

GWNC Standing Committee Rules for GWNC Bylaws [should read “for GWNC Board Rules” (CMS)]

Ad Hoc Governance Committee (Carroll, Gresham, Kirkham, Moser, Smith, Starr)

March 10, 2021

Adopted by the board March 10, 2021. To be integrated in the GWNC Board Rules. [CMS]

1. Creation/Purpose/Term:

- 1.1. Creation: A Standing Committee (“Committee”) of the GWNC Board (“Board”) may be created only through Board Action. *See Board Rules. See Bylaws.*
- 1.2. Purpose / Mission Statement: A Committee shall have a purpose/mission statement.
- 1.3. Additional Protocols: A Committee may adopt additional protocols through Committee Action with Board ratification.
- 1.4. Term: Committees shall exist indefinitely, until dissolved by the Board
 - 1.4.1. Committees which have not met in one (1) calendar year, or within three (3) calendar months from the date of the Board action creating them, shall be agendized for dissolution at the next Regular Board meeting.
 - 1.4.2. Committees may be dissolved by a two-thirds vote of the Board for any reason.

2. Referral and Jurisdiction:

- 2.1. Referral: A Committee shall take up items referred to it by the GWNC Board.
- 2.2. Jurisdiction: A Committee may take up any matter under its Board-approved jurisdiction.
- 2.3. Restrictions: A Committee cannot consider a motion involving practically the same question as a matter currently in the hands of another Standing or Ad Hoc Committee.

3. Membership:

- 3.1. Appointment: *see Board Rules*
- 3.2. Eligibility: Committee seats are open to eligible and qualified GWNC stakeholders or Board Members. Before being voted on as a member, a candidate’s eligibility shall be verified by the City Clerk, the Committee Chairperson (“Chair”), the GWNC Secretary, or the GWNC Administrator, and shall be asked to provide a mailing address, email address, and phone number.
- 3.3. Number of Members, Constitution: Committees shall number at least 2 (two) Board Members, and may establish a maximum number of members. A Committee may have no more than five (5) Board Members (for this calculation, a Director and their Alternate shall only count as one). No

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individual shall serve on more than two (2) Standing Committees at the same time.

- 3.4. Member Term & Term Limits: Committee Membership shall be ratified by the Board as soon as practicable following the certification of a General Board election, at which time any member may be removed or replaced. Committees may vote to recommend a member roster to the Board. There are no term limits.
- 3.5. Removal: a Committee Member shall be removed:
 - 3.5.1. Due to a change in stakeholder or Board status.
 - 3.5.2. By majority vote of the Board; or by $\frac{2}{3}$ vote of the entire membership of the Committee and ratified by the Board:
 - 3.5.2.1. For any reason.
 - 3.5.2.2. Due to poor attendance, defined as missing either three (3) consecutive meetings or six (6) months of meetings; a Chair may declare a missed meeting as an excused absence and must announce it at the meeting and record it in the minutes for it not to count toward poor attendance as above.
- 3.6. Training Requirements: see *Board Rules*.

4. **Leadership:**

- 4.1. Chair: Every Committee shall have one (1) Chairperson from among its membership, who shall call meetings, create agendas, preside over meetings, draft minutes, and maintain an official email account.
 - 4.1.1. A Chair shall be a Board Director or Alternate. Exceptions may be made by Board action.
 - 4.1.2. The Chair may designate another Committee Member to assist in note taking, or with the writing of agendas or minutes.
- 4.2. Secretary: A Committee may vote to appoint a Secretary.
 - 4.2.1. Board ratification is required before the Secretary may:
 - 4.2.1.1. Have access to an email account or alias.
 - 4.2.1.2. Have access to GWNC intellectual property such as digital files, passwords, or lists.
 - 4.2.1.3. Preside over a meeting in the Chair's absence.
- 4.3. Election of Committee Leadership: see *Board Rules*
- 4.4. Term Limits: There are no term limits. Leadership shall be Board-ratified as soon as practicable after member ratification, following a General Election.
- 4.5. Removal of Committee Leadership: Committee Chair and/or Secretary may be removed by two-thirds vote of the Board, or by a vote of the majority of the full Committee, and later ratified by a simple majority of the Board.

5. **Meetings:**

- 5.1. Regular and Special Meetings: Each Standing Committee of the GWNC shall hold at least one (1) Regular Meeting every six (6) months, and Special Meetings as needed.
- 5.2. Quorum: will be a simple majority of voting members.
- 5.3. Proxy Voting: There shall be no proxy voting.
- 5.4. Motions as Recommendations: unless otherwise empowered by Board action, all Committee motions are considered recommendations of official action to the Board.
- 5.5. Meeting Locations: Regular meetings shall maintain the same schedule and location, as much as possible, to avoid stakeholder confusion.

6. **Posting/Agendas/Minutes:**

- 6.1. Membership List: Committee agendas shall list voting members by name and stakeholder basis, e.g. "Jane Doe - Area 16".
 - 6.1.1. Vacancies: Agendas shall list vacancies. Vacancies may be filled no sooner than 15 days after public notice of the vacancy.
- 6.2. Minutes: Committee minutes shall adhere to the same rules as Board minutes. The Chair shall submit approved minutes to the GWNC Secretary.

7. **Reports and Motions at Board Meetings:**

- 7.1. Reports: A Chair shall report to the Board on activities since its last report, include meeting date(s), whether quorum was met, member resignations, vacant seats, and upcoming meetings. In the absence of the Chair or Committee Secretary, a report may be submitted in writing and read by another Committee Member.
- 7.2. Motions: Motions brought by a Committee to the Board shall use the same language approved in the Committee, and the Committee's vote shall be stated if requested by a Board Member.
- 7.3. Emergency Motions: The Chair may make emergency motions to the Board on urgent matters which have come to light since the Committee's Regular Meeting if it was unable to reasonably hold a Special Meeting in time.

- 8. **Staff Support** (Admin and Minutes Writer): Staff support may be requested from the Board through Funding Motions, through the Annual Budgeting, or from time to time as needed.

Upon ratification, in cases where these rules conflict, the above rules shall supersede any previously-adopted committee protocols or Board Rules; and shall be inserted in the Board Rules and posted on the Website.