



## **Guide for Operation of ABAA Committees**

**2020 09 22**

**THIS GUIDE IS FOR USE BY INDIVIDUALS SEEKING TO PARTICIPATE  
ON ABAA COMMITTEES AND FOR THOSE ACTIVELY PARTICIPATING TO USE  
AS A REFERENCE SOURCE FOR COMMITTEES OPERATION.**

## **TABLE OF CONTENTS**

- 1. ABOUT THE AIR BARRIER ASSOCIATION OF AMERICA**
- 2. DEFINITIONS AND TERMS**
- 3. INTRODUCTION TO ABAA COMMITTEES**
- 4. COMMITTEE ORGANIZATIONAL CHART**
- 5. ESTABLISHMENT OF A COMMITTEE**
- 6. COMMITTEE CHAIRS**
- 7. COMMITTEE MEMBERSHIP**
- 8. APPLICATION FOR COMMITTEE MEMBERSHIP**
- 9. COMMITTEE COMPOSITION**
- 10. HOW COMMITTEE MEMBERS ARE APPOINTED**
- 11. COMMITTEE VOTING MEMBER TERMS**
- 12. OBLIGATIONS AS A COMMITTEE MEMBER**
- 13. OBSERVER STATUS ON A COMMITTEE**
- 14. ACCESS TO COMMITTEE DOCUMENTS**
- 15. LOCATION OF MEETINGS, DURATION AND FREQUENCY**
- 16. MEETINGS**
- 17. INDICATION OF CONSENSUS**
- 18. ANNUAL REVIEW OF COMMITTEE CHAIRS**
- 19. MEETING REGISTRATION REQUIREMENTS**
- 20. ATTENDANCE AND PERFORMANCE EXPECTATIONS OF COMMITTEE MEMBERS**
- 21. CONDUCT AT COMMITTEE MEETINGS**

**22. COMMITTEE VOTING**

**23. CONFLICT OF INTEREST**

**24. REMOVAL OF COMMITTEE MEMBERS**

**25. REINSTATEMENT TO A COMMITTEE**

**26. DISSOLUTION OF COMMITTEES**

**27. OPERATION OF TASK GROUPS**

**27.1 OVERVIEW**

**27.2 ESTABLISHMENT OF A TASK GROUP**

**27.3 CHAIR**

**27.4 MEMBERS**

**27.5 OPERATION**

**27.6 INDICATION OF CONSENSUS**

**27.7 DISSOLUTION OF TASK GROUPS**

**28. OPERATION OF AD HOC GROUPS**

**29. WORK PRODUCT AND OWNERSHIP**

**30. DECISION MAKING AUTHORITY**

**31. ANTITRUST**

**32. UNDUE INFLUENCE**

**33. CONFIDENTIALITY AND NON-DISCLOSURE OF INFORMATION**

**34. NOTICE OF CONTACT INFORMATION CHANGES**

**35. DISCIPLINARY POLICY FOR COMMITTEE MEMBERS**

## 1. ABOUT THE AIR BARRIER ASSOCIATION OF AMERICA

The Air Barrier Association of America (ABAA) was incorporated in the State of Massachusetts in 2001 and consists of stakeholders in the building enclosure industry. Such stakeholders include manufacturers, suppliers, distributors, architects, engineers, contractors, researchers, testing & audit agencies, consultants and building owners. ABAA is focused on leading the industry into the future in a progressive and professional manner. We are the national voice of the air, water, vapor, and heat barrier industry in America.

## 2. DEFINITIONS AND TERMS

Committee Memberships:

Board Committees: participation is only open to members of the Board of Directors and does not involve participation by the association's general membership.

Standing Committees: participation is open to all members, but the person representing the member must be formally appointed by the Board of Directors.

Committee Composition: The ABAA committees are a group of individuals representing diverse interests from the industry who volunteer to support consensus-based efforts in the development of standards, test methods, project specifications, technical documents, research and other work for the association.

Co-Chairs: The ABAA Board will appoint the Standing Committee Co-Chairs. It is recommended that all standing committees have Co-Chairs. It is preferred that Co-Chairs also be a Board member but is not a requirement. Co-Chairs are required to be an active member in the committee and that the ABAA member (entity) is in good standing.

