

Board Governance Charter

Library of Code

Charter Information

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Article I. Appointment and Terms of Governors

Section 1.01 Lifetime Appointment

- (a) Governors are appointed for life and serve until death, voluntary resignation, or removal by unanimous consent of both the Chair and Vice Chair.
- (b) **New Governor Nominations:** New governors can only be nominated by existing board members. The nomination must be confirmed by a supermajority vote (e.g., two-thirds) of the board.

Section 1.02 Succession of Chair and Vice Chair

- (a) **Chair Designation:** The current Chair has the authority to designate their Vice Chair. Upon the Chair's resignation, death, or inability to serve, the Vice Chair becomes the new Chair.
- (b) **Vice Chair Selection:** Once the Vice Chair assumes the Chair position, they must select a new Vice Chair from the pool of current governors.

Article II. Methods for the Board to Govern: Legislation, Governance Orders, and Emergency Orders

Section 2.01 The Board of Governors uses **Legislation**, **Governance Orders**, and **Emergency Orders** to manage and govern the organization.

Section 2.02 Legislation

- (a) **Definition:** Legislation is the overarching term that covers both **Proposals** (bills) and **Resolutions** (laws). It is the Board's primary tool for shaping long-term policies and governance.
- (b) Types of Legislation:
 - (i) **Standard Legislation:** Governs routine policy matters. Once passed, these become **Standard Resolutions** and require a simple majority vote.
 - (ii) **Significant Legislation:** Involves major organizational changes or structural decisions. These become **Significant Resolutions** and require a supermajority vote (e.g., two-thirds).
- (c) Process:
 - (i) **Proposal Submission:** Any governor may submit a Proposal during regular or interim sessions.
 - (ii) **Debate and Amendment:** Proposals are discussed and, if necessary, amended by the Board before voting.
 - (iii) **Voting:** Standard Proposals require a simple majority, while Significant Proposals require a supermajority vote.
 - (iv) **Enactment:** Once passed, Proposals become binding Resolutions, establishing the long-term policies of the organization.
- (d) **Public Nature:** All Legislation passed by the Board is considered public, ensuring transparency and accountability in governance.

Section 2.03 Governance Orders

- (a) **Definition:** Governance Orders are executive and judicial decisions issued by the Board to address urgent organizational matters or to enforce existing policies.
- (b) Scope of Governance Orders:
 - (i) *Direct department directors to hire, fire, or reassign staff.*
 - (ii) *Enforce or interpret existing policies.*
 - (iii) *Oversee specific organizational issues that require immediate attention.*
 - (iv) *Resolve disputes or grievances within the organization (judicial function).*
- (c) Process:
 - (i) **Order Proposal:** *Any governor may propose a Governance Order.*
 - (ii) **Voting:** *Governance Orders require a simple majority vote to be enacted.*
 - (iii) **Enactment:** *Once passed, Governance Orders are immediately effective and reviewed in future sessions if necessary.*

Section 2.04 Emergency Orders

- (a) **Definition:** Emergency Orders are special powers granted solely to the Chair and Vice Chair to address critical situations without requiring board approval.
- (b) Scope of Emergency Orders:
 - (i) *Terminate department directors, managers, or staff.*
 - (ii) *Restructure or modify entire departments.*
 - (iii) *Suspend or modify total organizational operations.*
 - (iv) *Implement or modify policies to handle immediate crises.*
- (c) Limitations:
 - (i) **No Action Against the Board:** *Emergency Orders cannot be used to act against the Board itself.*
 - (ii) **Temporary Nature:** *Emergency Orders are temporary and must be reviewed at the next regular board meeting.*
 - (iii) **Accountability:** *All Emergency Orders must be justified at the next Board meeting. Emergency Orders shall be reported to the Board within 48 hours with a brief report.*

Article III. Legislative Process

Section 3.01 Proposal Submission

- (a) Legislation begins with the submission of a **Proposal**. Proposals can be submitted during **regular sessions** (Fall and Spring) or **interim sessions** (ad-hoc).
- (b) Proposals must be submitted to the Chair for consideration.

Section 3.02 Debate and Voting

- (a) Proposals are discussed, and if necessary, amended by the Board before a vote.
- (b) Voting Requirements:
 - (i) *Standard Proposals* require a simple majority vote to become Resolutions.
 - (ii) *Significant Proposals* require a supermajority vote to pass.

Section 3.03 Enactment

- (a) Once passed, Proposals become binding **Resolutions**, shaping the long-term governance framework of the organization.

Article IV. Board Meeting Structure and Governance Process

Section 4.01 Regular Sessions

- (a) **Timing:** Regular board sessions occur twice a year, in **Fall (October)** and **Spring (March)**. Each session spans a 3-week window.
- (b) **Week 1:** Proposals and reports are submitted to the Chair.
- (c) **Weeks 2 & 3:** The Board deliberates, discusses, and votes on Legislation and Governance Orders.
- (d) **Execution Report Requirement:** Management must submit an **Execution Report** at least **2 weeks before** the session begins, detailing how previous board decisions were implemented.

Section 4.02 Interim Sessions

- (a) **Purpose:** Interim sessions are ad-hoc meetings convened to address urgent matters outside of regular sessions.

Section 4.03 Quorum

- (a) A quorum is the minimum number of governors/votes required to conduct official business.
- (b) A quorum is set to 66% of current sitting governors. This ensures sufficient representation for decision-making, regardless of changes in size overtime.
- (c) **Voting Process:** Once a quorum is established, decisions are made based on majority or supermajority requirements, depending on the type of vote (e.g., standard or significant legislation)

Article V. Charter Amendments

Section 5.01 The original Board Governance Charter was published with a total of 6 articles. There is no limit to the number of articles, however the Charter may explicitly only be *amended*. Articles already existing may not be modified in any way.

- (a) Upon change to the Charter, it shall be re-certified with a digital signature and/or timestamp. The Charter information in the first page of the document shall be updated. Charter re-certification may be performed only by the Chair or the Vice Chair.
- (b) Upon changes to sitting Governors (Governors are voted in, removed, etc.) the Charter shall be updated on the first page to reflect the “In Office” section. This is not considered an amendment but still requires Charter re-certification.

Section 5.02 Proposal Submission

- (a) Any governor may propose an amendment to the Charter by submitting a formal Amendment Proposal to the Chair of the Board.
- (b) Amendment Proposals shall include purpose and rationale, proposed text, and an impact assessment.

Section 5.03 Preliminary Review

- (a) The Chair and Vice Chair shall conduct a preliminary review to ensure the amendment proposal aligns with the Board’s core principles and does not contradict existing bylaws unless expressly intended.
- (b) If deemed non-aligned, the Chair and Vice Chair may request modifications before it is brought to vote.

Section 5.04 Voting Requirements

- (a) A quorum requirement of 75% of sitting governors is present.
- (b) Amendments require unanimous consent to pass.

Section 5.05 Ratification

- (a) Once passed, amendments will be recorded in the official charter document and re-certified.
- (b) The re-certified amended Charter must be published within 10 days.

Article VI. Checks and Balances

Section 6.01 Review of Governance Orders and Emergency Orders: All Governance Orders and Emergency Orders must be reviewed at the next board session to ensure they align with organizational goals.

Section 6.02 Execution Report: Management must submit an Execution Report two weeks before regular sessions to provide detailed insights into the execution of prior Resolutions and Governance Orders.

Section 6.03 Accountability: All decisions must be documented, including Proposals, Resolutions, Governance Orders, and Emergency Orders, ensuring transparency and compliance with the Board's mission.