**By-Laws Suggestion/Proposal for the Approach to Committees Structure/Section**

**Article IX: Committees**

1. **Board Committees** - The following three committees are hereinafter established by the Association’s Board of Directors as permanent committees. The Chair of the Board of Directors may request Board member engagement on each of the three Board Committees on an as needed basis. The Chair of the Board of Directors may also request additional expertise from external sources as well.
2. **Nominating** – The Nominating Committee defines the nominations process for each officer (Chair, Vice Chair, and Treasurer) of the APPA Board of Directors along with the appointment cycle. The Nominating Committee will seek to fill positions based on the current needs and strategic direction of the APPA Board and use said content to announce, recruit, and further inspire actual application materials for applicants. Responses will be evaluated confidentially with the results presented to the Board for discussion/ reconsideration and ultimately approval of a slate for presentation to the membership. For Regional Directors, the Nominating Committee will communicate guidance and advice on desired skills or expertise as is relevant to meet the needs of the APPA Board. The Chair of the Nominating Committee shall be the Vice Chair of the Board. The Nominating Committee shall be comprised of sitting members of the Board of Directors with a minimum number of four.
3. **Executive** – The predominant role of the Executive Committee is to add value to the association’s governance process and focus on a set of core responsibilities by functioning as a sounding board for the President & CEO, setting strategic agendas for the full board meetings, acting on finances and handling quick response items as needed, responding for the Board in the event of an emergency or unplanned event, evaluating the CEO, and monitoring board performance. The Executive Committee shall have and exercise the authority of the Board of Directors and the management of the Association to the extent provided by Board resolution, and shall advise the Board and make policy interpretations on behalf of the Board as the Board by resolution may so provide. The Executive Committee shall consist of the elected officers and the President & CEO. The Chair of the Board of Directors shall act as the Chair of the Executive Committee. *[We will review the other duties and responsibilities from the existing by-laws when we drop this into them. Propose we include items VI.d.e.f., only.]*
4. **Finance** – The Finance Committee shall provide fiduciary oversight and stewardship responsibility of the Association’s financial resources; review both the fiscal and investment policies and procedures of the Association’s funds; ensure the actions and decisions undertaken by the Board have a strategy for funding; review, for Board approval, the budget presented by the President & CEO for the operation of the Association and its principal headquarters office; ensure an audit of the Association’s accounts in accordance with Generally Accepted Accounting Principles (GAAP); and assure the provision of accounting policies and procedures. Led by the Treasurer, the committee’s role assure an independent system of checks and balances that is necessary to develop and maintain a perception of trust, transparency, and confidence on the part of the Association’s members. The Finance Committee shall be comprised of sitting members of the Board of Directors with a minimum number of four. The Treasurer shall act as the Chair of the Finance Committee.

1. **Standing Activities** – *Groups that serve an on-going and/or long term activity in support of the strategic plan and in direct relation to Members’ needs and expectations. Standing Activities are hereinafter authorized or approved by the Association’s Board of Directors.*
2. **Other Committees –** In addition to the three permanent board committees, the Board of Directors may authorize the formation of other committee types to advance the interests of the Association and its members which are hereinafter established in the Association’s Bylaws by the Board of Directors for strategic short and long-term objectives of the Association. Appointments will be made by the Chair in accordance with the provisions of these Bylaws, or in the absence of specific provisions, in accordance with the recommendation of the President & CEO and/or the Board of Directors. Each of these committee types is established for such purposes as the Board of Directors deems appropriate. The Board of Directors will determine the charge, purpose, size, process and how leadership is selected, reporting and accountability by its proposed charter which requires the Board’s advance approval for formation. Each committee type will remain in existence unless or until abolished by subsequent action by the committee and/or the Board of Directors.
	1. **Other Committee Types**
	In general, these other committee types will fall into one of the following categories:
		1. **Operational Functions** – *Groups or functions that are led by the Association Staff under the direction and authority of the President & CEO*
		2. **Ad Hoc Groups –** *Constituency groups that are narrowly established and tied to the strategic plan and further aligned with the strategic direction of the Association.*
		3. **Councils –** *Groups that may be established, for such purposes as the Board of Directors specifies and deems appropriate, to address certain technical issues on behalf of the Association that require the continuing engagement of relevant subject matter experts.*  *[Do we keep this entity title with the language from Article IX.D.??]*
		4. **Project Task Forces** - *Groups that sunset with an explicit written charge or purpose outlining its responsibilities, set of milestones and deliverables, and the expected data of completion (a targeted beginning and end or termination date).*
	2. **Standing Activities & Other Committee Types Formation & Charter**
	The formation of other committees may be proposed by APPA members or staff. Approval of all groups will be made by the Board of Directors. The process for proposing a new committee requires the formation of a charter with the following elements.
		1. Purpose
		2. Proposed activities
		3. Type of committee and Structure
		4. Charge(s)
		5. # and composition of members/ staff
		6. Leadership (may be staff or volunteer)
		7. Appointment Time Period
		8. Method for Appointment or Selection
		9. Commitment and expectations
		10. Qualifications
		11. Reporting Line (position title), Accountability Measures, and Cycle
		12. Formal Board Review Period (one, two, or three year time frame)
		13. Funding requirements, if applicable

For Project Task Forces, in addition to the above elements, these charters will also include the following:

1. Goals
2. Milestones
3. Deliverables
4. Timeline or Timetable for Completion

	1. **Formal Board Review Period & Dissolution of Committees**
	At the time of the Board’s review, committees will be assessed for their continued alignment with the strategic direction of the association. At any time, the Board, at its discretion, may authorize the dissolution of a committee.