



## ASSOCIATION OF MODIFIED ASPHALT PRODUCERS EXECUTIVE COMMITTEE GUIDELINES

The Association of Modified Asphalt Producer's (the "**Association**") Executive Committee (EC) Guidelines (the "**Guidelines**") set forth the role and responsibility of members participating on the Executive Committee (the "**Committee**").

### I. **Authority and Statement of Purpose**

As identified in the Committee Charter, the role of the Committee is to streamline decision making creating more efficient use of the Board of Directors' time, create continuity in the leadership direction, and assist in coordination of the activities of the Association.

### II. **Roles and Responsibilities**

#### A. **Officers**

The Committee Chair, along with the assistance of the Executive Director, will ensure the Committee members are engaged in activities and tactics that strategically align with the Association's Strategic Plan.

#### **The President:**

- **Leadership:** Provide overall leadership to the board, guiding its strategic direction, setting goals, and ensuring that the Association's mission and vision are effectively pursued.
- **Board Meetings:** Preside over the board meetings, ensuring that they are conducted efficiently, that all relevant matters are discussed, and that decisions are made in accordance with the established procedures and governance principles. The agenda and dates for meetings will be coordinated with the Association Staff.
- **Representation:** Serve as the primary representative of the Association, interacting with members, industry partners, government officials, and the public to promote the Association's interests and advance its goals.
- **Strategic Plan:** Oversee development of the Association's strategic plan in conjunction with the Executive Director, Executive Committee and Board, identifying opportunities for growth, assessing risks, and making informed decisions about the Association's future direction.
- **Relationship Building:** Foster relationships with key stakeholders, including board members, member companies, industry, and other industry Associations to build support for the Association and its mission.
- **Board Governance:** Ensures that the board operates effectively and in compliance with the bylaws and best practices. This includes overseeing board appointments, evaluating board, executive director, and staff performance, promoting transparency and accountability.
- **Financial Oversight:** In conjunction with the Treasurer and staff, oversee the Association's financial health, ensuring that budgets are approved, financial reports are reviewed, and appropriate controls are in place.
- **Committee Oversight:** Act as the Board Liaison for the Technical Committee relaying any pertinent information from the EC or the Board as needed, promoting transparency and quick turnaround on decisions.

### **The Vice President (VP):**

- **Leadership:** Assist the President in their duties and act as a deputy or fill-in for the President when necessary.
- **Board Governance:** Collaborate closely with the President to ensure the effective functioning of the board and the achievement of its goals.
- **Representation:** Serve as a representative of the Association, interacting with members, industry partners, government officials, and the public to promote the Association's interests and advance its goals.
- **Communication:** Ensure information is provided to the EC and the Association's Board or Directors in a timely organized manner through coordination with the Staff Liaison.
- **Board Onboarding:** Assist the Secretary with Board Member Orientation
- **Checks and Balances:** Identify and manage risks associated with the Association's operations, providing oversight and guidance to help mitigate potential threats and ensure compliance with relevant regulations
- **Collaboration:** Collaborate with other board Association members to foster a culture of teamwork, transparency, and accountability within the Association.
- **Committee Oversight:** Act as the Board Liaison for the Education Committee relaying any pertinent information from the EC or the Board as needed, promoting transparency and quick turnaround on decisions.

### **The Secretary:**

- **Meeting Minutes:** Assure detailed minutes are taken of board meetings with the assistance of the Staff Liaison, capturing the board's actions, decisions, and discussions; ensuring that all minutes and relevant attachments are accurately documented and promptly distributed to board members.
- **Record of Attendance:** Assure a record of attendance at all board meetings and official gatherings is maintained ensuring quorum and attendance requirements are met as outlined in the bylaws.
- **Managing Association Records and Ensuring Secure Storage:** Assure official records and documents related to the Association are maintained with the assistance of the Staff Liaison. This includes contracts, bylaws, meeting minutes, and other important paperwork. The secretary ensures that official Association documents and contracts are securely stored and easily accessible.
- **Representation:** Acting as authority on all records for the Association during board meetings and other strategic discussions.
- **Board Member Orientation:** Provide new board members orientation by providing essential information about the Association, its mission, and the details of a board member's roles and responsibilities.
- **Committee Oversight:** Act as the Board Liaison for the Communications Committee relaying any pertinent information from the EC or the Board as needed, promoting transparency and quick turnaround on decisions.

### **The Treasurer:**

- **Financial Management:** Oversee management of the Association's finances, including budgeting for the Association and individual committees, financial planning, and ensuring proper financial controls are in place.
- **Financial Reporting:** Oversee the preparation of financial statements and reports for the board and its members. This includes monitoring cash flow, revenue, and expenses.
- **Risk Management:** In conjunction with staff and investment advisors, assess and manage financial risks faced by the Association, such as currency risk, interest rate risk, or investment risk.

- **Investment Oversight:** In conjunction with staff and investment advisors and in accordance to AMAP's Investment policy, manage the Association's investments, ensuring that surplus funds are properly invested in the Association's best interests. This included but is not limited to the management and oversight of the Association's scholarship funds.
- **Compliance and Governance:** Working with staff and auditors, ensure compliance with financial regulations and internal governance policies, including overseeing audits and ensuring that financial practices are transparent and in line with legal requirements.
- **Representation:** Acting as a financial spokesperson for the Association during board meetings and other strategic discussions.
- **Committee Oversight:** Act as the Board Liaison for the Membership Committee relaying any pertinent information from the EC or the Board as needed, promoting transparency and quick turnaround on decisions. The Treasurer will also Chair the Finance Committee creating succession and redundancy of the knowledge of Association's finances.

