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Introduction

The IDEA General Membership Manual has been assembled for use by IDEA General Members. The information contained herein is written and compiled to assist Members in more fully understanding and complying with the IDEA standards and requirements to retain Membership status in good standing.

In addition to implementing and maintaining the included requirements, all Members are encouraged to become familiar with IDEA’s history, mission, programs, and services to the Industry and regularly engage in IDEA activities. Informed and involved Members are better equipped to promote their company, their company’s association with IDEA and assume positions of participation and leadership in the industry.
1 Purpose and Mission Statement

1.1 Purpose
IDEA is the leading resource for Independent Distributors to find relevant quality information and to participate in advancing industry ethics, ensuring customer satisfaction, establishing standards, and promoting education.

1.2 Mission Statement
The Independent Distributors of Electronics Association (IDEA) is a non-profit trade association representing quality and ethically oriented Independent Distributors of electronic components. The purpose of IDEA is to promote the Independent Distribution Industry through a media advocacy campaign, to improve the quality of products and services through a quality certification program, educational seminars, and conferences, and to promote the study, development, and implementation of techniques and methods designed to improve the business of Independent Distributors.

2 Bylaws
The Member Representative of the Member Company is provided a copy of the current revision of the IDEA Bylaws upon Membership approval. The Member Representative may then share the document with his/her employees. The Member Company is encouraged to read and become familiar with the content, as a number of provisions and policies for Membership and processes included in this manual derive from the Bylaws.

3 Membership

3.1 Membership Eligibility and Requirements
To be accepted into IDEA General Membership and to maintain Membership status in good standing, the Company must meet and maintain the requirements outlined in this section.

- Company must be in business for at least three years or be owned by a parent company that has been in business for at least three years.
- Company must pass a desktop audit as performed by IDEA Staff to verify compliance with IDEA-QMS-9090. Note: Applicants and Members shall agree to be subject to an onsite compliance verification audit by IDEA Staff or their contracted services at the discretion of the IDEA Executive Director.
- Company must provide objective evidence of Product Liability Insurance at a minimum of $1,000,000 per incident and $2,000,000 aggregate annually.
- The Company’s Member Representative must be a member of Executive Management in the Member Company as approved by IDEA Staff.
- Company must agree to abide by the IDEA Code of Ethics through signature by the designated Member Representative and circulate it once a year to employees/contractors.
- Company must agree to abide by the IDEA Membership Manual through signature by the designated Member Representative.
- Company must fulfill a minimum of forty (40) hours of contribution to IDEA activities per year to maintain Membership status in good standing.
• Company and Owners must pass a thorough background check and shall not have a criminal record involving conduct relevant to the Industry or postings on public places that could reasonably be expected to embarrass IDEA or cause harm to IDEA or its Members’ brands and images.

• Company must be a Member of ERAI in good standing.

• Company cannot operate out of a residential structure or shipping services address.

• Company may not use multiple aliases without acceptable explanation as determined by IDEA.

• Company must provide its state and municipal business licenses and certificates of “Good Standing.”

• Company must submit information about any ERAI and GIDEP reports that have been filed on the Company while an IDEA Member or within four (4) years prior to applying to become an IDEA Member.

• Company shall not appear on the EPLS Government List any of the following lists found on the U.S. Department of Commerce Bureau of Industry and Security website while an IDEA Member or within four (4) years prior to applying to become an IDEA Member:
  o The EPLS Government listing*
  o The Denied Persons List**
  o The Unverified List**
  o The Entity List**
  o The Specially Designated Nationals List**
  o The Debarred List**
  o The Nonproliferation Sanctions List**

* [http://www.sam.gov](http://www.sam.gov)
** [http://www.bis.doc.gov/complianceandenforcement/liststocheck.htm](http://www.bis.doc.gov/complianceandenforcement/liststocheck.htm).

• Company must not have any unresolved issues that the Membership and Ethics Oversight (M&EO) Committee considers inconsistent with IDEA’s mission and Code of Ethics. Such issues include, but are not limited to, illegal behaviors, bribery, kickbacks, embezzlement, payoffs, credit or nonsufficient funds issues, counterfeit parts issues, or poor business practices. At the M&EO Committee’s discretion, any unresolved issues may require a written explanation followed by a subsequent review by the M&EO Committee.

• Various items of objective evidence as requested by IDEA are listed in the General Membership Application Requirements Confirmation Checklist to evaluate conformance with the above Membership Requirements.

Membership in IDEA will only be granted if the Applicant has been found to meet the above requirements, as demonstrated by at least a supermajority (75%) vote of the M&EO Committee after reviewing or receiving a report of the Applicant’s compliance with the above requirements.

### 3.2 General Membership Application Requirements Confirmation Checklist

• Company must tender the application fee with the completed application. The application fee is processed upon receipt at IDEA and is a non-refundable fee.

• Company must tender the first annual membership dues (apart from the application fee) in the form of a check or completed credit card information with the application. If the membership application is
approved, the funds will be deposited or processed into IDEA’s bank account. If the membership is not approved, the check will be returned to the applicant or credit card information will not be processed.

- Signed and notarized Membership Application and Agreement.
- Signed Policy and Agreement for Informational Data Access and Provision.
- Signed IDEA Share Program Disclosure and Confidentiality Agreement.
- Signed Intellectual Property Rights (IPR) Policy and Agreement.
- Signed IDEA Code of Ethics and Acknowledgement.
- Signed Trademark Usage Policy for the IDEA Logo, including Internet domain name where logo will be used.
- Objective evidence of being in continuous business for at least three (3) years.
- Line card with information on the number and types of product lines that the company carries.
- Percentage of annual sales within each customer category (must = 100%): OEMs/CMs, Independents, Authorized (Franchised), Other.
- Copy of ISO 9001, AS9100, and/or AS9120 Certification certificate by a registrar that is recognized by an accreditation body that is identified and accepted by IAF.
- Copy of ANSI/ESD S20.20 Certification certificate by an ESDA Accredited Certification Body.
- Copy of ERAI Membership Certificate and letter provided by ERAI confirming membership in good standing.
- Provide the following documentation as applicable:
  - Copy of all required business licenses.
  - Copy of seller’s/reseller’s permit.
  - Certificate(s) and/or statement of Good Standing from the Company’s city, state, country, or government entity.

*Note: The above items help IDEA substantiate the Applicant for Membership. IDEA encourages all Applicants to submit as many of the items as applicable.*

- All Company Headquarters and ship-to-customer physical locations and phone numbers.
- List of all DBAs, operating entities, divisions, and uniquely named subsidiaries and their locations, and phone numbers. If multiple DBAs or aliases exist, please provide an explanation for this.
- Copy of insurance certificate documenting proof of Product Liability Insurance coverage at required values of $1 million per incident and $2 million aggregate annually.
• Trade references and DUNS Number. This information is treated with confidentiality and is for IDEA administrative use only during the application process and thereafter. Please provide a contact name and detailed contact information, including phone and email, for the following references:
  o Top five (5) customer references, one of which must be an IDEA Member
  o Five (5) supplier references, one of which must be an IDEA Member

If these sources do not yield sufficient data for evaluation, other sources such as industry reports, e.g., Digi-Key, IC Source, etc. may be used at the discretion of the IDEA Executive Director in order to acquire information indicative of a company’s reputation within the industry.

• List of all ship-to-customer locations and provide at least one completed IDEA-ICE-3000 Certified Professional Inspector application complete with exam fees for each location.

• Organizational chart that includes the names, titles, and lines of authority and responsibility of top-level owner(s), executive management, and the Quality Management Representative (QMR). This information is treated with confidentiality and is for IDEA administrative use only during the application process and thereafter for issue resolution and for knowing how to move up the chain of contact within a company.

• Biographical/background summary for Owner(s) and Executive Management.

• Document confirming possession of all minimum equipment required per the Equipment and Tools table in IDEA-STD-1010. Please include equipment list, quantity, and photos of a least one (1) of each item required.

• Document containing information regarding any ERAI and GIDEP reports that have been filed against the Applicant Company within four (4) years prior to applying to become an IDEA Member.

3.3 Membership Application and Determination Process

The Membership and Ethics Oversight (M&EO) Committee conducts the review, evaluation, and determination of all Membership applications. The M&EO Committee is a Subcommittee of the Board of Trustees and includes two IDEA Staff members.

