

**Executive Committee Charter**

**Purposes.**

1. This Charter implements the Bylaws of **NAME OF ORGANIZATION** with regard to the Executive Committee.

2. The Executive Committee is delegated authority to Act for the Board in fulfilling the Board’s fiduciary duties by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed by law, within the limits established in this Charter and the Bylaws.

**Chair.**

The Chair of the Board shall be Chair of the Executive Committee.

**Membership.**

Membership on the Executive Committee shall consist of the Board Officers of **NAME OF ORGANIZATION** and the immediate past Board Chair, if still a director, plus any other directors or officers appointed by the Board***.***

**Ex Officio Member.**

The Executive Director shall be an ex officio member without vote, invited to attend meetings of the Executive Committee unless requested not to attend by the person acting as Chair.

**Meetings and Procedures**

1. The Committee shall hold meetings at the call of the Committee chair, Executive Director, or any two members.

2. The Committee shall either maintain minutes of its meetings and provide them to the full Board at regularly scheduled meetings or shall report to the Board, which shall incorporate the report of the Executive Committee into its written minutes.

**Powers.**

1. The Executive Committee may act for the Board between meetings; provided, however, that it may **not** do the following, unless specifically authorized by majority vote of the board:

* Approve or recommend to members the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the assets;
* Elect, appoint or remove directors or permanently fill vacancies on the Board or any committee of the Board;
* Adopt, amend or repeal the Bylaws or Articles of Incorporation;
* Amend any committee charter or resolution of a Board committee previously established by the Board;
* Hire or fire the Executive Director;
* Approve or change the budget;
* Add or eliminate programs previously authorized by the Board;
* Change or add membership categories or the rights or benefits of membership; or
* Permanently relocate the main office.

2. Investigate Conflict of Interest Transactions. The Executive Committee shall conduct investigations into potential conflicts of interest and make a final determination on whether any potential conflicts exists and, if it does, on whether the transaction is fair.

3. Executive Oversight. Subject to limitations on its authority established by the Board, these Bylaws, or law, the Executive Committee shall oversee the performance of the Executive Director and make recommendations to the Board on reasonable executive compensation.

4. Personnel Matters. The Executive Committee shall oversee the development of personnel policies and their implementation by the Executive Director.

**Report to Board.**

Any action taken by the Executive Committee between meetings of the Board shall be reported to the Board at the next meeting.

SOURCE: Montana Association of Nonprofit Organizations