Observers: A current member participating on a committee that has no voting rights and not considered a voting member of the committee. Observers are able to attend meetings and are encouraged to participate in discussion at committee meetings, enabling them to receive meeting documents.

Task Groups: Task groups are established under an ABAA Standing Committee and report to the committee under which they were established.

Ad Hoc Groups: Ad Hoc Groups are small groups of members that have been established for a very specific task. The Ad Hoc Group has a very specific mandate and scope of work and a short timeline.

Board of Directors: The Board serves to represent the ABAA membership at large and as such are composed of leaders from various facets of the air barrier industry.

Consensus: A consensus is when a majority of the Directors cast their vote and the majority of the votes cast (51%) are affirmative.

Entity: An entity is the ABAA company member, not the individual.

Membership Definitions:

Air Barrier Material Supplier: Air Barrier Suppliers that manufacture a primary air barrier building material that is designated to provide the primary resistance to airflow through an air barrier assembly.

Air Barrier Accessory Supplier: Air Barrier Suppliers that ONLY manufacture transition, termination or fastening products designated to maintain continuity and air tightness between air barrier materials, air barrier assemblies and air barrier components, to fasten them to the structure of the building, or to be installed in conjunction with air barrier materials (e.g. sealants, tapes, backer rods, transition membranes, fasteners, strapping/furring strips, primers, flashings).

Equipment Supplier: Supplies or sells equipment.

Non-Air Barrier Material Supplier: Suppliers that manufacture products that DO NOT or COULD NOT provide the air barrier function or are an accessory/component of an air barrier system.

This would include the following products:

- Masonry ties, fasteners, Z-girts, thru-wall flashing, curtain wall systems, windows, doors, rain screen / mortar deflection products, materials to control thermal bridging, insulation (fiberglass, cellulose, rock wool and other permeable materials), concrete block, and exterior cladding system (brick, metal panel or other cladding systems that would not be a part of the airtightness control layer).

Air Barrier Contractor: Air Barrier installation contractor.

Distributor: Distributes or sells building products.

General Contractor: A general contractor or a firm providing construction management services. This organization would be involved in overseeing the construction of a building with coordination and oversight of various building trades.

Associate: Architect, Building Envelope Consultant, Testing Laboratory, Research Body, Government Agency, Specification Writer, etc.

SCIP: Current members of the Specification Consultants in Independent Practice.

### **3. INTRODUCTION TO ABAA COMMITTEES**

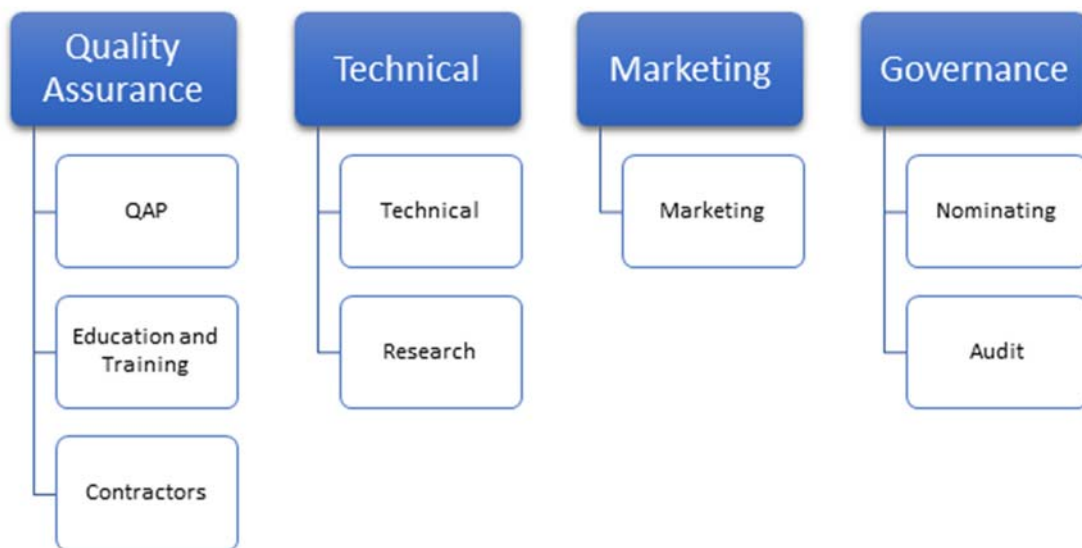
Standing committees are formed to carry out the association's mission.

