

BOARD OF DIRECTORS ORIENTATION MANUAL

THE MISSION OF ABAA

“To work together with our membership, industry and trade to be the recognized voice for air barrier knowledge and quality assurance.”

THE VISION OF ABAA

“We do air barriers right for energy efficiency, better buildings and healthier communities.”

THE VALUES OF ABAA

“Excellence, credible, unbiased, technically & scientifically sound, ROI-focused”



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ABOUT ABAA

HISTORY & OVERVIEW

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 barrier industry in America.

As state energy code requirements become more and more stringent; driven by factors such as green house gas production, the need for more energy efficient heating and cooling systems, dwindling natural resources, the long term effects of mold and mildew and an ever more environmentally conscious public, ABAA's role as the National Voice of the air barrier industry is becoming increasingly apparent.

The association seeks to raise the standard of proficiency in the industry through the ABAA On-Site Quality Assurance Program, based on the principles outlined in ISO 9000. ABAA will continue to play a pivotal role in the education, lobbying and marketing of the industry to government, the professional community, building owners, utilities and other industry stakeholders. ABAA is also dedicated to furthering continuing education in the industry. ABAA offers premier training to installers, estimators, managers and administrators on the contractor side, as well as AIA accredited courses for design professionals.

The association's long term strategy revolves around five intertwining goals that encompass programming, membership, marketing, governance and financial stability.

BOARD OF DIRECTORS

The Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the association. The Board serves to represent the ABAA membership at large and as such are comprised of leaders from various facets of the air barrier industry. These directors bring demonstrated leadership as well as great depth and breadth of experience to the association. Duties, roles and responsibilities of both the board as well as the executive committee are outlined in detail in the association's bylaws.

The ABAA Board must at all times be composed of not less than three and not more than 30 directors. Directors must be individuals at least 18 years and voting members of the association. In addition, at least one director from each of the following membership categories must sit on the board: contractor, manufacturer, and design professional.

Directors are elected at the Annual General Meeting by voting members on a show of hands for 3 year terms. Directors shall not receive remuneration except in respect of services provided to the corporation in a capacity other than as a director.

Any and all Directors are required to complete the following documents:

- Board of Directors Code of Ethics (Appendix D)
- Conflict of Interest Policy and Annual Statement (Appendix E)

At the first meeting of the ABAA Board of Directors following the association's annual general meeting, the Board is to elect an executive committee for a period of one (1) year.

The Executive Committee shall be comprised of a Chair, Vice Chair, Second Vice Chair, Secretary, Treasurer, past immediate chairman and an Executive Director and any such other officers as the Board of Directors may determine. Any two (2) offices may be held by the same person. Officers need not be directors or members. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee members may be removed by a majority vote of the Board of Directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

CHAIR

Responsibilities of the Chair include, but are not limited to:

- Preside at all meetings of the Board of Directors
- Be the spokesperson for the Board of Directors
- Appoint Ad-Hoc committees for a limited time or duration and for specific tasks or goals that have a defined end
- Report to each annual meeting of the voting members of the Corporation concerning the operations of the Corporation
- Represent the Corporation at public or official functions
- Perform such other duties as may from time to time be determined by the Board of Directors and be a member ex-officio of all committees.

FIRST VICE-CHAIR

- In the absence or disability of the Chair, perform the duties and exercise the power of the Chair and shall perform such other duties as shall from time to time be specified by the Board of Directors.

SECOND VICE-CHAIR

- In the absence or disability of the Vice-Chair, perform the duties and powers of the Vice-Chair and shall perform such other duties as shall from time to time be specified by the Board of Directors.

SECRETARY

- The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out the affairs of the Corporation generally under the supervision of the officers thereof.
- The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. (This function is generally performed by the management team on behalf of the secretary)
- The Secretary shall give or cause to be given notice of all meetings of the voting meetings and of the Board of Directors. (This function is generally performed by the management team on behalf of the secretary)
- The Secretary shall be custodian of the seal of the Corporation and shall deliver it only when authorized by a resolution of the Board of Directors to do so, and to such person or persons as may be named in the resolution.
- The Secretary shall be under the supervision of the Board of Directors or Chair and Chief Executive Officer and shall perform other duties as may be prescribed by the Board of Directors or Chair and Chief Executive Officer.

TREASURER

Responsibilities of the treasurer included but are not limited to:

- Be custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of Internal Revenue Service and any other applicable legislation;
- Submit an audited financial statement at each annual meeting of the Corporation indicating the financial position of the Corporation at the close of the proceedings year; and the Treasurer may delegate to employees of the Corporation those duties that he considers appropriate to delegate and that he is allowed by law to delegate.

ABAA Board of Directors Orientation Manual

LISTING OF OFFICERS 2017:

| | |
|-----------------------------|---|
| Chairman: | Russell Snow W.R. Meadows |
| 1 st Vice Chair: | Brian Stroik Tremco |
| 2 nd Vice Chair: | Robert Aird Robert A. Aird, Inc. |
| Secretary: | Craig Wetmore York Manufacturing, Inc. |
| Treasurer: | Clarke Berdan II Owen's Corning |
| Immediate Past Chairman | Roy Schaufele Division 7 Solutions |

DIRECTORS:

| Name | Company | State | Phone Number | Email |
|-------------------|--|-------|--------------|--|
| Andre Desjarlais | Oak Ridge National Laboratory | TN | 865-574-0022 | desjarlaisa@ornl.gov |
| Brian Stroik | Tremco | WI | 414-788-7957 | stroikabaa@gmail.com |
| Clarke Berdan | Owens Corning | OH | 740-321-7123 | clarke.berdan.ii@owenscorning.com |
| Craig Wetmore | York Manufacturing Inc. | ME | 207-712-2261 | cwetmore@yorkmfg.com |
| Dave Altenhofen | The Façade Group, LLC | PA | 267-773-8375 | daltenhofen@facadegroup.com |
| Dave Pennington | Prosoco, Inc. | TX | 972-342-6338 | dave.pennington@prosoco.com |
| Debra Kichline | Kichline Enterprises LLC | OH | 513-301-8090 | debkichline@aol.com |
| Fiona Aldous | Wiss, Janney, Elstner Associates, Inc. | TX | 972-550-7777 | faldous@wje.com |
| Peter Barrett | Dörken Products Inc. | ON | 905-563-3255 | pbarrett@cosella-dorken.com |
| Roy Schaufele | Division 7 Solutions | TX | 210-659-6533 | roys@division7.com |
| Gilbert Alvarez | Alpha Insulation & Waterproofing | TX | 210-599-3333 | gvalvarez@alphaiwp.com |
| John Posenecker | Building Exterior Solutions, Inc. | TX | 512-827-3332 | jposenecker@besgrp.com |
| David Cook | CTL Group | IL | 847-972-3236 | dcook@ctlgroup.com |
| Mike Bingley | CurtainWall Design & Consulting | MA | 617-758-8121 | mbingley@cdc-usa.com |
| Ben Meyer | Dupont Tyvek | DE | 804-383-4139 | benjamin.meyer@dupont.com |
| Len Anastasi | EXO-TEC Consulting, Inc. | MA | 508-580-0901 | lenanastasi@earthlink.net |
| Matt Giambrone | OCP Contractors Inc. | OH | 419-865-7168 | mgiambrone@ocpmail.com |
| Adam Ugliuzza | Architectural Testing, Inc. | PA | 717-767-3796 | augliuzza@archtest.com |
| Andrew Dunlap | SmithGroupJJR Inc | MI | 313-303-9623 | andrew.dunlap@smithgroupjir.com |
| Brian Carey | Carlisle Coating & Waterproofing | TX | 248-613-7262 | brian.carey@carlisleccw.com |
| John Chamberlin | Sto Corp. | GA | 678-553-3278 | jchamberlin@stocorp.com |
| Lance Robson, Jr. | Building Envelope Technologies, Inc. | MA | 508-238-3587 | lrobson@buildingenvelopetech.com |
| Robert Aird | Robert A. Aird, Inc. | MD | 301-695-4966 | rob@airdinc.com |
| Russell Snow | W.R. Meadows | ON | 905-878-4122 | rsnow@wrmeadows.com |
| Sarah Flock | Raths, Raths & Johnson, Inc. | IL | 630-325-6160 | skflock@rrj.com |

ABAA Board of Directors Orientation Manual

ABAA MANAGEMENT & ADMINISTRATIVE TEAM

ABAA's core operations are administered through a management firm. While ABAA's mailing address is located in Walpole, MA, the management firm of Building Professionals Inc. is located at 410-250 McDermot Avenue, Winnipeg, Manitoba, Canada R3B 0S5.

