

BOARD MEETING AGENDA

Thursday, June 8, 2017

8:00 am – noon

Hyatt Regency Baltimore Inner Harbor
Chesapeake Room
Baltimore, MD

Background

1. SBCA Mission Statement (**APPENDIX A**)
2. Antitrust Law and Conflict of Interest Policies (**APPENDIX B**)
3. Actions of a Committee Requiring a Motion (**APPENDIX C**)
4. SBCA Structure (**APPENDIX D**)
5. Roles and Responsibilities of SBCA Committees (**APPENDIX E**)
6. Responsibilities of SBCA's Board of Directors (**APPENDIX F**)

Meeting Agenda

1. **Call to Order** – Jack Dermer 8:00 am
 - a) **Introductions, Sign-in Sheet and Opening Remarks** – Jack Dermer
 - b) **Review and Approve Minutes of March 2017 (EXHIBIT 1)** – Jack Dermer
 - c) **Review Agenda, any Updates?** – Jack Dermer
 - d) **Any Industry Issues or Discussion Topics** – Jack Dermer
2. **Nominating Committee Report** – Jess Lohse 8:05 am
3. **Treasurer's Report** – Jim Finkenhoefer and Staff 8:15 am
 - a) Budget Critical Management
 - i) TPI/SBCA Cooperative Publications Agreement

BCSI-Related Revenue	Minimum Amount Agreed to with TPI Jan-Dec	2017 Sales YTD March	2016 Sales YTD March	2015 Sales YTD March	2014 Sales YTD March	2013 Sales YTD March	2012 Sales YTD March	2011 Sales YTD March	2006 Sales YTD March	2005 Sales YTD March
TPI 50% Gross Margin	\$249,017	\$56,695	\$58,485	\$53,405	\$49,049	\$46,263	\$44,707	\$29,171	103,923	96,556
SBCA 50% Gross Margin	\$249,017	\$56,695	\$58,485	\$53,405	\$49,049	\$46,263	\$44,707	\$29,171	103,923	96,556
Total Gross Margin	\$498,033	\$113,389	\$116,970	\$106,808	\$98,098	\$92,526	\$89,414	\$58,342	207,845	193,111
Total Tags	9,407,600	1,541,000	1,488,000	1,341,000	1,131,000	1,092,000	851,000	816,000	3,897,000	3,601,000
Total Brochure Pages	7,271,402	1,837,474	1,924,621	1,724,455	1,658,168	1,514,963	1,560,911	932,576	3,390,988	3,413,700

- b) Budget Review
 - i) 2017 Year-to-Date Operations Report
- c) Treasurer's Financial Policy Recommendations, if any
- d) Staff's Management Recommendations, if any

- e) Approve Treasurer's Report
- 4. Update from Members on Visits with Legislators and Agencies** – Jack Dermer 8:25 am
- 5. Truss Plant Tour Review and Thoughts** – Jack Dermer 9:25 am
- 6. Focus Group Meeting Review and Thoughts** – Jack Dermer 9:35 am
- 7. BCMC Report** – Javan Yoder 10:05 am
- 8. SBC Magazine Update** – Staff 10:15 am
- a) Current Advertisers by Program:
- i) GOLD
- Alpine, an ITW Company
 - Clark Industries, Inc.
 - Eagle Metal Products
 - Eide
 - Lakeside Trailer Manufacturing, Inc.
 - MiTek
 - NWH Roof & Floor Truss Systems
 - Precision Equipment Mfg
 - Simpson Strong-Tie Co.
 - TRIAD
 - Wood Truss Systems, Inc.
- ii) SILVER
- HOLTEC USA Corporation
 - Hundegger USA, L.C.
 - Sundial Software, LLC
 - Vecoplan, LLC & Vecoplan Midwest, LLC
- iii) BRONZE
- Composite Panel Systems LLC
 - Wasserman & Associates, Inc.
- 9. SBCRI Update** –Staff 10:25 am
- a) QA Policy for Board Review (**EXHIBIT 2**)
- 10. Industry Supplier Updates** 10:35 am
- a) Thoughts from attendees representing truss plate, connector and cold-formed steel supplying industries
- i) Alpine & Alpine/TrusSteel
- ii) Cherokee Metal Products
- iii) Eagle Metal
- iv) MiTek, MiTek/Aegis & USP Update
- v) Simpson
- b) TPI Update/TPI Steel Truss Inspection Program Update
- i) Steve Cabler
- ii) Mike Cassidy
- c) Thoughts from attendees representing lumber and EWP supplying industries

- i) John Branstetter
- d) Input from other suppliers in attendance
 - i) Steve Shrader
 - ii) Sean Riley
- e) Raw material supply chain issues or trends affecting component manufacturers?

