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**Draft Bylaw Amendment:
Article V, Section 1**

Purpose: To limit the role and responsibility of the Executive Committee for non-emergency issues to only those two specific instances as provided by a contract of employment or ethical or conflict of interest charges levied against Board Directors or Committee Members.

Current Bylaw:

Article V, Section 1

1. The Board shall provide for the following standing committees:
 - a. Executive Committee
Shall be composed of the Chairperson, Vice Chairperson and one (1) Director appointed by the Chairperson, with the concurrence of the Board. It shall deal with such matters that arise between the Board meetings as the Chairperson deems necessary, and shall be the liaison between the Board and the Chief Executive Officer.

Proposed Bylaw Amendment: Article V, Section 1

New language is underlined and deleted language is marked with strike-through.

1. The Board shall provide for the following standing committees:
 - a. Executive Committee

Shall be composed of the Chairperson, Vice Chairperson and one (1) Director appointed by the Chairperson, with the concurrence of the Board. ~~It shall deal with such matters that arise between the Board meetings as the Chairperson deems necessary, and shall be the liaison between the Board and the Chief Executive Officer.~~ Except for (i) receiving, reviewing and investigating ethical or conflict of interest charges levied against a Board Director or Committee Member and presenting its findings to the full Board in Executive Session and (ii) setting a portion of the Chief Executive Officer's compensation pursuant to his/her contract of employment, if applicable, which are the responsibility of the Executive Committee, the Executive Committee shall convene or function only during emergencies when a quorum, by in-person and/or electronic means, of the full Board cannot be obtained in a timely manner – followed by a Board meeting or detailed communication within 48 hours to discuss the reasons for, and results of, the Executive Committee meeting. All non-emergency issues, other than (i) and (ii) above shall be addressed by a quorum of the full Board.