurer shall be appointed for two-year staggered terms. The Treasurer and President-elect of the AACE International Board of Directors automatically serve on the Institute's Board upon installation to the AACE International Board of Directors in these designated roles. The Treasurer shall serve as Treasurer of both the AACE International Board of Directors and the Institute's Board. The President-elect of AACE International shall serve as the Director of the Institute's Board.

Each Officer and Director shall hold office until a qualified successor has been duly appointed by the Organizational Member. The Officers may serve one additional consecutive or non-consecutive term. The Director shall serve a one-year term. Vacancies may be filled by, or new offices created and filled by, the Organizational Member.

Procedures

General Duties

1. Fulfill the mission of the Institute's Board as set forth above.
2. Meet at least two times a year at the behest of the Chair or any three members of the Institute's Board.
3. Provide such infrastructure to allow the continuous operation of the Certification Program.
4. Make such regulations as shall be necessary for the protection of the property of the Institute and for the preservation of good order in the conduct of its affairs.
5. Present business for action by the Institute's Board.
6. Represent the Membership of the Institute.
7. Articulate the Mission and the Vision.
8. Establish and outline goals to achieve the Mission and the Vision.
9. Ensure effective organizational planning is in place.
10. Enhance the Institute's public standing.
11. Communicate with AACE International leadership and the Certification Associate Board about important decisions affecting the Institute.
12. Represent the Institute in a professional manner to groups inside and outside the Institute.

13. Create and set the Institute's governance policies in alignment with AACE International and Certification Board policies.
14. Support the Certification Board in achieving and sustaining Certification Program accreditations.
15. Develop, adopt, and provide direction on strategic plans and budgets.
16. Prepare for meetings and serve on task forces as assigned.
17. Monitor overall operations, including oversight and evaluation of goals achievement.
18. Create and dissolves committees.
19. Set financial goals, ensure resources are appropriately managed, and allocate resources to meet goals.
20. Determine, monitor and strengthen programs, products, and services.
21. Assist in recruiting, orienting, and mentoring new Institute Board members.
22. Partner and communicate well with staff and volunteers.
23. Host meetings around strategic issues.
24. Comply with the Institute's Bylaws.

Governance Documents

1. Make proposals as deemed necessary for amending the Institute's Bylaws and/or Organization Manual.
2. Consider and act upon proposals submitted by the Membership for amending the Institute's Bylaws and/or Organization Manual.
3. Ensure alignment between the Institute's Articles of Incorporation, Bylaws, and Organization Manual.

Institute Meetings

1. Approve Chair's call for meetings of the Institute. Also, a meeting may be called by a majority of the Institute's Board.

Elections

1. Officially declare appointment of Officers and Directors.
2. Recommend a member of the Institute to the Organizational Member to fill any vacated and unexpired portion of an Officer's term. The Vice Chair shall become Chair if that office becomes vacant.

Finances

1. The fiscal year shall be the calendar year or as otherwise determined by the AACE International Board of Directors.
2. Approve annual budget submitted by the Treasurer.
3. Adopt policy and provide any special authority for disbursement of funds by the Treasurer.
4. Direct Treasurer to submit his/her accounts to the inspection of an outside, independent auditor.
5. File all state and federal regulatory documents as required by law.

Board Meetings

1. Headquarters shall send copies of the minutes via email to the members of the Institute's Board.
2. The agenda for all Institute Board meetings and the minutes thereof will be placed on file with AACE International Headquarters.
3. The Annual Institute Board Meeting is defined as the first meeting of the incoming Institute Board held at or immediately after the AACE International Conference & Expo.

Executive Director/CEO

1. Delegate non-policy-making duties to the office of the Executive Director/CEO of AACE International.

Individual Duties

1. Each member shall plan, organize, and carry out assignments at the request of the Chair or of the Institute's Board.
2. Individual Board members may be designated to lead task forces, organize projects, and carry out assignments. Board members will not be assigned without their agreement. These assignments will have specific deliverable(s) dates as well as established communication and status reporting intervals. The responsible Board member will communicate the status of these initiatives on a regular and timely basis as established by the Institute's Board.

