



Tortilla Industry Association Board of Directors
**** NOMINATION APPLICATION ****

2021 Board Elections

Please Note:

- You Can Nominate Yourself or Nominate Another Person
- Candidate's company must be a Current-Year Dues-Paid Member of TIA each year of service
- This is for a 2 year Term from July 2021 to June 2023, renewable for one additional 2 year term.

Section A – completed by Nominator

Check One: [] Producer position [] Supplier position

Candidate's Name: _____ Company _____

Candidate's Title _____ Years in Tortilla Industry: _____

Candidate's Phone: _____ E-Mail: _____

Section B – completed by Nominee

1. Do you serve now or have you served before on any other organization's Boards or Committees?

{ } No [] Yes – Describe: _____

2. Why do you want to serve on the TIA Board? _____

3. Have you served on the TIA Board in the past?

[] Yes - If so:

1. When did you serve? _____

2. How many years did you serve? _____

3. How do you feel you benefitted from this experience? _____

4. How do you feel your company benefitted from this? _____

5. How do you feel TIA benefitted from your service? _____

6. What committees did you serve on while on the board? _____

7. After rotating off the board, in what ways have you continued to serve TIA?

[] No – if you have not served on the TIA board before,

1. How do you feel you could benefit from serving on the board? _____

2. How do you feel your company might benefit from your serving on the board? _____

3. How would TIA benefit from your service?

4. Have you participated in any activities or committees supporting TIA?

No [Yes – Describe: _____

Do you require reimbursement for your travel to TIA board meetings or conferences? No Yes

Please also:

- Read, sign and return “Code of Conduct” and the “Board Member Responsibilities” statements
- Include photo that you authorize to have included on the Ballot if you are approved to become a candidate
- Mail, or Scan and e-Mail, or FAX this form before **June 8th 2021** to:

E-Mail: Jkabbani@tortilla-info.com or **FAX 1.800.944.6177**

Thank you!

TIA Board of Directors

Code of Conduct Policy

Not-for-profit organizations are creatures of law and therefore are subject to specific constraints and criteria. As a result, board members of non-profit organizations are subject to laws and regulations individually and collectively, and must conduct themselves in accord with requirements that may be sometimes unfamiliar.

To promote understanding and familiarity of some frequently overlooked requirements for serving on not-for-profit Boards, TIA's board members will review and confirm their ability to comply with these rules, or seeking additional information as may be needed for any deficit in understanding, then sign the Code of Conduct form below.

ISSUES:

ANTITRUST

The Sherman Act, the Robinson-Patman Act, the Clayton Act and the FTC Act are among the major federal antitrust laws prohibiting all combinations or conspiracies that result in restraint of trade. Not-for-profit organizations which improperly deny licensing if offered to members, set standards, sponsor certification programs, endorse products or services or otherwise advantage or disadvantage individuals or organizations to the detriment of others may find themselves in violation of these antitrust laws if not done properly. Collective discussion aimed at setting pricing or other issues that taken together could lessen or increase competitive advantage can be subject to litigation and fines up to \$10 million to organizations and up to \$350,000 for individuals.

Organization's officers and directors must maintain control of meetings, at least to the degree that participants do not engage in conversation and/or activities, which violate these laws.

CONFLICTS OF INTEREST

State laws define "conflict of interest" in different ways. However, all of these laws essentially prohibit individuals using their positions in not-for-profit organizations to advantage themselves of anyone other than "the membership." In other words, it must be the collective purpose of the organization, the officers and the directors to serve the "common good" of all or the majority of members—none must seek to advantage specific members or any minority at the expense of the majority.

Should a Board member or any agent (committee member, staff, etc.) find him/her self in a conflict of interest, they must announce/acknowledge his/her conflict and withdraw him/her self from discussion of or the voting on such issues.

Even the appearance of conflict of interest can be very divisive and problematic for an organization and for those people who hold positions of trust. When in question or doubt, individuals should remove themselves from votes which may have the appearance of conflict of interest.

Board members who individually accept gifts, gratuities, or compensation from outside individuals or organizations expressly seeking to influence votes from the organization are conflicted. Board members who receive value, business, etc. from the said outside individuals or organization are said to be conflicted.

Board members who hold personal beliefs, values or commitments that are contrary to the purposes of an organization are conflicted and should at least declare their conflict.

INFORMED, REASONED DECISIONS

Although not-for-profit Boards are not held to the same standard as for-profit Boards or publicly traded companies, all officers and directors are expected to make informed and reasoned decisions. Hasty, sloppy or uninformed decisions may result in criticism and at worst may be the basis of litigation.

When making any major decisions, officers, directors and staff are expected to be:

- Thoroughly informed
- Decide in a timely manner
- Actively participate in discussions and deliberations
- Have reviewed any documents or presentations

SUPERVISION

Board members are not expected to micromanage the affairs of the organization. However, Board members cannot completely disassociate from the business of the organization. It is the CEO's role to help strike an ideal balance.

