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SECTION 1.0
AUTHORITY

Pursuant to Section 4.3 of the National Board’s Constitution, the Board of Trustees adopts the following bylaws for the governance of its own proceedings and for carrying out such Constitution according to its intent.
SECTION 2.0
MEMBERS

2.1 HONORARY MEMBERSHIP

Honorary Membership is one of the highest honors the National Board can bestow upon a person. It is an important method of showing appreciation for outstanding and noteworthy contributions made toward improving the development, implementation or enforcement of safety principles as related to the boiler and pressure vessel industry. The accomplishments of each nominee must be truly outstanding and of significance, not just expected service.

The achievements of each nominee must be considered carefully by the nominator. The effort by the nominator in documenting the nominee’s accomplishments is extremely important.

2.1.1 Eligibility

To be eligible, the nominee must meet the requirements of Paragraph 2.1.2, Basis of the Award, and meet any of the following criteria:

- Service as a National Board member for at least ten (10) years and is no longer a NB member.
- Service as an Advisory Committee member for at least six (6) years and is no longer a member of that committee.
- Persons other than noted above may be nominated by the Board of Trustees.

2.1.2 Basis of the Award

The nominee must have shown a contribution to the National Board by participating in any or all of the following types of service:

- Distinguished service in Board of Trustees, Advisory Committee or other National Board committee work.
- Significant technical contributions in developing, promoting or implementing new standards or revisions to existing standards.
- Marked leadership in administrative or special activities in a jurisdiction or at a committee level.
- Outstanding contributions in the area of boiler and pressure vessel safety.
- Presentation of papers at ASME/NB meetings or authoring articles.
BYLAWS

published in the National Board Bulletin.

• Any other outstanding service or activity that has greatly enhanced the prestige or standing, and advanced the interests of the National Board.

2.1.3 Application

To be nominated for honorary membership, at least two National Board members must complete separate “Nomination for National Board Honorary Membership” forms (NB-453) and submit them to the Executive Director for forwarding to the Board of Trustees. All applications will be submitted to the Board of Trustees for review, evaluation and consideration. The Board of Trustees will identify which nominees will be favorably recommended to the National Board membership.

All nominations must be received by September 15 of each year. Nominations received after that date will be held for consideration the following year.

2.1.4 General

Honorary Members and their spouses shall be invited, as guests of the National Board, to the meeting at which the Honorary Members Certificate will be presented to the nominee.

NOTE: An individual not meeting the criteria for Honorary Membership may be considered for a Certificate of Appreciation, pursuant to Section 4.5 of these Bylaws.
SECTION 3.0
MEETINGS OF MEMBERS

3.1 NONMEMBERS ATTENDANCE AT MEMBERS MEETINGS

3.1(a) Alternates

Any member who is unable to attend a regular or special meeting of the membership may nominate an alternate to attend the meeting. The Executive Director, with the concurrence of the Chairman, may authorize the alternate to attend the meeting as a guest of the National Board, providing the alternate meets the following acceptance criteria:

a) the alternate shall be employed by the same organization as the member, and

b) the alternate shall hold a valid National Board Commission.

Alternates may address the membership and may participate in discussions on items being considered by the membership. Alternates are not authorized to vote on items being considered by the membership.

3.1(b) Past Chairmen

Invitations shall be extended to Past Chairmen of the Board of Trustees to attend Members Meetings as guests of the National Board.
SECTION 4.0
BOARD OF TRUSTEES

4.1    AGENDAS FOR BOARD OF TRUSTEES MEETINGS

4.1(a) Content

All items on the agenda shall be designated for action or information.

Agenda items designated for action, shall be received by the Secretary and a copy received by the Chairman by the last business day that is at least fifteen (15) calendar days prior to the date of a regularly scheduled meeting. All action items shall be included in the published agenda for a regularly scheduled meeting. The agenda shall be mailed by the last business day that is at least fourteen (14) calendar days prior to the date of a regularly scheduled meeting.

Action items not included in the published agenda for a regularly scheduled meeting may be considered due to emergency or special circumstances. When such items are considered, the reason for the emergency or the special circumstance shall be recorded as part of the action in the minutes of the meeting.