Upon completion of the application review process by the M&EO Committee, the M&EO Committee shall vote on the Applicant. The outcome of the vote on prospective applications shall be submitted to the Board of Trustees.

The Membership Application and Determination Process shall be reviewed by the Board of Trustees and legal counsel on an annual basis or from time to time as needed to evaluate the effectiveness of the process.

3.3.1 Process Outline

START

Application Preparation Phase
• Applicant purchases and implements IDEA-QMS-9090.
• Applicant achieves thirty (30) day minimum compliance requirement.
• Applicant downloads and thoroughly prepares Membership Application and supplementary information.
Phase 1: Initial Application Submission ~ 4-8 weeks
- Applicant submits complete application with payment.
  - $500 non-refundable application fee
  - Identification of ship-to-customer locations and payment for IDEA-ICE-3000 Exam fees (Processed upon approval of Membership by the Membership and Ethics Oversight (M&EO) Committee)
  - Payment for first annual dues (Application fee is deducted from the total and dues payment is processed upon approval of Membership by the M&EO Committee)
- IDEA Staff processes application fee and confirms application is complete.
- IDEA Staff alerts Applicant that the application will proceed to Phase 2.

Phase 2: IDEA-QMS-9090 Compliance Verification Audit ~ 2-8 weeks
- IDEA Staff performs desktop audit to verify compliance with IDEA-QMS-9090.
- Applicant passes audit?
  - YES – Phase 3 – Membership and Ethics Oversight Committee Review and Vote ~ 2-8 weeks
    - Applicant’s Membership Application is presented to the Membership and Ethics Oversight (M&EO) Committee for review and vote.
    - Applicant conditionally approved? NOTE: Conditionally Approved Applicant shall not advertise this status
  - YES – Phase 4: IDEA-ICE-3000 Inspector Certification ~ within forty-five (45) days of approval
    - IDEA Staff processes all payments and sends Conditionally Approved Applicant notification that Membership approval is contingent upon the completion of IDEA-ICE-3000 Inspector Certifications within forty-five (45) days of Membership approval.
    - Conditionally Approved Applicant completes IDEA-ICE-3000 Inspector Certifications?
      - YES – Phase 5: Membership Granted ~ 2-4 weeks
        - IDEA Staff completes Conditionally Approved Applicant’s Membership.
        - Full Membership privileges are activated for complying new Member (e.g., listings on website, use of logo, certificates, etc.) and other benefits are sent in official Membership packet.
      - NO
        - IDEA Staff notifies Conditionally Approved Applicant of rejection status and all fees that were accepted by IDEA are refunded within thirty (30) days of notification to the Applicant. Note: The $500 application fee is non-refundable and not returned.
        - Rejected Applicant’s Membership application is closed.
        - Rejected Applicant may reapply for Membership twelve (12) months after the date of the last attempted audit.
  - NO
    - IDEA Staff notifies the Applicant of rejection status and check(s) are returned or credit card information destroyed within five (5) days of notification of the Applicant. Note: The $500 application fee is non-refundable and not returned.
IDEA Membership Manual

o IDEA Staff provides Rejected Applicant with a summary report that outlines the cause(s) of rejection.

o Rejected Applicant accepts decision?
  ▪ YES
    • Rejected Applicant’s Membership application is closed.
    • Rejected Applicant may reapply for Membership twelve (12) months after the date of the original application.
  ▪ NO
    • Rejected Applicant may request an appeal no later than thirty (30) days after notification of the initial decision.
    • The M&EO Committee arranges for a forum with the Rejected Applicant to discuss its decision.
      o The M&EO Committee votes to overturn initial decision and approves Applicant’s Membership.
        ▪ Conditionally Approved Applicant proceeds to Phase 3: On-site Audit (see process above).
      o The M&EO Committee votes to uphold initial decision.
        ▪ Rejected Applicant’s Membership application is closed.
        ▪ Rejected Applicant may reapply for Membership twelve (12) months after the date of the original application.

o NO
  ▪ Applicant must contact IDEA Staff to schedule a second desktop audit. The follow up audit must take place within ninety (90) days of the completion of the first desktop audit.
  ▪ Applicant passes second audit?
    • YES – Phase 3 – Membership and Ethics Oversight Committee Review and Vote ~2-8 weeks
      o Applicant’s Membership Application is presented to the Membership and Ethics Oversight (M&EO) Committee for review and vote.
      o Applicant conditionally approved? NOTE: Conditionally Approved Applicant shall not advertise this status
        ▪ YES – Phase 4: IDEA-ICE-3000 Inspector Certification ~within forty-five (45) days of approval
          • IDEA Staff processes all payments and sends Conditionally Approved Applicant notification that Membership approval is contingent upon the completion of IDEA-ICE-3000 Inspector Certifications within forty-five (45) days of Membership approval.
          • Conditionally Approved Applicant completes IDEA-ICE-3000 Inspector Certifications?
            o YES – Phase 5: Membership Granted ~2-4 weeks
              ▪ IDEA Staff completes Conditionally Approved Applicant’s Membership.
              ▪ Full Membership privileges are activated for complying new Member (e.g., listings on website, use of logo, certificates, etc.) and
other benefits are sent in official Membership packet.

- NO
  - IDEA Staff notifies Conditionally Approved Applicant of rejection status and all fees that were accepted by IDEA are refunded within thirty (30) days of notification to the Applicant. Note: The $500 application fee is non-refundable and not returned.
  - Rejected Applicant’s Membership application is closed.
  - Rejected Applicant may reapply for Membership twelve (12) months after the date of the last attempted audit.

- NO
  - IDEA Staff notifies Applicant of rejection status and check(s) are returned or credit card information destroyed within five (5) days of notification of the Applicant. Note: The $500 application fee is non-refundable and not returned.
  - IDEA Staff provides Rejected Applicant with a summary report that outlines the cause(s) of rejection.
  - Rejected Applicant accepts decision?
    - YES
      - Rejected Applicant’s Membership application is closed.
      - Rejected Applicant may reapply for Membership twelve (12) months after the date of the original application.
    - NO
      - Rejected Applicant may request an appeal no later than thirty (30) days after notification of the initial decision.
      - The M&EO Committee arranges for a forum with the Rejected Applicant to discuss its decision.
      - The M&EO Committee votes to overturn initial decision and approves Applicant’s Membership.
      - Conditionally Approved Applicant proceeds to Phase 3: On-site Audit (see process above).
      - The M&EO Committee votes to uphold initial decision.
      - Rejected Applicant’s Membership application is closed.
      - Rejected Applicant may reapply for Membership twelve (12) months after the date of the original application.
• NO
  o IDEA Staff notifies the Applicant of rejection status and check(s) are returned or credit card information destroyed within five (5) days of notification of the Applicant. Note: The $500 application fee is non-refundable and not returned.
  o Rejected Applicant’s Membership application is closed.
  o Rejected Applicant may reapply for Membership twelve (12) months after the date of the last attempted audit.

END

3.3.2 Incomplete Application Submission
The Applicant is responsible for submitting a complete application that contains all items listed in the General Membership Application Requirements Confirmation Checklist.

Incomplete applications will not be accepted. If an application is submitted with missing requirements/items, IDEA Staff will return the application. The Applicant is required to wait thirty (30) days before resubmitting the application. The Applicant may only resubmit an application one (1) additional time after initial submission. If the application is not complete in the resubmission, IDEA Staff will inform the Applicant that the application is closed. The Applicant must wait twelve (12) months from the date of notification to submit a new application for Membership.

3.3.3 Membership Approval/Rejection Criteria
The Membership and Ethics Oversight (M&EO) Committee shall determine Membership approval/rejection based upon criteria including, but not limited to, the following items that are from time to time established or adopted by the Board of Trustees:

3.3.3.1 Membership Approval Criteria
  • Compliance with all Membership Requirements.
  • Submission of all required application documents, acknowledgements, and agreements.
  • History of ethical and quality business transactions.
  • Positive background and reference checks.