The ABAA committees are a group of individuals representing diverse interests from the industry who volunteer to support consensus-based efforts in the development of standards, test methods, project specifications, technical documents, research, and other work for the association.

The participants are asked to perform committee, task group, or ad hoc work as defined by ABAA in this guide and as may be requested from time to time by the organization. The committees serve in an advisory capacity to the organization and Board of Directors.

Committees are established by the ABAA Board to conduct business on the Board's behalf and therefore report to the Board. The ABAA Board creates and dissolves a committee at the sole discretion of the Board.

#### 4. COMMITTEE ORGANIZATIONAL CHART



#### 5. ESTABLISHMENT OF A COMMITTEE

Standing committees are established under the ABAA Board of Directors. The Board has the authority to establish standing committees from time to time as they deem necessary. The Board will establish, alter the mandate, and appoint or remove committee members, as necessary.

#### 6. COMMITTEE CHAIRS

The following Board Committees are required to be Chaired by a Board member:

## Audit Nominating

Standing Committees can either be Chaired by members of the Board or a member of the association. It is preferred that the Chairperson also be a Board member but is not a requirement.

Individuals who wish to serve as Chair on a standing committee must be approved by the Board to do so. Appointment of Chairs will be based on an assessment of the individual's knowledge, skills, their past performance, and their involvement with ABAA. The candidate for Co-Chairs can be recommended by the committee.

It is recommended that every committee has Co-Chairs. Chairs are required to be an active member in the committee and that the ABAA member (entity) is in good standing.

### **7. COMMITTEE MEMBERSHIP**

The Board Committees are only open to members of the Board of Directors and do not involve participation by the association's general membership.

Standing Committee participation is open to all members, but the person representing the member must be formally appointed by the Board of Directors.

The ABAA committees have an open participation process for subject matter experts in a relevant building performance industry area. This encompasses a wide range of interests and is not intended to be arbitrarily restrictive.

The entity on a committee, task group, or ad hoc group must be a current ABAA member. A non-member entity cannot represent a member entity on a committee. Only one person can represent the member entity on a committee as a voting member. An additional individual would be able to participate as an observer.

The committee can be composed of members and observers. A member entity can request that they hold observer status on a committee.

Any current member of ABAA can sit on a standing committee as an observer, enabling them to receive meeting documents. There may be cases where a confidentiality agreement is required, and individuals would need to sign prior to receiving meeting documents. The observer would not have voting rights on the committee.

### **8. APPLICATION FOR COMMITTEE MEMBERSHIP**

Membership in the Air Barrier Association of America (ABAA) is open to entities (i.e. corporations). There are no memberships in ABAA for individuals. The entity is the member. The entity can have different individuals on different committees but is allowed only one person as a voting member.

The ABAA member may make an application for a specific person to become a member of a committee by completing a *Committee Membership Application Form* and providing their curriculum vitae to the ABAA office. The member will name the person being proposed and that person will have the authority to represent the member and to make decisions within the committee on behalf of the member. Incomplete or applications lacking the required information will be rejected.

## **9. COMMITTEE COMPOSITION**

The composition of the committee is to reflect the diversity of the organization while taking into consideration the technical expertise required for a committee. The ABAA Board has the authority to manage the committees for size, composition, expertise requirements or other characteristics to ensure that the committee work proceeds in a timely manner.

The voting rights held by the Manufacturer Category in the Research and Technical committees is required to be 50% or less, unless the Co-Chairs make a recommendation to the Board for consideration and the Board of Directors approve a resolution to deviate from the requirements and policies.

