§ 1151.6 Committees.

(a) Executive Committee—(1) Establishment. The Board shall have an Executive Committee to serve as a leadership and coordinating committee. The Executive Committee acts on behalf of the Board in between regularly scheduled Board meetings as necessary and as authorized by delegation of the Board. In addition, the Executive Committee has the following duties and responsibilities:

(i) To review and consider recommendations and proposals from the various subject matter committees;

(ii) To review and make recommendations to the Board to amend or approve the Board’s bylaws; and

(iii) To request and review all committee charters.

(2) Chair. The Vice-Chair of the Board shall serve as Chair of the Executive Committee.

(3) Membership. The Executive Committee shall be composed of a minimum of six members, three Federal and three public members, which shall include the Chair and the Vice-Chair of the Board, the chairs of each of the subject matter committees, and two at large members. The two at large members shall balance the number of Federal and public members and shall be elected by the Board after the election of the Chair and Vice-Chair of the Board and the chairs of the subject matter committees. In the event that the Board should establish three or
more subject matter committees, additional at-large members shall be elected as necessary to balance the Federal and public membership of the committee.

(4) **Quorum.** A quorum in the Executive Committee shall be a majority of the membership, present at the meeting. In the absence of their Federal member, the liaison may count toward a quorum. If a quorum is not present, a meeting can be held only for the purpose of discussion and no vote may be taken.

(5) **Voting.** Directed or undirected proxies are permitted. In the absence of their Federal member, liaisons are permitted to vote on all matters which are subject to review by the full Board. The presiding officer shall have the same right to vote as any other member. A majority vote of the members (or liaisons) present at the meeting and any directed or undirected proxies is necessary for action by the committee.

(c) **Special committees.** The Chair, the Board, the Executive Committee or a subject matter committee may appoint a special committee to carry out a specific task. A special committee shall dissolve upon completion of its task or when dissolved by its creator. A special committee shall be governed by the same rules and procedures applicable to subject matter committees unless other rules or procedures are approved by the creator of the committee.

(d) **Telecommunications.** A member of a committee shall be considered present at a meeting when he or she participates in person or by conference telephone or similar communication equipment which enables all persons participating in the meeting to communicate with each other.

(e) **Charter.** With the exception of a Committee of the Whole, each committee shall establish a charter and may establish any additional procedures provided that they do not conflict with the provisions of the bylaws in this part.

(f) **Procedure.** Committee meetings shall be held in accordance with Robert's Rules of Order, except as otherwise prescribed in the bylaws in this part or committee charters.

(g) **Records.** Committees shall maintain written records of the meetings.

§ 1151.7 Amendments to the bylaws.

In order to amend the bylaws in this part, a vote of two-thirds of the membership of the Board (as fixed by statute) at the time the vote is taken shall