The Board of Directors are volunteers who serve as ambassadors to ABAA providing governance and oversight and maintaining fiduciary responsibility to the association. The Executive Director is the Chief Executive Officer and reports directly to the Board. All other members of the management firm report to the Executive Director.

CURRENT MANAGEMENT TEAM (Building Professionals Inc.)

| Name | Title |
|------------------------|--|
| Laverne Dalglish | Executive Director |
| Ryan Dalglish | Manager |
| Peter Spafford | Quality Assurance Program Manager |
| Louise Hardman | Association Administrator and Executive Assistant to Ryan Dalglish |
| Uri Portillo | Quality Assurance Program Administration |
| Sasha Racanelli | Quality Assurance Program Administration |
| Wendy Mackey | Financial Administrator |
| Tiana Bridal | Financial Assistant |
| Karen Dalglish | Executive Assistant to Laverne Dalglish |
| Brian Bachinski | Special Projects |
| Crystal Dalglish | Training and Certification |
| Veronica Sweeney | Training and Certification Administrator |
| Brendan Dilk-Sobkowich | Membership and Accreditation Specialist |
| Rochelle Trenchard | Communications Coordinator/Receptionist |
| Shaun Cole | Quality Assurance Program Administrator |
| Todd Parrott | Marketing and Sales Manager |

ASSOCIATION STRUCTURE

The ABAA Board of Directors is elected by the association membership and is a servant thereto. The Board has the authority to establish standing committees from time to time as they deem necessary. The Board shall establish and alter the mandate of the standing committees and appoint or remove committee members as necessary.

Currently, ABAA has four (4) Board Functional/Oversight Areas:

- Quality Assurance
- Technical
- Marketing
- Governance

Two (2) Board Committees:

- Audit
- Nominating Committee

Six (6) Membership Committees:

- Quality Assurance Program
- Contractor
- Education and Training
- Technical
- Research
- Marketing

Nine (9) Task Groups:

- Conference
- Membership
- Transitions, Terminations and Flashings
- Codes
- Whole Building Airtightness Testing
- Existing Buildings
- Air Barrier Accessory
- Material Test Methods
- Durability

Each of the above committees report to the Board with respect to the various mandates they have been assigned to fulfill.

The ABAA Board Functional/Oversight Areas and ABAA Board Committees are chaired by a member of the Board of Directors and are not open to the general association membership.

The standing committees (membership committees) can either be chaired by members of the Board of Directors or Members of the association.

Individuals who wish to serve on a standing committee must be assigned by the Board to do so. Please note that standing committees (membership 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 Directors for approval. The Executive Director & Management Team of the association reports directly to the Board of Directors.

The Vision of ABAA: We do air barriers right for energy efficiency, better buildings, and healthier communities.

The Mission of ABAA is to work together with our membership, industry and trade to be the recognized voice for air barrier knowledge and quality assurance.

In order to fulfill ABAA's Vision and Mission Statements, the Board has established five (5) Strategic Planning Goals and the Board Functional / Oversight Areas are mandated to ensure that these goals are achieved via the various ABAA Committees.

BOARD COMMITTEES:

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

The following committees have been established as Board Committees:

1. Audit Committee
2. Nominating Committee

AUDIT COMMITTEE

Ensure compliance with nonprofit financial regulations and the publication of timely financial statements

- Peter Barrett (Chair)

NOMINATING COMMITTEE

Establish pre-qualifications required for directors of ABAA and present the slate of director nominees for election

- Clarke Berdan (Chair)

STANDING COMMITTEES (ABAA MEMBERSHIP COMMITTEES):

Standing Committees are formed by the Board of Directors to carry out the association's mission. The ABAA management team is available to assist committees in an administrative capacity as well as to provide leg work deemed necessary to achieve committee goals. Although physical attendance is encouraged, all meetings have conference call ability and members have the option of participating via telephone.

The following committees have been established as Standing Committees (Membership Committees). The work of these committees is to undertake various tasks, as outlined in their mandate, develop and draft policy when required, and present recommendations to the Board of Directors. Committee recommendations do not go into effect as organizational policy until such time that the policies are formally adopted by the resolution of the Board itself.

1. Quality Assurance Program
2. Contractor
3. Education and Training
4. Technical
5. Research
6. Marketing

Each committee is established by the Board and is mandated to provide guidance to the Directors on specific areas of association operation. A description of the mandate for each committee is listed below. Standing committee members must be formally appointed to the Board of Directors, however the association welcomes any member to participate either in person or by conference call at any meeting of such a standing committee.

QUALITY ASSURANCE PROGRAM COMMITTEE

Evaluate the quality assurance program and make any necessary updates and improvements.

- Debra Kichline (Chair)

CONTRACTOR COMMITTEE

A forum for contractors is to discuss industry issues, best practices and outline education and outreach programs.

- Matthew Giambrone (Chair)

EDUCATION AND TRAINING COMMITTEE - NEW

Development of new training programs for installers, auditor, or other parties.

- Arthur Pakatar (Chair)

TECHNICAL COMMITTEE

Advance the credibility of ABAA through scientifically evaluated products, systems and professional services such as guide specifications, standards and technical bulletins.

- Andrea Wagner and John Posenecker (Co-chairs)

RESEARCH COMMITTEE

Participate in research projects that drive enhanced system performance and benefits the air barrier industry

- Andrew Dunlap and Sarah Flocks (Co-chairs)

MARKETING COMMITTEE

Create better awareness of the air barrier industry as the source for industry knowledge and execute education to industry stakeholders.

- Craig Wetmore (Chair)

TASK GROUPS:

Task Groups are formed under the ABAA Membership Standing Committees. The following task groups have been established to undertake specific one off projects, thus being less formal of a meeting. Recommendations must be reviewed and approved at the Membership Standing Committee level prior to being formally adopted by the resolution of the Board itself.

CONFERENCE

Plan and execute ABAA conferences

- Len Anastasi (Chair)

MEMBERSHIP

Increase membership to strengthen ABAA's role as the industry voice.

- Chair (TBD)

TRANSITIONS, TERMINATIONS & FLASHING

Develop standards, specifications and technical documents for ancillary materials and critical air barrier connections to other systems.

- Chair (TBD)

CODES

Monitor the International Codes (IRC, IBC, IECC, etc.) for any impact that code change proposals may have on air barriers or water resistive barriers.

- Stephen Shanks (Chair)

WHOLE BUILDING AIR TIGHTNESS

Develop standards, specifications and requirements for blower door technology and whole building airtightness.

- Denali Jones (Chair)

DURABILITY

Monitor what is the proper procedures for determining the durability of air and water resistive barriers.

- Marcus Jablonka (Chair)

MATERIAL TEST METHODS

Determine what test methods should be considered for all air barrier materials, water resistive barrier materials and vapor barrier materials.

- Jason Hoerter (Chair)

EXISTING BUILDINGS

Determine best practices for reducing air leakage of existing buildings. This work is expected to lead to the development of assessment protocols, work scope development, air sealing details, material identification, audit procedures and confirmation of work completed.

- Bob Duke (Chair)

AIR BARRIER ACCESSORY

Determine procedures and details for air barrier assemblies that are developed by using air barrier accessories to seal holes, cracks and joints in construction materials that are already in place and are proven air barrier material. This work can be done either from the inside or the exterior of the building. The air barrier accessories used to provide the sealing function include, but not limited to caulks, sealants, sealant foams, transition strips, etc.

- Jason Simmons (Chair)

**Committee work is a potentially time-consuming endeavor. As such, Board members are cautioned not to over-extend themselves by committing to too many committees at once.

CHARTER OF EXPECTATIONS FOR DIRECTORS

The Air Barrier Association of America has adopted a Charter of Expectations for Directors which sets out the specific responsibilities to be discharged by the Association's Directors and the individual roles expected of them, above and beyond the minimum legal requirements.