## B. Non-Voting Members

Committee members serve as the voice of the membership providing real-time opportunities and suggestions on how the Association can better meet the needs of industry.

### The Past President:

- **Committee Oversight:** Act as the Board Liaison for the Events Committee relaying any pertinent information from the EC or the Board as needed, promoting transparency and quick turnaround on decisions. Maintaining consistency and insight on previous events is a key function of this position.
- **Crisis Management:** In times of crisis or uncertainty, the Past President provides steady leadership, assisting in making difficult decisions, communicating effectively with members, and mobilizing resources to address challenges and mitigate risks.
- **Guidance:** Provide oversight and guidance to the President and EC ensuring continuity with the Association's past decisions and processes, as well as assisting in the development of the strategic direction.

### The Executive Director:

- **Representation:** Actively represent and advocate for the interests of the Association, interacting with stakeholders, industry partners, government officials, and the public to promote the Association's interests and advance its goals.
- **Relationship Building:** Develop strong relationships with the Association's industry partners and other industry Associations relevant to advancing the mission and vision of the Association.
- **Committee Oversight:** The Executive Director shall have a working knowledge of all active items in the committees and act as the Board Liaison for the Advisory Committee relaying any pertinent information from the EC or the Board as needed, promoting transparency and quick turnaround on decisions.
- **Membership Growth:** Create a strategy in conjunction with the Membership Committee to be submitted to the EC at the start of each EC term.
- **Association Management:** Provide oversight and direction for the Association's Staff to achieve success in the EC's board approved strategic plan and everyday functionality.
- **Banking Relationships:** Oversee banking relationships, including negotiating terms for loans, lines of credit, or other financial services

### C. The Staff

The Staff will work with the Committee to coordinate tasks the need to be accomplished to achieve success in the EC's board approved strategic plan.

#### The Staff:

- **Scheduling:** Coordinate dates, locations, and notices with the Committee for all Board of Director's meetings, ensuring that all relevant materials are prepared and shared in a timely manner.
- **Communication:** Ensure information, such as meeting minutes or other requests, such as Committee needs, are provided to the EC and the Board of Directors in a timely manner. The information shall be organized and accurately stated with the correct review and approval prior to distribution.
- **Record Management:** Manage important records of the Association in conjunction with the Secretary and Executive Director. These records are to include, but are not limited to, to meeting minutes, record of attendance, and member and Board contact information. A records management system will be setup, with the approval of the EC, securing and accessing document storage and management.
- **Association Management:** Coordinate with the Executive Director to provide support to achieve success in the EC's board approved strategic plan and everyday functionality. This includes but is not limited to the website administration and the tasks outlined above.

### III. Committee Meetings

The EC meetings are closed-door, invite only meetings.

#### Meeting Frequency:

EC meeting will meet three (3) times a year, at minimum, in conjunction with the General Board of Directors meetings to include the Officers and the Executive Director and Past President as outlined below.

- Prior to the Spring General BOD Meeting
  - Vision strategy for the upcoming year
- Prior to or after the Summer General BOD meeting
  - Discussion of progress and performance of the Association
- Prior to the Annual Meeting
  - Review of the current year's accomplishments and open items
  - Considerations / Adjustments for the following year's strategy
- **Notice:** The Committee Chair or Staff Liaison will provide a Notice of the Committee Meeting via email at least two (2) weeks prior to the meeting date.
- **Agenda:** The agenda will be developed by the Committee Chair with the assistance of the Staff Liaison. Standing agenda items include acknowledgment of the Association's policy and anti-trust statement.
- **Materials:** All materials for a committee meeting will be distributed a minimum of one (1) week prior to the meeting date.
- **Minutes:** Minutes will be kept as a record of Committee recommendations, and decisions. The Staff Liaison or Secretary will draft Committee minutes with assistance from the Committee Chair for review to ensure accuracy.

**Committee Expenses:** Expenses to participate/attend in-person Committee meetings are the responsibility of the individual. The Association will cover the cost of the Committee meeting space (e.g. meeting room, virtual hosting, audio-visual equipment,

etc.) meeting materials, and other expenses associated with facilitating the meeting when in conjunction with a scheduled Association event, such as a Board of Director's Meeting. A virtual option will be provided if necessary.

**IV. Attendance Policy and Quorum**

A 60 percent quorum of Committee members is required to approve actions proposed in the meeting. Committee members are requested to attend each meeting and advance notice is given to provide the best opportunity to avoid conflicts. The Association greatly appreciates members who serve as volunteers. In the event a committee member misses three scheduled Committee meetings, the Committee Chair with the approval of the Board of Directors may ask the member to step down.

**V. Orientation Process for New Board Members**

New Board of Director orientations will be held prior to the first Committee meeting with new Committee members, the Secretary, and the Vice-President.

The Orientation will Include:

- A review of AMAP's Anti-Trust Policy
- The Committee Charter and Guidelines, as applicable
- The Board of Director's Responsibilities
- The mission of the Association

Approved by (President):

Signature: Tanya Nash

Name: Tanya Nash

Title: President

Date: June 17, 2024

Approved by (Executive Director)

Signature: [Signature]

Name: Richard Churel

Title: Executive Director

Date: 6/17/24