Removal

An Institute Board member may resign at any time by delivering written notice to the Institute's Board. A resignation is effective when the notice is delivered unless the Institute's Board agrees to a later effective date. A Board member may be removed with or without cause by an affirmative vote of the Organizational Member.

The Chair, based on verifiable evidence of lack of performance of duties of the office by an Institute Board member, will contact the Board member to discuss correction of the deficiency. If the Board member is unable or unwilling to correct the deficiency, the Board member may be asked to resign from the Institute's Board. The Chair will make every attempt to convey the gravity of the situation to the Board member and will exhaust all reasonable means to encourage and aid the Board member to fulfill his/her obligations. Should the Board member choose to resign from office, the resignation will be accepted without prejudice and will not reflect upon the Board member's professional competence or stature. Verifiable evidence of lack of adequate performance may include:

- Failure to attend two (2) or more consecutive Board meetings without prior consent from the Chair. Institute Board members are expected to participate in each meeting in person or virtually where remote participation has been arranged.
- Actions which constitute a breach of the Canons of Ethics.
- Medically-verified physical or mental incapacitation.

If a Board member does not resign and the deficiency is not corrected, the Board member in question shall be notified in writing that his/her performance is being reviewed by the Organizational Member. The Organizational Member will review the information and decide whether additional intervention or removal of the Board member is necessary. If it is the finding of the Organizational Member that the Board member in question has been given reasonable time to address the deficiency, counseled on expected performance, and the Institute Board member is incapable or unwilling to discharge their responsibilities, then removal of the Institute Board member in question shall proceed. If removal is necessary, the Organizational Member will request the Chair or Vice Chair to draft a resolution to the Organizational Member for removal of the Board member from office. The Board member may be removed from office by a majority vote of the Organizational Member in the event that in the opinion of the Organizational Member the Board member. The Board member will be notified in writing that a resolution for his/her removal is being put forth to the Organizational Member. The Board member will have fourteen (14) days to respond to the written notice and the Board member will be provided

reasonable opportunity to make oral or written representations to the Organizational Member. A Board member to whom such a resolution applies ceases to be a Board member for all purposes immediately after the resolution is passed, and a new Institute Board member will be appointed by the Organizational Member.

REPLACING BOARD MEMBERS

Policy

Per the Institute's Bylaws, unless otherwise stated herein, all vacancies occurring on the Institute's Board or in any office shall be filled by vote of the Organizational Member for the unexpired portion of the term.

Procedures

Chair

If the office of Chair becomes vacant, the Vice Chair shall become Chair for the remainder of the term of the vacated office.

Vice Chair

In the event a vacancy occurs in the office of Vice Chair, Board members may recommend qualified candidates, given the following priorities:

1. Current strategic needs of the Board.
2. Holds one or more AACE certifications.
3. Members of the Institute who have previous volunteer experience with the Institute and/or AACE International.

Secretary

In the event a vacancy occurs in the office of Secretary, Board members may recommend qualified candidates, given the following priorities:

1. Current strategic needs of the Board.
2. Holds one or more AACE certifications.
3. Members of the Institute who have previous volunteer experience with the Institute and/or AACE International.

Treasurer

In the event a vacancy occurs in the office of Treasurer, the Organizational Member will appoint a replacement according to the AACE International Policies and Procedures for the office of Treasurer.

Director

In the event a vacancy occurs in the office of Director, the Organizational Member will appoint a replacement according to the AACE International Policies and Procedures for President-elect of AACE International.

CHAIR

Policy

The Chair shall maintain the integrity and move forward the purpose of the Institute as set forth in the Institute's Bylaws. He/she shall also utilize and direct the services of the membership to further the objectives of the Institute. He/she shall also direct and utilize the services of the Board members, collectively and singularly, to fulfill the duties of the Institute's governing body. The Chair is appointed by the Organizational Member.