BOARD RESPONSIBILITIES

Strategic Planning Process

- Evaluate input from management on emerging trends and issues.
- Review and approve management's strategic plans.
- Review and approve the Association's strategic financial objectives, plans and actions, including capital allocations and expenditures.

Monitoring Tactical Progress

- Monitor association performance against strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.

Risk Assessment

- Identify the principal risks of the Association's business model and ensure that appropriate systems are in place to manage these risks.

Association Management Firm

- Select, monitor, evaluate and, if necessary, replace the association management firm and ensure management succession.

Integrity

- Ensure the integrity of the Association's internal control and management information systems.
- Ensure ethical behavior and compliance with laws and regulations, audit and accounting principles, and the Association's own governing documents.

Privacy & Confidentiality

- Directors shall not collect or distribute any personal information unless it relates directly to an operating program or activity of the institution.
- Directors shall refrain from using information obtained during the course of association business for personal ends.
- Ensure confidentiality in compliance with laws and regulations and the Association's own governing documents.
- Hold the privacy and confidentiality interests of members in the highest regard.

Material Transactions

- Review and approval material transactions not in the ordinary course of business.

Monitoring Board Effectiveness

- Assess its own effectiveness in fulfilling the above and other Board responsibilities, including monitoring the effectiveness of individual directors.

General

- Perform such other functions as prescribed by the law or assigned to the Board by the Association's governing documents
- Act as an ambassador for the Association in both personal and professional dealings.

DIRECTOR ATTRIBUTES

To execute these Board responsibilities, directors must possess certain characteristics and traits:

Integrity and Accountability

- Directors must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on—and remain accountable for—their boardroom decisions.

Informed Judgment

- The ability to provide wise and thoughtful counsel on a broad range of issues ranks high among the qualities required in directors. They must possess a depth of knowledge regarding the building enclosure industry in order to understand and question the assumptions upon which the strategic and business plans are based, and to form an independent judgment as to the probability that such plans can be achieved.

Mature Confidence

- Directors who value Board and team performance over individual performance, and who possess respect for others, facilitate superior Board performance.

Communication

- Openness to others' opinions and the willingness to listen should rank as highly as the ability to communicate persuasively. Directors must approach others assertively, responsibly and supportively, and be willing to raise tough questions in a manner that encourages open discussion.

Track Record and Experience

- Directors must bring a history of achievement that reflects high standards for themselves and others.

ACCESS & USE OF INFORMATION/ASSOCIATION SANCTIONED BUSINESS:

The contact information collected by the Air Barrier Association of America is gathered for the purpose of providing association service(s) and furthering the ABAA mandate. Members have provided information including but not limited to: email address, mailing address, telephone & fax number for the purpose outlined above. This information is not provided to any person or organization.

Through the course of their involvement with the association, members may gain access to information provided to ABAA for the purpose of conducting association business (contact information, etc). No member of ABAA is permitted to use information gathered by the association for personal use and members are prohibited from using member information for any purpose not approved by the Board of Directors. This includes obtaining or forwarding emails based on emails received from ABAA. Members are obligated to consider this proprietary information of the association and this information may only be used in conducting sanctioned association business. The process for sanctioning association business is outlined below:

Any member / individual who wishes to have a document discussed by the association, be it at the committee, board, executive, or other level, is to observe the following process:

Sent document(s) to the ABAA office and include instructions as to where you would like to see the document reviewed (e.g. Technical Committee, Board of Directors, etc.)

The ABAA office will forward to the appropriate Committee Chair with a request that he/she review the document(s) and advise the most appropriate time/place to discuss

The ABAA office will circulate the document with approval from the Committee Chair.

MEETING SCHEDULE & POLICIES

The following is a brief outline of the ABAA annual meeting schedule. All meeting dates are subject to change.

ANNUAL GENERAL MEETING (AGM)

Occurs once per year, not more than 15 months following the date of the last AGM.

BOARD OF DIRECTORS

Meetings of the Board of Directors typically take place via conference call and are held on a quarterly basis towards the end of the month following the last quarter. Meetings may be rescheduled as face-to-face meetings if deemed necessary by the majority of the Board of Directors with locations TBA.

COMMITTEE MEETINGS

Meetings of the ABAA Committees occur on a monthly or as assessed by the committee chairman.

Meetings are typically held via conference call with face-to-face meetings scheduled as deemed necessary. All face-to-face meetings also have conference call capabilities.

BOARD MEMBER COMPENSATION

Board memberships are volunteer positions. There is no remuneration for time spent working on committees or attending meetings. However, ABAA may be able to compensate reasonable expenses associated with attending meetings. Approval for such compensation is handled on a case-by-case basis and is subject to the authorization of the Executive Director and Treasurer or Chairman. Applications for compensation must be made PRIOR to incurring expenses and authorization for such compensation shall depend on the availability of funds.

INTRODUCTION TO BOARD GOVERNANCE

As a director, you may or may not bring previous experience in board governance practices to the table. Effective governance practices relate to how an organization can effectively lead an organization.

* The following sections on basic board governance have been taken from the publication Office of the Manitoba Auditor General “Enhancing Board Governance in Not-For-Profit Organizations” February, 2005.

A literature review of leading practices in board governance reveals a number of models and approaches for governance, all of which build upon the four pillars of good governance (Figure 1):

STEWARDSHIP – As stewards, boards act for others, have authority over their organization, and are trustees of the organization’s mandate as well as its resources. A board therefore has ultimate authority for its organization. As a result of this stewardship, a board needs to honor the trust that has been placed in it.

LEADERSHIP – Governance fulfils a leadership function in society. As leaders, boards are expected to reflect the value system and priorities of the community from which they are drawn. Through the board, individuals accept the challenge to develop positive relationships, ensure respect between parties, and build a sense of belonging in the group.

RESPONSIBILITY – Having a fiduciary responsibility, boards are expected to manage the resources of the organization efficiently and effectively to accomplish the desired aim. Board members are expected to be reliable, and to allow appropriate factors and considerations to affect their judgment, including consideration of the effect of their decisions on others. They are also expected to devote the personal time and energy to ensure that governance is appropriate and adequate.

ACCOUNTABILITY – Boards are ultimately accountable for the actions of their organization. Accountability is the responsibility to answer for the discharge of responsibilities that affect others in important ways. It requires that boards understand who is responsible for what, what performance is to be achieved, and what information needs to be shared to ensure appropriate decision-making.

