



**Procedure Professionals Association  
Principles of Operation**

Revision 9  
October 2018

## SUMMARY OF CHANGES

### Rev 9

1. 2.2 step 4 and 5 – In support of 501(c)(6) Non-Profit filing, added statements clarifying to members that PPA member dues are not deductible and that PPA does not lobby for any political causes.
2. 4.1 step 5 – In support of incorporation as a Florida 501(c)(6) Non-Profit, clearly established that the PPA book keeping will be in accordance with Calendar Year accounting.
3. 6.8 – Deleted step requiring funds to be processed through Utilities Service Alliance, Inc. (USA, Inc.). PPA Inc. has established separate banking and book keeping services in preparations for reorganizing as an independent 501(c)(6) Business League. USA is incorporated as a 501(c)(12) and has supported PPA as PPA's Fiscal Agent.

### Rev 8

1. Minor format changes
2. Updated to create the Director, Project board position as a paid position that reports to the Executive Committee.
3. Updates throughout to cleanup various consistency issues and reflect how business is actually performed.

## **1.0 MISSION**

The Mission of the Procedure Professionals Association (PPA) is to function as a non-profit organization developing and exchanging technical information on the design, development, implementation, and use of procedures to increase reliability, improve performance, and ensure safe and efficient facility operation.

## **2.0 MEMBERSHIP**

PPA shall be a non-profit organization directing activities through a membership elected Management Organization.

### **2.1. Membership Requirements**

1. Anyone can be a member excepted as noted under Section 2.2.
2. Membership is granted by payment of the annual conference fee or in-lieu fee described in Section 6.
3. All members may be requested to provide technical information, as necessary, in response to generic efforts by PPA.

### **2.2. Associate Membership Requirements**

1. Any individual in the vendor area with a legitimate interest in the development or implementation of procedures may be an Associate Member of PPA. Typical Associate Members include contractors, training and staffing companies, process improvement and project management consultants, and software vendors.
2. Membership is granted by payment of the annual conference fee or in-lieu fee described in Section 6.
3. Associate Members shall refrain from direct marketing related activities during the conduct of general sessions, breakout sessions, and activities outside of vendor exhibits and hospitality periods.
4. Membership dues collected by PPA are not charitable donations and are not deductible from federal and state income taxes.
5. PPA does not conduct political lobbying activities and does not collect any dues for conduct of political lobbying.

### 2.3. Administration of Memberships

1. A roster shall be established and maintained that identifies the membership by membership type, including associate members.
2. Guest participants or speakers may attend meetings at the discretion of the Steering Committee. Meeting attendance fees are expected if guest participant or speaker attend meeting sessions outside of his or her presentation. Fees, both speakers and non-member PPA guests may be waived by agreement with the Executive Committee Chair or Vice Chair.

### 3.0 **MANAGEMENT ORGANIZATION**

1. The PPA management organization consists of an Executive Committee and a Steering Committee.

#### 3.1. General Requirements

1. The number of utility company members from the same utility on either committee shall be at the discretion of the Executive Committee.

#### 3.2. Executive Committee

1. The Executive Committee is comprised of the following positions:
  - a. Chair
  - b. Vice Chair
  - c. Director, Annual Conferences
  - d. Director, Projects (reports to and participates (non-voting) in most matters involving the steering committee)
  - e. Secretary/Treasurer
2. Executive Committee members are nominated and elected by the Association's Steering Committee, serve three-year terms, and may serve any number of consecutive terms.
3. If a member steps into an Executive Committee role, the three year term clock restarts.
4. All members of the Executive Committee shall be utility members.
5. Executive Committee members are included on the Steering Committee.