11. Softwood Lumber CVD/AD Update – Jack Dermer	11:00 am
12. SBC Industry Roundtable/Updates/Discussion – Jack Dermer	11:10 am
13. Old Business – Jack Dermer	11:50 am
14. New Business – Jack Dermer	11:55 am
15. Adjournment – Jack Dermer	Noon

BOARD MEETING MINUTES
Thursday, March 30, 2017

Las Vegas, NV

Opening Remarks

Jack Dermer opened the meeting at 8:01 a.m. Introductions were made around the room and the SBCA Antitrust Statement was circulated and signed by all meeting attendees, thereby acknowledging the SBCA antitrust policies in effect.

Attendance

Board Members in Attendance: Dallas Austin, Steve Cabler, Jack Dermer, Jim Finkenhoefer, Gene Frogale, Dave Green, Josh Hendrickson, Joe Hikel, Dan Holland (for Barry Dixon), Taft Ketchum, Jess Lohse, Dave Motter, Rick Parrino, Justin Richardson, Mike Ruede, Jeff Smith, Steve Stroder, Steve Strom, Jeff Taake, Scott Ward

Other CMs in Attendance: Ken Cloyd, Larry Dix, Jared Dix, Paul Johnson, Colleen Ketchum, Joseph Maez, Jeff Thue

Suppliers in Attendance: John Branstetter, April Burt, Mike Cassidy, Christian Chappell, Darren Conrad, Scott Darrow, Ben Hershey, Mike Kozlowski, Shawn Overholtzer, Jason Padilla, Sean Riley, Carl Schoening, Michael Schwitter, Michael Smith

Legal Counsel: Kent Pagel

SBCA Staff: Mindy Caldwell, Kirk Grundahl, Suzi Grundahl, Sean Shields

Past Meeting Minutes

Motion to approve the Board meeting minutes from October 2016. Motion by Joe Hikel. Second by Mike Ruede. Motion passed unanimously.

Hutterite Colony Membership Issue

Jeff Thue provided a quick overview of how the Hutterite colonies have grown their truss manufacturing business over the past few years. General discussion took place between CMs and suppliers in attendance regarding market place implications.

In the end, it was clear there was no immediate actions the association could take that would bring any type of resolution to the issue. It was advised Jeff continue to pursue investigation and gather information to bring back to SBCA.

Nominating Committee

The Nominating Committee nominated two chapter representatives to join the Board of Directors: Josh Hendrickson from the Alabama Chapter and Justin Richardson from the Wisconsin Chapter.

Motion to approve the Nominating Committee's nominations of Josh Hendrickson and Justin Richardson. Motion by Rick Parrino. Second by Jess Lohse. Motion passed unanimously.

New Annual Industry Award

The Executive Committee made the recommendation to the Board to create a new annual leadership award to remember Dwight Hikel, the Dwight Hikel Humanitarian Award. The description for this award will be as follows: *“This individual will be recognized for a mentoring spirit and generosity in philanthropic activities in the structural building components industry and/or sharing ideas, time and talents for the purpose of mentoring others in the industry.”*

Motion to approve the Executive Committee’s recommendation to create the Dwight Hikel Humanitarian Award. Motion by Mike Ruede. Second by Rick Parrino. Motion passed unanimously.

Treasurer’s Report

Jim Finkenhoefer and staff provided the Board with an overview of the SBCA profit and loss statement and proposed budget projections for the year. Overall, the expenses for 2016 tracked very closely with the expected budget. Staff gave a review of the SBCA/TPI publications agreement and discussed how publication sales track well with housing starts. There was also a brief discussion on how profits from entities like *SBC Magazine*, SBCRI and BCMC are managed within the budget to both meet member needs for services and begin building back up the association’s reserves.

Motion to approve the Treasurer’s Report. Motion by Mike Ruede. Second by Scott Ward. Motion passed unanimously.