Figure 1

DIRECTION

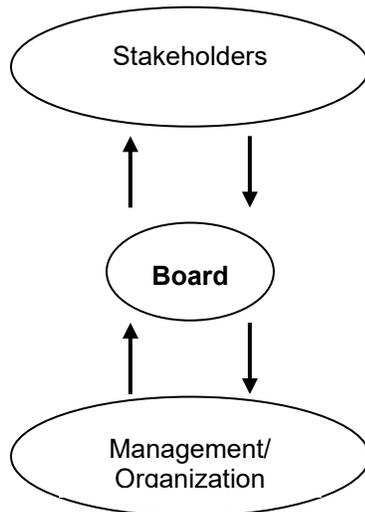
CONTROL

Stewardship

Accountability

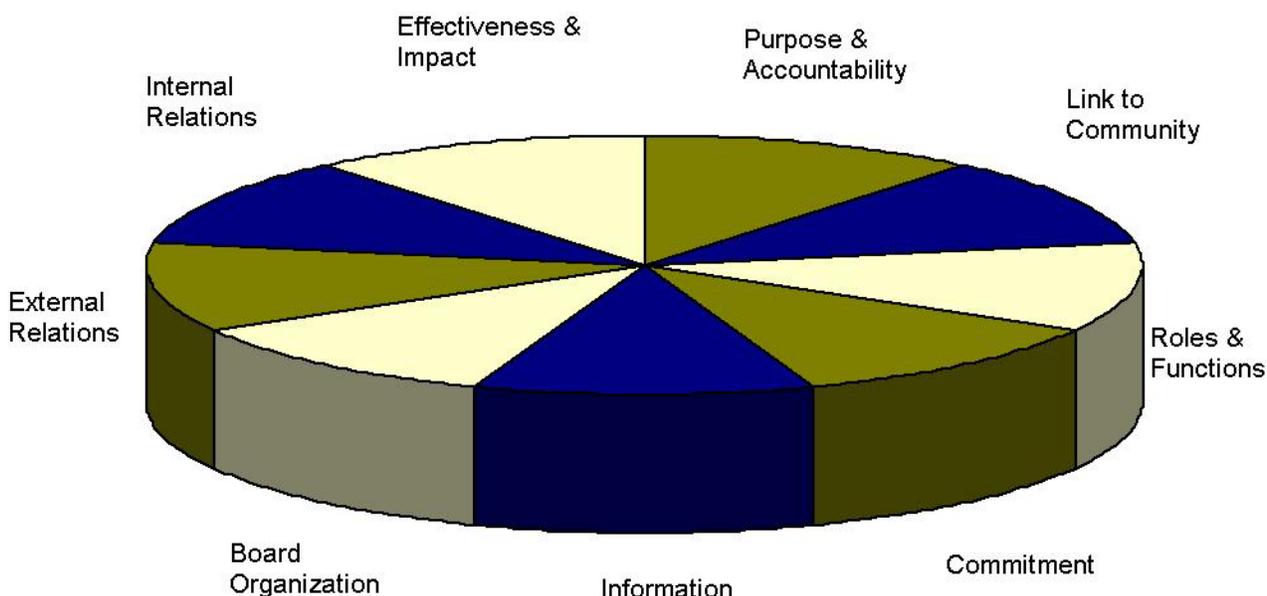
Leadership

Responsibility



Within the four pillars of corporate governance, there is a core perspective on what it is that a board should do. Drawing on this, and based upon a review of leading research, perspectives and practices of board governance, we have identified a set of attributes that operationalize each of the four pillars. Incorporating both a structural and behavioral perspective to board governance, these attributes represent the attributes of an effective board (Figure 2). We believe that, in general, the more a board fulfils each of these attributes, the more effective it is.

Figure 2 – Attributes of an Effective Board



LEGAL RESPONSIBILITIES OF NON-PROFIT BOARDS

OVERVIEW

“In carrying out their functions for the corporation, directors are subject to two primary obligations: a duty of care and a duty of loyalty.

The duty of care and the duty of loyalty are the common terms for the standards that guide all actions a director takes. These standards are derived from a century of litigation principally involving business corporations, but are equally applicable to nonprofit corporations.”¹

DUTY OF CARE

“The duty of care calls upon a director to act in a reasonable and informed manner when participating in the board’s decisions and its oversight of the corporation’s management.

The duty of care requires that first, a director be informed; and second, a director discharge his duties in good faith, with the care that an ordinary prudent person in a like position would reasonably believe appropriate under similar circumstances.”²

DUTY OF LOYALTY

“The duty of loyalty requires directors to exercise their powers in good faith and in the best interests of the corporation, rather in their own interests or the interests of another entity or person.

By assuming office, the director acknowledges that with regard to any corporate activity the best interests of the corporation must prevail over the director’s individual interests or the particular interests of the constituency selecting him or her. The basic legal principle to be observed here is a negative one: The director shall not use a corporate position for individual personal advantage. The duty of loyalty primarily relates to:

- Conflicts of interest;
- Corporate opportunity; and
- Confidentiality.”

Directors are required to exercise duty of care and duty of loyalty. However, it should also be noted that the association does carry Director & Officer Liability Insurance in the amount of \$2,000,000.00.

ⁱ George W. Overton & Jeannie Carmedelle Frey, editors. Guidebook for Directors of Nonprofit Corporations 2nd edition, United States: American Bar Association, 2002, p. 19.

ⁱⁱ George W. Overton & Jeannie Carmedelle Frey, editors. Guidebook for Directors of Nonprofit Corporations 2nd edition, United States: American Bar Association, 2002, p. 19

ⁱⁱⁱ George W. Overton & Jeannie Carmedelle Frey, editors. Guidebook for Directors of Nonprofit Corporations 2nd edition, United States: American Bar Association, 2002, p. 29.

ABAA ARTICLES OF INCORPORATION

ARTICLE I

The exact name of the corporation is:
Air Barrier Association of America

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To inform and educate the building industry about air barrier systems, their concept, details and use. To promote the use and benefits of air barrier systems in both the state of Massachusetts and the United States of America. To provide information, education and training on air barrier systems and the installation thereof. To establish industry guidelines for the use and installation of air barrier system. To train and certify installers of air barrier systems to insure the proper functioning thereof. To act as a liaison between the industry and the local governing bodies regarding the use and installation of air barrier systems.

To engage in any other research business of any kind or character whatsoever and to that end to acquire, hold, own and dispose of any and all kinds of property, assets, stock, bonds and rights of every kind in any manner.

To purchase, lease or otherwise acquire and to hold, use, lease, manage, operate, equip, maintain, sell, mortgage, pledge, deal in and with any and all kinds of properties, real, personal, or mixed, tangible, or intangible.

To construct, lease, or otherwise acquire, and to own, hold, operate, develop, improve, maintain and use, and to will, convey, lease or otherwise dispose of, and to grant easements, rights, or other lease or otherwise dispose of, and to grant easements, rights or other interests in lands, real estate, stores, manufacturing plants, warehouses, offices, residences, apartment buildings and other buildings structures, building equipment and real estate improvements, such as may relate or be incidental to or be useful or advantageous for or in connection with the foregoing business or any other business operation or activity in which the corporation may engage.

To incur liabilities and borrow money and to issue notes, bonds, or other evidence of indebtedness and to secure the same by mortgage or pledge of any part or all of the properties of any and every kind of corporation.

To purchase, subscribe or otherwise acquire, register, hold sell, assign, transfer, pledge, or otherwise dispose of shares of stock, bonds, notes, and other securities and evidence of interest in or indebtedness of any government or political subdivision

thereof and of any person firm or corporation of this or any state or county, and while the owner or holder thereof to exercise all rights, powers and privileges of ownership, in same manner that an individual might do.

To have one or more offices and to carry on any or all of its operations and business in any of the states, districts, territories or colonies of the United States, in the Provinces of Canada, and in any and all foreign countries, subject to the laws of such state, district, territory, colony, province or Country.

To do or cause to have any and all such acts and things as may be necessary, desirable, convenient or incidental to the consummation or accomplishment of any or all of the foregoing purposes.

In general, to carry on any or all of the business of the corporation as principal, agent or contractor, and to carry on any other business incidentals to and in connection with the foregoing and to have and exercise all the powers conferred by the laws of Massachusetts, and to do any or all of the things herein before set forth to the same extent as natural persons might or could do.

The purpose specified in the foregoing clauses shall, except where otherwise expressed, be in nowhere limited or restricted by reference to, or inference from the terms of any clause, but the objects and powers specified in each of the foregoing clauses of this article shall be regarded as independent purposes.

To promote and enhance the prestige of the above-defined industry by preparation and dissemination of writings, papers, books, pamphlets, electronic media, periodicals and similar such activities.

To provide a forum for consideration of and expression of opinion upon questions affecting the industry.

To promote unity within all segments of the air barrier industry for the common goal of industry promotion and success.

To compile and disseminate appropriate statistical and other data of interest to the public and the industry, including data aimed at evaluating opportunities for expanding sales of air barrier systems and products and related materials and equipment.

To study and designate the properties of air barrier materials and systems and to determine methods of accurately measuring and identifying such properties with a view to improvement in the application, performance and public acceptance of such products.

In cooperation with recognized standards-making bodies, to develop and promote standards of quality and safety in the use and application of air barrier systems and related products and materials.

To investigate application methodology.

To encourage and sponsor technical research and testing of materials, applications, systems and related equipment.

To advance lawful and fair trade practices and promotion activities, including but not limited to, advertising and publicity.

To further the training and education of those connected with or desirous of becoming affiliated with the air barrier industry.

To engage in any lawful activities which will advance the interests of the air barrier industry and inform the public of its scope and character.

ARTICLE III

As set forth in the by-laws.

ARTICLE IV

No other provisions.

ARTICLE V

By-laws have been adopted.

Fiscal year Dec 31.

