



**OUTDOOR POWER EQUIPMENT  
INSTITUTE**

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# **Operating Guidelines for Committees**

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## Article I. Preamble

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The mission of OPEI is to be the leading international trade association committed to the advancement of the outdoor power equipment industry in areas of public safety, environmental responsibility, business development, and advocacy.

To achieve this mission, it is important to provide the member companies with the structures by which they can perform the mission critical work in an effective and efficient manner.

## Article II. Definitions

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- 1) Affiliate Member - Firms eligible for affiliate membership are limited to organizations and institutions interested in OPEI activities that are not eligible for regular or associate membership and will contribute to the scientific, technical, educational and research expertise of the association. Affiliate members are not eligible to vote or receive statistical data from OPEI market data programs.
- 2) Associate Member - Manufacturers of components, other than engines, or related products or services as defined in OPEI Bylaws, Article II, Section 1, Paragraph II.
- 3) Board of Directors - As described in Article V, Section 1, OPEI Bylaws, made up of 8 – 12 representatives from Members of OPEI, of appropriate position within the company, nominated and approved to serve at the discretion of the OPEI Board.
- 4) Committee (Policy Committee) – A group of OPEI members designated by a title and defined by a scope of responsibility for the purpose of sharing information, to identify new developments and opportunities, review and analyze the impact of the issues identified, and provide advice and recommendations on those matters that may affect the industry. Assist with implementation of strategies approved by the Board.
- 5) Committee (Technical Standard Committee) – A group of OPEI members designated by a title and defined by a scope of responsibility for the purpose of providing a specific work product for use by the Board of Directors and OPEI member companies on matters concerning OPEI and the product environments of its member companies (i.e., tasked with revising ANSI/OPEI standards and responding to technical issues proposed by government agencies, private and public interest groups, etc., as appropriate).
- 6) Committee activity – Any formal meeting, conference call, or web conference of a Committee or its Task Group(s).
- 7) Committee membership – Active members of the committee based upon attendance/participation guidelines.
- 8) Consensus – The agreement of 67% (rounded up to nearest whole number) of the committee after quorum has been established.
- 9) Executive Committee – As described in Article VII, Section 2, OPEI Bylaws, is made up of the current OPEI Board of Directors Chair, Vice Chair, Secretary-Treasurer, and the immediate past Chair. The Executive Committee shall appoint the chairs of all committees of OPEI, except as otherwise provided in the OPEI Bylaws. (See Article VII, Section 4 of OPEI Bylaws.)

- 10) Full Consensus – The agreement of 100% of the committee after quorum has been established.
- 11) Member Company – For purposes of quorum, consensus, and voting, a member company is a single company or group of affiliated companies under common ownership/management that are in OPEI under a single membership.
- 12) Quorum – 51% (rounded up to nearest whole number) of committee participant membership on roster.
- 13) Regular Member – Manufacturers of engines or equipment as defined in OPEI Bylaws, Article II, Section 1, Paragraph I (A) & (B).
- 14) Simple Majority - The agreement of 51% (rounded up to nearest whole number) of the committee members in attendance after quorum has been established.
- 15) Task Group - A committee created for a one-time purpose or to focus on examining a specific subject having a deadline by which they must complete their work, or expire. May also be referred to as a Working Group.

### **Article III. General Rules, Conditions, and Restrictions**

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#### **Section 3.01 Antitrust Compliance –**

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The OPEI “Antitrust Compliance Guidelines” shall be followed to ensure OPEI’s legitimate objectives are achieved by lawful means.

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#### **Section 3.02 Established Precedence –**

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The OPEI Constitution and By-Laws, approved OPEI Board policy, and OPEI’s Standards Development Procedures shall take precedence over these guidelines.

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#### **Section 3.03 General Rules and Restrictions –**

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- (a) To ensure all committee activities held by OPEI are conducted in an orderly fashion, in the best interest of the membership and OPEI, the following shall apply:
- (b) Attendance at all OPEI committee activities will be limited to representatives of OPEI member companies and guests invited by OPEI.
- (c) No member company or invited guest shall exhibit or demonstrate any products or proprietary products unless determined by the committee chairman, committee, and

OPEI staff to be in the best interest of the committee activity. If determined appropriate, the agenda and minutes shall reflect the activity.