4.1(b) Distribution

The agendas for all Board of Trustees meetings shall be sent to the National Board Members, Advisory Committee Members, and the supervisors of National Board Members that have requested copies. The term “sent” includes mailing a printed copy or transmitting by electronic means, such as posting the information on the National Board’s web site.

4.2    MINUTES FOR BOARD OF TRUSTEES MEETINGS

4.2(a) Content

The minutes should reflect evidence of any discussion held on informational or action items. The minutes shall record all voted actions of the Board of Trustees.

Any member who wishes to have his or her vote specifically recorded, may request that his or her vote be noted in the minutes during the meeting.
4.2(b) Distribution

The draft minutes of all Board of Trustees meetings shall be sent simultaneously to the National Board Members, Advisory Committee Members and the supervisors of National Board Members that have requested copies. The term “sent” includes mailing a printed copy or transmitting by electronic means, such as posting the information on the National Board’s web site.

4.2(c) Approval

Draft minutes shall be approved by voted action and considered final at the next regularly scheduled meeting of the Board of Trustees.

4.3 TALLYING VOTES

The National Board Constitution requires that all actions of the Board of Trustees be approved by the majority of those Board of Trustees members present and voting or a two-thirds majority of those Board of Trustees members present and voting. Because a specific number of affirmative votes of those members present and voting would be required for an action to be considered as approved, only the affirmative votes shall be considered by the Chairman when ruling on a specific voted action.

When a member of the Board of Trustees votes to abstain on a motion, the vote shall be counted as one of the total number of votes cast on the motion.

When a member of the Board of Trustees casts a negative vote on a motion, the vote shall be counted as one of the total number of votes cast on the motion.

Example: If the following vote were recorded at a meeting - 3 approved, 2 disapproved and 1 abstain, the Chairman shall rule the motion as failed because four affirmative votes would have been required to adopt the motion.

When a member of the Board of Trustees indicates that he or she is to be considered as "not voting" or a member is absent from the meeting during the vote, that member shall not be counted as one of the total number of votes cast on the motion.

Example: If the following vote were recorded at a meeting - 3 approved, 2 disapproved and one "not voting", the Chairman shall rule the motion as approved because a majority of the votes cast (3 out of 5) were in favor of the motion.
4.4 LETTER BALLOTING

4.4(a) Letter Balloting Process

The process for a letter ballot may be accomplished through conventional printed copies or through electronic methods such as emails or the use of the National Board’s Web site.

4.4(b) Applications

Normally, the Board of Trustees rules on applications for membership at regularly scheduled meetings. However, it may be desirable to act on membership applications by letter ballot. As an example, a jurisdiction may be required to miss giving the National Board Examination pending the acceptance of the membership application at a regularly scheduled meeting of the Board of Trustees.

If, in the opinion of the Executive Director, action by letter ballot on an application for membership is desirable, the Executive Director shall prepare and transmit such letter ballot to each member of the Board of Trustees. The letter ballot shall include the following:

a) copy of the application;

b) verification of the applicant's position as Chief Inspector, or other official charged with the enforcement of boiler and pressure regulations in the jurisdiction in which the applicant is employed;

c) details as to the validity of the applicant's National Board Commission and endorsement(s), if any; and

d) any other information which may have a bearing on the decision to accept or reject the application.

The letter ballot closing date shall be specified with each transmittal.

If a Board of Trustees member votes to reject the application, the reason(s) for the negative ballot shall be stated.

The Executive Director shall cause to be tallied the ballots of the Board of Trustees members, and if all the votes are affirmative, the application shall be considered accepted and the applicant and the Board of Trustees members advised accordingly.
Pursuant to the Ohio Revised Code Section 1702.25 and the National Board Constitution Section 4.8 a unanimous vote is required in order to approve an application voted on by letter ballot. An application shall be considered as passed only if all ballots are returned and all votes are affirmative.

If one or more votes are negative, the action will not be considered disapproved, but shall be placed on the agenda of the next meeting of the Board of Trustees. Ballots not returned shall be considered negative votes.

4.4(c) Other Actions

The Board of Trustees may authorize, by a majority vote of those present and voting, the issuance of a letter ballot, and the process to be used, at any meeting of the Board of Trustees.