3.3.3.2 Membership Rejection Criteria
  • Failure to comply with all Membership Requirements.
  • Failure to submit all required application documents, acknowledgements, and agreements.
  • Discovery of fraudulent and substandard business transactions.
  • Negative background and/or reference checks.
  • Discovery of media coverage of the Applicant that the M&EO Committee determines to put IDEA or its brand at risk for devaluation.
• Discovery of publicly documented behavior or statements by the Applicant deemed by the M&EO Committee to put IDEA or its brand at risk for devaluation.

3.3.3.3 Membership Rejection Appeal Process

The Applicant has the right to appeal the Membership and Ethics Oversight (M&EO) Committee’s decision and must contact IDEA with its appeal request in writing by mail, fax, or email immediately but no later than thirty (30) days after receiving the notification of the M&EO Committee's decision. The Applicant’s request must contain the following:

• A specific explanation of the reason for appeal. Appeals must be based upon any errors or inconsistencies in the facts of the review and determination, not upon the Membership Application process or the M&EO Committee’s decision.
• Any extenuating circumstances that should be considered.
• Any additional information and explanations relevant to the situation.

If a request for appeal is not received by IDEA within thirty (30) days, the M&EO Committee’s initial decision shall stand as the final decision.

Upon receipt of an appeal, the M&EO Committee shall arrange for a forum with the Applicant to discuss the M&EO Committee’s decision.

Based upon consideration of the information provided to the M&EO Committee in the Applicant’s request for appeal and in the forum, the M&EO Committee will vote on a final decision. The vote requires a supermajority (75%). The Applicant will be notified of the final decision by email and certified letter.

The M&EO Committee, by a supermajority (75%) vote, may overturn the initial decision and approve the Applicant’s Membership on such terms as it deems appropriate, consistent with the IDEA Bylaws. The Applicant shall be notified of Membership approval by email and certified letter that contain the official approval date.

If the M&EO Committee, by a supermajority (75%) vote, upholds the initial decision to reject the Applicant’s Membership as the final decision, the Applicant shall be notified, and the official rejection date will be included in the notification by email and certified letter. The Applicant may reapply for Membership twelve (12) months after the date of the original application.

Any Applicant that does not receive Membership approval is not eligible for the monetary refund of the non-refundable Membership application fee.

3.4 IDEA Code of Ethics

Membership in the Independent Distributors of Electronics Association (referred to below as IDEA, or the Association) is a privilege extended to those organizations who meet the eligibility requirements, and is not a right. Membership may be continued unless the Membership and Ethics Oversight (M&EO) Committee determines that the conduct of a Member has been such, that in the best interests of IDEA, the Member should be suspended or their Membership terminated.

This Code of Ethics has been duly adopted by the Board of Trustees under the authority vested in it by the IDEA Bylaws.
The Member will support and acknowledges that it is subject to the IDEA Bylaws as from time to time amended, and all such resolutions, and policies as may from time to time be established or adopted by the IDEA Board of Trustees.

The Member will conduct commerce in a moral and ethical manner so as to bring no discredit to IDEA, nor to diminish the prestige of the Membership therein. The Member will make commercially reasonable efforts to ensure all of its employees and representatives will conduct themselves in accordance with all federal, state, and local laws. Any act or behavior that is deemed to be in violation of Membership standards, upon review of the M&EO Committee, may result in Membership termination under such rules relating to termination as may from time to time be in force.

The Member will employ commercially reasonable efforts to ensure that all products it sells have clear title, are free of liens, and conform to all applicable IDEA Standards that are then in force.

The Member will not knowingly misrepresent products. The Member will employ commercially reasonable efforts, and in any event not less than such efforts as may from time to time be required under all IDEA Standards then in force, to ensure truth in advertising.

The Member will give advice to its clientele in the course of its independent distribution of electronics to the best of its ability.

The Member will only use the IDEA Logo in accordance with the Association’s Trademark Usage Policy for the IDEA Logo.

If a Member is found to have breached this Code, that fact may be disclosed to Member and non-member entities that may inquire into that Member’s status under this Code.

If a Formal Inquiry (as defined in form number IDEA-1001) is filed against a Member, resignation will not preclude the completion of the Formal Inquiry Process by the M&EO Committee if it elected to continue such process and the publication of the results of its investigation, and the Member shall continue to cooperate in the conduct of that process until its completion.

Approved and adopted by the IDEA Board of Trustees on January 15, 2009.
Amended by the Membership and Ethics Oversight Committee, September 20, 2012.

3.4.1 Formal Inquiries
A Formal Inquiry Procedure utilizing the Membership and Ethics Oversight (M&EO) Committee has been created to moderate and help to resolve disputes should they occur with an IDEA Member during ongoing business. The M&EO Committee’s findings are primarily intended to ascertain an IDEA Member’s status.

3.5 Membership Dues
Membership dues are paid on an annual basis in an amount determined and fixed from time to time by the Board of Trustees. The dues are comprised of three distinct categories:

- Small Company (1-19 employees)
- Medium Company (20-49 employees)
- Large Company (50+ employees)
Membership dues amounts are subject to revision as determined by the Board of Trustees. The Member Company shall pay the annual dues on the anniversary date of Membership approval and shall be billed in advance for payment.

3.6 Membership and Inspector Certificates
All IDEA Membership and IDEA-ICE-3000 Certified Professional Inspector certificates are issued in hard copy format and contain the official IDEA seal, serial number, and barcode for authentication and security purposes. IDEA does not issue electronic copies of any certificate.

The Member Company shall maintain an internal record of all certificate expiration dates. The Member Company is responsible for completing the annual membership and IDEA-ICE-3000 Certified Professional Inspector certification renewals prior to the expiration date.

IDEA encourages the Member Company to publicly display the IDEA certificates in a prominent place for viewing by customers and other visitors of the Company’s facility. IDEA also encourages the Member Company to scan each certificate so that it may be posted on the Member Company’s website.

If a Member Company requires a replacement of the current year’s Membership certificate or of an IDEA-ICE-3000 Certified Professional Inspector’s certificate, a formal request must be submitted to IDEA in writing by mail, fax, or email with an explanation regarding the loss of the original certificate. After the request is received and approved, IDEA will prepare the replacement certificate(s) and send to the Member Company. The Member Company should allow at least seven (7) to ten (10) business days for the replacement certificate(s) to arrive.

3.7 Annual Membership Renewal Process

3.7.1 Purpose
IDEA conducts an Annual Membership Renewal Process to ensure Member Companies have maintained compliance with all Membership Requirements and fulfilled all Membership Responsibilities for the year. The process also requires the Member Company to modify or update any information that may have changed throughout the year.

3.7.2 Process
The renewal date of each Member Company is the anniversary date of Membership approval. It is the responsibility of the Member Company to download the Annual Membership Renewal Form from the IDEA website and to complete it prior to submission of dues for renewal. The Annual Membership Renewal Form must be submitted concurrently with the payment of annual dues.

After submission of the Annual Membership Renewal Form, IDEA Staff will conduct a review of the information and confirm the Member Company’s continued compliance with the Membership Requirements and fulfillment of Membership Responsibilities. A confirmation of receipt will be sent to the Member Representative by email, and IDEA Staff will contact the Member Representative if additional information or documentation is needed. When the Annual Membership Renewal Form and documentation have been approved, IDEA Staff will prepare the Member’s renewal Membership Certificate and send to the Member Representative. The Member Company should allow at least seven (7) to ten (10) business days for the renewal certificate to arrive.

If IDEA Staff discovers any issue that indicates noncompliance with a Membership Requirement and/or the failure to fulfill all Membership Responsibilities, this information will be presented to the Membership and Ethics Oversight (M&EO) Committee for further review and recommendation.
Submission of the Annual Membership Renewal Form in a timely manner enhances Member interaction and is crucial for the operation and integrity of IDEA. If an Annual Membership Renewal Form is not submitted with payment of dues within sixty (60) days after the Member Company receives notice, Membership may be terminated.

4 Membership Privileges

Once accepted into IDEA Membership, the Company receives the following privileges if maintaining Membership status in good standing.

4.1 Exclusive Recognition by the Industry

The industry recognizes IDEA Member Companies as:

- Recognized by an Industry peer group as ethical and professional businesses.
- Recognized by the industry for being comprised of a Membership committed to the highest quality and ethical standards and business practices.
- Actively contributing to the advancement of Industry ethics, standards, professionalism, techniques, and quality.
- Maintaining an IDEA-QMS-9090 and ISO 9001, AS9100, and/or AS9120 certified quality management system.
- Maintaining an ANSI/ESD S20.20 certified ESD program.
- Maintaining a documented Moisture Sensitivity Level (MSL) program.
- Maintaining Product Liability Insurance.

