

§ 1151.6

giving written notice of the cancellation at least ten (10) work days prior to the meeting where practical.

(f) *Special meetings.* The Chair may call special meetings of the Board to deal with important matters arising between regular meetings which require action by the Board prior to the next regular meeting. Voting and discussion shall be limited to the subject matter which necessitated the call of the special meeting. All Board members shall receive reasonable advance notice of the time, place, and purpose of the special meeting.

(g) *Record.* The Executive Director shall maintain a permanent record of the minutes of the meeting and attendance. The Board shall approve the final minutes after all corrections and additions have been incorporated.

(h) *Rules for Board meetings.* Meetings of the Board shall be held in accordance with Robert's Rules of Order, except as otherwise prescribed in the bylaws in this part.

(i) *Quorum.* (1) A quorum shall be the majority of the membership of the Board (as fixed by statute). At least half of the members required for a quorum shall be public members.

(2) Proxies shall not be counted for purposes of establishing a quorum.

(3) If a quorum is not present, a meeting shall be held only for the purpose of discussion and no vote may be taken.

(j) *Voting.* (1) Only Board members may vote.

(2) Except as otherwise prescribed in the bylaws in this part, a majority vote of the members present and any proxies is necessary for action by the Board.

(3) The presiding officer shall have the same right to vote as any other member.

(4) Any member may give his or her directed or undirected proxy to any other Board member, present at the meeting. Proxies shall be given in writing and submitted to the Chair prior to or at the meeting. A directed proxy shall be voided as to a specific issue if the question on which the vote is eventually taken differs from the question to which the proxy is directed.

(5) The Board may act on items of business between meetings by nota-

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tional voting. At the request of the Chair, the Executive Director shall send a written ballot to each Board member describing each item submitted for notational voting. If any Board member requests discussion on an item, the ballots shall not be counted and the Chair shall place the item on the next Board meeting agenda for discussion and voting.

(k) *Telecommunications.* A member of the Board 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.

§ 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.* (i) The presiding officer shall have the same right to vote as any other member.

(ii) On matters subject to Board review, liaisons are permitted to vote in the absence of their Federal 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.

(iii) On matters of final action, not subject to Board review, a majority vote of the membership of the committee, present at the meeting or by directed proxy, is necessary for action by the committee. In the absence of their Federal member, liaisons are permitted to cast a directed proxy only.

(b) *Subject matter committees—(1) Establishment.* The Board may establish or dissolve subject matter committees by a two-thirds vote of the members present and any proxies.

(2) *Chair, Vice-Chair.* The Chair and Vice-Chair of a subject matter committee shall be elected by the Board after the election of the Chair and Vice-Chair of the Board. The Chair of a subject matter committee shall serve as a member of the Board's Executive Committee.

(3) *Membership.* Each subject matter committee shall be comprised of a minimum of seven, and a maximum of nine, members. Except for the Chair of the committee who is elected by the Board, the members of the committee shall be appointed by the Chair of the Board. Members shall serve a term of one year corresponding to that of the Chair of the Board, and continue their duties until their successors have been appointed.

(4) *Quorum.* A quorum shall be a majority of the actual membership of the

committee. A liaison may represent the Federal member for purposes of a quorum. If a quorum is not present, a meeting shall 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.

[63 FR 1924, Jan. 13, 1998, as amended at 71 FR 33254, June 8, 2006]

§ 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