## **10. HOW COMMITTEE MEMBERS ARE APPOINTED**

When applications are received by individuals to a specific committee, the application and the curriculum vitae, are sent to the ABAA Co-Chairs for review, accompanied by a current listing of official committee members, observer only participants, and the current composition of member types.

A person wishing to become a member of the committee is to participate as an observer in a committee for a minimum of 6 months or 3 meetings, at the discretion of the Chair(s), before making an application for committee membership. The observer is encouraged to fully participate in discussion at committee meetings.

Upon request of the applicant, their application can be reviewed in 6 months and would be considered if the committee composition has changed to allow that member type, and/or there is active participation on the part of the individual.

The Co-Chairs have the discretion to make a recommendation to the Board for an individual to become an official voting committee member immediately, taking into consideration the composition of the committee to ensure it is balanced with representation from various interests.

The ABAA office would then circulate the committee application, with the recommendation from the Co-Chairs that the individual be considered an official committee member to the Board of Directors with a copy of the existing committee composition.



If an application from an applicant is submitted to the Board, with a recommendation from the Co-Chairs that they become official members and is not approved by the Board, the applicant will remain as an observer of the committee.

All committee membership (i.e. entities) and the specific person to represent them on the committee are required to be approved by the ABAA Board in accordance with the ABAA Board voting requirements. Should the application not pass, a simple email to the applicant will suffice, no need for explanation.

Appointments to committees would happen on a monthly basis.

### **11. COMMITTEE VOTING MEMBER TERMS**

Committee Members: While committee members have no terms, there will be an on-going assessment done by the Chair(s) of the Standing Committees on an annual basis, making note of their attendance, participation in meetings and submission of ballots. Factors such as these will be taken into consideration and may result in one's removal of a Standing Committee, at the Chair(s) discretion.

Committee Chairs : It is recommended Committee Chairs rotate every two years; however, this is not a requirement.

### **12. OBLIGATIONS AS A COMMITTEE MEMBER**

Once an entity and the person representing them is approved by the ABAA Board as a member of a specific committee, the person identified by the entity is obligated to fully participate in that committee. The work includes participating in meetings, voting, and providing comments on documents when circulated. Lack of participation in the meetings (minimum meeting attendance refers to 50% of the meetings in one year) or for missing ballots, this will result in automatic removal of that individual from that particular committee. ABAA will reach out to each individual prior to removing them from the identified committee.

A member (entity) is not limited to a single committee but can apply to be on any of the ABAA committees. However, the entity is required to be approved for each committee. All committee members are required to sign the ABAA committee commitment form.

### **13. OBSERVER STATUS ON A COMMITTEE**

A person wishing to become a member of the committee is to participate as an observer in a committee for a minimum of 6 months or 3 meetings, at the discretion of the Chair(s), before making an application for committee membership. All observers must sign the confidentiality form to participate and are encouraged to be an active participant in committee discussions.

## **14. ACCESS TO COMMITTEE DOCUMENTS**

ABAA committee members and each observer have access to documents that would not be deemed sensitive that they may have not signed non-disclosure agreements for.

## **15. LOCATION OF MEETINGS, DURATION AND FREQUENCY**

ABAA committees will meet regularly throughout the year. The conference calls/web-based meetings are typically one hour and the face-to-face meetings, one day.

The number of meetings required will be based on the work items assigned to the committees and specific deadlines that have been set. Some committees may meet monthly, while others may meet every 6 – 8 weeks. The means, location, duration, and frequency are determined by the committee Chairs, unless otherwise directed by the ABAA Board. A meeting will be held only to discuss necessary items, as email communication may suffice at times.

## **16. MEETINGS**

ABAA staff will arrange the logistics for the meetings, which can be face-to-face, conference calls or web-based meeting formats. ABAA is responsible for the associated costs of holding the meetings. Committee members are responsible for travel or other related expenses to facilitate participation in the committee meetings that are face-to-face. ABAA will strive to arrange face-to-face meetings in coordination with other industry events in which committee members may be participating in.

All business of the committees will be conducted in an open, transparent, consensus-based development manner.

The work of these committees is to undertake various tasks, as outlined in their mandate, and present recommendations to the Board of Directors. Committee recommendations do not go into effect as organizational policy or ABAA documents until such time that the policies or documents are formally adopted by resolution of the Board.

