

ROLES & RESPONSIBILITIES OF THE FULL BOARD OF DIRECTORS

1. SUPPORT THE ARA STRATEGIC PLAN

Fully understand and support the ARA Strategic Plan which articulates the ARA goals and primary constituents served. Review it periodically for validity.

2. SELECT THE CHIEF EXECUTIVE OFFICER (CEO)/EXECUTIVE VICE PRESIDENT

Understand the role of the CEO. In the case of a vacancy, the board is responsible for conducting a careful search process and selecting the most qualified individual for the position.

3. SUPPORT THE CEO

Ensure that the CEO has the moral and professional support needed to further the goals of the organization.

4. ENSURE EFFECTIVE ORGANIZATIONAL PLANNING

Actively participate with the staff in ensuring the relevance of the ARA Strategic Plan and assist in implementing, monitoring, and updating the goals and objectives. Develop policies consistent with all aspects of the Plan.

5. ENSURE ADEQUATE RESOURCES

One of the board's foremost responsibilities is to define and provide adequate resources for ARA to fulfill its mission.

6. MANAGE RESOURCES EFFECTIVELY

Be accountable to the members and the public by safeguarding ARA's tax-exempt status. Ensure that an effective process is in place to develop the annual budget and that proper financial controls are in place.

7. MONITOR AND STRENGTHEN ARA'S PROGRAMS AND SERVICES

Ensure that programs are consistent with the Association's mission and monitor their effectiveness.

8. ENHANCE ARA'S PUBLIC STANDING

The board is the association's primary link to the members and volunteers and serves a vital function to establish and maintain two-way communication. An important role of the board is to communicate ARA goals and accomplishments to the members and encourage them to support the Association.

9. ENSURE LEGAL AND ETHICAL INTEGRITY AND MAINTAIN ACCOUNTABILITY

The board must establish pertinent policies and adhere to provisions of the ARA Bylaws and Articles of Incorporation. The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. A clear delegation to the CEO for hiring and employee management and for utilizing solid personnel policies and grievance procedures helps to ensure proper decorum in this area.

10. RECRUIT AND ORIENT NEW BOARD MEMBERS AND ASSESS BOARD PERFORMANCE

The board has a responsibility to articulate their needs in terms of member experience, skills, and many other considerations that define a "balanced" board composition. The board must orient new board members to their responsibilities and ARA's history, needs, and challenges. By periodically evaluating the board's performance in fulfilling its responsibilities, the board can recognize its achievement and reach consensus on areas that may need improvement and implement any needed change.

RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

1. Attend all board meetings and functions (such as special events and committee meetings) as assigned. Prepare written reports as requested.
2. Review board meeting agendas and supporting materials prior to meetings.
3. Offer to take on special assignments, as appropriate.
4. Inform yourself and others about ARA's goals, services, policies, and programs.
5. Adhere to the ARA Board Code of Conduct, which addresses conflict of interest and confidentiality.
6. Recognize and respect the difference in roles between the CEO and the board members.
7. Refrain from using your role as a board member to make special requests of the staff or consultants.
8. Exercise fiduciary responsibility in the financial management of ARA.
9. Represent ARA to fulfil its purpose. In so doing, act in the best interests of all members and the industry, rather than personal self-interest, or on behalf of individuals or individual interests, or to the detriment of Association interests, and respect confidentiality within the position.
10. Actively elicit input from members, state and local organizations and other industry associates to contribute to sound, knowledge-based decisions and share it with the board and/or staff, as appropriate.
11. Keep current on developments within the equipment and event rental industry and provide feedback to the staff.

12. Work to identify and encourage leadership and volunteerism and suggest possible nominees for volunteer positions who could make significant contributions to the board and ARA.

In fulfilling their role, board members are expected to:

- Listen and analyze; think clearly and creatively, express perspectives, and work well with people.
- Prepare for meetings; ask questions, assume responsibility, and follow through on assignments.
- Contribute personal resources to ARA programs in a generous way, whenever possible.
- Open doors in the industry whenever possible.
- Evaluate their board performance. Demonstrate skills, such as cultivating and recruiting volunteers, comprehending financial statements; and learning about substantive program areas of ARA.
- Be honest, sensitive to, and tolerant of differing views; have a friendly, responsive, and patient approach.
- Demonstrate community-building skills, personal integrity, and a developed sense of values and concern for your association's development.
- Have a good sense of humor.

