



CHAPTER STANDARDIZATION COMMITTEE

Terms of Reference

1. INTRODUCTION

The Architectural Woodwork Manufacturers Association of Canada (“AWMAC”) has elected to form and to undertake activities through a Chapter Standardization Committee (“Committee”). This Terms of Reference (“TOR”) sets forth the terms and understanding of the Committee.

2. PURPOSE AND AUTHORITY

- 2.1. The Committee is an advisory committee that makes recommendations regarding Chapter Standardization for consideration and approval by AWMAC and/or the respective AWMAC Chapters as applicable.
- 2.2. The Committee is wholly without any ability to legally bind either AWMAC or any AWMAC Chapter, including AWMAC’s and any AWMAC Chapter’s volunteers, employees, and contractors, in any way, including but not limited to, entering into any contractual obligation, procuring or selling goods or services, hiring employees or retaining consultants, entering into partnerships or commercial arrangements of any kind with any person or business, incurring costs or making expenditures other than those approved in advance pursuant to this TOR, or borrowing or lending money on behalf of AWMAC, AWMAC’s Chapters, or on its behalf.
- 2.3. It is understood that the Committee has no decision-making authority regarding the approval of Bylaws, policies, or other applicable legislation other than to submit recommendations to their respective Board of Directors for consideration.
- 2.4. Committee participants are subject to the requirements of AWMAC’s bylaws, policies, and procedures.

3. RESPONSIBILITIES

- 3.1. The responsibilities of the Committee include, but are not limited to:
 - a) Developing membership classes and definitions, membership criteria, membership policies, and template Bylaws for use by all AWMAC Chapters.
 - b) Seeking input and approvals as required from each AWMAC Chapter.
 - c) Other matters and initiatives that may come up from time to time by the AWMAC Chapters or AWMAC.

3.2. Committee participants will, at all times, treat one another and AWMAC's and AWMAC Chapters' volunteers, employees, and contractors with respect, participate fully in the work of the Committee by freely sharing their expertise and informed perspectives, make every effort to attend meetings, attend meetings fully prepared having reviewed any materials provided in advance, and make recommendations in the best interest of AWMAC as a whole, free from personal interest or consideration.

4. COMPOSITION AND APPOINTMENT

4.1. The Committee is a **Standing Committee** of the AWMAC Board of Directors (AWMAC Board).

4.2. The Committee is composed of:

- a) One AWMAC Board Member, appointed by the AWMAC Board annually.
 - o The AWMAC Board Member shall serve as the Committee Chair ("Chair").
 - The Chair will be a non-voting participant. However, they may vote to break a tie.
 - The Chair will not also serve as an AWMAC Chapter Representative.
- b) One additional AWMAC Board Member, appointed by the AWMAC Board annually, who shall serve as the Committee Vice-Chair ("Vice-Chair").
 - o The Vice-Chair may also serve as an AWMAC Chapter Representative.
 - o The Vice-Chair shall serve in the Chair's absence and take on the Chair's responsibilities.
 - o If serving in the Chair's absence, the Vice-Chair may only vote to break a tie.
- c) One representative of each AWMAC Chapter ("AWMAC Chapter Representative") appointed by the AWMAC Chapter.
 - o The AWMAC Chapter Representative is not required to be an AWMAC Chapter Board Member; however, it is recommended.
 - o The AWMAC Chapter Representative shall be a voting participant.
- d) The National Executive Director (ED) who is a non-voting Committee member.
- e) Additional Committee members may be appointed by the AWMAC Board as required.

4.3. The term of each AWMAC Chapter Representative shall be one year and may be renewed annually at the discretion of each AWMAC Chapter. Should a vacancy occur on the Committee, the applicable AWMAC Chapter may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term. The applicable AWMAC Chapter may remove and replace their AWMAC Chapter Representative at any time and at their sole discretion.