CONFIDENTIALITY

In order for not-for-profit Boards to function effectively, there must be certain understandings. Most basic among these understandings is trust of and respect amongst the members of the Board. If Board members do not respect and trust each other, they will be reduced to dealing with insignificant issues or not dealing with issues at all. Developing consensus and exercising leadership on a not-for-profit Board of Directors requires mutual trust. It is the collective wisdom of the Board, which produces the best results for the organization.

A major aspect of developing trust among Board members is confidentiality and candor. Board members need to know that fellow Board members will make their thoughts known and that such positions will remain within the leadership circle. Confidentiality and candor are so critical to the functioning of not-for-profit Boards that related policies should be developed which remove from the Board those members who fail to be cordial and/or maintain confidences.

At the same time, healthy organizations should not regularly require Board members to engage in too many discussions that must be kept from other interested parties. Discussion of member nominees, selection of awards, etc. should be held confidential, but individuals presiding over Board, committee and other meetings should take great care to avoid regular discussion of inherently "confidential" issues. If it is the Board's responsibility to act in behalf of the members, there should be few issues or comments that need to be kept from members.

SUPPORT

Among the ways Board members serve the organization is by having the companies they represent support the association in its goals, activities, obligations and resources. Please see "Code of Conduct" in next section for details.

IMPLEMENTATION

As with all not-for-profit organizations, TIA has developed for their volunteer Boards of Directors a set of understandings known as a "code of conduct" to establish specific agreements between Board members as to how they will conduct themselves in serving and supporting the organization.

See the "TIA Board Member Code of Conduct" on the following pages which every board member will sign as a condition of joining the board.

TIA BOARD MEMBER CODE OF CONDUCT AGREEMENT

as approved 2006

Section I – All Board Members

As a member of the Board of Directors, I will:

- Attend at least the minimum number of required Board meetings as set from time to time, actively participate in discussion, and listen carefully
- Ensure my company maintains its TIA membership all years I'm on the Board
- Carefully consider and respect the opinions of my fellow Board members
- Respect and support all majority decisions reached by the Board
- Promote all TIA conferences and activities, always present them in a favorable light
- Keep well informed of the issues that are brought before the Board
- Bring to the immediate attention of the CEO any issues I believe could have a significant effect on our organization or those we serve, either positive or negative
- Refer any complaints or issues that I may be aware of directly to the CEO
- Recognize my job is to support the organization in being well-managed, not to manage the organization
- Represent and understand the needs of all those whom this organization serves and not a particular geographic area or narrow industry interest group
- Consider myself a "trustee" of the organization and do my best to ensure that it is well maintained, well funded, and always operating in accord with our stated objectives for the best interests of those whom we serve
- Always strive to learn how to do my job better and participate in any surveys or assessments to improve the overall performance of the board
- Work to find new members and recruit potential new committee members
- Acknowledge conflicts of interest between my work or personal life and my position on the Board, and abstain from voting or influencing vote on issues where I am conflicted
- Serve on at least one committee or task force each year
- Do everything in my power within my own organization to best support TIA financially and assist it in meeting all its obligations
- Recommend future board candidates among my contacts in the industry as well as future Hall of Fame candidates

As a member of the Board of Directors, I will not:

- Disparage fellow Board members or CEO in their person or opinions, in or out of the Boardroom even if we disagree on a matter nor disparage TIA events
- Use the organization or my position for my personal advantage or that of my friends, relatives or associates
- Discuss the confidential proceedings of the Board outside the Board with anyone
- Discuss elsewhere what I won't discuss in Board meetings
- Promise my vote on issues before hearing the discussion and being informed
- Interfere with the duties of staff or undermine the authority of TIA's CEO to perform their duties or withhold knowledge of anything taking place which might do so
- Bring up any new business at a board meeting without discussing it with the CEO in advance so it can be placed on the formal agenda
- Speak for or in behalf of the organization in an official capacity unless specifically authorized

Section II – PRODUCER Members Only:

- I will always make known any educational topics whose coverage at TIA events would benefit other members and could help boost attendance
- I will strive to bring to TIA events as many attendees from my company as practical
- I will promote membership in TIA among other companies I know

Section III – SUPPLIER Members Only:

- I understand my company is required to be an exhibitor at the TIA Convention all years I'm on the board
- I and my company will invite as many customers as possible to attend TIA events
- I will, to the extent it does not violate my company's confidentiality rules, share with TIA names and contact information of producer companies to add to TIA's mailing list and to whom information on TIA events and membership should be sent
- I will recruit potential members to TIA and promote the organization in my conversations with companies in our industry.

Signature

Name

Company

Date