LEGAL RESPONSIBILITIES

Under well-established principles of nonprofit corporation law, board members must meet certain standards of conduct in carrying out their responsibilities to the organization. State statutes adopting some variation of these duties could be used in court to determine whether a board member acted appropriately or improperly. These standards are usually described as the duty of care, the duty of loyalty and the duty of obedience.

Duty of Care - Generally, the duty of care requires directors (i) to be reasonably informed, (ii) to participate in decisions, and (iii) to do so in good faith and with the care of an ordinarily prudent person in similar situations. Of course, a director may rely on information and reports from sources that he or she reasonably regards as trustworthy, such as officers of the corporation, legal counsel, accountants, and other professionals serving the corporation. This principle means that as a steward of the corporation, a board member owes the duty to exercise reasonable care when he or she makes a decision.

Duty of Loyalty - The duty of loyalty is a standard of faithfulness; it requires that directors act in the best interests of the organization and not for personal gain. This means that when a director has a conflict of interest, that conflict should be disclosed to

the other directors and that a director can never use information obtained as a board member for personal gain.

Duty of Obedience - The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage its funds to fulfill the organization's mission.

FIDUCIARY RESPONSIBILITIES

Association income from every source is deposited in the ARA General Fund and is used to finance approved ARA functions.

Prior to each board of directors' meeting, a comparative balance sheet and income statement are prepared by ARA staff and sent to the board.

The fiscal year of ARA is January 1 to December 31.

During the July board meeting, the audited financial statements are considered for approval. During the fall board meeting, a proposed budget for the new fiscal year is presented for discussion and approval.

The association uses the accrual method of accounting. Federal income tax forms are filed, although the association has tax-exempt status with the Internal Revenue Service [501(c)(6)].

All ARA board members should familiarize themselves with the financial policies of the association.

BOARD CHAIR

Powers and Authorities

- Calls special meetings of the board upon the request of a majority of board members eligible to vote.

Responsibilities

- Performs duties pertaining to the office of the President in his/her absence.
- With the leadership of the President, works with the Officers and CEO to define/implement the process to periodically review the performance of the CEO.
- Represents ARA at member meetings, official functions, and industry meetings/events, as requested by the President.
- Serves as ARA's liaison for International Members.
- Serves as a resource for the CEO and headquarters staff, as appropriate.

Board of Directors

- Calls regular meetings of the Board of Directors.
- Develops/approves the board meeting agenda, working in concert with the CEO.

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- Presides at all meetings of the board; serves as a voting member of the board only in cases of a tie.
- Serves as board representative to communicate effectively with past directors of ARA.
- Participates in the board orientation meeting.

Committees, Task Forces, Shared Interest Groups and Ad Hoc Committees

- Participates as a voting member of the Executive Committee, Audit Committee, Budget Committee, and Investment Committee.
- Acts as board liaison on committees as assigned, to guide initiatives to achieve ARA's strategic goals and objectives.

Leadership Development Committee

- Serves as an ex officio, voting member and Chair of the committee.
- Ensures the candidate selections are in the best interests of the association.

ARA Insurance and ARA Insurance Ltd.

- Participates in leadership discussions and decisions regarding ARA Insurance and ARA Insurance Ltd.
- Participates in ARA Insurance board meetings, as requested, to represent ARA interests.

ARA Foundation Board of Trustees

- Participates as an ex officio, voting member.
- In concert with the CEO, assures communication between the ARA and ARA Foundation Boards.

The ARA Show™

- Promotes the convention and trade show and encourages participation among the members.
- Hosts the International Reception held at the show.
- Represents ARA as an officer and ambassador in official functions of the convention and trade show.
- Represents the ARA Board at the luncheon of the past directors of ARA.