AIR BARRIER ASSOCIATION OF AMERICA

BY-LAW NO.5

2016-03-23

This by-law of the corporation supersedes by-law number 4

A by-law relating generally to the conduct of the affairs of **AIR BARRIER ASSOCIATION OF AMERICA**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of **AIR BARRIER ASSOCIATION OF AMERICA** (hereinafter called the Corporation) as follows:

1. **DEFINITIONS:** In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:
 - (a) **Board of Directors** means the board of Directors of the Corporation as the same may be elected from time to time;
 - (b) **By-law** means any by-law of the Corporation from time to time in force and effect;
 - (c) words importing the singular number only shall include the plural and vice versa; words importing the feminine shall include the masculine and neuter genders and vice versa; and
 - (d) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

CORPORATE SEAL

2. **SEAL:** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

CONDITIONS OF MEMBERSHIP

3. **CLASSES OF MEMBERS:** The membership of the Corporation shall consist of two classes: voting members and non-voting members.
4. **VOTING MEMBERS:** Any legal entity may become a voting member of the Corporation on such terms and conditions as may be determined by the Board of Directors from time to time. The Board of Directors shall also determine the period of time during which each voting member shall continue as a voting member of the Corporation.
5. **NON-VOTING MEMBERS:** Any legal entity may become a non-voting member of the Corporation on such terms and conditions as may be determined by the Board from time to time. The Board of Directors shall also determine the period of time during which each non-voting member shall continue as a non-voting member of the Corporation.
6. **WITHDRAWAL OF MEMBERS:** Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
7. **VOTING RIGHTS:** Each person representing a voting member in good standing that is present at a meeting shall have the right to exercise one vote. Non-voting members shall have no voting rights. A voting member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of voting members in the manner and to the extent authorized by the proxy. The proxy holder shall be a voting member of the Corporation.
8. **MEMBERSHIP NON-TRANSFERABLE:** Membership shall be non-transferable.

MEETINGS OF VOTING MEMBERS

9. **ANNUAL MEETINGS:** An annual meeting of the voting members of the Corporation shall be held at some date not later than fifteen (15) months after holding of the last preceding annual meeting.
10. **PLACE OF MEETINGS:** The annual or any other general meeting of the voting members shall be held at any place as the Board of Directors may determine and on such day and at such time as the said Directors may determine.
11. **CALLING MEETINGS:** The Board of Directors, the Chair, the Chief Executive Officer or the Vice-Chair shall have the power to call, at any time, a general meeting of the voting members of the Corporation. The Board of Directors shall call a special general meeting of the voting members on written requisition of voting members carrying not less than 10% of the voting rights.
12. **BUSINESS OF ANNUAL MEETING:** At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented. Auditors shall be appointed for the ensuing year or a motion shall be passed to give authority for the Board of Directors to appoint the auditor at a later date. The voting members may consider and transact any business either special or general at any meeting of the members.
13. **QUORUM:** 10 % of the voting members will constitute a quorum for the annual general meeting.
14. **NOTICE:** Fourteen (14) days' notice by email shall be given to each voting member of any annual or special general meeting of voting members. Notice of any meeting should contain sufficient information to permit the voting members to form a reasoned judgment on the decision to be taken. Notice of each meeting of voting members shall remind the voting member of the right to vote by proxy. Non-voting members shall have no right to receive notice of any meeting. For purposes of sending notice to any voting member, Director or officer for any meeting or otherwise, the email address of the voting member, Director or officer shall be his or her last email address reported on the books of the Corporation.
15. **MEETING WITHOUT NOTICE:** A meeting for voting members may be held for any purpose at any date and time and at any place within United States of America without notice if all the voting members are present in person or represented by proxies at the meeting or if all the absent voting members entitled to notice of such meeting have signified their assent in writing to such meeting being held. Such assent may be validly given either before or after the meeting to which such assent relates.
16. **OMISSION OF NOTICE:** No error or omission in giving notice of any annual or general meeting to any voting member of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. Any voting member may at any time waive notice of any such meeting and may ratify, approve and confer any or all proceedings taken or had thereat.
17. **VOTES:** Every question submitted to any meeting of voting members shall be decided in the first instance by a majority of votes unless the Act or these by-laws otherwise provide. In the case of an equality of votes the chairperson shall have a second or casting vote in addition to the vote to which he or she is entitled as a voting member.
18. **POLLING:** A declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of those recorded in favor or against the motion, unless a poll is demanded.
19. **CHAIR OF MEETINGS:** The Chair shall act as chairperson of all meetings. In the absence of the

Chair, the Vice-Chair shall act as chairperson of the meeting and in the absence of the Chair and the Vice-Chair, the voting members shall choose another Director as chairperson of the meeting.

20. **ADJOURNED MEETINGS:** The chairperson may, with the consent of the members in attendance at any meeting, adjourn the meeting to a future fixed time and a fixed place. No notice of the time and place for the holding of the adjourned meeting need be given to the regular members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before and dealt with at the original meeting.

BOARD OF DIRECTORS

21. **NUMBER AND QUALIFICATIONS:** The property and business of the Corporation shall be managed by a board of not less than three (3) and not more than thirty (30) Directors. Directors shall be individuals, eighteen (18) years of age or older, with power under law to contract. Directors shall be persons who represent voting members of the Corporation. Only one Director from a member entity shall serve on the Board of Directors at one time.
22. **COMPOSITION OF THE BOARD OF DIRECTORS:** The Board of Directors shall be comprised of individuals elected by the voting members as follows:
- (a) at least one (1) representing contractors
 - (b) at least one (1) representing manufacturers
 - (c) at least one (1) representing the design community
23. **REPLACEMENT OF DIRECTORS:** If any Director is unwilling or unable to act as a Director of the Corporation, the voting members present at the next meeting of Directors shall elect a replacement Director representing the same interest as the Director who ceased to act as a Director of the Corporation.
24. **ELECTION:** The Nominations Committee shall prepare a slate of persons proposed to become Directors of the Corporation and who have indicated their willingness to serve and to allot the time needed to serve on the Board of Directors. Directors shall be elected at the annual meetings by the persons representing the voting members by a show of hands unless a poll is demanded. If a poll is demanded, such election shall be by ballot.
25. **TERM OF OFFICE:** Directors shall be elected for a three (3) year term.
26. **EXPIRY OF TERM:** At the annual meeting upon which a Director's term expires, the Director shall retire. Subject to paragraph 25, every retiring Director shall be eligible for reelection. A Director may serve for no more than four (4) consecutive terms. After the four (4) terms have been completed the Director shall retire their position from the Board for at least one (1) year after which the Director may be re-elected.
27. **VACATION OF OFFICE.** The office of a Director shall be automatically vacated:
- (a) if the Director resigns the office by delivering a written resignation to the Secretary of the Corporation;
 - (b) if the Director is found by a court to be mentally incompetent or incapable of managing his or her affairs;
 - (c) if the Director becomes bankrupt or suspends payment or compounds with his or her creditors;

- (d) if at a Special General Meeting of voting members a resolution directing the removal of the Director is passed by the vote of two-thirds (2/3) of the voting members present at the meeting. Notice to the voting members of at least five (5) days signifying the intent to pass such a resolution is a condition precedent to the validity of such resolution; and
- (e) on death.

28. REMOVAL OF DIRECTORS: If any elected member of the Board of Directors is absent without reasonable cause for more than three (3) consecutive meetings of the Board of Directors, such Director shall, unless otherwise specified by the Board of Directors, be removed as a Director of the Corporation.

29. REMUNERATION OF DIRECTORS: Directors shall not receive remuneration except in respect of services provided to the Corporation in a capacity other than as a Director. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity in receiving compensation therefore.

POWERS OF DIRECTORS

30. POWERS: The Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the Corporation. Where the by-laws or any special resolution of the Corporation or by statute expressly directed or required powers or acts which are by to be done by the Corporation at a general meeting of voting members may not be exercised by the Board of Directors. No officer, Director or other person shall have the power to overrule or direct Board of Directors decisions on matters conferred upon the Board of Directors by the by-laws or in any other way effectively fetter the discretion of the Board of Directors.

31. POWER TO EMPLOY: The Board of Directors may appoint such agents and engage such employees as it shall deem necessary. Such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors.

