

CHARLOTTE ECONOMICS CLUB, INC.
RESOLUTION OF THE BOARD OF DIRECTORS, OCTOBER 2013
OPERATING PROCEDURES OF THE BOARD

Under the Bylaws passed in 2012, the Board of Directors of the Charlotte Economics Club (“CEC”, a Corporation hereafter called the “Club”) passes the following **Resolution**.

The “**Charlotte Economics Club Board**” shall consist of a “Board of Directors” and “Advisory Board”.

The **Board of Directors** shall consist of eight Directors who are duly elected by the Club’s Members and empowered to act in the capacity of voting Directors under the Club’s Bylaws.

- The Chairperson of the Board shall serve as President of the Club; chair the Executive Committee; an ex officio member of all standing committees; and appoint or remove committee members, provided the Chair of each Committee is an elected Board member.
 - The President may appoint the Vice-Chairperson of the Board or the Vice-President of the Club to act in the President’s capacity if the President is unable to do so. If the President is unable to make such an appointment, the Vice-Chairperson shall do so.
- The Vice-Chairperson of the Board shall be the Immediate Past-President of the Club unless he or she resigns, is removed by the Board, or is refused election by the Members, in which case another person must be nominated by the Board and elected by the Members.
- The Vice-President shall assist the President and be an ex officio member of all standing committees as the presumptive rising President.
- The Treasurer of the Board shall serve as Secretary-Treasurer of the Club and chair the Finance Committee. All expenses should be approved by the Treasurer with the knowledge and consent of at least one additional member of the Executive Committee.
 - At all Board and Executive Committee meetings the Secretary-Treasurer shall appoint a person not scheduled to make a presentation at the meeting to take minutes, then verify their accuracy and distribute them to attendees as soon after the meeting as practicable.
- “Officers” shall include the President of the Club; the Vice-Chairperson of the Board; the Vice-President of the Club; and the Secretary-Treasurer of the Club. Officers must be nominated to their specific positions by vote of the Board of Directors and elected by the Members, unless an interim vacancy is filled by vote of the Board of Directors pursuant to the Bylaws.
- Directors shall have one-year terms, without term limits. Upon recommendation of the Nominating Committee, the Board of Directors shall nominate the Officers and Directors to be elected by the Members.
- Pursuant to the By-Laws, a quorum is at least five Directors. This resolution further requires a quorum include the President or at least two other officers. In the event a vote is held without a quorum, absent directors will be asked to vote subsequently via electronic messaging.

The **Advisory Board** shall consist of past Directors who have not had a year or more membership lapse, resigned, or been removed by vote of the Board of Directors; plus others appointed by the President.

- Persons appointed to the Advisory Board who are not past Directors will be designated as Members of the Club; at their option Membership dues may be waived.
- The Advisory Board members acting in capacity as unelected advisors shall not have voting authority on Board matters, shall not count towards a Board quorum or assume liability for decisions or actions of the Board.
- The Advisory Board member that was most recently President of the Club shall chair the Advisory Board and serve on the Nominating Committee as co-chair.

There shall be the following standing **Committees**:

- Executive Committee (defined in the By-Laws);
- Finance Committee (defined in the By-Laws);
- Programs Committee (defined in the By-Laws);
- Membership and Marketing Committee (defined in the By-Laws);
- Nominating Committee (defined in the By-Laws);
- Sponsorship Committee (defined in this Resolution); and
- Technology Committee (defined in this Resolution).

The **Executive Committee** shall consist of all Officers and Chairs of all standing Committees.

- The Executive Committee will meet via teleconference at least once between all consecutive Member meetings, unless there is a Board meeting during that time period. Provided a Board of Directors quorum is present, this Committee shall be empowered to vote on Board business.
- The President may invite others to attend Executive Committee meetings, normally including the Administrative Officer of the Advisory Board, who may be appointed to take minutes.

The **Finance Committee** shall consist of the Treasurer, the President, the Vice-President, and any others appointed by the President or Treasurer. The Treasurer shall be the Chair.

- The Committee shall prepare, present and/or distribute a financial report shortly after any Club event that generates revenues and/or expenses. This should include cash balances and flows, categorizing revenues and expenses to make the Club's finances as transparent as reasonable.