Qualifications

1. AACE International member in good standing
2. Holds one or more AACE certifications in good standing
3. Demonstrated leadership skills through a record of responsible service to AACE and the Institute
4. Knowledgeable about the programs and services of the Institute
5. Ability to communicate effectively in oral and written form
6. Demonstrated ability to exercise good judgment
7. Ability to be a good facilitator
8. Fair, reasoned, and impartial
9. Committed to serving the common interests of the membership

Procedures

Specific duties of the office are as follows:

Meetings

1. Call meetings of the Institute.
2. Call in-person or virtual Board meetings at least three times a year.
3. Preside at all business meetings of the Institute's Board.
4. Prepare an agenda for the general meeting for the purpose of presenting reports and business to the Institute.
5. Prepare and publish an agenda for Board meetings prior to the meeting.

Appointments

1. Appoint, subject to approval of the Institute's Board, chairs for committees or other sub-units as needed.
2. Appoint, subject to approval of the Institute's Board, any required task forces as needed.

Organization

1. Initiate orders for the formation of committees or task forces.
2. Initiate actions to enable the Institute to fulfill its commitments to membership and others.
3. Initiate actions to enable all working groups within the Institute to fulfill their responsibilities within assigned schedules.
4. Delegate such duties to the Officers and Directors as will further the interest of the Institute.
5. Utilize the Executive Director/CEO's service to the fullest extent in carrying out duties promptly on matters of specific concern to the Institute, including legal matters.

6. Review and approve all Expenditure Requisitions.
7. Review and approve all Expense Reports except those of the Executive Director/CEO and the Headquarters staff reporting to the Executive Director/CEO.
8. Sign all agreements for cooperative activities with other entities.
9. Communicate regularly with the Officers, Directors, and Executive Director/CEO to keep them fully apprised of developments with respect to Institute activities.

Reports

1. Prepare reports for the Organizational Member, as requested.
2. Prepare a report for the Annual Business Meeting.
3. Prepare reports covering matters of major concern to membership for release through Executive Director/CEO.

VICE CHAIR

Policy

The Vice Chair shall maintain the integrity of and forward the purpose of the Institute as set forth in the Bylaws. The Vice Chair shall act for the Chair whenever the Chair is unable to perform his/her duties. The Vice Chair is appointed by the Organizational Member.

Qualifications

1. AACE International member in good standing
2. Holds one or more AACE certifications in good standing
3. Demonstrated leadership skills through a record of responsible service to AACE and the Institute
4. Knowledgeable about the programs and services of the Institute
5. Ability to communicate effectively in oral and written form
6. Demonstrated ability to exercise good judgment
7. Ability to be a good facilitator
8. Fair, reasoned, and impartial
9. Committed to serving the common interests of the membership

Procedures

Specific duties of the office are as follows:

1. Represent the Institute at the request of the Chair and keep generally informed of all major activities of the Institute.
2. Assist the Chair to counsel, guide and in other ways coordinate the efforts of the Officers and Directors in their work with emphasis on the following:
 - a. Planning of on-going committee activities, reviewing progress and approving major completed projects before submission to the Institute's Board or Membership.
 - b. Assigning specific responsibility for new projects arising during his/her term of office.
 - c. Interpreting Institute policy for Directors and Committee Chairs and assuring all projects are consistent with established policy and practice.
 - d. Referring to the Institute's Board for majority opinion, proposals which depart from established Institute policies.

SECRETARY

Policy

The Secretary shall be Corporate Secretary of the Institute. The Secretary shall conduct all official correspondence of the Board. The Secretary is appointed by the Organizational Member.

