



VP Draft 1/24/2022

EXECUTIVE COMMITTEE CHARTER

Effective as of [_____], 2022

1.0 AUTHORITY

The Executive Committee (the “Executive Committee”) is a committee of the National Board of Directors (the “NBOD” or “Board” or “Directors”) established under Section 8.2.4 of the Bylaws of the Society of Hispanic Professional Engineers (“SHPE”). Capitalized terms used in this charter of the Executive Committee (the “Charter”) that are not otherwise defined herein have the meanings given to them in the Bylaws of SHPE.

2.0 PURPOSE

The purpose of the Executive Committee is to provide oversight for the entire organization and acts as a steering committee for the entire NBOD. The Executive Committee acts with full authority of the National Board of Directors (NBOD) between Board meetings, subject to the statutory and Board-imposed limitations on committee action. The Executive Committee provides a sounding board to the Chief Executive Officer (CEO) and serves as a source of ready advice on operating and personnel matters. In addition, the Executive Committee monitors the performance of the CEO and makes recommendations to the NBOD regarding the compensation and benefits for the CEO.

3.0 MEMBERSHIP

- Per SHPE Bylaws, Section 8.2.4, The Executive Committee shall consist of the Chair, Vice-Chair, Secretary and Treasurer of the NBOD. The Chair of the NBOD shall serve as the Chair of the Executive Committee (the “Chair”).
- No members of the Executive Committee shall have any material financial interest in SHPE or in any entity doing business with SHPE.
- Executive Committee members may not receive any compensation from SHPE in excess of the compensation, if any, received by Directors for their Board services. Members of the Executive Committee may seek reimbursement of expenses reasonably incurred on behalf of SHPE, as outlined in the Travel Policy, and submitted to the Board Chair for review. The Board Chair must submit his/her expenses to the Board Treasurer for review/approval.

4.0 MEETINGS AND OPERATIONS

- The Executive Committee shall hold four (4) meetings per year at a time and place selected by the Executive Committee or at such other intervals as determined by the Chair or a majority of the Executive Committee members.
- The Chair shall preside over all meetings of the Executive Committee. A majority of the Executive Committee members shall constitute a quorum. Executive Committee approvals shall require a vote of a majority of the Executive Committee members present at a meeting



at which a quorum is present. In the absence of the NBOD Chair, the Vice Chair shall serve as the Chair of the Executive Committee. This also applies in situations where the NBOD Chair is accused of ethical or performance related accusations as part of an investigation.

- Members of the Executive Committee may participate in a meeting by means of a telephone conference, electronic video screen communication, or electronic transmission.
- The Executive Committee shall report its activities to the Board on a regular basis at regularly scheduled NBOD meetings throughout the year. The Executive Committee shall also keep documented minutes of its meetings.
- The Executive Committee may invite any non-Executive Committee members to attend meetings or meet with the Executive Committee members.
- The Executive Committee shall review this Charter periodically and recommend any proposed changes to the Board for review.

5.0 RESPONSIBILITIES

In addition to any other duties as the Board may assign to the Executive Committee from time to time, the Executive Committee shall have the following responsibilities:

- Act on behalf of the Board with respect to matters that arise between Board meetings, to the extent permitted by applicable law, the articles of incorporation, and the bylaws. The Executive Committee shall not have the power or authority to act on behalf of the Board with respect to the following matters:
 - (a) Adopting, amending or repealing any provision of the certificate of incorporation or bylaws;
 - (b) Amending the SHPE's mission;
 - (c) Filling vacancies on the Board;
 - (d) Adopting an agreement of merger or consolidation;
 - (e) Authorizing the sale, lease or exchange of all or substantially all of SHPE's property and assets;
 - (f) Authorizing the dissolution of SHPE or a revocation of a dissolution;
 - (g) Fixing compensation of Directors for service on the Board or any committee;
 - (h) Appointing or terminating the appointment of the officers and Directors;
 - (i) Amending or repealing any resolution of the Board which by its terms shall not be amended or repealed; and
 - (j) Terminating the CEO without prior NBOD approval via majority vote.
- Provide advice to the Chief Executive Officer on operating and personnel matters, as requested.
- Monitor the performance of the Chief Executive Officer, conduct the Chief Executive Officer's annual performance review pursuant to the terms and conditions of SHPE's employment agreement with the Chief Executive Officer, and make recommendations to the Board regarding the Chief Executive Officer's performance goals for the subsequent year.



- Obtain and evaluate relevant compensation information and make a recommendation to the Board regarding the Chief Executive Officer's compensation (including all benefits) in line with nonprofit/association industry compensation standards and provide input for compensation of other senior employees as determined by the Board.

6.0 GENERAL PROVISIONS

- The Executive Committee may establish such subcommittees of its members as it deems appropriate to assist in its duties, provided that the Executive Committee shall retain ultimate responsibility for such matters.
- In discharging its role, the Executive Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, and personnel of SHPE and, subject to the direction of the Board, the Executive Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.
- In the course of fulfilling its duties, the Executive Committee may at any time seek advice and assistance from outside legal counsel, accounting or other subject matter advisors as the Executive Committee deems necessary to carry out its duties on such terms as the Executive Committee may determine.
- The Executive Committee shall receive appropriate funding, as it determines, from SHPE for payment of compensation to any independent auditors, outside legal counsel, or accounting or other advisors employed by the Executive Committee, and for ordinary administrative expenses of the Executive Committee that are necessary or appropriate in carrying out its duties.
- The Executive Committee shall conduct an annual performance self-evaluation to ensure that the Executive Committee is fulfilling its responsibilities and report the results of such evaluation to the governance committee of the Board.