32. FIXING REMUNERATION: The Board of Directors may fix a reasonable remuneration for all officers, agents, employees or Committee members.

MEETINGS OF THE BOARD OF DIRECTORS

33. ANNUAL MEETINGS: There shall be at least one (1) meeting of the Board of Directors per year. Meetings of the Board of Directors shall be held at such time and place as is determined by the Directors.

34. NOTICE: Notice of such meeting shall be given by email at least five (5) days prior to the meeting. No error or omission in giving notice of any meeting of the Board of Directors shall invalidate such meeting or make void any proceeding taken thereat. Any Director may at any time waive notice of any such meeting and may ratify and confirm any or all proceedings taken or had thereat.

35. QUORUM: A majority (51%) of Directors shall constitute a quorum for the transaction of business.

36. VOTING: Each Director is authorized to exercise one (1) vote. Questions arising at any meeting of Directors shall be decided in the first instance by a majority of votes. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote in addition to the vote the chairperson is entitled to as a Director.

37. **DEEMED TO ASSENT:** Any Director absent from a Directors' meeting will be deemed to have assented to all business conducted at a meeting the Directors was absent from unless a contrary intention is expressed within a reasonable time after the minutes of such meeting are made available.
38. **WRITTEN RESOLUTIONS:** A written resolution may be circulated by email to all Directors for voting. The Directors shall return their vote on the form provided for this purpose. The resolution circulated shall pass if a majority (51%) of the Directors vote affirmatively on the resolution by return email.
39. **TELEPHONE MEETINGS:** Directors may participate in a meeting of the Board of Directors or any Committee of the Board by a conference telephone or other communication device, provided all persons participating in the meeting are able to hear each other simultaneously and instantaneously. A Director participating in such a meeting by such means is deemed to be present at the meeting.
40. **EXECUTIVE COMMITTEE:** The Executive Committee shall be comprised of the Officers of the Corporation, who may also be Directors of the Corporation, and immediate past chairperson. The Board of Directors may appoint other persons to the Executive Committee who are not Directors of the Corporation. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee members may be removed by a majority vote of the Board of Directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
41. **EXECUTIVE COMMITTEE MEETINGS:** A meeting of the Executive Committee of the Corporation shall be held at any time and place as determined by the Chair provided that forty-eight (48) hours' notice of such meeting shall be given by email to each member of the Committee. A majority (51%) of the members of such Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
42. **THE OFFICERS OF THE CORPORATION:** The officers of the Corporation shall be the Chair, Vice Chair, Second Vice Chair, Secretary, Treasurer, Executive Director, immediate past Chair and any such other officers as the Board of Directors may appoint. Any two (2) offices may be held by the same person. Officers need not be Directors or members.
43. **ELECTION AND APPOINTMENT:** The Nominations Committee shall propose a slate of officers to the Board of Directors. The Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual general meeting of voting members in which the Directors are elected.
44. **REMOVAL OF OFFICERS:** Officers shall be subject to removal by resolution of the Board of Directors at any time with a seventy-five (75%) of the Directors voting in favor.
45. **CHAIR:** The Chair shall:
- (a) preside at all meetings of the Board of Directors;
 - (b) be the spokesperson for the Board of Directors unless the Board of Directors has otherwise authorized someone else to speak;
 - (c) report to each annual meeting of the voting members of the Corporation concerning the operations of the Corporation;
 - (d) represent the Corporation at public or official functions;

- (e) perform such other duties as may from time to time be determined by the Board of Directors; and
 - (f) be a member ex-officio of all committees of the Board of Directors.
46. **VICE-CHAIR:** The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be specified by the Board of Directors.
47. **SECOND VICE-CHAIR:** The Second Vice-Chair shall, in the absence or disability of the Vice-Chair, perform the duties and powers of the Vice-Chair and shall perform such other duties as shall from time to time be specified by the Board of Directors.
48. **SECRETARY:** The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out the affairs of the Corporation generally under the supervision of the officers thereof. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the voting meetings and of the Board of Directors. The Secretary may authorize agents for the Corporation to act on their behalf to give notice of meetings, attend meetings, and produce minutes of such meetings under the Secretary's direction. The Secretary shall be under the supervision of the Board of Directors or Chair and shall perform other duties as may be prescribed by the Board of Directors or Chair and Chief Executive Officer.
49. **TREASURER:** The Treasurer of the Corporation shall be custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of Internal Revenue Service and any other applicable legislation. The Treasurer shall submit an audited financial statement at each annual meeting of the Corporation indicating the financial position of the Corporation at the close of the proceedings year. The Treasurer may delegate to agents of the Corporation those duties that he considers appropriate to delegate and that he is allowed by law to delegate.
50. **PAST CHAIR:** The Past Chair shall assist the current Chair, the Executive Committee and the Board of Directors in any way those persons or groups see fit. The Past Chair shall be a member ex-officio of all Committees of the Board of Directors.
51. **OTHER OFFICERS:** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

DIRECTORS AND OFFICERS OBLIGATIONS

52. **DUTY OF GOOD FAITH:** Every Director and Officer of the Corporation shall exercise their powers and discharge the duties of his or her position honestly, in good faith and in the best interest of the Corporation. In connection therewith, the Directors and officers shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances. When conducting the Corporation's business, the Director or Officer shall put the Corporation's interest ahead of their personal interest of the voting member's interest.
53. **CONFLICT OF INTEREST:**
- (a) Any Director who has an interest directly or indirectly in a proposed contract or transaction or in a contract or transaction with the Corporation shall declare his or her interest in the contract or transaction at a meeting of the Board of Directors.

- (b) In case of a proposed contract or transaction, the Director shall declare his or her interest at the meeting of the Board of Directors, at which the question of entering into the contract or transaction is first taken into consideration, or if he or she is not present at such a meeting, then at the first Board of Directors meeting held thereafter at which he or she is present. If the Director is not, at the date of that meeting, interested in the proposed contract or transaction, he or she shall make the declaration at the first Board of Directors meeting which is held after he or she became interested in the proposed contract or transaction. In the case where the Director becomes interested in a contract or transaction after it is made, the Director shall declare his or her interest at the first Board of Directors meeting held after he or she becomes interested.
- (c) Directors and their families shall not enter into any proposed contract or transaction with the Corporation except:
 - (1) On a competitive-bid basis or other similar basis in writing, and
 - (2) Where the Director has declared any interest therein, and where he has absented himself from the meeting and where he has refrained from voting thereon.
- (d) Directors shall not vote on any matter in which they have a direct or indirect financial interest and shall declare the details of such interest prior to the discussion and vote on such matter.
- (e) When the Corporation's business involves voting on an issue that would impact on the voting members business, the Director shall declare their potential for Conflict of Interest by advising that the issue directly affects their voting members material or product by the decision that will be made. Once the Director or Officer has declared their potential Conflict of Interest, the Director or Office may participate in the discussion and they shall be allowed to vote on the issue. Failure to make the declaration shall result in Director's or Officer's vote being nullified and if the Director or Officer has influenced any other Director or Office in their decision to vote, the complete voting shall be null and void and a new ballot shall be initiated where the potent conflict of interest for a Director or Officer shall be noted and the Director or Officer shall be excluded from the vote.

Any Director who has declared an interest in any proposed contract or transaction or other financial interests with the Corporation which is being discussed shall absent himself or herself during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.

INDEMNITIES TO DIRECTORS AND OTHERS

54. INDEMNIFICATION: Every Director or Officer of the Corporation and every member of a Committee of the Corporation and their heirs, executors and administrators shall be indemnified and saved harmless, by the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such Director, Officer or Committee member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or fault.

The indemnity herein before provided for shall be applicable only if the Director, Officer or Committee member of the Corporation acted honestly, in good faith and without a Potential Conflict of Interest with a view to the best interests of the Corporation not the best interests of themselves or the voting member they may represent or and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful. Every Director or Officer of the Corporation and every member of a Committee of the Corporation and their heirs, executors and administrators shall not be indemnified and saved harmless, by the Corporation for any action that they bring against the Corporation.

AUDITORS

55. **AUDITORS:** The voting members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the voting members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors. When an Auditor has not been decided upon at the annual general meeting, the voting members by resolution may provide the Board of Directors to appoint an Auditor at a later date.