4.2 Access to IDEA-STD-1010-B

The Member Company is entitled to receive complimentary copies of IDEA-STD-1010 in both hard copy and electronic formats.

4.2.1 Hard Copy Format

For the hard copy format, the Member Company receives the following number of copies based upon Company size:

- Small Company (1-19 employees): 1 copy
- Medium Company (20-49 employees): 2 copies
- Large Company (50+ employees): 3 copies

These copies are provided to the Member Company upon Membership approval. When a new revision of IDEA-STD-1010 is published, IDEA Staff provides a new set of complimentary copies to each Member Company.

4.2.2 Electronic Format

For the electronic format, the Member Company may request an unlimited number of copies for employees. Since the copies are distributed in a single-user format and contain a digital rights management system that restricts the copy to a single computer, a specific process must be followed in order to acquire the number of copies needed for the employees and to maintain those copies based upon changes in employment. Please
follow the process instructions in Section 5.12, Maintenance of IDEA-STD-1010 Access List for instructions on how to request access as well as annual maintenance instructions and responsibilities.

4.3 Access to IDEA-QMS-9090
The Member Company is entitled to receive complimentary copies of IDEA-QMS-9090 in a printable electronic format.

The Member Company may request an unlimited number of copies for employees. Since the copies are distributed in a single-user format and contain a digital rights management system that restricts the copy to a single computer, a specific process must be followed in order to acquire the number of copies needed for the employees and to maintain those copies based upon changes in employment. Please follow the process instructions in Section 5.XX, Maintenance of IDEA-QMS-9090 Access List for instructions on how to request access as well as annual maintenance instructions and responsibilities.

4.4 IDEA-ICE-3000 Professional Inspector Certification
The IDEA-ICE-3000 Certification is exclusive to IDEA Member Companies, OEM Companies, EMS Providers, and Government entities.

4.5 Access to the IDEA Substandard / Suspect Counterfeit Parts List
The IDEA Substandard / Suspect Counterfeit Parts List is exclusive to IDEA Member Companies. Activity level is at the discretion of the Membership.

4.6 RoHS Listings Linked to OCM Websites
IDEA Member Companies have exclusive access to this list that provides assistance (primarily purchasing and inspection department personnel) in determining part number and packaging for RoHS and lead-free marking.

4.7 Member Representative Blog
IDEA Member Representatives and Member Companies’ designated employees receive access to the IDEA Members Only Blog that contains relevant news and updates about IDEA and the Industry. Automatic updates are sent daily (pending blog activity) by email to the designated recipients.

4.8 Members Only Content on the IDEA Website
IDEA Member Companies have exclusive access to information such as special articles, white papers, IDEA news, and the IDEA Member Representative Blog.

5 Membership Responsibilities
Once accepted into IDEA Membership, the Member Company must successfully fulfill the following responsibilities throughout the Membership year to maintain Membership status in good standing and to obtain Membership renewal.

5.1 Annual Membership Renewal Form
The Member Company must submit the Annual Membership Renewal Form concurrently with the payment of annual dues. If an Annual Membership Renewal Form is not submitted with payment of dues within sixty (60) days after the Member Company receives notice, Membership may be terminated.

5.2 Annual Dues
The Member Company must pay the annual Membership dues on the anniversary date of Membership approval and shall be billed in advance for payment.
Membership may be terminated if annual dues are not paid within sixty (60) days after the Member Company receives notice that they are due and payable.

5.3 **Required Certifications**
The Member Company must submit proof of the following certifications concurrently with the payment of annual dues:

- Copy of IDEA-QMS-9090 Certification certificate.
- Copy of ISO 9001, AS9100, and/or AS9120 Certification certificate by a registrar that is recognized by an accreditation body that is identified and accepted by IAF.
- Copy of ANSI/ESD S20.20 Certification certificate by an ESDA Accredited Certification Body.
- Copy of ERAI Membership Certificate with objective evidence of membership in good standing.
- Copy of Product Liability Insurance Certificate at a minimum of $1 million per incident and $2 million aggregate.

Membership may be suspended if any certificate(s) is not provided at the time of Membership renewal.

5.4 **Total Employee and Contractor Count**
At the time of Membership renewal, the Member Company must provide the exact number of employees and contractors as of the renewal date to ensure placement in the correct Company size category. The exact number of employees and contractors is treated with confidentiality for IDEA administrative use only and will not be shared during the application process or thereafter by IDEA Staff. The Company size category, however, will be made public.

5.5 **Employee Status**
The Member Company must notify IDEA within thirty (30) days in writing by mail, fax, or email of any changes in status for employees within the following designations:

- Owner(s) and/or most senior level Executive
- Executive Management
- Quality Management
- Procurement Management
- Quality Inspectors

Reportable changes in status include employee resignation or termination, employee title, employee name, employee contact information, etc.

5.6 **IDEA-ICE-3000 Inspector Status**
The Member Company must notify IDEA within thirty (30) days in writing by mail, fax, or email of any changes in status for the Member Company’s IDEA-ICE-3000 Certified Professional Inspectors. Reportable changes include resignation or termination, title, name, contact information, location, etc.
If a ship-to-customer location loses its only IDEA-ICE-3000 Certified Professional Inspector for any reason, the Member Company must notify IDEA Staff in writing by mail, fax, or email about the situation within five (5) days. If the Member Company has no other IDEA-ICE-3000 Certified Professional Inspectors at that ship-to-customer location, they must cease shipping from that ship-to-customer location immediately until a replacement Inspector has been certified at that location.

The replacement Inspector must be certified within forty-five (45) days to resume shipping from that ship-to-customer location. If a replacement Inspector is not certified within forty-five (45) days, the Member Company shall be subject to IDEA Membership suspension and/or termination.

5.7 Ownership/Management Status
The Member Company must notify IDEA Staff within thirty (30) days in writing by mail, fax, or email of any change in ownership and/or management status, including loss or gain of an Owner and/or Partner. Reportable changes in status include, but are not limited to, resignation or termination Owner(s) on record with IDEA Staff, change in title of Owner and/or Executive Management, sale of Member Company to new Owners, reduction of the number of Owners and/or Executive Management, etc. This information is treated with confidentiality for IDEA administrative use only and will not be shared by IDEA Staff.

IDEA Staff encourages the Member Representative to contact IDEA Staff prior to consummating a change in ownership to ensure that the change will not present a conflict of interest.

5.8 Organizational Chart Status
Pending any changes in employee, ownership, and/or management status, the Member Company must submit a revised organizational chart that reflects the status at the time of Membership renewal.

The organizational chart must include the names, titles, and lines of authority and responsibility of top-level Owner(s), Executive Management, and the Quality Management Representative (QMR). This information is treated with confidentiality and is for IDEA administrative use only during the application and monitoring process and thereafter for issue resolution and for knowing how to appropriately escalate contact within the Member Company.

5.9 Change of Address / Additional Locations
The Member Company must notify IDEA Staff within thirty (30) days in writing by mail, fax, or email of any of the following changes of business:

- Change of Headquarters address
- Change of other facility location address
- Closing of business location
- Opening of new/additional business location and address
- Change of any DBAs or aliases
- Change of any business location’s phone, fax, email address(es), website address, and any additional websites.
5.10 Participation in IDEA Activities
The Member Company must fulfill a minimum of forty (40) hours of contribution to IDEA activities per year to maintain Membership status in good standing. The Member Company must submit a record of contribution for the prior Membership year concurrently with the payment of annual dues.

Any appropriate expert employee of the Member Company is eligible to participate in IDEA activities to fulfill this requirement. Examples of contribution activities include, but are not limited to, General Membership Webinar and Meeting attendance, Committee participation, support at IDEA recognized Industry conferences and events, presentations on behalf of IDEA at Industry conferences and events, etc. IDEA recognized Industry conferences and events are listed on the IDEA website. If the Member Company plans to attend a conference or event that is not listed on the IDEA website, please contact IDEA in advance to determine if the conference or event qualifies as an activity that will contribute to the participation requirement.