Qualifications

1. AACE International member in good standing
2. Holds one or more AACE certifications in good standing
3. Demonstrated leadership skills through a record of responsible service to AACE and the Institute
4. Knowledgeable about the programs and services of the Institute
5. Ability to communicate effectively in oral and written form
6. Demonstrated ability to exercise good judgment
7. Ability to be a good facilitator
8. Fair, reasoned, and impartial
9. Committed to serving the common interests of the membership

Procedures

1. Responsible for collecting and maintaining the organizational documentation and Charters of the Institute.
2. Responsible for maintaining the Organization Manual.
3. Responsible for preparing or reviewing the Institute's Board meeting minutes prior to issue.
4. Act as Corporate Secretary of the Institute.
5. Responsible for timely filing of all reports and records required to maintain the good standing of the Institute with local, state, and federal authorities.

TREASURER

Policy

The Treasurer is responsible for all matters relating to the financial welfare of the Institute. The Treasurer is accountable to the Institute's Board and to the members for all actions within his/her scope. Supports Headquarters to conduct, control, and report financial transactions in accordance with generally accepted accounting practices. The Treasurer of the AACE International Board of Directors automatically serves on the Institute's Board in the position of Treasurer upon installation to the AACE International Board.

Qualifications

1. AACE International member in good standing
2. Demonstrated leadership skills through a record of responsible service to AACE International
3. Knowledgeable about the programs and services of the Institute
4. Ability to communicate effectively in oral and written form
5. Demonstrated ability to exercise good judgment
6. Ability to be a good facilitator
7. Fair, reasoned, and impartial
8. Committed to serving the common interests of the membership

Procedures

Specific responsibilities of the office of Treasurer are as follows:

1. Present a quarterly report to the Institute's Board showing the income, expenditures, forecast, and balances for the prior period and performance to the budget.
2. Invest any surplus Institute funds not needed in normal conduct of Institute business in conformance with AACE International policy. Such investment shall be reported immediately to the Chair and included in the Treasurer's quarterly report.
3. Prepare an annual budget and submit it to the Institute's Board so that it may be reviewed and approved prior to the start of the Institute's fiscal year.
4. Submit the Institute's financial records biennially (or more often as directed by the Organizational Member) for the inspection of an outside auditor.
5. Approve all expenditures over \$10,000.
6. Policies and procedures governing the operation of the office of the Treasurer are contained in the AACE International Financial Manual.
7. Responsible for timely filing of all reports and records required to maintain the good standing of the Institute with local, state, and federal authorities.

DIRECTOR

Policy

A Director is responsible for governing the organization and assuring that it succeeds in its mission. The affairs of the organization are managed under the direction and supervision of its Board. The Board acts as a body and individual directors have no authority unless the Board delegates it to them. The President-elect of the AACE International Board of Directors automatically serves on the Institute's Board as the Director upon installation to the AACE International Board.

Qualifications

1. AACE International member in good standing
2. Demonstrated leadership skills through a record of responsible service to AACE International
3. Knowledgeable about the programs and services of the Institute
4. Ability to communicate effectively in oral and written form
5. Demonstrated ability to exercise good judgment
6. Ability to be a good facilitator
7. Fair, reasoned, and impartial
8. Committed to serving the common interests of the membership

Procedures

1. The Director shall plan, organize, and carry out assignments at the request of the Chair or of the Board
 - a. The Director is responsible for communicating the status of these initiatives on a regular and timely basis
 - b. Approve the goals and outcomes to be accomplished
 - c. Assure that the desired goals and outcomes are achieved and ensure that the Institute's resources necessary for achievement are available and used efficiently

Section VI:

General Policies and Procedures

PROFESSIONAL SERVICES

Through a Shared Services Agreement, AACE International shall provide the Institute with the services of some or all of its employees as may be required by the Institute and as agreed to by AACE International.

AACE International shall also provide the Institute with the use of such infrastructure as may include office equipment, supplies, services, and other administrative support as may be required by the Institute and as agreed to by AACE International.