STANDING COMMITTEES

56. **STANDING COMMITTEES:** The Board of Directors may establish such Standing Committees from time to time as they deem necessary. The Board of Directors shall establish and alter the duties of the Standing Committees and appoint or remove Standing Committee members as necessary. There may be more than one representative per member entity allowed to participate on any Standing Committee, but there is only one vote per member entity.

SPECIAL COMMITTEES

57. **SPECIAL COMMITTEES:** The Board of Directors may appoint Special Committees from time to time as deemed necessary to carry out the objectives of the Corporation or to advise the Board of Directors. The Board of Directors shall prescribe the duties of such Special Committees and appoint or remove Special Committee members as necessary.

EXECUTION OF DOCUMENTS

58. **EXECUTION OF DOCUMENTS:** Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) officers. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers or a Director or Directors on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with stocks, bonds and other securities of the Corporation.

MINUTES OF THE BOARD OF DIRECTORS

59. **MINUTES:** The minutes of the Board of Directors or the minutes of any Committee thereof shall be available to the voting members of the Corporation upon request.

BY-LAW AMENDMENTS

60. **AMENDMENT OF BY-LAWS:** The by-laws of the Corporation may be repealed or amended by a by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members at a meeting duly called for the purpose of considering the said by-law.

BOOKS AND RECORDS

61. **BOOKS AND RECORDS:** The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are required and properly kept.

RULES AND REGULATIONS

62. **RULES AND REGULATIONS:** The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the voting members of the Corporation when they shall be confirmed. Such rules and regulations shall cease to have any force and effect from the date of the annual meeting of the voting members of the Corporation at which the voting members fail to confirm such rules and regulations.

MEMBERS EMERITUS

63. **MEMBER EMERITUS:** A Member Emeritus shall be a person who has represented an entity that is a member in good standing in the Corporation for a ten year period and has been recommended by application to the Executive Director. Persons so qualified may, upon approval of their application by the Board of Directors, be granted the status of Member Emeritus. Member Emeritus shall retain the rights and privileges to participate in all activities of the Corporation, and shall be entitled to print and otherwise use, as a suffix to their name, the title "Member Emeritus" following the initials ABAA. The person shall retain the status of Member Emeritus for life unless repealed by the Board by a seventy-five percent (75%) vote.

FELLOWSHIP

64. **JURY OF FELLOWS:** The Jury of Fellows shall consist of the Board of Directors of the Corporation. The Chair shall appoint six Directors to act as a review committee to make recommendations to the Board of Directors.
65. **QUALIFICATIONS FOR FELLOWSHIP:** Any person representing a member of ABAA may be advanced to Fellowship if he or she has represented a voting member of ABAA for not less than ten years. The ABAA member who the person is representing shall be in good standing at the time of the nomination and review. The person shall have notably contributed to the advancement of the air barrier industry to be nominated for Fellowship.
66. **NOMINATION AND ADVANCEMENT:** Nominees for Fellowship in ABAA shall be proposed in writing to the Executive Director by completing the Proposed Fellowship Form. A member may be advanced to Fellowship only after review and recommendation of the Fellowship review committee and then by a concurring vote of at least seventy-five percent (75%) of the Board of Directors. If a nominee for Fellowship fails to be advanced by vote of the Board of Directors, the nominee shall not be disqualified thereby for later advancement. In recognition of the time devoted to the advancement of the Corporation, any person representing a member of ABAA who has served as Chair of the Corporation for two (2) consecutive terms, shall be provided the distinction of ABAA fellowship.
67. **RIGHTS AND PRIVILEGES:** Fellows of the Corporation shall retain the rights and privileges to participate in all activities of the Corporation and shall have the additional right and privilege to print and otherwise use the initials "FABAA" as a suffix to their name, or to use the title "Fellow of the Air Barrier Association of America." Fellows shall retain all rights and privileges of Fellowship, except voting rights, in the event they no longer represent a member in good standing in the Corporation. Fellows shall lose all rights and privileges of a Fellow if their Fellow status is

AIR BARRIER ASSOCIATION OF AMERICA

terminated by a vote of the Board of Directors passed with a vote of seventy-five percent (75%) of all the Directors at the time of the vote.

FISCAL YEAR

68. **FISCAL YEAR:** Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be December 31.

DISOLUTION OF CORPORATION

69. **DISOLUTION OF CORPORATION:** It is especially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more non-profit corporations with similar goals and objectives.

ENACTED the 23rd day of March, 2016

_____ C.S. _____
Chair Secretary

AIR BARRIER ASSOCIATION OF AMERICA ANTITRUST POLICY

Section 1 of the Sherman Antitrust Act and Section 5 of the Federal Trade Commission Act prohibit contracts, combinations or conspiracies in restraint of trade and unfair methods of competition in commerce.

The Directors of this Association, conscious of the antitrust issues inherent in trade association activities, recommends that the Association adopt an antitrust policy to ensure continued strict compliance with the antitrust laws. These clearly defined statements of conduct must always be kept in mind, and all Association meetings and other activities must be conducted in accordance therewith.

One of the clearest antitrust violations an association can commit is an agreement by its members to set prices at a fixed level. Such an agreement is a violation of the antitrust laws, even if the prices set are reasonable or the ends sought are worthy. Similarly, terms and conditions of sale which affect the buyer should not be discussed. These include discounts, freight allowances, terms of product warranties and other individual policies followed in dealing with customers. Informal understandings and planned courses of action on these subjects by competitors also clearly are forbidden.

Administrative or disciplinary action against member companies, or the expulsion of member companies, may result in economic injury to the affected members and, thus, may constitute an illegal boycott or restraint of trade. Therefore, these sensitive areas must be discussed in accordance with strictly defined legal guidelines.

Frequently, an association engages in the voluntary development of a product specification or an industry standard of quality, Antitrust issues can arise if the standard developed advances the economic interests or operates as a marketing advantage for some members to the detriment of others in their industry.

Statistical reporting is another common association-sponsored activity. However, since some associations and their members have used these activities in the past to further price-fixing and monopolistic schemes, statistical reporting projects must be conducted with great care in order to conform with clearly defined rules regarding the collection and dispersal of confidential information. Antitrust problems also may arise when associations become involved in industry-wide research and development programs. When pooling of results exists, association-sponsored joint research and development activities may injure competition by diluting the competitive pressures to innovate.

Another area of potential antitrust infraction involves association-sponsored efforts to petition government agencies for action, which may have an adverse economic impact on some competing companies. A delicate balance always must be maintained between the First Amendment right to petition government and the antitrust laws' prohibition against restraint of trade.

The proper conduct of Association meetings requires an understanding and conscious awareness by all of antitrust implications. Your non-participation in the discussions pro and con may not protect you if, out of such discussions at a meeting you attend, any agreement in restraint of trade originates. However, no imputed unlawful purpose can arise if conscious independent and individual judgment is exercised and no illegal common course of action is pursued.

To assist in avoiding antitrust problems at Association meetings, a list of four DON'TS has been prepared. You should read and remember these four basic rules. **BE ALERT AND KEEP INFORMED.** Antitrust laws are wide ranging, complex, and subject to changing interpretation. Consult your company's counsel or the Association's counsel immediately if you have any questions about the legality of any proposed Association action.

ASSOCIATION ANTITRUST DON'TS

1. DON'T discuss the prices your company will charge customers.
2. DON'T discuss discounts, terms or conditions of sale, warranty terms, profits or profit margins, shares of the market, bids or the intent to bid, rejection or termination of customers, sales territories or markets.
3. DON'T discuss administrative or disciplinary action by the Association against a particular member or nonmember, or enforcement of any Association code of ethics against particular members or non-members, in the absence of specific legal guidance.
4. DON'T propose or discuss any proposal, in the absence of specific legal guidance that the Association sponsor or engage in any activity, which may have the effect of producing an adverse economic impact on some competing companies.