- (d) Absolutely no sales or solicitation for sales to member companies shall be made at any OPEI committee activity.
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### **Section 3.04**      Membership Eligibility

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- (a) Any OPEI member is eligible to join and participate in all committee activities. Member companies may assign any number of representatives to a committee.

- (b) These activities, conference calls and meetings, serve as an efficient communications channel through which:
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- [i].      The industry can develop and present consensus-based product standards, policy position recommendations, and suggestions on cost effective and practical regulations; and

- [ii].     U.S. and international agencies, regulatory bodies, and other interested parties can efficiently request and obtain the most accurate and complete information and responses from the industry.

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- (c) OPEI is made up of three membership classifications; Regular Member and Associate Member classifications have full rights to participation in all committee/working group activities, including voting rights. Affiliate members have full rights to participation in all committee/task group activities, but do not have voting rights.

- (d) OPEI policy is 1 vote per Member Company as explained in the OPEI By-laws, Section 2, Voting Rights.
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## **Article IV.      General Principles**

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### **Section 4.01**      Operating Principles

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- (a) The following “Operating Principles” are to ensure a fair and inclusive deliberative process in which all member companies can openly present and discuss their company’s positions on relevant issues in a committee forum without violating antitrust laws.

- (b) Adherence to OPEI’s “Antitrust Compliance Guidelines” -
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To ensure OPEI’s legitimate objectives are achieved by lawful means, and the OPEI members and guests are properly informed, the Antitrust Guidelines should be the first topic listed on every committee meeting agenda.

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(c) Non-Disclosure of Confidential Information –

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Members should not disclose confidential sales, financial, or other proprietary or confidential business information (CBI) except under appropriate procedures as outlined below:

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- [i]. OPEI, at its option or at the direction of its members, may engage the services of an independent outside (3<sup>rd</sup> party) consultant to collect and aggregate sensitive data or information. OPEI may require the outside consultant(s) to sign specific confidentiality agreements governing confidential data submitted by member companies.
  - [ii]. OPEI and its consultant(s) will follow OPEI's general policy of aggregating and not disclosing individual company data. Three (3) or more companies must participate in any confidential data collection effort to ensure that individual company data is masked and cannot be inferred from the aggregated data which may ultimately be distributed to the committee or released to other parties.
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(d) Candid and Early Disclosure of Company Positions –

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- [i]. Each member is encouraged to stay engaged while a meeting is called to order and present company positions on all committee work related issues as early as possible in the consensus-development process. If the committee is considering a consensus position that is not acceptable to a member company, then the member company should clearly notify the committee and/or OPEI staff about the objection to the position.
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(e) Private Company Discussions with Regulators –

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Individual companies will need to respond to requests from regulators/agencies for information or data. OPEI member companies are free to communicate with regulators/agencies privately and independent of a related OPEI committee activity. If the information exchanged independently is outside of a committee consensus position or if it may adversely affect a committee work product, it is incumbent upon the member company to make a declaration to the regulators/agencies that they are not representing OPEI or its members. It is also expected that the member company shall expeditiously inform the committee or OPEI staff that a private discussion has occurred and, to the fullest extent possible, disclose the content of the discussion.

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**Article V. Committee Requirements / Governance**

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**Section 5.01 Establishment and Requirements of a Committee**

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- (a) A committee is established by OPEI at the request of the Executive Committee, the Board of Directors, or at the request of OPEI membership. Formation of any committee, and the appointment of committee chairs, shall be approved by the Executive Committee according to Article VII, Section 4 of the OPEI Bylaws.
  - (b) Policy Committees - A policy committee shall have a chair and a vice chair from an OPEI Regular or Associate member company. Chairs will serve a two year term. The vice chair will assume the chair position at the end of the term. At the end of the term, OPEI staff will request nominations for vice chair, followed by a ballot. Once balloting is complete, the Executive Committee will consider the results and either confirm the Chair and Vice Chair or designate alternates.
  - (c) Technical Standards Committees - A technical standards committee shall have a chair from an OPEI Regular or Associate member company. Chairs will serve a term to coincide with the cycle of development, revision, or affirmation of the ANSI standard. At the end of the term, OPEI staff will request nominations followed by a ballot. Once balloting is complete, the Executive Committee will consider the results and either confirm the Chair or designate an alternate. A technical standards committee may also have a vice-chair, selected by the committee, to support the appointed chair in committee activities. The vice-chair does not need Executive Committee approval.
  - (d) A Committee may have an active Board member designated by the Board of Directors as a liaison between the Committee and the Board of Directors.
  - (e) A Committee shall convene meetings, conference calls, or other related activities, as required, and recommend meeting dates and locations. OPEI shall reserve the right for final approval of all meeting dates and locations and to change or cancel meeting dates and locations as appropriate.
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## **Section 5.02** Establishment and Requirements of a Task-Group