ARCHIVES

The Institute shall maintain an electronic or physical repository for significant documents and records at AACE International Headquarters, in accordance with AACE International data security policies. Except where indicated or as required by law, the retention period of the following shall be indefinite:

1. Governance documents (Articles of Incorporation, Bylaws, and Organization Manual) and each amendment thereto
2. Membership records
3. Certification records
4. Board meeting agendas and minutes
5. Election and/or appointment results
6. Committee and Task Force reports
7. Statistical and historical records
8. Cooperative Agreements and/or Memorandums of Understanding
9. Third party contracts
10. Federal, state, and financial records as required by law
11. Audit findings and management letters
12. Miscellaneous files as determined by the Institute's Board and AACE International staff

WHISTLEBLOWER PROTECTION POLICY

Policy

The Institute is committed to high standards of ethical, moral, and legal business conduct. The Institute is further dedicated to acting in good faith with those employees who raise concerns regarding incorrect financial reporting, unlawful activity, or otherwise improper conduct.

This Whistleblower Protection Policy aims to provide employees with an avenue for raising such concerns, and to reassure employees that they will be protected from reprisal or victimization as a consequence of reporting the alleged wrongdoing of any director, officer, employee, committee member, or agent of the Institute.

Statement of Policy

No director, officer, employee, committee member, or agent of the Institute shall take any harmful action with the intent to retaliate against any person, including interference with employment or livelihood, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any offense. Nor will any director, officer, employee, committee member, or agent of the Institute take any harmful action with intent to retaliate against any person for reporting to the senior management or leadership of the Institute the suspected misuse, misallocation, or theft of any Institute resources.

Safeguards

Harassment or Victimization – The Institute will not tolerate the harassment or victimization of any employee who raises concerns under this policy.

Confidentiality – The Institute will make every effort to treat a complainant's identity with an appropriate regard for confidentiality, with the understanding that the details of complaints may need to be shared with others to properly investigate such complaints.

Anonymous Allegations – Because a thorough investigation often depends on an ability to gather additional information, the Institute encourages complainants to put their names to allegations of wrongdoing. The Institute will explore anonymous allegations to the extent possible, however, the Institute will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.

Bad-Faith Allegations – Allegations made in bad faith may result in disciplinary action.

Procedures

Process for Raising a Concern

Reporting – The Institute intends this policy to be used for serious and sensitive issues. Such concerns, including those relating to financial reporting or unethical or illegal conduct, may be reported directly to the Institute Chair and Executive Director / CEO. In the circumstance an individual reasonably believes that notice to the Chair and Executive Director / CEO will be disregarded or otherwise not fairly considered, the individual may then report violations or suspected violations to any other Director or Officer of the Institute.

Timing – The earlier a concern is expressed, the easier it is to initiate an appropriate investigation.

Evidence – Although a complainant is not expected to prove the truth of an allegation, he/she should be able to demonstrate that he/she has made a report in good faith.

How the Report of Concern Will Be Handled

Initial Inquiries – The Chair and Executive Director / CEO will make initial inquiries, in consultation with legal counsel, if necessary, to determine the necessity for and appropriateness of further investigation- .

Further Information – The Chair and Executive Director / CEO may seek further information from any director, officer, employee, committee member, or agent of the Institute, and shall take all reasonable precautions to protect the identity of the complainant to the extent possible while doing so.

Reporting – The Institute’s Board shall receive information on each complaint. In consultation with the Chair and Executive Director / CEO and, if necessary, legal counsel, the Institute’s Board will determine an appropriate response to a report of concern. Directors, officers, employees, committee members, and agents of the Institute who may be implicated in such report(s) shall not participate in any deliberation of the Institute’s Board related to the complaint, except to present information directly to the Board on his/her own behalf.

CONFLICT OF INTEREST

Policy

While it is not the intention of the AACE International Certification Institute to restrict the personal, professional, or proprietary activities of its members, both conflicts of interest as well as the appearance of conflicts of interest on the part of Institute volunteers and staff should be avoided. This conflict of interest policy is designed to ensure that the Institute's Board, member volunteers, and employees identify situations that present possible conflicts of interest and to provide appropriate procedures if a possible conflict of interest arises. It is also intended to ensure that decisions are not influenced by any private or personal profit or other personal benefit to the individuals affiliated with the Institute that participate in such decisions.