Code: Members of the Board of Directors of ABAA are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the Board. Board members pledge to accept this code as a minimum guideline for ethical conduct and shall:

Accountability

1. Abide in all respects by the ABAA Code of Ethics and all other rules and regulations of the Association (including but not limited to the Association's Articles of Incorporation and Bylaws) and will ensure that their registered membership in the Association remains in good standing at all times.
2. Review all information and materials sent in connection with Board business and attend the meetings of the Board and the Board committees to which appointment is accepted.
3. Fully disclose, at the earliest opportunity, any information that may result in a perceived or actual conflict of interest and act in accordance with the ABAA Conflict of Interest policy.
4. Exercise reasonable care, good faith and due diligence in the Association's affairs.
5. Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.
6. Remain accountable for prudent fiscal management of the Association.

Professional Responsibilities

7. Exercise extreme care in all statements, written or oral, to separate expression of personal opinion or belief from communications carrying the color of authority of the Association. Further, position/title on the Board will not be used when expressing a personal opinion unless acting within one's capacity and duties as a Board member and representing the Board and the Association's position on such issue.
8. Refrain from discussing outside of the meeting room individual differences and opinions about Board and Board Committee decisions.
9. Strive to develop, encourage and uphold the highest standards of personal and professional conduct among one's colleagues and the ABAA membership as a whole.
10. Exercise the powers vested for the good of all members and the Association itself rather than for personal benefit.
11. Avoid situations which may be improper or may give the appearance of impropriety.

Confidential Information

12. Respect the confidentiality of information acquired through Board service.
13. Remain diligent and alert as to what information learned during Board service can be shared with others.
14. Except as the Board of Directors may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Association, and each member of the Board will uphold the strict confidentiality of meetings and other deliberations and communications of the Board of Directors.

Collaboration and Cooperation

15. Exhibit and maintain a professional level of courtesy, respect and objectivity in all matters related to Association business, including but not limited to Board meetings, assignments, committee work, interactions with other Board members, interactions with members, recognizing that appointment to the Board is a privilege bestowed by one's colleagues to serve the membership and the mission of the Association.
16. Respect the diversity of opinions as expressed or acted upon by any member or group of members.
17. Promote collaboration, cooperation and partnership among ABAA members.

I have read and I accept ABAA's Code of Ethics for Board Members

Director's Name

Director's Signature

Date

Air Barrier Association of America, Inc. (ABAA)

Conflict of Interest Policy and Annual Statement

For Directors, Officers and Members of a Committee with Board Delegated Powers

Article I – Purpose

1. The purpose of this Board conflict of interest policy is to protect ABAA’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of ABAA or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and a not for profit organizations.
3. This policy is also intended to identify “independent” directors.

Article II -- Definitions

1. **Interested person** -- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial interest** -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which ABAA has a transaction or arrangement,
 - b. A compensation arrangement with ABAA or with any entity or individual with which ABAA has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ABAA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

3. **Independent Director** -- A director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS 990 form or, until such definition is available, the director --

- a. is not, and has not been for a period of at least three years, an employee of ABAA or any entity in which ABAA has a financial interest;
- b. does not directly or indirectly have a significant business relationship with ABAA, which might affect independence in decision-making;
- c. is not employed as an executive of another corporation where any of ABAA’s executive officers or employees serve on that corporation’s compensation committee; and
- d. does not have an immediate family member who is an executive officer or employee of ABAA or who holds a position that has a significant financial relationship with ABAA.

Article III – Procedures

1. **Duty to Disclose** -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.

2. **Determination of Dependence** – In the case where a candidate or director by definition is not independent (as described above), the Executive Committee must make a determination as to the significance of the failure to meet the requirements, and a documented consideration be given to accept the candidate or director with limited voting powers or require release from the board..

2. **Recusal of Self** – Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

3. **Determining Whether a Conflict of Interest Exists** -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or Executive Committee shall determine whether ABAA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ABAA's best interest, for its own benefit, and whether it is fair and reasonable.

e. There may be circumstances where time constraints may render the time required to perform due diligence to evaluate whether a conflict of interest is present, to not be in ABAA's best interest. In these cases, the Board must consider and document alternative actions taken to ensure the risk of the conflict is mitigated.

In conformity with the determination, it shall make its decision as to whether to enter into the transaction or arrangement.

5. Violations of the Conflicts of Interest Policy

a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from ABAA for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ABAA for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ABAA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflict of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands ABAA is a not for profit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
4. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Article VII – Periodic Reviews

To ensure ABAA operates in a manner consistent with a not for profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to ABAA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further not for profit purposes and do not result in impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, ABAA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ABAA Director and Officer Annual Conflict of Interest Statement

1. Name: _____ Date: _____

2. Position:

Are you a voting Director? Yes No

Are you an Officer? Yes No

If you are an Officer, which Officer position do you hold:

_____.

3. I affirm the following:

I have received a copy of the ABAA Conflict of Interest Policy. _____ (initial)

I have read and understand the policy. _____ (initial)

I agree to comply with the policy. _____ (initial)

I understand that ABAA is a not for profit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. _____ (initial)

4. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with ABAA? Yes No

i. If yes, please describe it: _____

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?

Yes No

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with ABAA? Yes No

i. If yes, please describe it, including when (approximately):

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?

Yes No

5. Are you an independent director, as defined in the Conflict of Interest policy? Yes No

a. If you are not independent, why? _____

Signature of director

Date: _____

ABAA WHISTLEBLOWER POLICY

Introduction

The Board of Directors of the Air Barrier Association of America, Inc. (ABAA) has adopted the Code of Ethics, requiring all staff, board members and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of ABAA, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. Set forth below is ABAA's policy with respect to reporting good faith concerns about the legality or propriety of ABAA actions or plans.

Reporting of Concerns or Complaints

It is the responsibility of all staff, board members, and volunteers to comply with ABAA's Code of Ethics and applicable law and to report violations or suspected violations in accordance with this Whistleblower Policy.

Confidentiality

ABAA will treat all communications under this Policy in a confidential manner, except to the extent necessary (1) to conduct a complete and fair investigation, or (2) for review of ABAA operations by ABAA's Board of Directors, its Audit Committee, ABAA's independent public accountants, and ABAA's legal counsel.

Retaliation

ABAA will not permit any negative or adverse actions to be taken against any employee or individual for making a good faith report of a possible violation of its Code of Ethics or applicable law, even if the report is mistaken, or against any employee or individual who assists in the investigation of a reported violation. Retaliation in any form will not be tolerated. Any act of alleged retaliation should be reported immediately and will be promptly investigated. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within ABAA prior to seeking resolution outside ABAA.

How to Report Concerns or Complaints

Employees and others may communicate suspected violations of its Code of Ethics, applicable law or other wrongdoing or alleged retaliation by reporting the violation verbally or in writing to ABAA's Executive Director. In order to better respond to any information or complaint, we would prefer that you identify yourself and provide your contact information when you make the report. Any information will be treated with utmost confidence. If you wish to remain anonymous, it is not necessary that you give your name or position in any notification. The complaint will then be forwarded to an ABAA board member designated to handle such issues.

Whether you identify yourself or not, for a proper investigation to be conducted, please provide us with as much information as you can, sufficient to do a proper investigation, including where and when the incident occurred, names and titles of the individuals involved, and as much other detail as you can provide.

Illustrative Types of Concerns

The following is a non-exhaustive list of the kinds of improprieties that should be reported:

1. Supplying false or misleading information on ABAA's financial or other public documents, including its tax return (Form 990);
2. Providing false information to or withholding material information from ABAA's board of directors or auditors;
3. Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to an official proceeding, in violation of federal or state law or regulations;
4. Altering, destroying or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding or otherwise obstructing, influencing or impeding any official proceeding, in violation of federal or state law or regulations;
5. Embezzlement, self-dealing, private inurement (i.e., ABAA earnings inuring to the benefit of an individual) and private benefit (i.e. ABAA assets being used for personal gain or benefit);
6. Payment for services or goods that are not rendered or delivered;
7. Violations of ABAA's Code of Ethics or Conflicts of Interest Policy;
8. Facilitating or concealing any of the above or similar actions.

Questions

If you have any questions regarding this policy, please contact the Executive Director of ABAA.

ABAA Policy for Balloting

Official ABAA Documents

December 2014

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 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.

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 2/3rd 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 2/3rd 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) 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) day voting period from the time of the issuance of a ballot to the closing of the ballot.

Step 10: 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) 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.

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 shall be approved and published when a simple majority of the total members of the Board vote in the affirmative.

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