

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY EXECUTIVE COMMITTEE GUIDELINES

INTRODUCTION: Nothing in these Guidelines shall be construed to supersede the By-Laws or Certificate of Incorporation of the Community Foundation. Every effort has been made to align the three documents, but should any conflicts occur, the By-Laws and Certificate of Incorporation shall prevail. As stated in the By-Laws of December 17, 2013, which may be further cited below, “all provisions in the Certificate of Incorporation, [the] By-Laws or the Act that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements shall... apply to committees of the Board and their members.”

I. PURPOSE

As stated in Section 2.7.1 (A) of the By-Laws, the Executive Committee (“Committee”) “may exercise the authority of the Board of Directors (the “Board”) of the Community Foundation of Middlesex County (“CFMC”) in the interim between meetings of the Board in all urgent and routine matters as directed by the Board”, subject to the limitations stated in the By-Laws.

II. MEMBERSHIP

The members of the Executive Committee shall consist of the officers and such chairpersons of the standing committees as the Board Chair shall appoint, subject to Board approval. The Chair of the Board shall be the committee Chair.

III. RESPONSIBILITIES AND DUTIES

- A. The Committee shall act on behalf of the Board on matters that arise between scheduled Board meetings or when it is not practical or feasible for the Board to meet, to the extent permitted by applicable law and regulations, the certificate of incorporation and the bylaws, including, but not limited to:
1. Call special meetings of the Board;
 2. Provide counsel to the President & CEO
 3. Monitor the Community Foundation’s progress against the Board approved strategic plan and call for revisions as necessary based on the current environment and situation.
 4. Review the strategic plan and recommend modifications to the Board prior to the budget being developed for the next fiscal year.
 5. Determine what strategies, if any, the Board should be assisting in implementing; and if outside the boundaries of any other Board committee, design ways for Board members to fulfill this responsibility;
 6. Ensure the approved Strategic plan is implemented in line with the direction given by the Board;
 7. Act on behalf of the Board of Directors in the case of any major disruption of the staffing situation, a catastrophic event in a community within Middlesex County or any other emergency that may arise.
- B. However, the Committee shall not have the power or authority to act on behalf of the Board with respect to the following matters:
1. Fill vacancies on the Board or any Board committee, as stated in the By-Laws;
 2. Amend the Certificate of Incorporation, as stated in the By-Laws;

3. Adopt, amend or repeal By-laws, as stated in the By-Laws;
4. Approve a plan of merger, as stated in the By-Laws;
5. Approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the corporation, as stated in the By-Laws;
6. Approval a proposal to dissolve the Corporation, as stated in the By-Laws;
7. Appoint or terminate the appointment of the President & CEO;
8. Permanently relocate the main office;
9. Amend or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
10. Approve or change the budget;
11. Add or change investment advisor(s); and
12. Add or eliminate programs previously authorized by the Board;

IV. SUBCOMMITTEES

The Committee may appoint subcommittees, but no subcommittee will have final decision making authority on behalf to the Committee of the Board. The Chair of the Committee shall designate the Chair of any subcommittee.

V. MEETINGS AND QUORUM

The Committee shall meet at least 3 times per year or as circumstances dictate. A majority of the current members of the Committee shall constitute a quorum.

VI. MINUTES

The Committee shall maintain minutes of meetings and regularly report to the Board on Committee findings, recommendations and actions, and any other matters the Committee deems appropriate or the Board requests. Minutes are to include list of members present, absent, and/or excused.