If a Member Company fails to fulfill the aforementioned participation requirement or provide a record of previous year participation at the time of Membership renewal, the Member Company may be subject to Membership suspension and/or termination.

5.11 Update of ERAI and GIDEP Report Status
The Member Company must notify IDEA Staff within five (5) days of any new ERAI and GIDEP reports that have been filed against the Member Company and provide background information regarding each report.

Failure of the Member Company to notify IDEA Staff within the aforementioned time period may result in Membership suspension and/or termination.

5.12 Maintenance of IDEA-STD-1010 Access List
The Member Company may request an unlimited number of copies of the electronic format of IDEA-STD-1010 for employees as a privilege of Membership. The Member Company shall provide the initial list of employees at the time of Membership approval. Access to the Standard is granted on an annual basis and is renewed upon successful completion of the Membership renewal process and the payment of annual dues.

5.12.1 Electronic Format Access Request Instructions
Since the electronic format copies are distributed in a single-user format and contain a digital rights management system that restricts the copy to a single computer, a specific process is outlined below that the Member Company must follow in order to acquire the number of copies needed for employees.

- Determine what employees will need access to the electronic version of IDEA-STD-1010 and record their names and relevant information (title, email address, etc.) in a list.

- Each employee must set up a registered user account on the IDEA website PRIOR to IDEA Staff granting access to the document. Visit http://www.idofea.org/user-registration/register to create the accounts.

- Employees may create the account individually, or the Member Representative may create all of the accounts that are needed.
  - Record the following for each employee’s IDEA website account:
    - Username
    - Full Name
    - Title
    - Email Address
  - Send IDEA the list containing all of your employees’ website account information.
• IDEA Staff will then modify the settings of each employee’s website account to grant permission to access IDEA-STD-1010 and other membership documents. Please allow a minimum of three (3) business days from the time IDEA receives this list until document access is granted. Larger lists may require additional processing time.

• IDEA Staff will notify the Member Representative/Company Contact when document access has been granted.

• Each employee on the list will then need to login to their IDEA website accounts to activate their document access. **IMPORTANT NOTE:** The employee must use the computer on which the electronic copy of IDEA-STD-1010 will be used/viewed. Once downloaded, the document is restricted to the computer on which it was downloaded and cannot be viewed on another computer. Please ensure that the employee is at the appropriate computer when initiating the download. Internet access is required to view the document.

• After logging in, the employee should visit [www.idofea.org/my-info-and-products](http://www.idofea.org/my-info-and-products) and select the “UPGRADE” button at the bottom of the page.

• Follow the instructions to download the document.

5.12.2 Electronic Format List Maintenance
The Member Company must maintain the IDEA-STD-1010 Employee Access List and review its contents on a regular basis to account for changes in employment. The Member Company must send IDEA Staff a copy of the Access List quarterly to ensure that IDEA may appropriately adjust access parameters. The quarterly updates to the list must be received by the following dates:

- Quarter One: February 1
- Quarter Two: May 1
- Quarter Three: August 1
- Quarter Four: November 1

Failure to submit the quarterly updates to the IDEA-STD-1010 List will result in the removal of all Member Company access to the electronic format of IDEA-STD-1010.

5.13 Maintenance of IDEA-QMS-9090 Access List
The Member Company may request an unlimited number of copies of IDEA-QMS-9090 for employees as a privilege of Membership. The Member Company shall provide the initial list of employees at the time of Membership approval. Access to the Standard is granted on an annual basis and is renewed upon successful completion of the Membership renewal process and the payment of annual dues.

5.13.1 Electronic Format Access Request Instructions
Since the electronic format copies are distributed in a single-user format and contain a digital rights management system that restricts the copy to a single computer, a specific process is outlined below that the Member Company must follow in order to acquire the number of copies needed for employees.

- Determine what employees will need access to the electronic version of IDEA-QMS-9090 and record their names and relevant information (title, email address, etc.) in a list.
• Each employee must set up a registered user account on the IDEA website PRIOR to IDEA Staff granting access to the document. Visit http://www.idofea.org/user-registration registers to create the accounts.

• Employees may create the account individually, or the Member Representative may create all of the accounts that are needed.
  o Record the following for each employee’s IDEA website account:
    • Username
    • Full Name
    • Title
    • Email Address
  o Send IDEA the list containing all of your employees’ website account information.

• IDEA Staff will then modify the settings of each employee’s website account to grant permission to access IDEA-QMS-9090 and other membership documents. Please allow a minimum of three (3) business days from the time IDEA receives this list until document access is granted. Larger lists may require additional processing time.

• IDEA Staff will notify the Member Representative/Company Contact when document access has been granted.

• Each employee on the list will then need to login to their IDEA website accounts to activate their document access. IMPORTANT NOTE: The employee must use the computer on which the electronic copy of IDEA-QMS-9090 will be used/viewed. Once downloaded, the document is restricted to the computer on which it was downloaded and cannot be viewed on another computer. Please ensure that the employee is at the appropriate computer when initiating the download. Internet access is required to view the document.

• After logging in, the employee should visit www.idofea.org/my-info-and-products and scroll down to the section entitled
  Your current Electronic Document Product upgrade possibility:

  IDEA Member Employees
  IDEA-QMS-9090: Members Access Single User PDF

• Select the “UPGRADE” button below this listing

• Follow the instructions to download the document.

5.13.2 Electronic Format List Maintenance
The Member Company must maintain the IDEA-QMS-9090 Employee Access List and review its contents on a regular basis to account for changes in employment. The Member Company must send IDEA Staff a copy of the Access List quarterly to ensure that IDEA may appropriately adjust access parameters. The quarterly updates to the list must be received by the following dates:

• Quarter One: February 1
• Quarter Two: May 1
• Quarter Three: August 1
• Quarter Four: November 1
Failure to submit the quarterly updates to the IDEA-QMS-9090 List will result in the removal of all Member Company access to the electronic format of IDEA-QMS-9090.

5.14 IDEA Website Member Access List
The Member Company must provide a list of employees that need access to the Members only content on the IDEA website. The Member Company shall provide the initial list of employees at the time of Membership approval. The Member Company must send IDEA Staff a copy of the Access List quarterly to ensure that IDEA may appropriately adjust website permissions. The quarterly updates to the list must be received by the following dates:

- Quarter One: February 1
- Quarter Two: May 1
- Quarter Three: August 1
- Quarter Four: November 1

Failure to submit the quarterly updates to the Website Member Access List will result in the removal of all Member Company access to the Members only content on the IDEA website.

5.15 IDEA Email Distribution Lists
IDEA maintains two primary email distribution lists for Member Companies. The first list is comprised of Member Representatives only. The second list is comprised of Member Representatives as well as those Management employees who the Member Representative has requested to be added to the email distribution list.

The Member Company shall provide the initial list of employees who should be included in these email distribution lists at the time of Membership approval. The Member Company must send IDEA Staff a copy of the Email Distribution Participant List quarterly to ensure that IDEA may appropriately update the lists for removals and/or additions. The quarterly updates to the list must be received by the following dates:

- Quarter One: February 1
- Quarter Two: May 1
- Quarter Three: August 1
- Quarter Four: November 1

By submitting quarterly updates to the Email Distribution Participant List, the Member Company ensures receipt of important communication distributed by IDEA via the email distribution lists.
6 Board of Trustees: Numbers, Terms, and Elections

The Board of Trustees is made up of twelve (12) Membership Level Assigned Representatives as voted by General Membership and three (3) optional Non-Level Assigned Representatives as appointed by the Membership Level Assigned Representatives.

6.1 Trustee Seats

6.1.1 Membership Level Assigned Seats

The Level Assigned Trustee Seats will consist of four (4) Membership Level Assigned Representatives from the three General Membership size category levels, not to exceed representation greater than four (4) votes per Membership level.

Level Assigned Seats contain two designations: SENIOR SEATS and EXECUTIVE SEATS.

6.1.2 Membership Non-Level Assigned Board Seats

In addition to the Level Assigned Seats, the Board will include three (3) Non-Level Assigned Seats that are available through Board appointment by supermajority vote to any General Membership level. Non-Level Assigned Seats will be designated as ANNUAL SEATS. The appointment of ANNUAL SEATS is at the discretion of the Board of Trustees and shall have a term limit of one (1) year with no consecutive appointments. Non-Level Assigned seats shall not have voting rights in Officer elections, may not serve as a Committee Chair, and may not serve on the Membership and Ethics Oversight Committee.

