



BIG SKY OWNERS ASSOCIATION COMMITTEE CHARTER

COMMITTEE NAME Executive Committee

Date Created: February 21, 2014 by a majority vote of the Board of Directors of The Big Sky Owners Association (BSOA) at its February 21, 2014 board meeting.

Date(s) Charter Revised:

Standing Committee X, Committee _____, *Ad Hoc* Committee _____

PURPOSE AND AUTHORITY

The purpose of this Committee Charter (“Charter”) is to establish an Executive Committee (“Committee”). The Committee is delegated authority to act for the BSOA Board (“Board”) in fulfilling the Board’s duties by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed by law, within the limits established in this Charter and the BSOA Bylaws adopted on January 18, 2008 at its Board meeting and recorded with the Office of the Gallatin County Clerk and Recorder (Document #2290050, January 25, 2008) and the Office of the Madison County Clerk and Recorder (Document #124479, February 11, 2008) (“Bylaws”).

MEMBERSHIP, OFFICERS, AND TERMS

Chair. The Chair of the Board shall be Chair of the Committee.

Membership. Membership on the Committee shall consist of the following Officers of the Board: Chairman, Vice Chairman, Treasurer and two Board Directors appointed by the Board (which can be the Secretary of the Board).

Ex Officio Member. The Executive Director shall be an ex officio member without vote, invited to attend meetings of the Committee unless requested not to attend by the person acting as Chair.

Term. All members of the Committee shall serve a one year term, but may be reappointed. All terms commence with the first Board meeting after the annual meeting at which the Officers of the BSOA Board are elected.

MEETINGS AND PROCEDURES

The Committee shall hold meetings at the call of the Chair, Executive Director, or any two members of the Committee. A minimum of three (3) voting committee members present shall constitute a quorum.

The Committee shall either maintain minutes of its meetings and provide them to the full Board at regularly scheduled meetings or shall verbally report to the Board, which shall incorporate the report of the Executive Committee into its written minutes.

POWERS AND DUTIES

1. The Committee is empowered to act for the Board when the Chair determines that the action cannot wait until a regularly scheduled Board meeting and it is impractical to convene a special Board meeting. However, such actions will be reported to the Board as provided in the Meetings and Procedures section of this Charter and ratified by the Board at its next meeting.
2. The Committee may act for the Board between meetings; provided, however, that it may **not** do the following:
 - a. approve the dissolution, merger, or the sale, pledge, or transfer BSOA's assets;
 - b. elect, appoint or remove directors or permanently fill vacancies on the Board or any committee of the Board;
 - c. adopt, amend or repeal the Bylaws or Articles of Incorporation of the BSOA;
 - d. amend any committee charter or resolution of a Board committee previously established by the Board;
 - e. hire or fire the Executive Director;
 - f. approve or change the budget;
 - g. add or eliminate programs previously authorized by the Board;
 - h. permanently relocate the main office; or
 - i. any other action prohibited in the Bylaws.
3. The Committee has responsibility for personnel matters, and shall advise the BSOA Board regarding personnel decisions, including job descriptions, staffing, policies and proposed revisions to the Employee Handbook. Subject to limitations on its authority established by the Board, these Bylaws, or law, the Committee shall oversee 1) the performance of the Executive Director, 2) the appropriateness of staffing and compensation levels, 3) make recommendations to the Board concerning policy changes and 4) make recommendations to the Board.
4. The Committee shall also perform any other tasks assigned to it by the Board.
5. **Investigate Conflict of Interest Transactions.** The Committee shall conduct investigations into potential conflicts of interest and make a final determination on whether any potential conflict exists and, if it does, on whether the transaction is fair to BSOA.

6. **Report to Board.** Any action taken by the Committee between meetings of the Board shall be reported to the Board at the Board's next meeting in accordance with the Meetings and Procedures section of this Charter.

SUPERSEDE

The intent of the adoption of this Charter is to supersede all previous committee charters adopted by the Board to establish an Executive Committee including but not limited to the Executive Committee Charter adopted on February 20, 1997.

The intent of the adoption of this Charter is to supersede all previous committee charters adopted by the Board to establish a Personnel Committee including but not limited to the Personnel Committee Charter adopted on November 1998, revised March 17, 2000.