The letter ballot closing date shall be specified at the meeting.

If a Board of Trustees member votes to reject the action, the reason(s) for the negative ballot shall be stated.

The Executive Director shall cause to be tallied the ballots of the Board of Trustees members, and if all the votes are affirmative, the action shall be considered accepted and the Board of Trustees members advised accordingly.

Pursuant to Ohio Revised Code Section 1702.25 and the National Board Constitution Section 4.8 a unanimous vote is required in order to approve an action voted on by letter ballot. An action shall be considered as passed only if all ballots are returned and all votes are affirmative.

If one or more votes are negative, the action will not be considered disapproved, but shall be placed on the agenda of the next meeting of the Board of Trustees. Ballots not returned shall be considered negative votes.

4.5 CERTIFICATE OF APPRECIATION

The Board of Trustees, by a majority vote of those present and voting at a regularly scheduled meeting, may award a Certificate of Appreciation to any person who renders distinguished service in the promotion of uniform boiler and pressure vessel safety laws, codes and standards.
The candidate for a Certificate of Appreciation must have participated in one or more of the following activities:

- service on the Board of Trustees;
- service on the advisory committee;
- service on National Board Committee(s) and/or ASME Committee(s) other than the Conference Committee;
- direct and visible contribution to the development of boiler/pressure vessel law uniformity in a member jurisdiction;
- presenting papers to ASME/NB meetings;

To be nominated for a Certificate of Appreciation, a letter of recommendation from each of two National Board members is required. Each letter must detail the candidate’s specific contributions considered to be of distinguished service that contributes significantly to the goals of the National Board. Such letters shall be addressed to the Executive Director for forwarding to the Board of Trustees.

The Board of Trustees, at a regularly scheduled meeting, may themselves nominate any candidate.

4.6 NOMINATION PROCEDURES FOR BOARD OF TRUSTEES POSITIONS

The Executive Director shall notify each National Board member of the requirements of this Section 4.6 not less than 30 days prior to the date of election of Trustees and Officers.

Any member who seeks to become a candidate for a position on the Board of Trustees shall have first fulfilled the following requirements:

a) the member shall be nominated for the Board of Trustees position by another member during the course of the membership meeting in which the election is being conducted.

b) the member shall provide the person chairing the membership meeting with a statement of willingness to serve as a Trustee; and

c) the member shall provide the person chairing the membership meeting with a letter from his or her management authorizing the member to serve as a member of the Board of Trustees.
4.7 ELECTION PROCEDURE

Elections for the purpose of filling open positions on the Board of Trustees that are not filled through the provisions of Section 4.11 of the Constitution, shall be conducted in accordance with the following procedure:

a) each position shall be voted upon separately and tallied, prior to a vote being taken on the next open position;

b) open officer positions shall be voted upon in descending order of rank, with at-large positions being voted upon thereafter;

c) nominations of candidates shall be made immediately prior to the vote on each position;

d) immediately prior to the vote on each position, each nominee may give an oral presentation not exceeding five (5) minutes stating his or her reasons for seeking office;

e) ballots shall be gathered and counted by two (2) members of the Advisory Committee, appointed by the person chairing the membership meeting;

f) in the event no candidate receives more than 50 percent of the votes cast, a run-off vote shall be held between the two candidates who received the greatest number of votes; should there be a tie for first place, only the candidates - whether two or more - who tied for that position shall be placed in the run-off vote; should there be a tie for second place, all candidates who tied for that position and the first-place candidate shall be placed in the run-off vote;

g) a candidate unsuccessful in a bid to fill one position shall be eligible for nomination as a candidate for a different position voted upon subsequently at the same election; and

h) after all positions have been voted upon and filled, unless there is an objection, the ballots shall be destroyed. In the event that an objection is made, the disposition of the ballots shall be determined by a vote of the membership.
4.8  AMENDMENTS

These Bylaws may be amended by the affirmative vote of five (5) members of the Board of Trustees.

All amendments to the Bylaws shall be reported to the membership at the next regular or special meeting of the membership.
SECTION 5.0
COMMITTEES

5.1 NATIONAL BOARD COMMITTEES

On an annual basis, the Executive Director shall survey the membership in order to ascertain the interests of each member with respect to service on the various National Board Committees.

