



ASSOCIATION OF MODIFIED ASPHALT PRODUCERS ADVISORY COMMITTEE GUIDELINES

The Association of Modified Asphalt Producer's (the "**Association**") Advisory Committee Guidelines (the "**Guidelines**") set forth the role and responsibility of members participating on the Advisory Committee (the "**Committee**") and the industry Advisors (the "**Advisors**") in which they interact with.

I. Authority and Statement of Purpose

As identified in the Committee Charter, the role of the Committee is to provide oversight for the NAPA's Committee for Asphalt Research and Technology (CART), Committee for Engineering Application and Practice (CEAP), and Sustainability Committee (SC). The Committee will provide feedback and direction regarding focus areas for CART, CEAP, and SC. The Committee will help determine committee jurisdiction when in question.

II. Roles and Responsibilities

A. Oversight

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

The Committee Chair will:

- Develop the agenda, action items, and dates for Committee meetings in collaboration with the Staff Liaison.
- Ensure the Association's Conflict of Interest and Anti-trust policies are understood and followed.
- Establish subcommittees and/or task forces as needed to provide focus on specific opportunities or initiatives.
- Work with the Staff Liaison to ensure information is provided to Committee members in a timely, organized, and concise manner.
- Work with the Staff Liaison to ensure information is provided to the other Association's Committees in an organized, and concise manner, as needed.

The Executive Committee Liaison will:

- Work with the Staff Liaison to ensure information is provided to the Executive Committee and the Association's Board or Directors in a timely organized manner.
- Work with Committee Chair regarding the establishment of committee and/or task forces and the recommendation of individuals to lead opportunities and initiatives.
- Provide for a smooth transition for new Executive Committee Liaison upon transition of the Executive Committee roles.

B. Committee 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.

Committee Members will:

- Represent the interests of and make decisions in the best interest of the Association and the asphalt industry.
- Attend and actively participate in Committee meetings. If Committee is not actively participating with the Committee or Subcommittee, the Committee Chair and the Executive Committee Liaison can ask that member to vacate their spot in the Committee.
- Ensure minutes from the previous meeting are an accurate reflection of the discussion and if incorrect, clarify and correct the record.
- **Guide** meetings within their Subcommittee, engaging the Advisors in a discussion on current events in the industry pertaining to the interests of the Association.
- Bring industry issues, challenges, and opportunities to the Committee and determine whether or not to bring the topic to the Executive Committee and the Association's Board of Directors for distribution to the other Association Committees.
- Encourage Association members to participate by sending industry needs and information to a member of the Committee.

C. The Staff Liaison

The Staff Liaison will work the Committee Chair and subcommittee chairs to establish the date, time, location, and agenda for each Committee or Subcommittee meeting.

The Staff Liaison will:

- Work with the Committee Chair to ensure information is provided to Committee members in a timely, organized, and concise manner.
- Work with the Committee Chair to ensure information is provided to the other Association's Committees in an organized, and concise manner, as needed.
- Work with the Executive Committee Liaison to ensure information is provided to the Executive Committee and the Association's Board or Directors in a timely, organized manner.
- Act as Secretary to ensure an accurate record of the Committee meeting is kept by working with the Committee Chair to produce and review Committee minutes.

D. Advisors to the Committee

An "Advisor of the Committee" is someone who was invited to participate with in one of the Subcommittees, but do not have voting rights. An Advisor is considered a knowledgeable and active member of the industry and is trusted to provide information to the best of their knowledge and ability.

The Advisor of the Committee will:

- Exchange information about industry needs and opportunities for innovation
- Bring industry issues, challenges, and opportunities to the Committee and determine how the Association can assist in these matters.
- Provide a peer review on the Committee's annual report and offer comments on committee and/or task force improvements
- Assist in drafting needs statements and problem statements for the Committee to bring to the other Association Committee and membership.

III. Committee Selection and Tenure

Full-time employees of member companies may be considered for Committee membership. The Committee seeks a balanced and diverse representation defined as follows:

Committee Selection Criteria may include:

- The Committee shall consist of no more than eight (8) members with a combination of the following:
 - up to four (4) Producer Members
 - up to four (4) Supplier Members
 - up to two (2) Associate Members
- Liaisons from the Association's Staff and Executive Committee will be part of the Committee with no voting rights.
- Committee members may serve on the Executive Committee, Board of Directors, or other Association Committees without conflict as long as the member is able to actively contribute to the success of the Committee .

IV. Attendance Policy and Quorum

A 50 percent quorum of Committee members is required to approve actions in the meeting agenda. 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 and Executive Committee Liaison may ask the member to step down.

V. Best Practices for Robust Discussion and Participation

Innovation, breakthroughs, and better service result when agenda items encourage active participation. To ensure the Committee is providing a compelling value proposition, it is encouraged that each Subcommittee submit meeting minutes with the assistance of the Staff Liaison.