6.1.3 Senior Trustees

Trustees shall be identified within each Membership level with six (6) years or longer of contiguous Board service as Senior Trustees. In the event that a Membership level does not contain a Trustee with six (6) years of service, the Trustee in that Membership level with the longest contiguous tenure will be designated as a Senior Trustee.

When Senior Trustees win a seat within their Membership level, they will retain the first seats within their level for the purposes of historical continuity.

When an incumbent Senior Trustee (in one of the Membership levels) runs in an election but does not win a Membership level seat, that Senior Trustee is to be provided priority seating in a one-term Annual Seat for the purposes of historical continuity.

The seats that Senior Trustees occupy will be referred to as SENIOR SEATS.

6.2 Board Seat Designation

1. The four (4) seats in the Large Membership Level will be designated as L1, L2, L3, and L4.
2. The four (4) seats in the Medium Membership Level will be designated as M1, M2, M3, and M4.
3. The four (4) seats in the Small Membership Level will be designated as S1, S2, S3, and S4.
4. Seats occupied by Senior Trustees will be called SENIOR SEATS.
5. Remaining seats in each Membership level will be called EXECUTIVE SEATS.
6. The three (3) Membership Non-level Seats will be called ANNUAL SEATS and are designated as A1, A2, and A3.

6.3 Board Seat Configuration

Board Seats shall be configured as shown in Table 1 below for the purposes of historical continuity. Senior and Executive Seats will be designated as such within the table.
Board Seat Configuration

Table 1

<table>
<thead>
<tr>
<th>Seat Code</th>
<th>Company</th>
<th>Representative * Founder</th>
<th>Starting Year of Contiguous Service</th>
<th>Total number of years served</th>
<th>Current Term Expiration Date</th>
<th>Elected to Office Position</th>
<th>Officer Position Term Expires</th>
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</tbody>
</table>

6.4 Board Seat Terms
Terms begin and end on the anniversary of the date of elections for the seat.

1. SENIOR SEAT = Three (3) years or until the successor is appointed by the Board or elected by the General Membership.
2. EXECUTIVE SEAT = Three (3) years or until the successor is appointed by the Board or elected by the General Membership.
3. ANNUAL SEAT = One (1) year or until the date of the next Board election with a term limit of one (1) appointment, or one (1) year.

6.5 Board Seat Elections

6.5.1 Election Procedure
Not more than one-half (1/2) of the Board of Trustees holding Level-Assigned Seats shall be up for election at one time. Voting for the annual election will take place during the second quarter of each year from among the Member Representatives. Voting may be conducted at Membership meetings, in person, by proxy, or by fax or email. The selection of voting method for each year is at the discretion of the Executive Director and Board of Trustees.

The first elected Board of Trustees will determine by random means which of those elected will serve for two (2) years and which of those elected will serve for one (1) year.

6.5.2 Board Seat Fulfillment
After the election results are counted, the Trustee Seats will be filled in the following order:
1. MEMBERSHIP LEVEL SEATS will be filled in the order of the most number of votes. After seats are filled, the seats will be prioritized by length of service.

2. In instances where a candidate(s) for a MEMBERSHIP LEVEL SEAT is uncontested in an election, the candidate must obtain a number of votes equivalent to a majority of the total votes submitted in the election to qualify to fill a MEMBERSHIP LEVEL SEAT.

3. From time to time, ANNUAL SEATS shall be appointed from General Membership by the Board of Trustees at their discretion with consideration to the following priority list:
   a. Priority appointments to Founding Members and previous Senior Trustees
   b. The number of years served on the Board in order to strengthen the contribution to the Board’s working legacy
   c. After these appointments, the Board will consider facts and attributes such as:
      i. The highest number of votes from the Board of Trustees Election
      ii. The percentage of votes in each category from the Board of Trustees Election
      iii. The resources and reputation of the Member Company
      iv. The resourcefulness of the Member Representative

7 Membership Resignation

Any Member Company may resign by filing a written resignation with IDEA Staff, but such resignation shall not relieve the Member Company of the obligation to pay any dues, assessments, or other charges, which had accrued and remained unpaid on the date of such resignation. Dues and assessments will not be prorated. If a Formal Inquiry (as defined in form number IDEA-1001) is filed against a Member Company, resignation will not preclude the Formal Inquiry Process and the Membership and Ethics Oversight Committee’s publication of the results.

8 Membership Suspension and Termination Process

IDEA Member Companies may be suspended and/or terminated from IDEA Membership in accordance with the following suspension and termination standards as from time to time adopted by the Board of Trustees.

8.1 Status Definitions

8.1.0 Under Review
A Company that is under review is moved to this status in the event that legal action or investigation has been filed against them. Membership is not suspended or terminated. The Ethics and Oversight Committee will review the Company's membership status.

8.1.1 Suspension
A Company that is suspended from IDEA Membership shall not be entitled to any rights, benefits, or privileges associated with IDEA Membership, except the right of resignation, but shall remain a Member and is subject to all terms, conditions, waivers, agreements, and requirements to which the Member Company agreed. The Member Company must remove all indications of IDEA affiliation from its website and collateral materials.

The Member Company's status will be updated on the website to reflect the appropriate suspension status according to the allocated levels in Section 8.10, Membership Status and Publication Policy. The Member Company must also ensure that all employees who interact with the public are notified in writing of the suspension and are instructed not to refer to or imply that their employer is an IDEA Member in good standing.

8.1.2 Termination
A Company that is terminated from IDEA Membership will no longer be an IDEA Member, will relinquish all IDEA Membership rights and privileges, and will no longer be included in the Member List of IDEA Members or appear on the IDEA website or any other IDEA materials. Terminated Member Companies are not eligible for any monetary refunds of any kind to include: non-refundable Membership application fee, annual dues, or any other fees or donations to IDEA.
8.1.3 Grace Period
If a noncompliance issue is determined by the Membership and Ethics Oversight (M&EO) Committee to be resolved with the submission of additional information to IDEA Staff or is of a nature that may be corrected in a timely manner, the M&EO Committee may offer the Member Company a grace period of a length to be determined by the M&EO Committee to correct the noncompliance issue and regain full compliance and Membership in good standing.

8.2 Guidelines for Membership Compliance Review
IDEA is an Association recognized by the Industry for being comprised of a Membership committed to the highest quality and ethical standards and business practices; therefore, IDEA upholds its duty to ensure its Members maintain continual compliance with all Membership Requirements and adherence to the Code of Ethics. IDEA employs the following guidelines as the framework for evaluation when a Member is identified to be in noncompliance with a Membership Requirement or is in violation of the Code of Ethics.

- Membership in IDEA is a privilege extended to those Companies that meet the eligibility requirements, and is not a right.

- IDEA is obligated to investigate matters that are necessary for the preservation and growth of IDEA, the IDEA Brand, and/or the IDEA Membership, with primary concern awarded to IDEA Brand preservation and growth.

- Each Member Company is expected to demonstrate ongoing compliance with the Membership Requirements and Code of Ethics.

- The foundation of IDEA’s accomplishments and the value it offers is the outcome of the Industry’s acknowledgement of IDEA Standards and Membership Requirements, its perception of the integrity of the Association and its Member Companies, and the Member Companies’ compliance with the Membership Requirements.

- The Membership and Ethics Oversight (M&EO) Committee conducts the review and determination regarding violations and noncompliance with the Membership Requirements that may have occurred and determines what actions should be taken.

- The M&EO Committee Members are each indemnified by each Member Company and held harmless for the execution of Committee duties.

- The M&EO Committee will take commercially reasonable efforts to ensure a prompt yet thorough review of all information regarding the noncompliance issue.

- IDEA shall perform due diligence to ensure an impartial balance of the following requirements during the process:
  - Maintaining confidentiality of information supplied by a Member Company
  - Upholding IDEA Standards, Membership Requirements, and Code of Ethics
  - Communicating clearly and accurately with the Member Company and the public
  - Ensuring the Member Company does not encounter any undue damage to its reputation

- These guidelines serve as a foundation for a process that safeguards the interests of the Association and its Member Companies in the identification of information and the maintenance of Membership compliance in an unbiased and consistent method.
8.3 Membership Compliance Review Process
The Membership Compliance Review Process will typically adhere to the steps and actions listed below. However, the Membership and Ethics Oversight Committee and IDEA Staff may modify this process if it produces a more comprehensive and impartial outcome.