The Executive Director shall review the qualifications of those members expressing an interest in committee service, and after such review the Executive Director shall recommend a candidate (one or more) to the Chairman of the Board of Trustees.

The Chairman shall subsequently appoint a member to fill the committee vacancy, and upon such appointment, the Executive Director shall issue written notification thereof to the appointee.

This section shall apply to committee vacancies that arise both mid-term and at the conclusion of terms fully served.

5.2 ASME COMMITTEES

During the Executive Director's annual survey of the National Board membership to determine interest in committee service, the Executive Director shall also ascertain the interests of each member with respect to service on committees, subcommittees, and subgroups of the ASME Boiler and Pressure Vessel Main Committee.

The Executive Director shall review the qualifications of those members expressing an interest in ASME committee service, and shall apply the following criteria:

a) whether the member's jurisdiction has adopted and currently enforces the section of the ASME Code applicable to the committee assignment desired;

b) the extent of the knowledge of the ASME Code of the member;

c) the technical expertise of the member; and

d) the communications skills of the member.
Upon completion of the review process, the Executive Director shall consult with the Chairman of the Board of Trustees concerning proposed recommendations. Subsequent to consultation with the Chairman, the Executive Director shall, in accordance with the ASME Boiler and Pressure Vessel Committee Operating and Administrative Procedures, submit recommendations for committee appointments to the chairpersons of the committees concerned.

Recommendations of National Board staff members for appointment to ASME committees shall be made by the Executive Director.

This section shall apply to committee vacancies that arise both mid-term and at the conclusion of terms fully served.

* 5.3 C. O. MYERS SAFETY MEDAL

The C. O. Myers Safety Medal recognizes significant achievements and contributions to the objectives of the National Board. The recipient shall have been responsible for significant achievements and contributions to the National Board through participation in key committees and shall have had not less than 15 years of active participation in National Board activities.

The Executive Director shall select a candidate based upon criteria approved by the Board of Trustees and present the candidate’s background to the Board of Trustees for approval.

Approval of the candidate shall be by a two-thirds majority vote of those Board of Trustees members present and voting. The vote may be taken by letter ballot.

5.4 NATIONAL BOARD CONFERENCE COMMITTEE

5.4(a) Purpose

The function of the National Board Conference Committee shall be primarily to provide the National Board with constructive input from interested parties other than jurisdictions eligible to have members on the National Board and other than such parties that enjoy representation on the Advisory Committee.

5.4(b) Eligibility for Membership

Any entity whose interests are not adverse to those of the National Board shall be eligible for membership on the National Board Conference Committee, and may apply to the Board of Trustees for membership.
The Board of Trustees shall have the authority to accept or reject any application for National Board Conference Committee membership, and may use any or all of the following criteria:

- the demonstrated commitment of the applicant to public safety;
- the professed area of expertise of the applicant;
- whether similar entities are currently represented on the National Board Conference Committee, and, if so, to what extent;
- whether the interests of the applicant could in any way be considered to conflict with those of the National Board; and
- any other criteria that the Board of Trustees deems to be relevant.

Applications for membership on the National Board Conference Committee shall be made in writing to the Executive Director. Such applications should include information relevant to the criteria established in the preceding paragraph and any other information that the applicant deems appropriate.

5.4(c) Organization of Committee

The National Board Conference Committee shall elect its own chair and such other officers as are deemed necessary by the Committee.

5.4(d) Number, Composition and Term

The National Board Conference Committee shall be comprised of no fewer than five (5) and no greater than twenty (20) members. No more than one-third of the members at any given time may represent any one type of interest or constituency.

Members of the National Board Conference Committee shall serve for a term of three (3) years. No member shall serve more than two (2) consecutive full terms.

5.4(e) Meetings and Reports

The National Board Conference Committee shall meet not less than once each year. The National Board Conference Committee may report on its activities to the membership of the National Board at any general meeting. Any such reports shall be delivered under Agenda Item 5, in accordance with the Constitution.
5.5 401(k) PLAN COMMITTEE

There shall be a 401(k) Plan Committee consisting of the Board of Trustees Chairman, who shall chair this committee, the First Vice Chairman, the Second Vice Chairman, the Member at Large who has the longest uninterrupted service as a member of the National Board, and the Executive Director. The 401(k) Plan Committee shall be the Plan Administrator of the National Board 401(k) Plan. The 401(k) Plan Committee delegates the day-to-day administration of the National Board 401(k) Plan to the Executive Director.