Board Committees and Standing Committees are required to keep meeting minutes.

## **17. INDICATION OF CONSENSUS**

Standing Committees do not have the authority to make policy decisions but rather are required to analyze issues at hand, develop supporting documents and submit to the Board of Directors for approval. Effort is to be made to address all comments made by committee members, but unanimity is not required. The final position of a committee will be established by the voting requirements for committees.

## **18. ANNUAL REVIEW OF COMMITTEE CHAIRS**

The Executive committee will review the performance of each of the committee Chairs on an annual basis. The review will include, but not limited to, progress of work, engagement of committee members, controlling the conduct of committee members, value of work to the association, leadership in the committee, among other items. Where the Executive committee deems it in the best interest of the Association, they may propose to the ABAA Board changes in the Chairs. This may include removing the Chair/Co-Chair, appointing a different Chair/Co-Chair, or moving the Chair/Co-Chair to a different committee.

## **19. MEETING REGISTRATION REQUIREMENTS**

Registration is required for every meeting. This can be done by accepting the calendar invitation. This is to ensure appropriate logistical arrangements can be made.

## **20. ATTENDANCE AND PERFORMANCE EXPECTATIONS OF COMMITTEE MEMBERS**

Committee members should make a reasonable effort to attend each meeting so that there is continuity of the work and a balance of discussions at a meeting. Those participating at the committee meetings are expected to contribute to group discussions and are strongly encouraged but not required to serve on task groups or ad hoc groups relevant to their areas of expertise.

## **21. CONDUCT AT COMMITTEE MEETINGS**

Committee members are required to act professionally, follow ABAA policies, and show respect to all other committee members during meetings. Failure to do so may result in immediate removal from the meeting.

## **22. COMMITTEE VOTING**

Only the official committee members (only one individual per ABAA member) have the right to vote on committee business.

The person acts on behalf of the association's best interest at all committee meetings and will refrain from trying to obtain an advantage to themselves or their company.

Observer members in a committee do not have voting rights.

Should the official committee member send in their vote past the ballot deadline, this would not be a reason to suspend them. Their comments would be taken into consideration, but their vote will not count.

Should the official committee member miss two out of five consecutive votes, it is the executive privilege of the Chair to provide direction should there be extenuating

circumstances. This will be handled on a case by case basis, noting how communicative that individual was with ABAA when ballots were circulated. Reasonableness will be reflected in both instances above.

Voting privileges are outlined in the ABAA policy for balloting.

### **23. CONFLICT OF INTEREST**

Members must declare any conflict of interest immediately and will refrain from participating in discussions and from voting. A conflict of interest (COI) is a situation in which a person or organization is involved in multiple interests, financial or otherwise, and serving one interest could involve working against another. Typically, this relates to situations in which the personal interest of an individual or organization might adversely affect a duty owed to make decisions for the benefit of a third party.

### **24. REMOVAL OF COMMITTEE MEMBERS**

If the company member is no longer a member of ABAA (i.e. has not renewed their membership by January 1 or as directed by the Board of Directors) or is not in good standing with ABAA, all persons from that entity will be removed from all the committees and the entity will have no voting rights in any ABAA committee or in the association's business.

The committee member may also be removed if the person has had their voting privileges suspended. Voting privileges are outlined in the ABAA policy for balloting.

The ABAA Board retains the right to move a person from a voting member to an observer if there has been a lack of participation in the meetings (minimum meeting attendance refers to 50% of the meetings in one year) or for missing ballots.

The ABAA Board retains the right to remove committee members that do not act professionally, do not follow ABAA policies, or do not show respect to other committee members.

In some cases, the ABAA Board may suggest moving a person to a different committee if the Board deems that the association requires their expertise in that committee.

### **25. REINSTATEMENT TO A COMMITTEE**

Where a committee member has been removed from a specific committee, they may re-apply for a voting member or an observer in the committee after a period of six months from the date of removal.

## **26. DISSOLUTION OF A COMMITTEE**

The Board has the authority to dissolve any standing committees, tasks groups and ad-hoc groups.