Awards

- Submits nominations of qualified individuals for ARA Industry Awards.

Leadership Conference

- Represents the board to enhance leadership development within all levels of ARA.

PRESIDENT – CHIEF ELECTED OFFICER

Powers and Authorities

- Calls special meetings of the board at his/her discretion.
- Can be authorized by the Executive Committee or the board of directors to sign checks, drafts, notes, deeds, and other instruments on behalf of ARA.

Responsibilities

- Serves as spokesperson for ARA, in concert with the CEO.

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- Leads and coordinates the team of four officers, as necessary.
- Works with the CEO and fellow officers to define and implement a process to annually evaluate the performance of the CEO.
- Presides at or represents ARA at member meetings, official functions, and industry meetings/events, as appropriate. (Can approve or designate board members to attend.)
- Communicates ARA messages to various audiences.
- Serves as primary board resource for the CEO and staff.
- Reports to the membership on association activities and progress, as appropriate.

Board of Directors

- Presides at board meetings, in the absence of the Board Chair.
- Participates as a voting member of the board.
- Participates in the board orientation meeting.

Committees, Task Forces, Shared Interest Groups and Ad Hoc Committees

- Acts as board liaison on committees as assigned, to guide initiatives to achieve ARA's strategic goals and objectives.

Executive Committee

- Calls regular and special meetings at his/her discretion or upon written request of the majority of the Executive Committee.
- Develops the meeting agenda with the CEO.
- Leads and coordinates the operation of the committee and communicates to the board on its behalf.

Audit, Budget, and Investment Committees

- Serves as Chair and participates as a voting member and delegates responsibilities.
- Represents the Audit Committee in board audit review and action.

Leadership Development Committee

- Serves as ex officio, voting member and participates in meetings.

ARA Insurance and ARA Insurance Ltd.

- Generates leadership discussions and decisions regarding ARA Insurance and ARA Insurance Ltd., as appropriate.
- Participates in ARA Insurance board meetings, as requested, to represent ARA interests.
- Ensures that the ARA Board is well informed on matters of both entities.

The ARA Show™

- Maintains the show as a high priority within the association.
- Promotes the show to encourage participation among the members.
- Serves as principal ARA ambassador with all attendees, including members and industry representatives.

Awards

- Submits nominations of qualified individuals for ARA Industry Awards.

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Leadership Conference

- Represents the ARA Board to enhance leadership development within all aspects of ARA.

CEO/CSO Symposium

- Attendance at this 1½-day strategic session includes the President, President-Elect, and CEO.

PRESIDENT-ELECT

Responsibilities

- With the leadership of the President, works with the Officers and CEO to define/implement the process to periodically review the performance of the CEO.
- Serves as a board contact and resource for the Regional Directors, in coordination with ARA staff.
- Represents ARA at member meetings, official functions, and industry meetings/events, as requested by the President.
- Serves as a resource for the CEO and staff, as appropriate.

Board of Directors

- Presents financials and budget to the board and membership, as necessary.
- Participates as a voting member in all meetings of the board.
- Participates in the board orientation meeting.
- As incoming President appoints the incoming Shared Interest Group Chair, with board endorsement.

Committees, Task Forces, Shared Interest Groups and Ad Hoc Committees

- Participates as a voting member of the Executive Committee.
- Participates in committees, task forces, councils, shared interest groups and ad hoc committees as assigned.
- Appoints two directors to serve on the Executive Committee for the coming year.
- Appoints the committees/work groups for the coming year, with ARA staff assistance.

Audit Committee

- Participates as a voting member.

Budget Committee

- Participates as a voting member.
- In concert with the CFO and Committee, manages the board review and action related to their financial responsibilities.

Investment Committee

- Participates as a voting member.
- Participates with the CFO in financial reporting.

Leadership Development Committee

- Serves as ex officio voting member.

ARA Insurance and ARA Insurance Ltd.

- Participates in leadership discussions and decisions regarding ARA Insurance and ARA Insurance Ltd.
- Participates in ARA Insurance board meetings, as requested, to represent ARA interests.