Board of Director Overview

Jack thanked everyone for participating in the Board of Directors and giving of their time and talents to improve the association and the industry at large. He focused on the roles and responsibilities of Board members and the role the association plays in the industry. All members were encouraged to share with staff any concerns they have and to share the ways they think the association can help them and provide value.

BCMC Update

Jeff Taake provided an update on the BCMC show on behalf of Javan Yoder. As of March 27, there were 33 exhibitors and 28,700 square feet sold. In comparison, at the end of the 2016 show there were 111 exhibitors and 34,400 square feet sold. The BCMC Programs Subcommittee has decided on the educational session topics and they are currently finalizing the details with the speakers. Taake reviewed the schedule, which will include a CM Plant tour at Christensen Lumber Co., along with a golf outing, 5K run/walk, and a first annual BCMC bike ride. Finally, Taake reported that BCMC 2018 has been confirmed for October 23-26 in Milwaukee, Wisconsin.

SBC Magazine Update

Staff provided an update on *SBC Magazine*, *The Market Place* and SBC Industry News. Staff thanked the program advertisers and all the things they make possible through their support for the magazine.

SBCRI Update

Staff provided a brief overview of the industry testing currently being conducted at SBCRI and the knowledge that is being collected on structural performance. There is significant work being done to gather all the information that has been published over the years from data collected through SBCRI testing and putting it in one place for members to access easily.

Industry Supplier Updates

Truss Plate Manufacturers

On behalf of ITW/Alpine, Michael Schwitter reported that housing starts look strong for the near future and housing is headed in the right direction. There is a sentiment that multifamily, as a share of housing starts, will likely increase for the next few years, but there is some concern that starts will dip beginning in 2019. On the steel front, they anticipate the cost of steel will continue to tick upward. When asked the question, it's hard to tell the effect the Trump Administration may have on a wide variety of issues that could impact the housing industry. Schwitter said there does appear to be a greater level of optimism among CMs.

On behalf of MiTek, Steve Cabler agreed with Schwitter's observations on housing. Production cuts in China and other factors will likely contribute to a continuation to historically high steel prices. They don't see any issues with supply, but there are some unknowns with China's production capacity as U.S. production capacity continues to decrease. As a result, prices will likely stay rather flat, with slight increases. Cabler indicated that their customer base appears to be relatively optimistic for the remainder of the year.

On behalf of Simpson, April Burt agreed that the effect of tariffs on foreign sources of steel is still unknown, so this may or may not have an impact. Burt did indicate there continues to be concerns surrounding a shortage of labor and how automation may affect the industry.

On behalf of Eagle Metal, Carl Schoening reported that steel prices continue to increase. There is strong demand ahead.

All the TPI members indicated CMs are beginning to think differently on how trusses are designed and constructed to minimize dependence on labor. This sentiment was shared by CMs who believe the industry needs to change quickly if it's going to be successful.

TPI

Mike Cassidy, TPI's Executive Director, indicated the TPI Board would meet with SBCA's Truss Plate Council in conjunction with the OQM in Baltimore. The future of TPI 3 is currently on hold. The TPI 2 workgroup has not had any activity since the last OQM. TPI is looking at a few technical issues, including top chord bearing and multiply girder connections. There will likely be subcommittee work on those issues in the near future. The third-party inspection program continues to grow, but at a slow pace.

Lumber

John Branstetter reported that the softwood lumber dispute is not expected to be resolved quickly, and tariffs of 25-30 percent will likely be imposed in the near future. He said that it doesn't sound like there will be a price cap that will remove the tariff like last time. Since this tariff will most likely be retroactive, that's contributing to it getting included in the current price of lumber. The reason why Canadian firms have invested so heavily in the U.S. South is because that's where the timber supply is as the beetle kill has been significant in Canada.

John also indicated rail transportation is causing a problem with timely deliveries. They are trying to run as lean as possible, and as a result they end up struggling to get up to speed once demand picks up. They also have bottlenecks, and sometimes other products like grain can dominate rail car supply. John's sentiment is the rail industry is better equipped to handle peak demand than it did a decade ago.

Western Canadian production is likely to drop off in the near future, so likely production will increase in Southern Pine. Prices spiked in the recent past, and that was most likely due to anticipated tariffs. John reported they are selling more high quality MSR into Canada, indicating

they are probably struggling to make it themselves. John also promoted the MSR Workshop in Seattle, April 18-21.