VI. Orientation Process for New Members

A New Committee Member or Advisor Orientation will be held (in-person or via video-conference) no later than two (2) weeks prior to a scheduled Committee meeting with new Committee members, the Committee Chair, and the Staff Liaison.

Materials for the orientation include:

- The Committee Charter
- The Committee Guidelines

VII. Meetings

A. Scheduling

The Committee will meet a minimum of three (3) times per year with additional meetings scheduled at the discretion of the Committee Chair and Executive Committee Liaison. The subcommittees will meet quarterly at a minimum.

B. 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. The Subcommittee members will coordinate with the Staff Liaison to provide notice to the necessary Members and Advisors via email at least two (2) weeks prior to the meeting date. This Notice of Meeting will include the meeting date, time, and location (e.g. in-person, video-conference, etc.).

C. Minutes

Minutes will be kept as a record of Committee discussions, recommendations, and decisions. The Staff Liaison will draft Committee minutes with assistance from the Committee Chair for review to ensure accuracy. The minutes, as a standing agenda

item, will be provided to Committee members as part of the overall Committee packet, reviewed, and approved at the next Committee meeting.

Minutes will be kept as a record of Subcommittee discussions, recommendations, and decisions. The Staff Liaison will draft Subcommittee minutes with assistance from the Subcommittee Members and provide them to the Committee Chair for inclusion in at the next Committee meeting.

D. Committee Expenses

Expenses to participate/attend Committee or Subcommittee 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.

VIII. Related Association Policies

A. The Association Anti-trust Policy

It is the strict policy of the Association in all its meetings and activities to adhere to the objectives of the organization as outlined in its Mission Statement, and to permit no deviation there from. The policy is essential to avoid charges of conduct contrary to anti-trust laws. It is the policy of the Association not to discuss, consider, or debate asphalt prices, associate material or equipment prices, pricing practices and production costs, production targets, market divisions, the exclusion of competition or any other subject prohibited by state or federal anti-trust laws. If there are any violations of this policy, the offending member will be ruled out of order and a record minute made to this effect.

B. Association Meetings Policy Statement:

Authority to speak or act for the Association. Only those persons who have been authorized to speak for, or act on behalf of, the Association, in accordance with the Association's Bylaws, Board of Directors' Rules, or the Rules of Operation of the Association's Committees, may so speak or act and shall so speak or act only with respect to those matters on which they have been authorized to speak or act. No unauthorized person may speak for or act on behalf of the Association shall represent or hold themselves out to any other person as possessing or exercising, whether expressed or implied, such authority. No person shall have the authority to bind the Association, either orally or in writing, without the prior written approval of the Board of Directors. In the area of Codes and Standards development and Codes and Standards interpretation, the Association shall conform to all mandatory Government Standards, American National Standards Institute - National Standards, and current Association rules as approved by the Board of Directors.

C. Conflict of interest and Ethics

The Association recognizes that there may be times when Committee members may have a conflict of interest due to the business nature of their company, their own personal relationships, or other associations and organizations to which they belong. The Association also recognizes that participation on a Committee and/or committee provides access to confidential information and discussions. To ensure the safety of information, encourage active participation and discussion of differing viewpoints, the Association requires every Committee member to acknowledge the Association's Conflict of Interest Policy which will be recorded in the minutes. Individuals who do not believe they can follow these expectations will vacate Committee membership immediately.

D. Anti-harassment

The Association is committed to maintaining a safe, productive, diverse, inclusive, professional, collegial, and secure work environment in which all individuals are treated with respect and dignity. Discrimination, harassment, or inappropriate conduct is not tolerated by or against employees, members, volunteers, vendors, contractors, or any other individuals who conduct business with the Association. Any violations of this policy should be reported to the Staff Liaison. If the Staff Liaison was the one in violation of the policy, the violation should be reported to the Association's Executive Director.

IX. Diversity and Inclusion

To help our industry and Association transform society through the power of collaboration, the Association pledges to:

- Practice inclusion of individuals from member companies. The Association recognizes continued growth, influence, and credibility occur when viewpoints from all are heard and taken into consideration,
- Pull in diverse backgrounds and perspectives to enrich group capabilities, and
- Point out opportunities to support equitable work environments and behaviors.

The Association is especially concerned with creating space for the difficult conversations, hearing the voices least heard, and providing leadership where it is needed in governance and operations. In doing so, we advance the Association's mission while also providing culturally relevant service and value to members and society.

X. Records

The Association will retain official records (for example, Committee agendas, supporting documents, and minutes) for a period equal to at least three (3) years on the Association's server and/or the Association's Management Office. Any documentation of meetings that is not maintained by the Association's Management Group is deemed a copy of the record.

*Updated by Tanya Nash, Association of Modified Asphalt Producers on March 2, 2023
Approved by the Committee on XXXXX*