The 401(k) Plan Committee shall advise the Board of Trustees concerning the maintenance of the National Board 401(k) plan.
SECTION 6.0
OFFICERS

6.1 SELECTION PROCEDURE FOR EXECUTIVE DIRECTOR

Upon the death, serious incapacitation, resignation, or removal of the Executive Director as set forth in Section 6.7 of the National Board’s Constitution, the Chairman of the Board of Trustees shall appoint a three-person task group, to be known as the Selection Task Group. The charge of this Task Group shall be to implement a selection process for the purpose of identifying, evaluating, and recommending to the Board of Trustees, candidates for the position of Executive Director. This Task Group shall be comprised of one member of the Board of Trustees, one member of the Advisory Committee, and a member of the senior staff.

Upon the approval of the Board of Trustees, the Selection Task Group shall retain a third-party consultant with expertise in conducting executive personnel assessments to assist with the selection process.

The Selection Task Group shall review the job description for the position of Executive Director and previously established criteria and develop proposed revisions, if necessary.

The National Board staff shall, as a minimum, announce the position opening to the membership, to the staff, and include an appropriate announcement on the National Board’s Web site.

The consultant shall conduct interviews of qualified applicants and shall evaluate the merits of each. The consultant shall present to the Task Group the names of no fewer than three applicants determined to be suitable to serve as Executive Director. That list of names shall in turn be provided by the task group to the Board of Trustees, which shall consider those names for election to the position of Executive Director in accordance with Section 6.2 of the Constitution.

6.2 PERSONNEL POLICIES

The Executive Director shall prepare and distribute to the Board of Trustees personnel policies for the staff of the National Board.

6.3 CONFLICT OF INTEREST

The Executive Director shall prepare and distribute to the Board of Trustees for approval, a conflict of interest policy.
SECTION 7.0
FINANCE

7.1 BUDGET

Pursuant to Sections 6.6, 7.3 and 7.4 of the Constitution, the following defines the responsibilities for the review and acceptance of the annual operating and capital expenditures budgets.

7.2 RESPONSIBILITIES

a) Chairman of the Board of Trustees shall annually appoint the members of the Budget Task Group, and dissolve the task group once its task is completed.

b) Executive Director shall be responsible for preparing the annual budget.

c) Controller, under the supervision and direction of the Executive Director, shall develop the proposed operating and capital expenditures budgets.

d) Budget Task Group, after appropriate analysis of the proposed operating and capital expenditures budgets, shall recommend an operating and capital expenditures budget to the Board of Trustees.

e) Budget Task Group shall review the Operating Reserve as provided in Section 7.4 of the Constitution, at least once each year. Any recommended adjustments to fees resulting from an Operating Reserve below 30% or in excess of 150% of the most recently approved operating expenses and capital expenditures budgets shall be provided to the Board of Trustees for action at its next meeting.

f) Board of Trustees shall approve an annual operating budget and capital expenditures budget.

7.3 LIMITS OF AUTHORITY

a) The Board of Trustees, pursuant to the National Board Constitution, Section 7.3, shall establish financial limits of authority for the Executive Director.

b) The Executive Director shall operate within the Limits of Authority and shall make a report to the Board of Trustees, as least annually, of such compliance with the operating and capital expenditures budget.
c) The Executive Director shall establish financial limits of authority for each of the managers and supervisors in the staff organization.

7.4 QUARTERLY FINANCIAL STATEMENT

The Executive Director shall present a quarterly financial statement to the Board of Trustees at its regularly scheduled meetings. The quarterly financial statement shall include, as a separate section, any items so requested by the Board of Trustees.

7.5 AUDITED FINANCIAL STATEMENTS

a) The Executive Director shall submit the audited financial statements, prepared by a certified public accountant, to the Board of Trustees and the membership.

b) The Executive Director shall submit the certified public accountant’s management letter to the Board of Trustees, who shall address any items of materiality described in the letter.