Financial Services

Sean Riley with Blue Tarp Financial provided an overview of the macro-economic drivers they collect as a part of their business.

Equipment

Ben Hershey reported on behalf of Steve Shrader that equipment sales have been very strong so far this year. It does appear more and more CMs are embracing greater automation in their facilities. Joe Hikel observed that production equipment doesn't currently seem to embrace the need for innovation in that all the capital expenditures seems to be focused on simply replacing obsolete or non-supported equipment, as opposed to equipment that actually increases efficiency. The comment was also made that there isn't enough effort made by CMs to spend the time to evaluate how to get the most out of the equipment they invest in.

Committee Reports

It was reported the IT Committee continues to meet regularly to cover IT topics and share best practices. As a result, this group has become good friends, which is one of the goals of the association work.

Jack also shared how the Executive Committee continues to meet every Friday morning. Recently, there has been good participation in the open Executive Committee calls the last Friday of each month.

National Framers Council Update

Staff reported on behalf of Ken Shifflett and shared that NFC had added a new Executive Director, Chris Tatge. He has a strong background as a framer and will be focusing on growing membership with smaller framers over the coming months. One of NFC's current initiatives is OSHA compliance and creating a standard that framers can use to determine compliance with the law. There is a strategic meeting coming up soon with the NFC leadership to set the goals and agenda for the rest of the year. Regional meetings have taken place in Maryland, Texas Florida and California.

Old Business

There was no old business.

New Business

There was no new business.

Adjournment

Motion to adjourn. Motion by Carl Schoening. Second by Jim Finkenhoefer. Motion passed unanimously.

The meeting adjourned at 10:47 am.

/ss

SBCRI INDEPENDENT THIRD-PARTY SERVICES (RESOLUTION)

Committee: Executive

Resolution Approved Unanimously on April 7, 2017 by SBCA's Executive Committee

RESOLUTION: The SBC Research Institute (SBCRI) will expand its scope of services to include third-party follow-up inspection services for any company that request these services. This may include product trademarking, grade marking and listing of product performance characteristics. The SBCRI offerings will include, but not be limited to initial qualification testing, on-going quality control testing, and related independent third-party and generally accepted QA/in-plant QC services. SBCRI will contract directly with companies requesting these services. All reports, data, analysis and related information resulting from SBCRI's inspection services are considered a proprietary and confidential work product of the company and SBCRI.

BACKGROUND & DISCUSSION: The SBC Research Institute conducts a substantial amount of proprietary testing for private customers through non-disclosure agreements and contracts generally due to the testing market development and sales efforts of Qualtim staff.

The relationship with Qualtim was set up so that SBCA can undertake not only industry testing but also generate funding from confidential and proprietary SBCRI testing that can be used to provide additional value to the structural building components industry. The Qualtim/SBCRI contract is the key to performing work under a non-disclosure agreement (NDA) and facilitating the creation of unique intellectual property.

For every proprietary testing project, Qualtim provides revenue sharing to SBCA that is invested back into industry projects. In 2012, the amount of revenue contributed back into SBCA programs and services was \$261,641. In 2015, the funding generated from SBCRI proprietary testing services comprised 12% of SBCA's revenue (see Figure 1).