### 3.3. Steering Committee

1. The Steering Committee shall consist of the following:
  - a. The Executive Committee members defined in Section 3.2
  - b. Five utility members that are nominated and elected per Section 3.4
  - c. Any number of Associate Members that are appointed by the PPA Chair per Section 4.1
2. Utility Steering Committee members that are not members of the Executive Committee shall serve a term of three years and may serve any number of consecutive terms.
3. Associate Members may be appointed to the Steering Committee to provide specific expertise not available within the current committee makeup.
  - a. Up to three Associate members who represent laboratories, research facilities, industrial facilities, or nuclear fuel processing facilities may be designated by the PPA Chair as voting members of the Steering Committee. All other Associate members shall be non-voting members of the Steering Committee.
  - b. There are no term limits for Associate Members.
  - c. The PPA Chair may change the composition of the Associate Member staff at any time in order that PPA business needs are met.
4. The following Steering Committee members shall be voting members:
  - a. Executive Committee members, excluding the Director, Projects.
  - b. Utility Steering Committee Members, except in cases where multiple individuals represent the same utility then only one individual has voting rights.
  - c. Up to three Associate members described in part 3.3.3 above.
5. A quorum of Steering Committee members must be present to bring a matter to a vote.
  - a. A quorum is defined as six members of the Steering Committee, of which two are members of the Executive Committee, of which one of these two is the Chair or Vice Chair.
  - b. Any matter brought to a vote will be determined by the majority of the voters.
6. At the conclusion of their terms, the Chair and Vice Chair will remain as Ex Officio Steering Committee members in the capacity for a single two-year term.

### 3.4. Election Process

1. A call for nominations for Steering Committee openings will be held during the Annual Conference and collected by the Executive Committee. All nominees shall be utility members.
2. Membership in PPA allows full voting privileges for the purposes of this section.
3. Within 30 days and no later than 90 days, ballots will be electronically sent to each voting member as directed by the Executive Committee.
  - a. At a minimum each ballot will consist of the nominee's place of employment and current position.
4. Each voting member will have 14 days to electronically return their ballots to the Executive Committee Representative listed on the ballot. The election is closed after the fourteen 14 day period.
5. The nominee with the majority of votes for the position nominated for will be declared the winner of the election for that position. In the event of a tie, the Steering Committee will cast the tie breaking vote.
6. Results of the election will be posted on the PPA web page as soon as reasonably possible after the election period has closed.
7. To ensure continuity of the Associations' management and projects, it is desired that no more than one-third of the steering committee seats be up for election during any calendar year. To achieve this desired turnover rate, steering committee member terms may be extended by a period of one year if voted by a quorum of the steering committee.
8. The term of an elected committee member shall begin upon receipt of the election results.
9. Any vacancy occurring in the Management Organization prior to the completion of the term of the member shall be addressed by the Executive Committee.

## 4.0 **DUTIES AND RESPONSIBILITIES**

### 4.1. Executive Committee

1. The Executive Committee has overall responsibility for the administration and management of PPA including the approval of all fiduciary matters.
2. Specific responsibilities of the Chair are:
  - a. Schedule and notify the Executive Committee members and the Steering Committee members of the time and place of the meetings.
  - b. Preside at Executive Committee and Steering Committee meetings.

- c. Develop an agenda for Executive Committee and Steering Committee meetings.
  - d. Function as the Association spokesperson during meetings with other organizations. The Chair may delegate this responsibility for certain issues to committee members.
  - e. Issue under the signature of the Chair, all official correspondence representing PPA.
  - f. Facilitate communications between the committees, and the Association membership as applicable.
  - g. Appointment of Associate Member(s) to the Steering Committee.
  - h. Approve the Letter of Agreement each Calendar year to support the tasks performed by the Director, Projects.
3. Specific responsibilities of the Vice Chair are:
- a. Perform the duties of the Chair in his or her absence.
  - b. Maintain and track open action items of the Executive Committee and the Steering Committee.
  - c. Approve the Letter of Agreement each Calendar year to support the tasks performed by the Director, Projects.
4. Specific responsibilities of the Director, Annual Conference are:
- a. Preside at the Annual Conference planning session.
  - b. Develop and maintain all revisions to the Annual Conference agenda.
  - c. Conduct Steering Committee meetings specific to the development of the Annual Conference.
  - d. Coordinate with the Steering Committee on logistics and all elements of support for the Annual Conference.
  - e. Coordinate business relations and contract management responsibilities in support of the Annual Conference.
  - f. Notify the membership and associate membership no later than sixty 60 days prior to the Annual Conference. The notice should include a tentative agenda for the conference.