## **27. OPERATION OF TASK GROUPS**

### **27.1 Overview**

Task groups are established under an ABAA Standing Committee and report to the committee under which they were established. Each Task Group will have a title and scope approved by the committee that they are under.

### **27.2 Establishment of a Task Group**

A Standing Committee will determine whether a Task group is required, and if so, will approve the title and scope of the Task Group. If there is discussion on forming such a group during a meeting held by the Standing Committee, this discussion will be held offline with the Chair(s) of that Standing Committee and render the decision at the next meeting. A clearly defined scope of work will be presented for approval by the Standing Committee. The formation of the Task Group and the approval of the title and scope will be recorded in the Standing Committee minutes. The Standing Committee may modify the title or the scope from time to time and will record the modification in the Standing Committee meeting minutes. The Standing Committee may establish or modify specific timelines for work items.

### **27.3 Chair**

The Chair of each Task Group will be appointed by the Co-Chairs of the Standing Committee with input from the members of the Standing Committee. It is recommended that all Task Groups have Co-Chairs. The Chair(s) of each Task Group are required to be a current member(s) of the Standing Committee they are under, or if invited to Chair, sit as an observer only of the Standing Committee so they are able to provide necessary updates. All Task Group Chair(s) must be current members of ABAA.

### **27.4 Members**

Persons can indicate their willingness to participate as a member of the Task Group. The person need not be a member of the Standing Committee to participate in a Task Group, however must be a current member of ABAA. If a member is not active in the Task Group, they can be removed by the Chair(s) of the Standing Committee. All Task Group members must sign the Task Group commitment form.

### **27.5 Operation**

The Task Groups have a very specific assignment as outlined by the scope of work provided by the Standing Committee. The Task Group will have a specific timeline established for them by the Standing Committee. The Task Group Chair may be

requested to report on the progress of the work at Standing Committee meetings. The report should be brief but summarize the work accomplished, any issues that the task group are encountering in completing the work and whether the established timeline can be met. As a Task Group, no meeting minutes are required to be kept, however a document will be provided to the Standing Committee which summarizes the result of their work. This may be a report of the work accomplished, but more often it will be a draft document for the Standing Committee to review, possibly amend and vote to forward the document on to the Board for approval as an official ABAA document.

### **27.6 Indication of Consensus**

Task Groups do not vote to approve a document, or any procedure. The Task Group works to achieve a majority agreement on the outcome of the work. Members of the Task Group simply indicate whether they agree with the outcome of the work. All outcomes of the work will be presented to the Standing Committee where a vote will be taken if the Standing Committee agrees with the Task Group's proposal, either as submitted or as modified by the Standing Committee.

### **27.7 Dissolution of Task groups**

The Task Groups will automatically be dissolved at the end of the time established by the Standing Committee or when the work of the Task group has been completed.

## **28. OPERATION OF AD HOC GROUPS**

Ad Hoc Groups are small groups of members that have been established for a very specific task. These groups are typically two to four persons and operate somewhat informally. The Chair for an Ad Hoc Group is appointed by the Chair of the Standing Committee. The Ad Hoc Group has a very specific mandate and scope of work and a short timeline. The Chair of the Ad Hoc Group identifies persons who have the appropriate knowledge and skills for the work to be accomplished. The result of the Ad Hoc Group's work will be presented to the Standing Committee. The Ad Hoc Task Group will automatically be disbanded when the work has been completed or at the end of one year.

## **29. WORK PRODUCT AND OWNERSHIP**

Work products that are produced by any combination of committee members, contractors or consultants to ABAA or ABAA staff are property of ABAA. All products produced within the committees et al of ABAA are the property of ABAA and all rights and privileges of the materials developed belong to ABAA. The committee will serve as a forum for consensus-based review to ensure proper industry feedback. ABAA reserves the right in all cases to make a final determination as to what is best for the ABAA organization.

### **30. DECISION MAKING AUTHORITY**

The recommendations of the committees, while not binding on the organization, will always be considered as strong recommendations and carefully balanced against the best interest of ABAA as an organization and acted upon accordingly. At no time should a recommendation of the committee or any task group or ad-hoc group be considered the final approved document, policy or procedure until it is formally approved by the ABAA Board.

