

## **Article VII      Committees**

**Section 7.01      Committees of the Board:** The Board of Directors, by resolution adopted by a majority of the Board members present and voting, provided a quorum is present, may create one or more committees, each consisting of one or more Board members. Appointments to committees of the Board shall be made by the President and approved by majority vote of the Board of Directors. The Board may appoint one or more Board members as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution may:

- A. Fill vacancies on the Board or on any committee that has the authority of the Board
- B. Fix compensation of the Board of Directors for serving on the Board or on any committee;
- A. Amend or repeal by-laws or adopt new by-laws;
- B. Amend or repeal any resolution of the Board that, by its express terms, is not so amendable or repealable;
- C. Create any other committee of the Board or appoint the members of committees of the Board;
- D. Expend corporate funds;
- E. Approve any contract or transaction to which the corporation is a party, and in which one or more of its members has a material financial interest.

Notwithstanding any provision of these by-laws to the contrary, the President as Chief Executive Officer of the corporation, and with the concurrence of a Vice President, may appoint or designate a member of the Board to serve as an alternate or substitute member of committee of the Board when and to the extent that such appointment is needed to expedite an emergency project of the corporation, and no meeting of the Board is planned at such a time as to allow a delay of such appointment to a committee.

**Section 7.02      Meetings and Actions of Committees:** Meetings and actions of committees shall be governed by, held and taken in accordance with the provisions of these by-laws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these by-laws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

**Section 7.03      Executive Committee:** There is created an Executive Committee which shall be comprised of the President, who shall serve as chairman, the Vice President, the First Vice President, Secretary, Treasurer (Chief Financial Officer), the Sergeant-at-Arms, and the immediate Past President. The Executive Committee shall act with and have all the authority of the Board on behalf of the corporation. Action of the Executive Committee will be presented to the Board of Directors at the next scheduled meeting of the Board. The Board of Directors may amend ratify any action taken by the Executive Committee.