- g. Coordinate the Annual Conference feedback survey and develop an Annual Conference critique report for the Executive Committee and Steering Committee's review.
5. Specific responsibilities of the Secretary/Treasurer are:
- a. Act as the Associations Treasurer, maintaining responsibility for all accounting and financial activities.
  - b. Develops and maintains the PPA budget.
  - c. Ensure that accurate minutes of the proceedings of all Executive Committee and Steering Committee meetings are taken, recorded, and distributed.
  - d. Maintain a file of all Association correspondence.
  - e. Maintain the association checking and credit card accounts as necessary with support from the Director, Projects.
  - f. Utilize a Calendar Year approach (January 1 to December 31) for accounting and reporting purposes.
6. Director, Projects – General Requirements are:
- a. Director, Projects is a paid position filled through appointment by the Executive Committee.
  - b. Director, Projects provides support to the PPA organization in accomplishing the roles and responsibilities outline in this section and as augmented by a Letter of Agreement between the appointee and the Executive Committee.
  - c. The Letter of Agreement between PPA and the appointed Director, Projects is a binding agreement and will be signed by the Chair, Vice-Chair, and appointee prior to the beginning of the calendar year, except the initial agreement will be signed by July 1, 2018 and will end December 31, 2018. Subsequent Letters of Agreement for the Director, Projects will be signed before January 1 of each new year and will end on December 31.
  - d. At any time during the period established by a signed Letter of Agreement, the agreement can be altered through execution of an updated Letter of Agreement signed by the Chair, Vice-Chair, and Director, Projects.
7. Specific responsibilities of the Director, Projects are:
- a. Manage the Association's projects as determined by the Executive Committee.
  - b. Select project team members based on skills and expertise to ensure Conference and Project success.



- c. Ensure the success of the project and achievement of the desired outcomes.
- d. Conduct project meetings.
- e. Communicate project status to the Executive Committee.
- f. Present project results or project status to the Association at the Annual Conference.
- g. Provide PPA training and certification to Procedure Writers and Work Instruction Planners.
- h. Certify PPA Instructors.
- i. Attend industry meetings on the behalf of the PPA organizations. Attendance at these meetings shall be approved by the Chairman or the Vice Chairman prior to registration and incurring of expenses.
- j. Maintain the certified writers database in a location agreed upon by the Executive Committee. This will ensure ease of access to any Executive Committee member in the event the Director, Projects is not available.
- k. Support the Treasurer with maintenance of the PPA checking and credit card accounts. Support activities include but are not limited to receipt of payments for PPA Certification and monthly reconciliation of Director of Projects expenses and income.
- l. Obtain approval for all expenses from the Chairman or Vice Chair and one additional Executive Committee member.

#### 4.2. Steering Committee

- 1. The Steering Committee has overall responsibility for providing resources to support the functions of the Association as identified by the Executive Committee.
- 2. Specific responsibilities of the Steering Committee members are:
  - a. Review and/or recommend issues to be presented to the Association.
  - b. Authorize contracting with outside agencies.
  - c. Establish the meeting fee, if required, and coordinate accounting of such fees with the Director, Annual Conference.
  - d. Establish projects for specific issues.
  - e. Recommend policies for the Association and any revisions to such policies.
  - f. Approve the findings, by majority vote, of project recommendations and other Association activities.