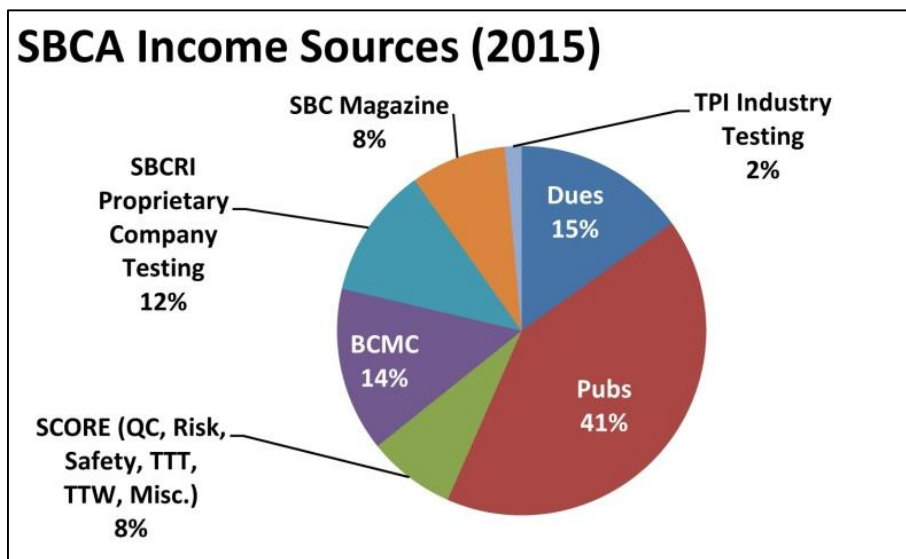


Figure 1: Chart of SBCA's Income Sources for 2015

Much of the proprietary testing work that Qualtim/SBCRI has done over the years has been in the area of new product development. The companies developing these products have been working with product certification agencies to develop code evaluation and code compliance reports. Since many of these products are manufactured in accordance with a quality system, the evaluation reports obtained by these companies require periodic inspections and/or quality control (QC) testing as part of their approval. SBCRI is already involved in quality control testing. This type of testing is very beneficial to SBCRI/SBCA as it can provide a steady stream of ongoing work as opposed to the more sporadic nature of one-time product development testing.

Qualtim currently has contracts to conduct periodic QC testing for several companies. However, to simplify and streamline the process, it would be better for SBCRI to contract directly with the manufacturers. This eliminates an intermediary (i.e., Qualtim) and allows for direct relationships among SBCRI, the client and a product certification agency. The ability to provide initial qualification testing, ongoing quality control testing, third-party follow-up inspection services, product trademarking, grade marking and listing of product performance characteristics under one contract would provide a greater incentive for companies to use SBCRI services.

In addition, SBCRI has the capacity to become accredited as an ISO 17020 inspection body, if necessary. It is anticipated that adding this service would:

- 1) Continue relationships with existing clients involved in proprietary testing,
- 2) Expand the SBCA revenue that could be generated through proprietary testing, and
- 3) Provide SBCRI with additional work needed to pay for ongoing costs that exist whether there is revenue or not.

The purpose of this resolution is twofold:

- 1) It directs SBCRI to develop the expertise and procedures for conducting initial qualification testing, ongoing quality control testing, third-party follow-up inspection services, product trademarking, grade marking and listing of product performance characteristics, and
- 2) It affirms that the work needs to and will remain impartial and confidential to the client.

To provide initial qualification testing, ongoing quality control testing, third-party follow-up inspection services, product trademarking, grade marking and listing of product performance characteristics, SBCRI will need to train staff and develop a quality manual and quality procedures to guide the inspection process. Incorporated in these procedures will be a confidentiality statement binding on SBCRI and, by extension, SBCA, as confidential information on manufacturing processes will be collected from clients as part of the inspection process. These documents/statements will be required by all accredited product certification bodies and, therefore, need to be part of the written policies adopted by SBCA.

APPENDIX A

Mission Statement

What We Are...Structural Building Components Association (SBCA)

SBCA is the information conduit for our membership to stay abreast of leading-edge marketplace issues. We disseminate this information through educational seminars, membership support, SBCA chapters and our industry publications.

Our Purpose...

We provide the services our membership needs to continue expanding the market share of all structural building components by promoting the common interests of those engaged in manufacturing trusses, wall panels and related structural components to ensure growth, continuity and increased professionalism, which will strengthen the structural building component manufacturing industry's influence.

What We Do...

- SBCA formulates policy that protects and advances the interests of its members by initiating and carrying out projects that address membership concerns and promote industry marketplace interests.
- SBCA acts as the voice of the structural building components industry to legislative, regulatory and standards-generating agencies.
- SBCA provides membership services, including addressing technical questions, serving members through the creation of various products and publications, and providing support to each SBCA committee.
- SBCA supports each of its chapters to enable our industry to put a human face on the structural building components industry.
- SBCA supports research, development and testing of structural building components - trusses, wall panels, and related structural components - to root the industry in sound engineering and improve the quality, efficiency and cost-effectiveness of our products, for the purpose of achieving greater product acceptance.

For Whom...

All structural building component businesses, material and equipment suppliers, and industry professionals.

