

## ARTICLE XXII

### COMMITTEES, TASK FORCES, AND WORKGROUPS

This Article has been duly adopted by AAAOM Board of Directors on January 28, 2010. In the event of any conflict with any other Article or provision or policy contained in any other Article or provision or policy previously adopted, the provisions contained in this Article shall control.

#### Section 1. General.

A. Committees, task forces, and workgroups are established to provide policy advice and expertise on issues facing the association, or to provide guidance and develop recommendations to the board of directors and conduct other activities as directed.

B. Members in good standing are eligible to serve on any committee except the Executive Committee. All committee members shall be members in good standing of the AAAOM.

C. Committee chairpersons may select and limit the number of members, but in no case shall there be less than 3 persons on a committee, including the chairperson. All committees shall include at least one director.

#### Section 2. Standing Committees.

A. These are permanent committees which are necessary for the continuing effective operation of the Association, and which are charged with responsibilities for organizational, structural, and/or administrative affairs of the Association. Standing Committees are established in the bylaws.

B. The following committees shall be standing committees of the AAAOM: Executive, Elections, Finance, and Governance.

C. The Executive Committee shall be composed of the President, Vice-President, Treasurer, Secretary, and Immediate Past President. The Executive Director shall be an ex-officio, non-voting member, and the President shall serve as Chairperson. The Executive Committee shall act on behalf of the board of directors as appropriate in any case where immediate action is required and the matter is such that a special meeting of the full Board is not deemed necessary or possible, and except when prohibited by these bylaws or by the laws of the governing jurisdiction. A quorum of 3 voting members of the Executive Committee is required for Executive Committee meetings. Notification of an Executive Committee meeting and agenda shall be provided to the Board of Directors prior to such meeting, and minutes shall be provided to the Board of Directors at the next meeting of the full board or within 7 days, whichever is sooner. The Executive Committee shall follow contractual procedures in accordance with established board policy, and shall oversee the annual

performance review of the Executive Director or equivalent. The Executive Committee shall not have any power or authority to:

1. Amend the articles of incorporation or bylaws;
2. Adopt or approve an agreement of merger, consolidation, reorganization; dissolution, or disposition of all or substantially all of the Association's property and assets;
3. Revise policies or rules governing the authority of the Executive Committee;
4. Set the number of directors as established within these bylaws;
5. Elect or remove directors or fill vacancies on the Board of Directors;
6. Create any other committees; or
7. Amend or repeal any resolution of the Board of Directors.

D. The Elections Committee shall advise the Board of Directors on matters pertaining to the nomination and election of the Association's directors, and oversee the nominations and elections process for board directors, in accordance with these bylaws. The Elections Committee shall develop recommendations for voting on resolutions and oversee the process for voting on resolutions, in accordance with these bylaws. A member of the Elections Committee may not seek or accept nomination for election to the Board of Directors within 90 days of serving on the Election Committee.

E. The Finance Committee shall advise the Board of Directors on matters pertaining to the Association's financial needs, growth, and stability based on periodic reviews of income, expenditures, and investments. The committee shall oversee preparation of the annual budget and the performance of the association in meeting its budget, and present that information to the full board. The committee shall oversee the preparation and filing of tax returns.

F. The Governance Committee shall assess governance practices and make recommendations to the Board of Directors on the following:

1. Organization and structure of the Board of Directors and its committees and any task forces or workgroups;
2. Bylaws and procedures;
3. Performance and self-evaluation of board directors;
4. Orientation of new directors;
5. Development of director's leadership skills; and
6. Other aspects of association governance, as appropriate.

### Section 3. Other Committees, Task Forces, and Workgroups.

A. The Board shall establish other committees, task forces, and workgroups as needed to fulfill the purposes of the association.

B. Other committees shall be established as needed for an unspecified period of time to address ongoing and broad subject areas or activities. The formation, purpose, and dissolution of any such committee shall be by majority vote of the Board of Directors.

C. Task Forces and Workgroups shall be established as needed for a specified period of time to address a specified project or issue. The specified project and timeframe shall be approved by majority vote of the Board of Directors upon establishment. Task Forces and Workgroups are automatically dissolved at the end of their specified timeframe or upon completion of the specified project, whichever occurs first, and may be extended by a majority vote of the Board of Directors.

D. A member may request that the Board of Directors form a committee, task force, or workgroup by sending a request in a according to procedures determined by the Association. All board directors must be notified within 14 working days that such a request has been received.

E. The Board of Directors may establish other groups for any purpose consistent with the AAAOM's mission.

#### Section 4. Chairpersons.

A. Except for the Executive and Finance Committee, a chairperson shall be nominated for each committee by a director and approved by a majority vote of the board of directors at the regular meeting of the Board of Directors in an open session of the board meeting following the annual election. Appointments are for a one year term, subject to yearly reappointment, not to exceed 3 consecutive years.

B. A chairperson shall be appointed for each task force or workgroup by a majority vote of the board.

C. Except for the Executive and Finance Committee, a chairperson may be removed with or without cause by a majority vote of the board. If a chairperson resigns, is removed, or is otherwise unable to complete his/her period of appointment, the board shall appoint an eligible replacement to serve the unexpired portion of the appointment.

D. All committee chairpersons shall attend at least one regular board meeting per year and submit a report to the board at least annually in accordance with criteria established by the Association.

E. No person shall chair more than two groups (committee, task forces, or work group) concurrently.