A "conflict of interest" means a situation in which an individual or his or her immediate family member has, directly or indirectly, a personal or financial interest that compromises or could compromise independence of judgment in exercising responsibilities to the Institute. Conflicts of interest include, but are not limited to, actual financial conflicts of interest. A conflict arises when a person in a position of authority over an organization may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

All volunteers have a fundamental responsibility to refrain from participating in the Institute's decision-making when a competing interest precludes or inhibits the exercise of the individual's independent professional judgment on behalf of the Institute, or when the nature of the competing interest is such that the individual's continued participation would unreasonably jeopardize the integrity of the decision-making process.

All provisions of this policy are applicable to the Institute's paid staff, as well as to the volunteer members of boards, committees, subcommittees, other decision-making bodies, and individuals acting for or on behalf of the Institute, as set forth above.

Procedures

The following guidelines are provided as an aid in adhering to this policy. All activity, whether specifically covered under these guidelines or not, should be carried out in accordance with this policy.

Conflict of Financial Interest

Any Institute employee or volunteer acting on behalf of the Institute shall not participate in any transaction involving the purchase, sale, lease, procurement, rendering, or other acquisition or disposition of property or services of any kind or nature by or from the Institute with any outside concern in which he or she or any member of his/her immediate family has a substantial financial interest without the prior written approval of the Institute's Chair or Treasurer (for volunteers) or the Executive Director/CEO (for staff).

Acceptance of Gifts

Institute staff or volunteers acting on behalf of the Institute may not accept, directly or indirectly, from an organization or individual who has or seeks to have a business relationship with the Institute, compensation in any form, loans (other than those made on customary terms from a bank or other financial institution), gifts or anything of value except as provided herein. No individual shall accept or solicit any gratuitous offers as a representative of the Institute for his/her own personal benefit.

Institute staff or volunteers acting on behalf of the Institute may accept gifts of a nominal value, though these should be discouraged. Institute staff or volunteers acting on behalf of the Institute may not accept gifts or things of value which are given under circumstances that place the staff member, volunteer, or the Institute under an obligation or which may tend to influence business relations. Also, gifts which are in the form of cash or immediately convertible to cash may not be accepted. An employee/volunteer and spouse may accept meals, refreshments, or entertainment as a guest of a vendor representative if those activities are associated with business meetings or discussions or their attendance would, through their association with other guests, benefit the Institute. Business trips paid for fully or partially by a vendor or other third party must have prior approval by the appropriate authority as identified above.

Misuse of Association Information

Institute staff or volunteers acting on behalf of the Institute shall not misuse information to which, by reason of their positions, they may have access. Examples include, but are not limited to, the following:

- Acquisition, or supplying of information to another person for the purpose of acquisition, of real or personal property in which prior interest on the part of the Institute is known or as to which value has been or will be affected by reason of the Institute's ownership or interest.
- Unauthorized disclosure or use of any information, contained in the Institute's records regarding a member, vendor, contractor, the Institute, or Institute employees; or unauthorized disclosure or use of any information of a vendor or contractor which the Institute has an obligation to protect.
- Unauthorized disclosure to outside organizations or individuals of information of the Institute that is confidential or proprietary, except as may be required in the performance of the employee's or volunteer's duties or as may be required by law.
- Unauthorized removal of any documentary materials containing confidential or proprietary information from the premises or possession of the Institute without prior express authorization. Documentary materials include, but are not limited to, any correspondence, notes, drafts, charts, studies, photographs, computer printouts or programs, reports, or other documents of whatever kind. All such documentary materials created or acquired by the Institute for the performance of employees' or volunteers' duties shall be the sole and exclusive property of the Association.
- Unauthorized disclosure to outside organizations or individuals of confidential employment or member information pertaining to other employees or volunteers.