ARA Foundation Board of Trustees

- Serves as an ex officio voting member.
- Communicates ARA Foundation information/represents ARA Board of Directors in ARA Foundation activities.

The ARA Show™

- Promotes the show and encourages participation among the members.
- Represents ARA as an ambassador in official functions of the convention and trade show.

Awards

- Submits nominations of qualified individuals for ARA Industry Awards

Leadership Conference

- Represents the board to enhance leadership development within all levels of ARA.

CEO/CSO Symposium

- Attendance at this 1½-day strategic session includes the President, President-Elect, and CEO.

ASSOCIATE MEMBER DIRECTORS

Reporting Relationship

- Report to the President and are accountable to the board of directors.
- Carry out special assignments as requested by the President.

Responsibilities

- Represent ARA at member meetings, official functions, and industry meetings/events, as requested by the association and approved by the President.
- Serve as industry resources for ARA, the board of directors and ARA staff.
- Enhance the working relationship between general and associate members, including independent manufacturer representatives.
- Work directly with ARA Vice President, Association Services regarding associate membership and related programs.
- Associate Member Director recruitment.
- Encourage applications for ARA Foundation scholarships and individual donations to the Foundation.

Board of Directors

- Participate in the board orientation meeting prior to the beginning of their term.
- Participate as voting members in all board meetings to represent the needs and interests of associate members.
- Prepare a written report of activities for presentation to the board, when appropriate,

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- and inform the board regarding initiatives of the associate membership.
- Communicate the associate member perspective to provide knowledge-based information within the board.

Committees, Task Forces, Shared Interest Groups and Ad Hoc Committees

- Recommend associate members for service throughout the organization.
- Serve on ARA work groups and board subcommittees as requested.

Executive Associate Member Advisory Council

- Serve as Chair (Co-Chair as relevant) and voting members to guide initiatives to achieve ARA's strategic goals and objectives.
- As Chair, develop meeting agendas in coordination with the Executive Associate Member Advisory Council staff liaison.
- Communicate ARA goals and objectives to the committee members.

The ARA Show™

- Promote the show and encourage member participation.
- Represent the ARA Board at the convention and trade show.
- Communicate with associate members before, during and after the show to provide accurate input and recommendations for planning.
- Assist staff with formal communications on behalf of The ARA Show, as appropriate.

Awards

- Submit nominations of qualified individuals for ARA Industry Awards

The Leadership Conference

- Serve as hosts at the annual conference.
- Represents ARA with state and local leaders to enhance leadership within all levels of ARA.

Succession: Leadership Development Committee (prior to the year in which their term expires)

- Outgoing Associate Member Director serves as ex-officio voting member of the committee.
- Ensures that nominee selection is in the best interests of the Association.

AT-LARGE DIRECTORS

Reporting Relationship

- Report to the President and are accountable to the board of directors.
- Carry out special assignments as requested by the President.

Responsibilities

- Assist in orienting successor to transition responsibilities.
- Communicate effectively with members at large.
- Become familiar with and promote ARA products and services.
- Represent ARA at state and local member meetings.
- Network with members, returning pertinent comments and recommendations to the

board and staff.

- Associate Member Director recruitment.
- Encourage applications for ARA Foundation scholarships and individual donations to the Foundation.

Board of Directors

- Participate in the board orientation meeting prior to the beginning of their term.
- Participate as voting members in all board meetings to represent the needs and interests of ARA members.
- Identify and communicate pertinent information to the board regarding their segment and region.
- Share all relevant information from members with the board and staff to support knowledge-based governance.
- Network with members, returning pertinent comments and recommendations to the board.

Committees, Task Forces, Shared Interest Groups and Ad Hoc Committees

- Recommend members for service throughout the organization.
- Serve on ARA work groups and board subcommittees as requested.

The ARA Show™

- Promote the show and encourage member participation.
- Represent the ARA Board at the convention and trade show.
- Communicate with associate members before, during and after the show to provide accurate input and recommendations for planning.
- Assist staff with formal communications on behalf of The ARA Show, as appropriate.