4.4. The Committee's TOR will be reviewed and amended, as required, and approved by the AWMAC Board.

5. REPORTING AND ACCOUNTABILITY

The Chair will report all actions of the Committee to the AWMAC Board at the next Board meeting. The AWMAC Chapter Representatives will report to their AWMAC Chapter Board.

6. COMMITTEE COSTS

The Committee shall advise the ED of any anticipated costs for each calendar year to the ED within the timeline specified by the ED. The Committee may only incur such costs as are approved by the AWMAC Board and/or their respective AWMAC Chapter.

7. COMMITTEE SUPPORT PERSONNEL

- 7.1. The ED may engage the services of volunteers, employees, or contractors as a Secretary to support the Committee's work. The ED may also engage other contracted service providers on an as-needed basis to provide additional support assuming the cost of such has been approved by the AWMAC Board.
- 7.2. Committee support personnel are accountable to the ED with respect to all matters relating to this TOR. The ED will determine the terms and conditions under which their services are retained in accordance with the direction and authority granted by the AWMAC Board.

8. COMMITTEE MEETINGS

- 8.1. Frequency and Type - the Committee will meet by telephone or virtual conferencing at least two (2) times per year. In-person meetings may be held if required; however, all expenses must be approved by the AWMAC Board and AWMAC Chapter Boards. All costs of AWMAC Chapter Representatives shall be borne by their respective AWMAC Chapter as approved by the AWMAC Chapter Board. Meetings will be called by the Chair or two AWMAC Chapter Representatives.
- 8.2. Quorum - minimum of 50% plus one (1) of the AWMAC Chapter Representatives (voting participants).
- 8.3. Voting – minimum of 50% plus one (1) of the AWMAC Chapter Representatives (voting participants). If a vote is not unanimous, the minority opinion will be recorded in the minutes and, if requested, will include the name(s) of those who opposed the motion.
- 8.4. Agenda – the Chair will set the meeting agenda in collaboration with the ED. The designated AWMAC administrator will forward the agenda and supporting materials to the Committee no less than five days before a meeting.
- 8.5. Minutes – the designated AWMAC administrator will draft the minutes of the meeting. A summary of agenda items discussed and all Committee decisions shall be recorded in the minutes of meetings. The Chair will approve the minutes before being released to the Committee.



8.6. Order – meetings will be conducted according to the most current edition of Robert’s Rules of Order unless otherwise stated in this TOR.

8.7. Guests - may be invited to meetings if pre-approved by the Chair. Guests shall not have a vote. Guests shall not incur expenses unless pre-approved by the AWMAC Board or respective AWMAC Chapter Board.

9. RIGHT TO DISSOLVE COMMITTEE

The Committee will remain active until dissolved by the AWMAC Board.

10. DISSOLUTION OF COMMITTEE

10.1. The Chair and ED are responsible for adherence to and management of the Committee dissolution process, as follows:

- a) The ED, or designate, shall send notice of the dissolution to all Committee participants within two (2) business days of receiving the Dissolution Notice. The next Committee meeting minutes shall record the date of receiving the Dissolution Notice and the date the dissolution period ends.
- b) The Committee shall continue to operate during a dissolution period of ninety (90) calendar days to complete any pending responsibilities of the Committee.
- c) With AWMAC’s approval, the Committee may continue its activities under provisions of a dissolution extension period, provided that the then Committee participants agree to continue to serve on the Committee for the extension period. A dissolution extension period shall be no greater than ninety (90) calendar days.

10.2. At the end of the dissolution period or the extension to it, if any, the ED or designate shall have one month to close out and consolidate all Committee records, drafts and correspondence files, all of which shall be permanently archived as scanned digital files and placed on suitable archive media.

11. CONFIDENTIALITY

Neither of the AWMAC, the AWMAC Chapters, or the AWMAC and AWMAC Chapter Committee participants, volunteers, staff, or contractors are to disclose, directly or indirectly, any confidential information received from the other to any third party without written consent unless required by law.