The **Programs Committee** shall consist of a Programs Chair who is a Director appointed by the President, the President, the Vice-President, and others appointed by the President or Programs Chair.

- The Programs Committee shall plan a program that confirms speakers and reserves a meeting space for each Member meeting no later than the immediately preceding Member meeting.
- The Programs Committee may organize additional Club events.
- The Programs Chair is responsible for getting advance approval from the Treasurer or the President for pricing of events and financial commitments made by the Programs Committee.
- The Programs Chair shall provide a programs update at every meeting of the Executive Committee, Board of Directors, or Charlotte Economics Club Board.

The **Membership and Marketing Committee** shall consist of a Chair who is a Director appointed by the President, the President, the Vice-President, and any others appointed by the President or Chair.

- The Membership and Marketing Committee shall be responsible for recruiting and retention of Members as well as the public relations, branding and marketing of the Club.
- The Chair is responsible for getting advance approval from the Treasurer or the President for any financial commitments made by the Committee.
- The Membership and Marketing Committee shall see to it that all Club events are properly advertised, including a flyer being distributed to the Club's email distribution list sufficiently in advance of each event to encourage a favorable turnout.
- The Chair shall provide an update at every meeting of the Executive Committee, Board of Directors, or Charlotte Economics Club Board. This shall include the number of fully paid members and any Committee initiatives or ideas in process.

The **Nominating Committee** shall consist of the President, the Vice-President, the Vice-Chairperson of the Board, and the Chairperson of the Advisory Board. The Vice-Chairperson of the Board and Chairperson of the Advisory Board shall co-chair the Nominating Committee.

The **Sponsorship Committee** shall consist of a Sponsorship Chair who is a Director appointed by the President, the President, the Vice-President, and others appointed by the President or Sponsorship Chair.

- The Sponsorship Committee shall be responsible for proactively soliciting revenues in addition to individual membership dues or meetings' attendance fees, including but not limited to corporate sponsorships and donations that can be passed through the NABE 501(c)(3) Foundation for the benefit of the Charlotte Economics Club.
- The Sponsorship Chair is responsible for getting advance approval from the Treasurer or the President for pricing of Sponsorships or financial commitments made by the Committee.
- The Sponsorship Chair shall provide a Sponsorship update at every meeting of the Executive Committee, Board of Directors, or Charlotte Economics Club Board. This shall include the number of committed sponsorships and any initiatives or ideas in process.

The **Technology Committee** shall consist of a Technology Chair who is a Director appointed by the President, the President, the Vice-President, and any others appointed by the President or Chair.

- The Technology Committee shall be responsible for maintaining computer technology that:
 - establishes a cost-effective and brand-supportive online presence that includes capacity to receive secure online payments;
 - enables Committee Chairs to securely access data related to their areas of responsibility;
 - enables Committee Chairs to send emails to the Club's distribution lists, Board, or Committees; and
 - securely backs up the Club's data.
- The Technology Chair is responsible for getting advance approval from the Treasurer or the President for financial commitments made by the Technology Committee.
- The Technology Chair shall provide a Technology update at every meeting of the Executive Committee, Board of Directors, or Charlotte Economics Club Board. This shall include the status any Technology initiatives or ideas in process and anticipated financial costs.

Changes to the size or structure of the Board of Directors as specified under this Resolution would require passage of a subsequent Resolution, however this Resolution does not abridge the authority of the President to create additional ad hoc Committees.

A **Charlotte Economics Club Board meeting** shall be held at least annually, allowing enough time that notifications of any matters requiring a Member vote can be circulated 30 days more or prior to the last Member meeting of the calendar year. This is the only Annual Board Meeting required under the By-Laws or this Resolution, but additional Board Meetings may be held as provided for under the By-Laws.

- At this meeting all Committee Chairs shall give updates on the last year's accomplishments, ideas and initiatives in progress. Full open discussion of these shall occur among both the Executive Board and Advisory Board members, and votes for decisions shall be held as needed.
- At this meeting the Board shall nominate a slate of Officers and Directors for the following year, through recommendation of the Nominating Committee and majority vote of a quorum of Directors. Candidates for Directors may be any current Members, including Directors whose terms are due to expire at the end of the current calendar year.