Why...

SBCA desires to promote the consistent, safe, economic, and structurally sound design, construction and use of structural building components, thereby increasing their market penetration.

- By successfully implementing its policies and serving the needs of its membership, SBCA will have the potential to make a significant difference on behalf of the entire structural building components industry.

APPENDIX B

Antitrust Law Policy

Throughout its history, SBCA has complied with the antitrust laws and is not subject to any consent decree, cease and desist order, or any other mandate or prohibition of any agency of government or any court with respect to the antitrust laws.

In order to assure continued compliance with both the letter and the spirit of the antitrust laws, participants in SBCA and the local chapters are reminded of the following important policy:

Although the antitrust laws do not preclude members of the SBCA from lawfully engaging in a great variety of collective activities, the antitrust laws do encompass certain conduct which is prohibited because it is unreasonable per se. The prime example is, of course, agreement with regard to price. Any conduct by competitors which has the purpose or effect of either raising, depressing, fixing, pegging, or stabilizing the price of a product or service is unlawful. Also, concerted action which may affect a price, including matters relating to production, terms and conditions of sale, the distribution of a product or the division of markets, is likewise prohibited by the antitrust laws.

Either an explicit or tacit understanding between competitors that could affect the price of products or operate to impede free and open competition is forbidden. In order to prove any such unlawful activity, it is not necessary that there be evidence of a formal agreement or understanding more often than not, such proof is circumstantial and a violation of the antitrust laws may be found because of a course of dealing between competitors or between members and their customers.

With regard to any SBCA meeting, there must never be **any discussion** among those attending or any formal or informal agreement of any sort, with respect to the following:

- Any price to be charged with respect to a product or service.
- Any allocation of markets or customers.
- Any coordination or cooperation with respect to bids or requests for bids.
- Terms or conditions of sale, including credit or discount terms.
- Distribution of products or services.
- Control of the production of any product or the level of production.
- Profit levels or profit margins.
- The basis for arriving at any price.
- The exchange of price information with respect to any specific customer.
- Any action which would unreasonably restrain trade.

The SBCA staff is regularly advised and reminded of principles of antitrust law as they have evolved and may affect the truss industry. The staff is alert to any discussion or topic which might result in a potential restraint of trade, and should any discussion arise at a meeting which might be construed as inappropriate, the staff has been instructed to alert those present that the particular topic under discussion should not be pursued further.

Conflict of Interest and Conflict of Interest Policy

Conflict of Interest

- “A situation in which a person has a duty to more than one person or organization, but cannot do justice to the actual or potentially adverse interests of both parties. This includes when an individual's personal interests or concerns are inconsistent with the best interests of a customer, or when a public official's personal interests are contrary to his/her loyalty to public business.”
- SBCA members are obligated to advise, in advance of any situation that might involve or appear to involve a conflict of interest, that they may be participating in activities where their duty to their company is in conflict with the policies of SBCA and the best interests of the Structural Building Component industry. By way of two examples;
 - A conflict of interest could exist if an engineer or company performing engineering services used truss design software (that was licensed to them through or by a component manufacturer) directly on behalf of a builder or general contractor to design trusses (for component manufacturers to then bid on) for a project or projects being constructed by such builder or general contractor—all of which would be in violation of the connector plate company's software license agreement and in contravention with SBCA's long standing truss design software policy.
 - A conflict of interest could exist if a company, working within industry committees, industry ANSI standards, task groups, etc., advocates for changes in policy, procedures, standards, engineering equations, testing, etc., where those changes lead to greater use of the products or services that said company provides.

APPENDIX C

ACTIONS OF A COMMITTEE REQUIRING A MOTION

POLICIES AND RESOLUTIONS

Questions that come up are: (1) what is a policy; (2) what is a resolution; (3) how are policies and resolutions different, and (4) what committee action requires a motion (which is a motion of the committee and if approved, is then submitted to the Board).

Policies:

The term "Policies" are not intended to be tightly defined, but instead to be highly flexible. They are usually a course or method of action selected by one of the committees and then approved by the Board. They help guide present and future decisions which in turn help to carry out a particular course of action. The goal through adopting policies is to establish a coherent set of decisions with a common long term objective affecting or relevant to the structural building component manufacturing industry.