### **31. ANTITRUST**

ABAA will be providing its stakeholders with the opportunity to meet for lawful purposes to conduct ABAA business. However, because of varying interests of the participating subject matter experts, care must be exercised to ensure strict adherence to antitrust guidelines. Antitrust law is complex and ABAA cannot identify all topics that could cause antitrust concerns in one document however ABAA has established the guidelines as outlined in the ABAA antitrust policy.

ABAA takes the issue of antitrust very seriously. Due to the various interests that will gather at these meetings, additional care and due diligence is required to ensure we all abide by the antitrust policy ABAA has in place.

### **32. UNDUE INFLUENCE**

Committee discussions must also be free from undue influence. All views and opinions of participants are certainly welcome and strongly encouraged. However, it is important to understand that committees are assembled to conduct activities on behalf of ABAA for the good of the air barrier industry. It is not a forum to advance individual or organizational agendas. Participants are volunteering their time and resources, so it is also important that the group stay focused on the work at hand so as to not disenfranchise the participants.

### **33. CONFIDENTIALITY AND NON-DISCLOSURE OF INFORMATION**

While the process is open, transparent and consensus based, release of information or documents is controlled by ABAA. All work products are expected to be kept confidential by participants while in committee, until specifically released for public use by ABAA. In addition, all items developed are always to be held strictly confidential. Any release, even inadvertent into the marketplace of this information could cause irreparable harm to ABAA. Even on less sensitive items, released information could create marketplace confusion without proper explanation.

Therefore, committee participants are expected to fully comply with this requirement. If there is something discussed or otherwise created by the group that has applicability outside the group in advance of release, then ABAA will certainly consider allowing limited disclosure with prior knowledge, to an individual or group provided a request is

made to ABAA in writing in advance so that we can ensure control of information being disseminated.

Materials received at the meetings should be returned to ABAA staff and any notes containing potentially harmful information kept secured and never copied or redistributed for other than the intended technical committee purposes.

#### **34. NOTICE OF CONTACT INFORMATION CHANGES**

If a participant's contact information changes, notify ABAA at your earliest opportunity. Failure to communicate this information may result in missing important correspondence. All contact information changes should be sent via email to [rdalgleish@airbarrier.org](mailto:rdalgleish@airbarrier.org) or call 1-866-956-5888.

#### **35. DISCIPLINARY POLICY FOR COMMITTEE MEMBERS**

Anyone who is found to have violated the policy and procedures in this document or compromised the integrity of this process may be refused participation on the committee and appropriate legal action may be initiated.

### **APPENDIX**

#### **1. ABAA Policy for Balloting**



# ABAA Policy for Balloting

## Official ABAA Documents

November 2018

The following is the policy which ABAA shall follow for voting on and approving any document that will become an official ABAA document.

### 1. Committee Voting

All documents shall be balloted electronically to the members of the committee.

- a. Three options are available to the member when voting on a document:
  - i. Affirmative (with or without comments)
  - ii. Abstain (with or without comments)
  - iii. Negative with comments. Negative votes shall include a reason for the negative as well as proposal of how to modify the wording.

Each official voting member is obligated to vote on every ballot they receive.

### 2. Closing Date of Committee Votes

A thirty (30) day calendar time period shall be scheduled from the time of the issuance of a ballot to its closing unless a different closing date is established by the committee and stated on the ballot form. All votes on the ballot item shall be accepted until 11:59 pm of the date stated on the ballot document as the closing date. Should the voting deadline close on a weekend or National holidays, ballots will be accepted the following business day until 11:59 pm.

### 3. Official committee voting members

Official committee voting members are ABAA members that are in good standing and have not had their voting privileges suspended. Voting privileges shall be suspended if two committee votes are missed out of five consecutive committee ballots. Only members in good standing with ABAA shall be counted in the total number of official voting members on a committee vote.

Each ABAA member shall identify an individual in their organization who shall submit the ballot on behalf of the member company. Different individuals may represent the voting member on different committees. Each ABAA member company is allowed to submit one committee vote.