#### 4.3 Membership

1. The membership of the Association has responsibility to support excellence in procedure development and use.
2. Specific responsibilities of the membership are:
  - g. Actively participate in Association activities, as permitted by the individual's workload.
  - h. Vote on recommended actions.
  - i. Provide technical information as outlined under Membership Requirements.

### 5.0 **MEETINGS**

#### 5.1. Executive Committee Meetings

1. The Executive Committee will meet periodically as required for the purpose of conducting overall Association business.
  - a. An Executive Committee meeting shall be scheduled prior to the commencement of the Annual Conference at an agreed upon location.
  - b. An Executive Committee meeting shall be scheduled after the closing of the Annual Conference at the conference's location.

#### 5.2. Steering Committee Meetings

1. The Steering Committee will meet periodically as required for the purpose of conducting the responsibilities of the committee as delineated in Section 4.2.
  - a. There will be a scheduled Steering Committee meeting, for the purpose of supporting the planning of the Annual Conference's agenda.
  - b. Additional Annual Conference planning meetings will be scheduled at the discretion of the Director, Annual Conference.
  - c. There will be a Steering Committee meeting scheduled prior to the commencement of the Annual Conference preferably at the conference location.
  - d. There will be a Steering Committee meeting scheduled after the closing of the Annual Conference at the conference location

### 5.3. Membership Meeting Including Associate Members

1. The Annual Conference is the designated membership meeting.
2. Notice of the Annual Conference should be sent to the membership and associate membership no later than 60 days prior to the conference. The notice should include a tentative agenda for the conference.

## 6.0 **FUNDING REQUIREMENTS**

- 6.1. At no time shall a Member or Associate Member be required to participate in funding requirements beyond the Annual Conference fee or in-lieu fee, as a requirement for membership.
- 6.2. A two-year membership in the Procedure Professionals Association is granted upon receipt of the Annual Conference fee.
- 6.3. If membership is requested in lieu of the conference fee it shall be obtained by a payment of \$450.00 (U.S. currency) to the Procedure Professional Association. This fee will be subtracted from the annual conference fee if the individual later requests to attend the annual conference. Such offer is valid for only the next annual conference occurring within 12 months of receipt of payment.
- 6.4. Annual Conference fees shall normally cover expenses incurred for reproduction and correspondence.
- 6.5. Expenses incurred for reproduction and postage of other correspondence or documents shall be at the expense of the initiator(s).
- 6.6. In the event, PPA activities go beyond normal appropriated funds, the Steering Committee shall determine the need for additional funding and the methods to be utilized to satisfy the requirement subject to approval by the Executive Committee. Under no circumstances shall the Executive Committee or Steering Committee be held personally liable for funding issues.
- 6.7. PPA shall not receive or disburse funds without approval of two Executive Committee members, one of which is the Chair or Vice-Chair.

## 7.0 **TECHNICAL POSITIONS**

- 7.1. Position statements issued by PPA are not to be considered binding on the member companies or associate member companies and do not necessarily represent the position of member and/or associate companies. Under no circumstances shall positions adopted by PPA be interpreted or considered to be commitments by member and/or associate companies toward any course of action.

- 7.2. If a PPA representative feels that the Association position lacks merit, or an alternate position needs to be presented, alternate positions will be acknowledged by the Steering Committee and provided with the issuance of the Association position, upon written request of the presenter.
- 7.3. The Director, Projects shall present reports or position statements to the Steering Committee. If a Steering Committee member feels that the position lacks merit, or that an alternative position should be presented, the alternate position shall be acknowledged by the Director, Projects and addressed by the project team.

**8.0 CHANGES TO APPROVED PPA DOCUMENTS**

- 8.1. Requests for changes to approved PPA documents, such as the Principles of Operation, shall be presented to the Executive Committee.
- 8.2. Changes to approved PPA documents shall be approved by majority vote by the members of the Steering Committee.

Approved Linda Man  
Chair, PPA

\_\_\_\_ Date 10-4-18\_\_\_\_\_