Responsibilities

In instances where it is clear to individuals that their judgment with respect to a matter pending before the Institute is controlled by their loyalty to a competing interest, they should disqualify themselves and refrain from participating in the deliberations and decision-making regarding the conflict-affected matter. This should be so noted in the official proceedings of that meeting. This does not preclude their attendance and participation at any meeting of a committee or other body on the same basis as any non-member of the committee or other body.

In instances where individuals believe that there may be the appearance of a conflict of interest, even though they believe that their independent judgment will not be affected by a competing interest, they should nevertheless avail themselves of at least one of the following consultative courses of action:

- If the individuals are serving on a board, committee, subcommittee, or other decision-making body, they should make certain that all concerned with the projected deliberations or decision-making clearly understand the facts and circumstances involved in this possible conflict situation. Then, following due consideration of the circumstances involved, unless a three-fourths majority concur by secret ballot that the continued participation will not unreasonably jeopardize the integrity of the decision-making process, the individuals shall refrain from participation in deliberations and decision-making regarding the conflict-affected matter. Such disqualification considerations may be either referred or appealed (in the first instance, to the appointing committee or supervisory body, if any, and then, if unresolved, to the Board of Directors) by the Chair of the committee, subcommittee, or other body, the individual volunteer or any other participant in the potential conflict of interest consideration;
- If the individual is acting for or on behalf of the Institute other than in a committee or group participation capacity, or if an individual serving on a committee or group wishes to bypass the step above, the individual should bring the potential conflict of interest matter directly to the attention, in the first instance, of the appointing committee or supervisory body, if any, and then (if unresolved) to the attention of the Board of Directors.

Any member of a board, committee, subcommittee, or other decision-making body who believes that the continued participation of any other member of that body may unreasonably jeopardize the integrity of the decision-making process, may call for the consultative courses of action set above.

Implementation

Individuals participating as volunteers in Institute activities or as paid employees of the Institute have the primary responsibility for assuring their adherence to this policy. Nonetheless, given the sensitive nature of these considerations and the interest of the Institute in preserving the integrity of its reputation and processes, the Institute retains responsibility for oversight in this area. Accordingly, the Board of Directors shall have authority to review questions of conflicts of interest and to render opinions thereon. Decisions of the Board shall be binding and final.

Notice

Each time an individual is elected or appointed to an Institute position, or appointed to represent the Institute in any capacity, the individual should at the time of election or appointment be sent a copy of this policy by headquarters and should be advised of his/her responsibility to the provisions hereof as a condition of acting for or representing the Institute.

Acceptance

Before taking office, unless there is a prior signed acceptance of this policy, each member of a board, committee, subcommittee, other decision-making body and each individual elected or appointed to act for or on behalf of the Institute shall indicate in writing that he or she will adhere to the conditions of this Policy. If this signed statement is not on file, the member may not take office.

Oversight

At the Fall Board meeting each year, the Executive Director/CEO shall submit a report to the Institute's Board certifying that the requirements of "Acceptance" above have been met, and shall include the names of those not in compliance.

ANTI-HARASSMENT

Policy

It is the policy of the Institute to comply strictly with all laws applicable to Institute activities. Federal and most state and provincial laws strictly prohibit harassment. The Institute fosters an environment that recognizes the inherent worth of every person and group, that fosters dignity, understanding, and mutual respect, and that embraces diversity. For these reasons, the Institute is dedicated to providing a harassment-free experience for participants at meetings, events, and in its programs.

Harassment or hostile behavior is unwelcome, including speech that intimidates, creates discomfort, or interferes with a person's participation or opportunity for participation, in a meeting, conference, event or program. Harassment in any form, including but not limited to harassment based on citizenship, age, color, creed, disability, marital status, military status, national origin, pregnancy, childbirth- and pregnancy-related medical conditions, race, religion, sex, gender, veteran status, sexual orientation or any other status protected by laws in which the conference or program is being held, will not be tolerated. Harassment includes the use of abusive or degrading language, intimidation, stalking, harassing photography or recording, inappropriate physical contact, sexual imagery and unwelcome sexual attention. A response that the participant was "just joking," or "teasing," or being "playful," will not be accepted. Anyone witnessing or is subject to unacceptable behavior should notify a staff person or Board of Directors member.

