

## Executive Committee

The Board of Directors establishes the Executive Committee, pursuant to Section 7.2 of the Bylaws consisting of no fewer than four (4) Board members, inclusive of the incumbent officers. The President of the Board may appoint additional Board members to the Executive Committee, subject to the advice and consent of the Board. The Executive Director shall serve as staff to the Committee.

The President of the Board shall chair the Committee.

The Committee shall meet as necessary and appropriate at the call of the Chairman of the Committee or the Executive Director, and shall maintain minutes of all meetings, which will be regularly approved by the Committee and distributed promptly to the Board. A majority of the Committee members, present and voting, shall constitute a quorum.

The primary purpose of the Committee is to have a group of Directors authorized and able to act for the Board between regular meetings and in situations where an assembly of a quorum of the Board would be impracticable or impossible. Thus, the Executive Committee exists essentially for emergencies, and its powers are specifically limited under Section 7.2 of the Bylaws.

The Committee also serves as an advisor to the Executive Director, providing consultation, support and guidance on an informal basis as requested from time to time.

### Committee Charter:

The Executive Committee is authorized to exercise the full power of the Board of Directors to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such a nature as to require action prior to the next regular meeting of the Board but do not require calling of a special meeting of the Board of Trustees.

Any action taken by the Committee involving exercise of the powers of the Board shall be reported promptly to the Board and ratified by the Board at the next meeting of the Board following such action.

The Executive Committee shall present to the Board of Directors an annual evaluation of the performance of the Executive Director.

The Executive Committee **shall not** have the power to:

1. Amend the Bylaws;
2. Appoint or remove Directors, or the Executive Director;
3. Approve a dissolution or merger or the sale of substantially all of the Corporation's assets;
4. Adopt the budget; or

5. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.

**Approved by the Board of Directors, July 13, 2019.**