If the member has their voting privileges suspended, ballots shall not be circulated to them.

If the member company is no longer a member of the association or is not in good standing with ABAA, they shall be removed from the committee and shall have no voting rights.

Where the member company has had their rights suspended, their voting rights shall not be returned for that specific committee for a period of six months from the date of suspension.

#### **4. Procedures for committee balloting**

The following balloting process shall be followed:

Step 1: Each ballot shall have at least 60% of the committee members in good standing at the time of circulating a ballot, submit a vote on a balloted item. All ballots (affirmative, negative or abstention) are counted for determining whether the 60% requirement has been met. In the case of failure to meet this requirement, the document shall be returned to the committee. The committee may re-submit a revised document for voting but this would be considered a new vote.

Step 2: If the ballot has met the requirements in step 1, a voting summary along with the comments received shall be compiled by the ABAA office and forward to the committee voting members for information.

Step 3: For each negative vote that is accompanied by comments, the ABAA office shall communicate with the voting member to try to resolve the negative which may include the following:

- a. Accepting the comment and modifying the document as proposed.
- b. Accepting the comment in principle and modify the document with alternative language.
- c. Clarify with the voting member, the rationale for the requirement.

Affirmative votes with comments shall be considered and may be handled by:

- a. Accepting the comment and modifying the document as proposed.
- b. Accepting the comment in principle and modify the document with alternative language.

Step 4: Based on modifications made to the document, the negative voting member shall be asked whether they are willing to change their negative to an affirmative or abstention. This decision shall be recorded in the voting summary form.

Step 5: The official vote on that ballot shall be calculated based on the final votes which may have been revised from their initial vote. For the vote to be successful, there shall be 2/3<sup>rd</sup> affirmative votes, not counting abstentions (affirmative and negative only).

Step 6: In case of failing to meet the requirements step 5, the document shall be returned to the committee. This closes that particular vote.

Step 7: When the vote has met the requirements of 2/3<sup>rd</sup> affirmative votes, the modified document, along with the voting summary shall be circulated to the committee for a second ballot. There shall be a voting period of fifteen (15) calendar days from the time of the issuance of a ballot to the closing of

voting on the ballot. The voting summary shall include the comments from the voting member(s) and the responses to these comments and shall indicate which members have modified their vote.

Step 8: The second ballot shall follow Steps 1 to 5.

Step 9: In case of failing to meet the requirements step 5, the document shall be returned to the committee. This closes that particular vote.

Step 10: If negatives have not been able to be resolved with the voting member after the second ballot process, that specific item or issue shall be balloted to the committee. The ballot shall be worded in such a way to determine whether they agree with the proposal made by the negative voting member or not. The vote shall be affirmative or negative only, without comments. If a number of negatives need to be resolved, each item shall be balloted separately. There shall be a fifteen (15) calendar day voting period from the time of the issuance of a ballot to the closing of the ballot.

Step 11: If the vote on a specific negative meets the 2/3 affirmative votes required for members voting either affirmative or negative (abstentions not included), then the proposal shall be incorporated into the document. If the vote does not meet the 2/3 requirements, then the document shall remain unchanged. If quorum is not achieved, the document shall remain unchanged.

Step 12: The final document along with the voting results shall be circulated to the committee for information purposes.

Step 13: At the same time, the document shall be sent to the ABAA board for approval.

The Directors shall be requested to vote affirmative, negative or abstain. A fifteen (15) calendar day time period shall be scheduled from the time of the issuance of a ballot to its closing unless a different closing date is established by the Board and stated on the ballot form. All votes on the ballot item shall be accepted until 11:59 pm of the date stated on the ballot document as the closing date. Should the voting deadline close on a weekend or National holidays, ballots will be accepted the following business day until 11:59 pm.

All negatives votes are required to provide a rationale. All comments shall be forwarded to the committee for future consideration but the Board shall not resolve the comments.

The document will be approved and published when a majority of the directors cast their vote and the majority of the votes cast (51%) are affirmative.

Should the vote not be successful, the document shall be returned to the committee.