Individuals violating these standards may be sanctioned or excluded from further participation at the discretion of the Association or responsible board or committee. The Institute policy specifically prohibits harassment by or against any employee, member, officer, director, or other volunteer, vendor, or customer. This policy covers only harassment complaints that fall within the scope of official Institute activities, such as but not limited to, day-to-day operations, meetings, educational programs, committee activities, sales of publications, etc.

Procedures

Reporting

All incidents of harassment involving any Institute employee, member, director, volunteer, and/or vendor should be reported immediately to the Secretary of the Institute's Board. Should the complaint be by or against the Secretary, or if the Secretary is out of the office and is not expected to return by the next working day, the complaint should be made to the Executive Director/CEO. Should the complaint be by or against the Executive Director/CEO, the Secretary will report it directly to the Chair.

The Secretary, Executive Director/CEO shall immediately conduct a thorough investigation of any complaint. This investigation will begin with speaking to all parties involved and all witnesses, if any, and making a written record summarizing these conversations. If possible, an effort will then be made to resolve the complaint to the satisfaction of all parties without formal disciplinary or punitive action. All such investigations will remain strictly confidential and every effort will be made to safeguard the privacy of all parties.

Official Records

The Secretary will create a general complaint file in which written records of all harassment complaints against members/volunteers and/or vendors/customers will be filed and retained at AACE International

Headquarters. All documents pertaining to harassment complaints against employees will be filed in the personnel file of the employee against whom the complaint is made.

Disciplinary Action

If the complaint cannot be resolved informally, any or all of the following steps may be taken, depending upon the gravity of the incident(s) and whether it involves a repeat offender(s).

1. Issue a written warning to the offender(s) and place written notice of the warning in the personnel file or the general complaint file.
2. Issue a formal written reprimand to the offender(s) and place a copy in the personnel file or general complaint file.

Verbal and written warnings and/or reprimands of officers, members, and volunteers will be handled by the President. In the event a complaint is filed against the Chair, the Secretary and the Executive Director/CEO will handle the complaint process. Additional disciplinary or punitive options vary depending on whether the offender is an employee, a member, volunteer, or vendor. A written record of disciplinary or punitive actions taken will be placed in the employee file or the general complaint file.

The following disciplinary options are intended for use in dealing with serious offenses or with repeat offenders who have already received warnings and/or reprimands:

If the offender is an employee:

1. Suspension, without pay, for one or more working days
2. Termination
3. If applicable, notification of appropriate legal authorities

If the offender is a member and/or volunteer:

1. A written request for his/her resignation, issued by the President
2. Involuntary termination, expulsion, or suspension of membership
3. If applicable, notification of appropriate legal authorities

If the offender is a vendor or customer:

1. Terminate the business relationship for a specified period of time, up to one year, and issue a letter to that effect
2. Terminate the business relationship permanently and issue a letter to that effect
3. If applicable, notification of appropriate legal authorities

Protective Action

Protective action may be necessary in some cases in order to ensure the safety of one or both parties to the complaint, particularly if the complaint itself involves accusations of physical violence or threats of physical violence. In addition, there may be situations in which the antagonism between the parties to the complaint jeopardizes the effective functioning of the Institute. Depending on the seriousness of the alleged incident; the fears, if any, of the complaining employee, member, volunteer, or vendor; results of the initial investigation; and other factors of the particular case; action may be taken to protect the parties until the complaint has been resolved. However, care must be taken to obtain voluntary and uncoerced consent and cooperation so as not to be, or appear to be, punitive, vindictive, or retaliatory.

NON-DISCRIMINATION

The Institute does not and shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, members, clients, volunteers, subcontractors and vendors.