

Braided River Committee Charter

Committee Purpose

The Braided River Committee serves as The Mountaineers Board of Directors designated committee to fulfill requirements detailed in Braided River bylaws, a separate but affiliated 501(c)(3) corporation in order to sustain a mutually beneficial relationship in support of a shared mission.

Authority:

The Braided River Committee derives its authority from The Mountaineers Board of Directors, and shall abide by The Mountaineers bylaws, all board policies and Robert's Rules of Order.

Responsibilities

The specific responsibilities of the Braided River Committee include:

1. Approval or removal of Braided River board members as proposed by the Braided River board of directors.
2. Amendments to Bylaws or Articles of Incorporation as proposed by the Braided River board of directors.

Meetings

The Braided River Committee shall conduct business via email and meet if necessary at the determination of the committee chair. Meeting dates and times would be specified in advance.

Members

The Braided River Committee shall consist of at least two members of The Mountaineers Board of Directors, and at least two members of the Braided River Board of Directors. Members are selected and invited by the Executive Director of Braided River. The chair of the committee is the Vice President of Publishing.

Reports

The Braided River Committee will create the following reports (as required):

Decisions will be conveyed via the consent agenda to The Mountaineers Board of Directors.

Committee Goals

The Braided River Committee may participate in other opportunities as identified by the Braided River board.

Other

The Mountaineers Board of Directors may elect to serve this function in lieu of a board committee.

Relevant excerpts from Braided River Bylaws:

Section 2.4 Election. The directors shall be elected by the Books Governance Board, or any other body designated by The Mountaineers board of trustees to manage the business affairs of The Mountaineers Books division, and if there is no such body then by The Mountaineers board of trustees, to hold office until the expiration of the term of office of the class of directors into which elected, and until his, her or their respective successors are elected and qualified, or until the director resigns or is removed as provided in Section 2.5 of this Article.

Section 2.5 Removal. Any director may be removed by a majority vote of the Books Governance Board, or any other body designated by The Mountaineers board of trustees to manage the business affairs of The Mountaineers Books division, and if there is no such body then by The Mountaineers board of trustees, whenever in its judgment the best interests of the corporation will be served thereby.

Section 2.6 Vacancies. The Books Governance Board, or any other body designated by The Mountaineers board of trustees to manage the business affairs of The Mountaineers Books division, and if there is no such body then by The Mountaineers board of trustees, shall have the power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. Any director elected to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

Section 8.5 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the board of directors at any annual or special meeting of the board, subject to approval by the Books Governance Board, or any other body designated by The Mountaineers board of trustees to manage the business affairs of The Mountaineers Books division, and if there is no such body then by The Mountaineers board of trustees; provided, however, that at least fifteen (15) days' notice must be given to each director prior to the taking of any vote to alter, amend, or repeal the Bylaws. Any such notice shall include a statement regarding the purpose of the meeting, the proposed amendment(s), or a summary of the changes to be effected thereby.

Section 8.6 Amendment of Articles of Incorporation. The Articles of Incorporation may be amended by the affirmative vote of a majority of the board of directors at any annual or special meeting of the board, subject to approval by the Books Governance Board, or any other body designated by The Mountaineers board of trustees to manage the business affairs of The Mountaineers Books division, and if there is no such body then by The Mountaineers board of trustees; provided, however, that at least fifteen (15) days' notice must be given to each director prior to the taking of any vote to amend the Articles of Incorporation. Any such notice shall include a statement regarding the purpose of the meeting, the proposed amendment or a summary of the changes to be effected thereby.