

## **CHARTER OF THE CUSTOM ELECTRONIC DESIGN & INSTALLATION ASSOCIATION MEMBERSHIP ADVISORY COUNCIL**

*This is the Charter of the Membership Advisory Council (the “Council”) of the Board of Directors (the “Board”) of Custom Electronic Design & Installation Association (“CEDIA”), as approved by the Board on June 11, 2020. The Council is a standing council of the Board.*

### **Purpose, Powers and Authority**

The Board established the Council to focus on the value of CEDIA membership through, among other things, reviewing the needs and desires of the membership, providing recommendations for member programs and services, evaluating membership categories, and building community within the membership.

The Council advises the Board and makes recommendations and reports to the Board for approval. The Council’s powers and authorities are limited to those provided in this Charter. The Council does not have the authority to act directly without prior Board approval or to take any action that would violate the Illinois General Not For Profit Association Act of 1986, as amended, CEDIA’s Articles of Incorporation or Bylaws, or a resolution or other directive of the Board.

### **Objectives**

The Council has the following objectives:

- To build community and add value to CEDIA membership;
- To review and provide recommendations that add value for all member categories;
- To support CEDIA renewal initiatives, including phone campaigns;
- To assist in onboarding new members and in new members engagement initiatives, including webinars;
- To evaluate CEDIA programs and services, including CEDIA groups, the CEDIA Finder Service, the Member of Distinction Program, the CEDIA Awards, etc.;
- To support the strategic plan for CEDIA as set by the CEDIA Board;
- To oversee the Working Groups of the Council;
- To select Council members to serve as chairs of each Working Group; and
- To provide a list of deliverables to each Working Group and hold the Working Group Chairs accountable for producing the deliverables on time.

## **Appointment, Responsibilities and Eligibility**

The Council shall be comprised of the following members:

Council Chair: The Chair of the Board shall appoint the Council Chair in consultation with the Council's Staff Liaison and CEDIA's Global President & CEO. The Council Chair shall:

- Lead all Council meetings;
- Work with the Staff Liaison to determine meeting agenda topics, with the Staff Liaison making final decisions related to the agenda;
- Work with the Staff Liaison and Board Advisor to:
  - Prepare Council reports for Board meetings; and
  - Provide regular updates on the Council and its projects to the Board.
- Work with the Council Vice Chair to transition projects and work plans at the end of the term; and
- Attend Advisory Council Chair meetings.

Council Vice Chair: The Chair of the Board shall appoint one Council member to serve as the Council Vice Chair. If the Council Chair is not present, the Council Vice Chair shall discharge all the usual functions of the Council Chair as discussed above.

Staff Liaison: CEDIA's Global President & CEO shall appoint the Staff Liaison to the Council. The Staff Liaison shall:

- Participate in all Council meetings, and capture minutes and action items to be uploaded to the Council's community page following each meeting;
- Provide Council members with context, insights, knowledge and industry and association trends data to support effective, strategic conversations;
- Document the division of work between CEDIA staff and Council members;
- Facilitate training, orientation or education needed for Council members to enable successful participation;
- Communicate the CEDIA Strategic Directives;
- Ensure that the Council creates a plan of work for each term that advances the goals and priorities of CEDIA members;
- Create a meeting schedule and agenda and monitor actions items for the Council; and
- Respond to Council member correspondence.

Board Advisor: The Chair of the Board shall appoint a member of CEDIA's Board of Directors as the Board Advisor to the Council. The Board Advisor shall:

- Participate in all Council meetings;
- Work with the Staff Liaison and the Council Chair to:
  - Prepare Council reports for Board meetings; and
  - Provide regular updates on the Council and its projects to the Board.

- Support the Council and its work; and
- Review minutes of all Council meetings.

Volunteer Members: The Council Chair shall appoint the remaining volunteer members of the Council in consultation with the Council Staff Liaison and CEDIA's Global President & CEO. The Council will include seven to eleven volunteer members, representing a cross-section of CEDIA members from various geographic locations. Volunteer members shall:

- Attend all Council meetings and notify the Staff Liaison whenever they are unable to do so;
- As available, represent the Council at CEDIA and other industry events;
- Provide support to volunteer groups that report to the Council;
- Be prepared for Council meetings, including reviewing all materials prior to meetings;
- Actively participate and contribute to the Council's work;
- Promote CEDIA volunteer involvement, membership and program engagement;
- Contribute to the CEDIA online community;
- Respond in a timely manner to all correspondence;
- Represent CEDIA's best interests; and
- Adhere to the CEDIA Membership Code of Ethics and the CEDIA Volunteer Code of Conduct.

Eligibility: To be eligible for appointment as a Council Chair, Council Vice-Chair, or Volunteer Member, the member must meet the following requirements:

- Be an active CEDIA member;
- Only serve on one CEDIA Advisory Council at a time;
- Serve on a maximum of two CEDIA volunteer groups at a time (i.e., the Board, Committees, Advisory Councils, Working Groups and Task Forces); and
- Complete a Volunteer Role Acceptance Response form.

### **Term, Resignation and Removal**

**Term:** Council members will serve a single term of two years. The Council Chair may extend the term for one additional year, but this will be the exception rather than the norm, and will be solely at the discretion of the Council Chair. Council members shall not be eligible for additional consecutive terms. Terms will commence and conclude in April. If the Council Chair is elected to the board of directors, he/she may have up to a six month period (from January through June) to transition the leadership of the Council to the next Council Chair.

Resignation and Removal: Any Council member may resign from the Council by giving notice to the Council Chair (or, with respect to the resignation of the Council Chair, to the Chair of the Board). The Chair of the Board, in consultation with the Staff Liaison and Global President & CEO, may remove any Council member with or without cause.