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**Policy: Executive Committee Quorum and Voting Requirements**

**Effective Date: May 12, 2026**

1. Purpose

This policy establishes the minimum number of Executive Committee members required to hold a valid meeting (quorum) and defines the voting thresholds necessary to approve actions, ensuring that significant business decisions reflect robust committee representation.

2. Quorum

2.1. Definition: A quorum for the transaction of business at any meeting of the Executive Committee shall consist of:

One-third (1/3) of the Executive Committee members plus one (+1), Note, if results in a fraction, round up to the nearest whole number before adding 1.

2.2. Example: On a 10-member board, (1/3) is 3.33. Rounded up is 4. Quorum (= 4 + 1 = 5) members.

2.3. Absence of Quorum: If a quorum is not present, no official business may be transacted. The President, or acting President, may only adjourn the meeting to a later date.

4. Significant Financial and Business Matters

4.1. Definition of Significant Matters: Decisions requiring elevated voting approval include, but are not limited to:

- Bylaw or Article of Incorporation proposed changes
  - New or revised Executive Committee policies
  - Proposed new Executive Committee members
  - Asset investment decisions
  - Client expenditures
  - Non-routine expenditures
  - Financial reports, annual operating budget
  - Meeting minutes
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4.2. Voting Threshold: Approval of significant financial and business matters requires an affirmative vote of greater than 50% (> 50%) of the total number of Executive Committee members, not merely a majority of those present at the meeting.

5. Remote Participation

Members may participate in meetings via teleconference or video conference, provided all attendees can hear and speak to each other simultaneously. Such participation constitutes presence for quorum and voting purposes.

6. Conflict of Interest

Any member with a conflict of interest regarding a matter must disclose it and abstain from voting. Abstaining members are counted for the purpose of establishing a quorum but are not counted toward the required affirmative vote threshold.

Summary of Quorum Calculation Table

Executive Committee Members	1/3 (Rounded Up)	+ 1 (Quorum Required)
5	2	3
7	3	4
9	3	4
10	4	5
12	4	5
15	5	6
18	6	7