An example of a policy is the "Component Design Software Products" policy that was first approved by the Component Manufacturers Roundtable, a SBCA Committee, in July of 2002. This policy was also approved by the Board. Since then it has been reviewed and reaffirmed by the Board in both 2012 and 2014.

The policy reads:

The construction industry is not best served, and the component manufacturing industry will be harmed, if Software Products are leased to, sold to, licensed to or used by any person or entity that does not design, manufacture and sell components. The Software Products should therefore only be used by licensed component manufacturers for their own design, manufacturing and sale of structural components. Excluded from this policy would be any sale and design companies who sell and design components only for a particular component manufacturer under contract or any design companies who design components only for a particular component manufacturer under contract. In such cases the licenses to use the Software Products should contain appropriate restrictions.

Resolutions:

"Resolutions," as compared to policies, are a formal expression of opinion or will of a committee or the Board agreed to by a vote of such committee or Board. A resolution usually settles or resolves an issue. A resolution is a decision to do or not do something.

1. All new policies or any policy modifications should be approved by a committee by motion and submitted to the Board for consideration.
2. Any resolution should be approved by a committee by motion and submitted to the Board for consideration. Remember that resolutions are substantive-they usually resolve some issue and involve a decision to do something.
3. Resolutions are not to be confused with tasks, which are essentially a piece of work assigned to someone such as SBCA staff to undertake, and are a method to achieve the existing priorities that have been defined by the Committee. Certainly any activity of a committee which has SBCA budget or financial implications should be viewed as a resolution.

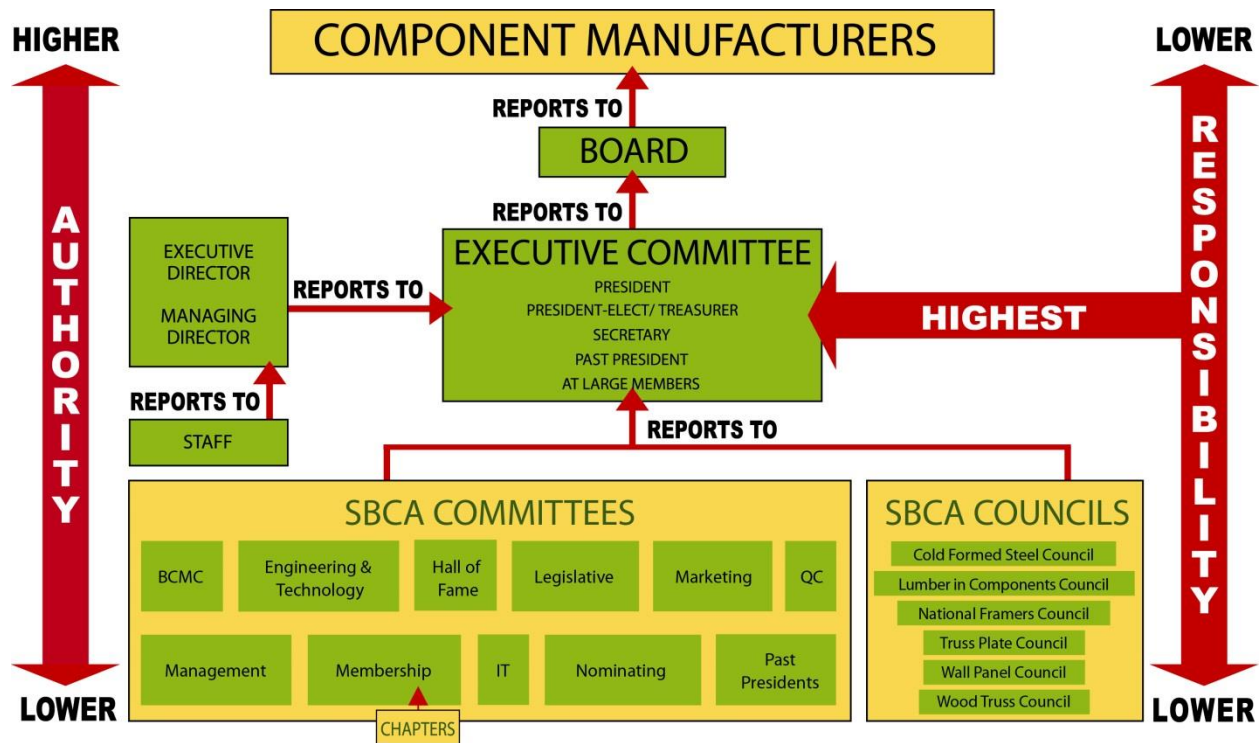
An example of a resolution is that past presidents will be offered complimentary member status upon retirement, which resolution was approved by the Executive Committee in March, 2002. The resolution was also approved by the Board.