8.3.1 Identification
If IDEA identifies a potential noncompliance issue of a Member Company during the regular Annual Membership Renewal Process and/or from information received from a Member Company or the public per the IDEA Policy and Agreement for Informational Data Access and Provision, IDEA Staff will conduct an initial review. Additional information will be obtained from the source that provided information to IDEA Staff if IDEA Staff requires this for its review.

8.3.2 Information Compilation and Evaluation
If IDEA Staff validates that the noncompliance issue has occurred IDEA Staff will contact the Member Company to notify them that they have been identified as being in noncompliance with a specific Membership Requirement and to obtain all relevant background information regarding the noncompliance issue IDEA Staff then compiles and prepares the information for evaluation by the Membership and Ethics Oversight (M&EO) Committee.

When a noncompliance issue is of a level of severity that requires immediate action, IDEA may omit the Member Company information gathering step and forward the noncompliance issue directly to the M&EO Committee or the Executive Director for review and/or emergency action.

8.3.3 Determination and Notification
The Membership and Ethics Oversight (M&EO) Committee shall conduct an evaluation of the noncompliance issue.

If a noncompliance issue is determined by the M&EO Committee to be resolved with the submission of additional information to IDEA Staff or is of a nature that may be corrected in a timely manner, the M&EO Committee may offer the Member Company a grace period of a length to be determined by the M&EO Committee to correct the noncompliance issue and regain full compliance and Membership in good standing. If the noncompliance issue is not corrected by the end of the grace period, the M&EO Committee shall determine that the noncompliance issue warrants action and proceeds to the next step.

If the M&EO Committee determines that the noncompliance issue warrants action, a review is initiated, and the M&EO Committee conducts a vote on the recommended modification of the Membership Status of the involved Member Company. The M&EO Committee recommendation vote requires a supermajority (75%) vote of the M&EO Committee. If the recommendation is to suspend or terminate Membership, the M&EO Committee then presents the recommendation to the Board of Trustees for review and final determination. The Board of Trustees conducts a vote on the modification of the Membership Status of the involved Member Company. The selected outcome requires a supermajority (75%) vote of the Board of Trustees. The M&EO Committee and Board of Trustees may vote for one of the following:

- Retain current Membership Status in good standing.
- Suspend Member Company’s Membership pending the completion of a formal investigation.
  - If the Member Company is found to be in compliance, the M&EO Committee dismisses their investigation and returns the Member Company’s Membership Status to good standing.
  - If the Member Company is found to be in noncompliance, the M&EO Committee may recommend that the Board of Trustees votes to terminate the Member Company’s Membership.
- Terminate Member Company’s Membership effective immediately.

The Member Company will be notified of the M&EO Committee and Board of Trustees’ decision via email and certified letter that contain the grounds for the M&EO Committee and Board of Trustees’ action and is asked to provide additional information regarding the noncompliance issue if a formal investigation is initiated. All questions from the Member Company must be submitted in writing and received by mail, fax, or email.

If, after formal investigation the M&EO Committee recommends that the Board of Trustees votes to terminate the Member Company’s Membership, the Member Company will be notified of the Board of Trustees’ decision for termination via email and certified letter that contain the grounds for the termination, the official termination date, and any actions the Company must take to remove its association with IDEA as a Member.

While IDEA Staff shall maintain confidentiality regarding any proprietary information or process details, it may communicate to the public at the Board of Trustees’ discretion that an evaluation and/or investigation is taking place, any change in the Member Company’s Membership status, and the Board of Trustees’ final decision.

8.3.4 Appeal Process
The Member Company has the right to appeal the Board of Trustees’ decision and must contact IDEA Staff with its appeal request in writing by mail, fax, or email within thirty (30) days after receiving the notification of the Board of Trustees’ decision. The Member Company’s request must contain the following:

- A specific explanation of the reason for appeal. Appeals must be based upon any errors or inconsistencies in the facts of the review and determination, not upon the Board of Trustees’ decision.
- Any extenuating circumstances that should be considered.
- Any additional information and explanations relevant to the situation.

If a request for appeal is not received by IDEA within thirty (30) days, the Board of Trustees’ initial decision shall stand as the final decision.

Upon receipt of an appeal, the M&EO Committee shall arrange for a forum with the Member Company to discuss the Board of Trustees’ decision.

Based upon consideration of the information provided to the Board of Trustees’ in the Member Company’s request for appeal and in the forum, the M&EO Committee will vote on a recommendation to provide to the Board of Trustees for a vote on a final decision. Both the vote of the M&EO Committee’s recommendation vote and the Board of Trustees’ selected outcome vote require a supermajority (75%). The Applicant will be notified of the final decision by email and certified letter.

If the Board of Trustees, based upon the recommendation of the M&EO Committee and by a supermajority (75%) vote, upholds the initial decision to terminate the Member Company’s Membership as the final decision, an official termination date will be included in the notification by email and certified letter as well as any actions the Company must take to remove its association and affiliation with IDEA as a Member.

8.4 Membership Reinstatement
The Board of Trustees, based upon the recommendation of the M&EO Committee and by a supermajority (75%) vote, may overturn the initial decision to terminate a Member Company and reinstate its Membership on such terms as it deems appropriate, consistent with the IDEA Bylaws. The Member Company shall be notified of Membership reinstatement by email and certified letter that contain the official reinstatement date.
8.5 Terminated Member Reapplication Process
A former IDEA Member Company that has received a final decision of termination from Membership may reapply after a minimum termination time period of twelve (12) months from the official date of termination. In addition to meeting the established Membership Requirements, the Company must submit objective evidence that the noncompliance issue(s) that led to Membership termination have been resolved and corrected.

8.6 Infractions Resulting in Grace Period
Noncompliance with the following Membership Requirements and Membership Responsibilities may result in the Membership and Ethics Oversight (M&EO) Committee granting the Member Company a grace period of a length to be determined by the M&EO Committee to correct the noncompliance issue and regain full compliance and Membership in good standing. If the noncompliance issue is not corrected by the end of the grace period, the M&EO Committee determines that the noncompliance issue warrants action, a review is initiated, and the M&EO Committee conducts a vote on the recommended modification of the Membership Status of the involved Member Company. If the recommendation is to suspend or terminate Membership, the M&EO Committee then presents the recommendation to the Board of Trustees for review and final determination. The Board of Trustees conducts a vote on the modification of the Membership Status of the involved Member Company.

- Failure to submit the Annual Membership Renewal Form at the time of payment of annual dues.
- Failure to submit payment for annual dues by the anniversary date of Membership approval.
- Failure to submit copies of all required certifications at the time of annual renewal and payment of dues.
- Failure to notify IDEA of any changes in IDEA-ICE-3000 Certified Professional Inspector status.
- Failure to submit information regarding change in ownership/management status.
- Failure to submit updated organizational chart.
- Failure to submit change of address and/or additional locations.
- Failure to submit quarterly updates to the IDEA-STD-1010 Access List.
- Failure to submit quarterly updates to the IDEA-QMS-9090 Access List.
- Failure to submit quarterly updates to the Website Member Access List.
- Failure to submit quarterly updates to the Email Distribution Lists.
- Failure to submit addition or changes of websites, domain names, and URLs.

8.7 Infractions Resulting in Membership Suspension
Noncompliance with the following Membership Requirements and Membership Responsibilities may result in the Membership and Ethics Oversight (M&EO) Committee voting to recommend that the Board of Trustees vote to immediately suspend the Member Company’s Membership so that a formal investigation may be conducted regarding the noncompliance issue to ascertain final Membership Status of termination or reinstatement.
• Failure to correct any noncompliance issue(s) by the end of the given grace period for resolution.

• Failure to comply with all requirements of IDEA-QMS-9090.

• Failure to maintain IDEA-QMS-9090 certification.

• Failure to abide by and maintain all Membership requirements.

• Failure to abide by the IDEA Code of Ethics.

• Change of ownership and/or executive management or merger with a non-member Company.