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- (a) A Task Group may be established at the discretion of a Committee without Executive Committee approval.
  - (b) A Task Group shall have a defined length of time and/or an established deliverable to define the completion of the activity.
  - (c) A Task Group shall have a designated Chair or Group Leader, which does not require Executive Committee approval.
  - (d) A Task Group will convene meetings, conference calls, or other related activities, as required, on a coordinated schedule established by OPEI.
  - (e) Committee members may serve on any number of Task Groups without limitation.
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### **Section 5.03**     Committee Chair or Task Group Leader

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- (a) It is permissible for a chair or vice-chair to serve at the same capacity (or office) on more than one Committee or Task Group at a time. However in the interest of fairness to active chairs and to encourage participation by all members, OPEI shall always attempt to avoid having the same member as chair of more than two committees or task groups.
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### **Section 5.04**     Documentation Requirements

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- (a) Each Committee and/or Task Group shall have a documented scope.

The scope document should define the purpose, responsibilities, limits, and deliverables. The document should include the following items:

- [i].     Committee or Task Group Name
  - [ii].    Purpose – Rationale for the formation of the Committee or Task Group
  - [iii].   Scope – Limits of responsibility
  - [iv].    Key Responsibilities – Explanation of work products and responsibility thereof
  - [v].    Term – Expected length of activity or determination of completeness of work.
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*Note: Task Group documentation may be reflected in the Committee meeting minutes where the action to form the task group was taken.*

### **Section 5.05**     Membership Roster

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- (a) OPEI staff shall maintain a list of committee members and company affiliations they represent.
- (b) Committee membership roster shall include two classifications of member companies–
- [i].     Participant– A member company that sends a representative(s) to take part in and make contributions to Committee and/or Task Group activities.
  - [ii].    Observer – A member company who wants to receive information but does not wish to actively participate in Committee/Task Group activities. Observers will be notified of activities and may choose to have a representative(s) to participate at any time, including voting rights. Observers will not be counted toward establishing quorum when not in attendance.
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(c) OPEI shall review the Committee roster prior to each scheduled meeting and determine if there have been any changes in status. Determination of status will be based on the following criteria:

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[i]. An “Observer” member company by participation in at least one of the last three consecutive meetings, conference calls, or web conferences will be moved to “Participant” status for purposes of quorum determination.

[ii]. A “Participant” member company that fails to participate in at least one of the last three consecutive meetings, conference calls, or web conferences will be moved to “Observer” status” for the purposes of quorum determination.

[iii]. “Participant” status can be restored by returning to active participation.

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(d) When a member company is moved from “Participant” status to “Observer” status, OPEI staff shall inform the Committee representative and the company key representative of the status change.

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## **Article VI. Meetings**

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### **Section 6.01 Establishment of Meetings**

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- (a) Meetings of OPEI Committees and Task Groups should be scheduled to best support committee activities within OPEI budgetary constraints.
  - (b) OPEI staff, with the Committee chair, will establish best location and date for meetings.
  - (c) OPEI members shall not make any meeting arrangements or commitments obligating OPEI. Meeting arrangements are the sole responsibility of OPEI staff.
  - (d) Conference calls / web conferences should be given consideration in-lieu of a face-to-face meeting when appropriate.
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### **Section 6.02 Establishment of Quorum**

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- (a) A quorum will be as defined (Article II, Definitions), based on the number of “Participant” member companies listed on the Committee membership roster as reviewed by OPEI staff prior to the meeting.
- (b) A quorum for a meeting is required to officially conduct the business of the Committee.

