



**INTERNATIONAL
CARWASH
ASSOCIATION®**
GROWING. SMARTER. TOGETHER.

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ICA Director Role Overview

Serving on the International Carwash Association Board of Directors is a unique opportunity to support the professional car wash industry, provide input on the direction of International Carwash Association and network with a diverse group of dedicated industry leaders.

The International Carwash Association is governed by a 16-member Board of Directors, comprised of 9 car wash operators and 7 car wash vendors. The Board is led by a 5-member Executive Committee, comprised of a President (operator), Treasurer (operator), two Vendor Vice Presidents (vendors) and an Immediate Past President (operator).

Directors are elected to a three-year term (unless they are appointed to complete an unexpired term). Except in the case of appointment, directors may not repeat their term. Executive Committee terms are one-year for the operator positions and two-years for the vendor positions.

The Nominations Committee determines the annual slate of directors and officers, which is then presented to the membership for ratification. The Nominations Committee's membership is prescribed by the by-laws and comprised of current officers and directors.

As described in its "*Governance Roles (Delineation) Policy*," the Board of Directors has empowered the Executive Committee to make most governance decisions when it is not in session. Generally speaking, the Executive Committee is charged with making operational decisions and working more closely with the executive staff, while the Board of Directors retains the responsibility for strategic decisions such as the organization's mission and vision, strategic plan, CEO hiring and alliances.

The Board of Directors meets twice per year and the Executive Committee meets an additional two times independently. Board meetings are designed to engage directors in strategic and future-oriented conversations (as opposed to receiving operational reports from staff). The meetings are typically scheduled in the spring and autumn, with arrival on a Monday evening and departure on a Wednesday morning. Significant others are invited to attend the social components. Each director is afforded an annual budget to cover their cost of attending the two board members, as well as a complimentary pass to any of the association's trade shows.

While the initial commitment as a director does not require much time beyond twice annual board meetings, moving into a leadership role as a member of the Executive Committee will require near monthly engagement in conference calls, conversations or meetings.

Prescribed Responsibilities

“All corporate powers shall be exercised by or under the authority of the Board of Directors and the affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall be vested with full power and authority to delegate to stated officers and committees of the Corporation such powers as it may deem proper which are consistent with these Bylaws, to create and empower all acts and things in the management of the affairs of the Corporation. The Board of Directors has the authority to hire staff, including the Executive Director, Legal Counsel and Auditors. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Charter or the Bylaws.”

ICA Bylaws, last revised July 2011

Decision-Making Exclusively Reserved for the Board of Directors

The Board of Directors has determined that the following governance decisions may not be relegated to the Executive Committee - even when it is not in session:

1. Mission and vision
2. Strategic plan
3. Annual budget parameters
4. Reserve fund requirements
5. CEO hiring and termination
6. General counsel selection
7. Strategic alliances (e.g. trade show partnerships with other associations)
8. Recommended changes to the bylaws (this requires membership approval)

ICA Governance Guide, last revised October 2017