Awards

- Submit nominations of qualified individuals for ARA Industry Awards

The Leadership Conference

- Serve as hosts at the annual conference.
- Represents ARA with state and local leaders to enhance leadership within all levels of ARA.

Succession: Leadership Development Committee (prior to the year in which their term expires)

- Outgoing At-Large Director serves as ex-officio voting member of the committee.
- Ensures that nominee selection is in the best interests of the Association.

REGIONAL DIRECTORS

Reporting Relationship

- Report to the President and are accountable to the board of directors.
- Carry out special assignments as requested by the President.

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Responsibilities

- Work annually with appropriate ARA staff to define and implement an action plan for their region; assist in orienting successor to transition responsibilities.
- With the support of ARA staff, build membership by promoting ARA benefits and encouraging volunteerism.
- Communicate effectively with members at large.
- Become familiar with and promote ARA products and services.
- Represent ARA at state and local member meetings.
- Network with members, returning pertinent comments and recommendations to the board and staff.
- Assist with coordination and content development in collaboration with ARA Communications, as requested.
- Associate Member Director recruitment.
- Encourage applications for ARA Foundation scholarships and individual donations to the Foundation.
- Select region's "Leadership Impact Award" recipient; awarded at the regional reception at The ARA Show.

State/Local Leadership Role

- Serve as Team Leaders and mentors for state, local, and/or provincial leaders within their region.
- Working with the ARA Director, Chapter Relations, attend one active state, local, or provincial association meeting annually, coordinating with staff (in advance) on programs, speakers, relevant messages and/or materials, as needed. Connect with staff following meetings to facilitate any follow-up needed and define next steps.
- Make presentations at state, local, and provincial meetings as requested or refer leaders to ARA staff.
- Identify and mentor potential leaders and other volunteers.
- Meet with state, local, and provincial leaders at ARA events, whenever practical, and promote teamwork. Utilize those leaders as resources.
- Establish two-way communication and serve as liaisons to the state, local, and provincial leaders and the board. Assist leaders in understanding the State Association Policy/tier program. Work with ARA staff to help and encourage the leaders to submit required annual paperwork on time in order to maintain compliance with the policy. Keep in regular contact with presidents through phone calls and/or correspondence.
- Keep staff informed of state, local, and provincial associations that become inactive so they may receive assistance to help revive or return them to active status.

Board of Directors

- Participate in the board orientation meeting prior to the beginning of their term.
- Participate as voting members in all board meetings to represent the needs and interests of ARA members.

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- Identify and communicate pertinent information to the board regarding the region.
- Share all relevant information from members with the board and staff to support knowledge-based governance.
- Network with members, returning pertinent comments and recommendations to the board.

Awards

- Submit nominations for or select their region's "Leadership Impact Award" recipient, awarded at their regional event at The ARA Show™.
- Submit nominations of qualified individuals for ARA Industry Awards.

Committees, Task Forces, Shared Interest Groups and Ad Hoc Committees

- Identify potential new leaders from among the membership; encourage volunteerism.
- Serve on board subcommittees, as requested.

The ARA Show™

- Promote the show and encourage member participation.
- Represent the ARA Board of Directors at the show and participate in requested events.
- Host the regional event held during the show. Coordinate with the Incoming Director, as appropriate.

The Leadership Conference

- Serve as hosts at the annual conference.
- Represents the board to enhance leadership development within all levels of ARA.
- Serve as resources for the staff in helping to identify who should attend.
- Encourage participation among the state, local, and provincial leaders.
- Encourage leadership and volunteerism within the association.

Succession: Leadership Development Committee (prior to the year in which their term expires)

- Work during term to identify potential candidates; discuss position with them.
- Serve as ex officio voting member of the committee.
- Ensure that the nominee selection is in the best interest of the association.

For the Canadian Regional Director, responsibilities include keeping the ARA Board informed on the status of relevant CRA work, as appropriate, and advising ARA leadership and staff on the effective use of ARA resources to best serve members in Canada.

Source documents consolidated: Regional Director (Canada / Region 10) and Responsibilities and Full Board Roles & Responsibilities (Regional Directors section).

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