Note: Task group actions are subject to Committee approval; therefore, quorum for task group activity is not required.

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### **Section 6.03** Meeting Notification and Agenda

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- (a) Meeting notification should be sent out by OPEI staff with adequate time for establishing travel arrangements.
  - (b) A meeting agenda should be issued prior to all Committee meetings (2-3 weeks recommended) and conference calls (if applicable) by OPEI staff. The agenda shall be developed by OPEI staff in conjunction with the Committee chair.
  - (c) All actions requiring a vote should be stated on draft agenda. This is not always practical and voting on an issue raised during a meeting may take place if a quorum has been established.
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### **Section 6.04** Meeting Minutes

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- (a) Meeting minutes shall be taken for all Committee meetings and distributed by OPEI staff.
    - [i]. Minutes for task groups are based upon the need as determined by the task group leader and are the responsibility of the task group. OPEI staff will distribute on behalf of the task group as applicable.
  - (b) Draft minutes shall be issued as soon as practical following each meeting for the furtherance of Committee activities. Draft minutes should be reviewed by the Committee chair prior to distribution to the full committee by OPEI staff.
  - (c) Minimal content of meeting minutes for all Committees –
    - [i]. Date and location of meeting
    - [ii]. Acknowledgement of Anti-Trust statement
    - [iii]. Quorum determination
    - [iv]. Discussion items with any action items clearly stated and assigned
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### **Section 6.05** Establishment of Conference Calls

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- (a) Conference calls may be established at any time to support the work of the Committee/Task Group as needed.
  - (b) OPEI staff will set up the calls upon request in concurrence with the Committee chair/vice-chair and distribute notification.
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- (c) Conference calls should be given strong consideration as a resource for conducting the on-going Committee/Task Group activity.
  - (d) Minutes are not required for conference calls. If action requiring voting / balloting are discussed, minutes should be issued reflecting the decision and establishment of quorum.
  - (e) All actions requiring a vote should be stated on the draft agenda. This is not always practical and voting on an issue raised during a call may take place if a quorum has been established.
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## **Article VII. Voting**

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### **Section 7.01 Balloting Methods**

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Balloting, casting of a vote shall be conducted using one of the following methods:

- (a) In person at scheduled meetings (if quorum established); or
  - (b) Conference calls or Web Conferences (if quorum established); or
  - (c) Via electronic balloting; or fax balloting, or letter balloting
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*OPEI staff shall determine the most appropriate method.*

### **Section 7.02 Exercising Voting Privilege on Electronic, Fax, or Letter Ballots**

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- (a) One representative per Member Company (if exercising voting privilege) shall vote one of the following positions:
    - [i]. Affirmative (yes)
    - [ii]. Affirmative with comments
    - [iii]. Negative (No) - in most cases, the reasons for a negative vote should be provided and if possible include specific wording or actions which would resolve the objection
    - [iv]. Abstain
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**Section 7.03** Consideration of Views and Objections on Electronic, Fax, or Letter Ballots

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- (a) OPEI staff will consolidate ballots and forward the views and objections received to the chair-of the Committee. OPEI staff with the chair shall determine whether the expressed views and objections shall be considered via meeting, conference call or correspondence.
  - (b) Consideration shall be given to all expressed views and objections.
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**Section 7.04** Reporting of Ballot Results

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- (a) A consensus (2/3 majority) of those present is required for approval of motions.
  - (b) A consensus (2/3 majority) of participating members is required on Electronic, Fax, or Letter Ballots for approval of motions. All committee members are eligible to vote.
  - (c) While each separate OPEI member company generally has one vote, under no circumstances shall all of the separate OPEI members that operate under the common ownership or control of a single “enterprise” collectively account for more than 25% of all the votes cast. There can never be more than three votes cast collectively by the different sister companies or divisions of a single “enterprise”.
  - (d) The final result of the voting on all Committee decisions, work products, consensus positions, etc., shall be reported to the Committee, and as applicable, to the OPEI membership.
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*Note: Staff and/or the board liaison to that committee will determine whether the vote requires OPEI board ratification.*