

TERMS OF REFERENCE FOR THE EXECUTIVE COMMITTEE
(as adopted 23/2/18)

- (A) **Composition.** The Executive Committee is not separately elected by the Board of Directors but consists of the Chief Executive Officer (without voting power), the President, the President-elect, the Secretary, the Treasurer and the Chair of the Publications Committee. Each officer serves ex officio and ceases to a member of the Executive Committee when he or she ceases to hold one of the offices listed in the preceding sentence.
- (B) **Powers.**
- (i) The Executive Committee, unless limited in a resolution of the Board, has the power to exercise all functions of the Board between meetings and to take any action required of the Board between Board meetings; provided, however, that the Executive Committee shall not have the authority of the Board in reference to the matters enumerated in (C). All actions of the Executive Committee must be consistent with the general policies of the Board.
 - (ii) If necessary, the Executive Committee may convene a Special Meeting of the Board of the Society, as provided in Article 11, section d) of the Bylaws of the Society, to deliberate on action that must be taken before the next Regular Meeting of the Board.
- (C) **Limitations on Committee Powers.** The Executive Committee may not:
- (i) amend the Society's Articles of Incorporation;
 - (ii) amend the Bylaws of the Society;
 - (iii) adopt an agreement of merger or consolidation;
 - (iv) approve the dissolution of the Society;
 - (v) approve the sale or exchange of all or substantially all of assets of the Society; or
 - (vi) elect, appoint, or remove any director, any member of the Society or a committee, or any officer of the Society.
- (D) **Meetings.**
- (i) A meeting of the Executive Committee may be called at any time by the President, the Chief Executive Officer, or any two members of the Executive Committee. The Committee may meet in person at any convenient location or by use of any electronic communications facility that permits all attendees to participate fully in the Committee's deliberations and (as permitted) voting.
 - (ii) The President may invite, with the concurrence of the Committee, any person (whether or not a member of the Society) to participate in all or part of any meeting of the Committee. The Executive Committee may authorize reimbursement such

person's necessary expenses related to participation.

- (iii) The Executive Committee may hold executive sessions attended only by its voting members when necessary to conduct confidential business. During an executive session, the Committee may request and receive advice from any qualified person. Any action taken in executive session must be confirmed by a vote when the Executive Committee is no longer in executive session and recorded in the Minute Book of the Committee.

(E) **Voting and Quorum.**

- (i) The quorum for meetings of the Executive Committee is a majority of the persons then serving as Officers of the Society, but, for quorum purposes, the Chief Executive Officer is not counted as a member of the Executive Committee. The Chief Executive Officer has no vote on the Executive Committee.
- (ii) If a single person holds more than one Office (for instance, if a single person is both Secretary and Treasurer), that person has only one vote on the Executive Committee. Proxy voting is not permitted.
- (iii) The Executive Committee may act without meeting if all voting members of the Committee provide a written assent to the proposed action. Such written assents are included in the Minute Book of the Executive Committee and are equivalent to a unanimous favorable vote of the members in a meeting.

- (F) **Notice.** Notice of meetings of the Executive Committee is sent to each member at least 7 days prior to the meeting. The voting members of the Committee may, by attendance at the meeting or by a written waiver of notice (which may be an electronic message), agree to a lesser period of notice in order to take prompt action when necessary.

- (G) **Reports.** The minutes of Executive Committee meetings that have occurred since the previous meeting of the Board of the Society are included in the consent agenda for the subsequent meeting of the Board of the Society. At the meeting of the Board of Directors, the President (or another member of the Executive Committee designated by the President) answers any questions from Directors of the Society concerning the actions of the Executive Committee and presents any recommendations from the Executive Committee for action by the Board.