

Executive Committee

updated 2023

Authority

1. The Committee is an advisory committee established under Article V, Section 1 of the Bylaws.
2. The Committee has the authority to exercise all powers of the Board pertaining to the management and administration of the affairs of the organization.

Membership

1. The Committee consists of the Officers of the Board.
2. The Board or Board Chair may appoint additional Directors to serve on the Committee. The Committee may not appoint new members to fill vacancies on the Board. The Board may remove a Committee member from the Committee at any time, with or without cause.

Operations

1. The Committee will meet every other month in the months during which the Board does not have a scheduled meeting. The committee may meet more often, with meetings called by the Chair.
2. The Chair of the Committee will preside over Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
3. The Committee will report its activities to the Board at each bi-monthly Board meeting.
4. The Committee may invite any director, officer, employee, outside advisor or other individual who is not a Committee member to attend Committee meetings or meet with Committee members, but such persons will not have voting power and will not be held out as Committee members.
5. The Executive Director will serve as the

Committee's staff liaison.

6. The Committee will review this charter periodically and recommend any proposed changes to the Board for review.

Responsibilities

1. Act as a liaison to the Executive Director to
 - a. provide counsel, feedback, personnel action and support when needed;
 - b. facilitate annual performance assessment of the Executive Director by the Board and report the results of the assessment to the Executive Director;
 - c. review compensation and benefits for the Executive Director
2. Oversee the Board action and address any concerns regarding board members.
3. Assure the strategic plan is integrated into the work of the board and committees and updated as scheduled.
4. Regularly review budget development and performance.
5. Conduct executive searches
 - a. Assume the lead in the search for a new Executive Director or delegate the responsibility to a task force.
 - b. Conduct the research necessary to determine an appropriate salary for the Executive Director.
 - c. Seek approval from the full Board before hiring a new Executive Director.
6. Handle urgent issues, resolving any emergency or organizational crisis between full Board meetings.
7. Perform policy work, carrying out specific directions of the Board, and taking action on policies when they affect the work of the Executive Committee or when the full Board directs the committee to do so.
8. Other tasks as assigned by the Board