The resolution reads:

Committee: Executive

Upon retirement from the industry, or upon ceasing to be in the employ of a member company, the past presidents will be offered a complimentary member status and a complimentary invitation to the BCMC. In addition, all past presidents shall receive emeritus member status, which shall include non-voting status and lifetime board membership status.

APPENDIX D



APPENDIX E

Roles and Responsibilities of SBCA Committees

The most important roles of every Committee include:

- Bringing ideas and focus to what goals and objectives the committee should accomplish for the year.
- Helping to develop and prioritize the tasks to be accomplished.
- From these priorities, help define an implementation strategy.
- From this strategy, help define the SBCA budget for the year.
- Assist and mentor staff in making progress on the committee strategy.

APPENDIX F

Responsibilities of SBCA's Board of Directors:

1. Personally hold and support the **VISION** of the organization.
2. Explicitly address fundamental **ORGANIZATIONAL VALUES**. (*The essence of what the organization believes, the relative importance of certain principles, what it stands for, and how it works rather than its words.*)
3. Force and view issues from an **EXTERNAL FOCUS** point of view.
4. Enable an **OUTCOME DRIVEN** organizing system.
5. Separate **LARGE ISSUES** from small.
6. Force **FORWARD THINKING**.
7. Enable **PRODUCTIVITY**. (*The Board should lead, not simply react.*)
8. Facilitate **DIVERSITY** and **UNITY**.

9. Define **RELATIONSHIPS** to relevant constituencies.
10. Define a common basis for **DISCIPLINE**. (*Sticking to the Board's responsibilities, being decisive without being impulsive and keeping discussion to the point.*)
11. Delineate the Board's **ROLE** on the **ISSUES**.
12. Determine what **INFORMATION** is needed.
13. **BALANCE** overcontrol and undercontrol. (*The Board must not spend time on the trivial but it should expect staff accountability in managing association affairs.*)
14. Use Board time **EFFICIENTLY**.

*Summarized from *Boards that Make a Difference*, John Carver (emphasis added)

SBCA Bylaws

12. DUTIES, RESPONSIBILITIES, AND ACCOUNTABILITY OF ALL DIRECTORS.

All Directors shall meet certain standards of conduct and attention to his/her responsibilities to the Association including:

- (a) Exercising due care in all dealings with the Association and its interests. This includes careful oversight of financial matters and reading of minutes and Association Policies, attention to issues that are of concern to the Association and raising questions whenever there is something that seems unclear or questionable;
- (b) Avoiding conflicts of interest, including the appearance of conflicts of interest. This includes personal conflicts of interest or conflicts with other organizations with which a Director is a member. The Association recognizes however that Directors employed by Associate Members may find themselves at times in a position where their interests are not perfectly aligned with Directors employed by Regular Members and in those instances such Directors employed by Associate Members shall clearly identify areas of potential conflict of interest prior to taking action with respect to the Association in their positions as Directors; and
- (c) Obedience to the Association's central purposes must guide all decisions. Directors must also ensure that the Association functions within all legal requirements and its own Bylaws and Association Policies.

Additionally, all Directors employed by Regular Members shall (i) Use reasonable efforts to implement Association Policies; (ii) Contribute to future Association policy formation process by offering opinions, discussion and drafts of new policies or policy modifications; (iii) Use reasonable efforts to develop and strengthen, through the Association Policies, practices, products and services, the structural building components industry; (iv) Assist in the mentoring of Association staff through providing industry knowledge; (v) Communicate with and seek the assistance and expertise of the Association and its staff regarding issues and activities locally and regionally concerning industry matters pertaining to legislation and regulation, building codes, engineering practices and requirements, education/training opportunities, industry risk issues, insurance, or the quality or fire performance of structural building components; and (vi) Report to the Association on Chapter and Chapter Incorporated Associations activities, policies, meetings and undertakings.