• Failure to fulfill the minimum requirement of forty (40) hours of contribution to IDEA activities per Membership year.

• Background or criminal issues that arise about the Company and/or owners that involve conduct relevant to the Industry.

• Postings on public places that could reasonably be expected to embarrass IDEA or cause harm to IDEA or its Member Companies’ brands and images.

• Information obtained from ERAI and GIDEP reports filed on the Member Company.

• Violation of IDEA Trademark Usage Policy for the IDEA Logo.

• Discovery of fraudulent and substandard business practices.

• Discovery of media coverage of a Member Company that the M&EO Committee determines to put IDEA or its brand at risk for devaluation.

• Discovery of publicly documented behavior or statements deemed by the M&EO Committee to put IDEA or its brand at risk for devaluation.

8.8 Infractions Resulting in Membership Termination
Noncompliance with the following Membership Requirements and Membership Responsibilities may result in the Membership and Ethics Oversight (M&EO) Committee voting to recommend that the Board of Trustees vote to terminate the Member Company’s Membership.

• Any noncompliance issue(s) causing Membership suspension determined by the M&EO Committee’s formal investigation and recommendation to the Board of Trustees to warrant a final Membership status of termination.

• Failure to pay annual dues within sixty (60) days after the Member Company receives notice that they are due and payable.

• Dissolution of Member Company.

• Loss of ERAI Membership.

• Member Company relocates to a residential structure or shipping services address.
• Violation of IDEA Share Program Disclosure and Confidentiality Agreement.

• Violation of IDEA Intellectual Property Rights (IPR) Agreement.

• Violation of Board of Trustees Confidentiality Agreement.

• Member Company is added to any of the following lists:
  - The EPLS Government listing
  - The Denied Persons List
  - The Unverified List
  - The Entity List
  - The Specially Designated Nationals List
  - The Debarred List
  - The Nonproliferation Sanctions List

• Member Company becomes subject of a formal investigation by any law enforcement body and/or government entity recognized by the United States.

• Harassment of a Board Member, e.g., threat to property, life, limb, or position.

• Harassment of an IDEA Employee, e.g., threat to property, life, limb, or position.

• Sexual harassment of a Member, Board Member, or IDEA Employee.

8.9 Emergency Membership Termination
The Membership and Ethics Oversight (M&EO) Committee may vote to recommend to the Board of Trustees or the Executive Director may determine to immediately terminate a Member Company upon discovery of a noncompliance issue that is of the level of severity that is determined to present imminent and extensive risk and damage to IDEA, its Members, its Employees, and/or the public. The Member Company shall be notified in writing by email and certified letter that contain the date of termination, the grounds for the emergency action, and information regarding how to request an appeal within thirty (30) days of the emergency action.

If a request for appeal is not received by IDEA within thirty (30) days, the Board of Trustees or Executive Director’s emergency action shall stand as the final decision.

Based upon consideration of the information provided to the Board of Trustees’ in the Member Company’s request for appeal and in the forum, the M&EO Committee will vote on a recommendation to provide to the Board of Trustees for a vote on a final decision. Both the vote of the M&EO Committee’s recommendation vote and the Board of Trustees’ selected outcome vote require a supermajority (75%). The Applicant will be notified of the final decision by email and certified letter.

If the final decision is to uphold the emergency termination, the Member Company shall be notified in writing by email and certified mail that contain the original date of termination, the grounds for the emergency action, and information pertaining to the specific status of termination.

8.10 Membership Status and Publication Policy
IDEA Staff maintains a current Membership Status for each Member Company. IDEA Members in good standing are found on the IDEA website. When a situation occurs in which a Member Company’s status
changes from that of good standing, IDEA Staff will update the status and may publicly share the change using one of the following status levels to identify the cause of the change in status in its communication with the public and on the IDEA website.

8.10.1 Status Levels

- Under Review due to legal action or investigation against the Company.
- Suspension while under formal review of compliance with one or more requirement(s).
- Resignation by non-renewal.
- Resignation prior to initiation of a formal review and investigation.
- Resignation during formal review and investigation.
- Terminated for failure to provide annual renewal information and current certifications.
- Terminated for failure to pay annual dues within sixty (60) days of notice.
- Terminated for noncompliance with one or more requirement(s).
- Terminated for Company sale, merger or acquisition, or conveyance of controlling interest from the Company.
- Termination for dissolution of Company.
- Emergency termination for [cited cause(s)].

The Member Company may be described with multiple status levels if more than one noncompliance issue is under review and investigation.
9 Appendix

9.1 General Membership Application and Determination Process Flowchart

Start

Application Preparation Phase

Applicant purchases and implements IDEA-QMS-9090.

Applicant achieves thirty (30) day minimum compliance requirement.

Applicant downloads and thoroughly prepares Membership Application and supplementary information.

Phase 1

Initial Application Submission ~4-8 weeks

Applicant submits complete application with payment.
- $500 non-refundable application fee
- Identification of ship-to-customer locations and payment for IDEA-ICE-3000 Exam fees (Processed upon approval of Membership by the Membership and Ethics Oversight (M&EO) Committee)
- Payment for first annual dues (Application fee is deducted from the total and dues payment is processed upon approval of Membership by the M&EO Committee)

IDEA Staff processes application fee and confirms application is complete.
Note: Incomplete applications will not be accepted. Applicant will be required to wait thirty (30) days to resubmit and re-enter the application queue.

IDEA Staff alerts Applicant that the application will proceed to Phase 2.
General Membership Application and Determination Process Flowchart

Phase 2
IDEA-QMS-9090 Compliance Verification Audit ~2-8 weeks

IDEA Staff performs desktop audit to verify compliance with IDEA-QMS-9090.

NO

Applicant must contact IDEA Staff to schedule a second desktop audit. The follow up audit must take place within ninety (90) days of the first desktop audit.

YES

Go to Phase 3

applicant passes audit?

NO

Conditionally Approved Applicant passes second audit?

YES

NO

Applicant is rejected for membership

Go to Reject Process
# General Membership Application and Determination Process Flowchart

## Phase 3
Membership and Ethics Oversight Committee Review and Vote ~2-8 weeks

Applicant’s Membership Application is presented to the Membership & Ethics Oversight (M&EO) Committee for review and vote.

- **Go to Phase 4**
  - YES: Applicant conditionally approved?
  - NO: Go to Reject Process

  **NOTE:** Conditionally Approved Applicant shall not advertise this status.

## Phase 4
IDEA-ICE-3000 Inspector Certification ~within forty-five (45) days of approval

IDEA Staff processes all payments and sends Conditionally Approved Applicant notification that Membership approval is contingent upon the completion of IDEA-ICE-3000 Inspector Certification audit within forty-five (45) days of Membership approval.

- **Go to Phase 5**
  - YES: Conditionally Approved Applicant completes IDEA-ICE-3000 Inspector Certifications?
  - NO: Go to Reject Process

  **NOTE:** Conditionally Approved Applicant shall not advertise this status.

## Phase 5
Membership Granted ~2-4 weeks

IDEA Staff completes Conditionally Approved Applicant’s Membership.

Full Membership privileges are activated for complying new Member (e.g., listings on website, use of logo, certificates, etc.) and other benefits are sent in official Membership packet.

**END**
General Membership Application and Determination Process Flowchart

Rejected Application Process

IDEA Staff notifies the Applicant of rejection status and check(s) are returned or credit card information destroyed within five (5) days of notification of the Applicant.

Note: The $500 application fee is non-refundable and not returned.

IDEA Staff provides Rejected Applicant with a summary report that outlines the cause(s) of rejection.

Rejected Applicant accepts decision?

YES

Rejected Applicant’s Membership application is closed.

Rejected Applicant may reapply for Membership twelve (12) months after the date of the original application.

NO

Rejected Applicant may request an appeal no later than thirty (30) days after notification of the initial decision.

M&EO Committee arranges for a forum with the Rejected Applicant to discuss its decision.

M&EO Committee overturns initial decision and approves Applicant’s Membership?

YES

M&EO Committee votes to uphold initial decision.

Rejected Applicant’s Membership application is closed.

Rejected Applicant may reapply for Membership twelve (12) months after the date of the original application.

NO

Conditionally Approved Applicant proceeds to Phase 3

END