

Principles & Fundamentals for Committees *(from Robert's Rules of Order Newly Revised 10th Edition)**

A committee is a body of one or more persons, elected or appointed by an assembly or society, to consider, investigate, or take action on certain matters or subjects, or to do all of those things. *(pg. 471-472)**

Committees of a Board. Where an organization is local, the executive board usually divides itself into committees having charge of different branches of the work during the interval between the monthly or quarterly meetings of the board. At the board meetings these committees report on the fulfillment of their assigned responsibilities. In such cases the committees are genuinely subordinate to the board and must ordinarily report back to it for authority to act (in contrast to an executive committee, which usually has power to act as the board, and in contrast to standing committees of the society, which are not subordinate to the board unless made so by a provision in the bylaws). Any board can appoint committees of the kind just described without authorization in the bylaws. *(pg. 468)**

Ordinary committees are of two types -- standing committees (which have a continuing existence) and special committees (which go out of existence as soon as they have completed their tasks). *(pg. 472)**

Standing Committees are constituted to perform a continuing function, and remain in existence permanently or for the life of the assembly that establishes them. In an ordinary society, the members of such a committee serve for a term corresponding to that of the officers, or until their successors have been chosen, unless the bylaws or other rules otherwise expressly provide. Thus, a new body of committee members is normally appointed at the beginning of each administration. There are two types of Standing Committees: *(pg. 473)**

(1) Standing Committees of the society/membership; these are generally formed by a two-thirds vote of the entire membership of the organization. These committees can be formed with greatly different powers, or none at all. However, a standing committee of a society reports directly to the assembly of the society and not to the Board of Directors. *(pg. 473)**

(2) Standing Committees of the Board of Directors are formed by a majority vote of the Board of Directors. These committees are subordinate to the Board and must ordinarily report back to it for authority to act. Any Board can appoint committees of this type without authorization in the bylaws. *(pg. 473)**

Special Committees (select, or ad hoc) are appointed as the need arises, to carry out a specified task, at the completion of which -- that is, on presentation of its final report to the assembly -- automatically ceases to exist. It should also be noted that a special committee may not be appointed to perform a task that falls within the assigned functions of an existing standing committee. *(pg. 474)**

General Principles for Committees

- When a committee has been appointed, its chairman (or first-named member temporarily acting) should call it together. If its chairman fails to call a meeting, the committee must meet on the call of any two of its members. The quorum in a committee is a majority of its membership unless the assembly has prescribed a different quorum. All of the meetings of a special committee constitute one session. *(pg. 482)**
- The power to appoint a committee carries with it the power to appoint the chairman and to fill any vacancy that may arise in the committee. *(pg. 474)**
- It is possible for persons who are not members of the assembly or the society to be appointed to committees--even to the position of committee chairman--but control over all such appointments is reserved to the assembly in the individual case, unless the bylaws provide otherwise. *(pg. 474)**
- The rules affecting ex-officio members of committees are the same as those applying to ex-officio members of boards. When the bylaws provide that the president shall be ex officio a member of all committees (except the nominating committee, as such a provision should state), the president is an ex-officio member who has the right, but not the obligation, to participate in the proceedings of the committees, and he is not counted in determining the number required for a quorum or whether a quorum is present at a meeting. The resignation of a member of a committee should be addressed to the appointing power, and it is the responsibility of that power to fill the resulting vacancy. *(pg. 480)**
- When a special committee is appointed to implement an order of the assembly, it should be small and should consist only of those in favor of the action to be carried out. If anyone not in sympathy with the action is appointed, he should ask to be excused. *(pg. 481)**
- When a special committee is appointed for deliberation or investigation, however, it should often be larger, and it should represent, as far as possible, all points of view in the organization, so that its opinion will carry maximum weight. When such a committee is properly selected, its recommendations will most often reflect the will of the assembly. By care in selecting committees, debates on delicate and troublesome questions in ordinary societies can be mostly confined to the committees. The usefulness of the committee will be greatly impaired, on the other hand, if any important faction of the assembly is not represented. *(pg. 481)**
- Committees may not adopt their own rules except as authorized in the bylaws or in instructions given to the committee by the society. *(pg. 483)**
- When a committee is to make substantive recommendations or decisions on an important matter, it should give members of the society an opportunity to appear before it and present their views on the subject at a time scheduled by the committee. Such a meeting is usually called a *hearing*. During actual deliberations of the committee, only committee members have the right to be present. *(pg. 483)**

- A committee has no power to punish its members for disorder or other improper conduct related to its proceedings, but should report the facts to the assembly. *(pg. 484)**
- Since members of standing committees in ordinary societies are appointed for a term corresponding to that of the officers, such a committee is generally required to report at least once a year, usually at the annual meeting, on its activities and everything referred to it during the year. When a standing committee submits such a report at the conclusion of its members' term, the committee is not discharged from further consideration of referred matters on which it reports partially at that time, unless the assembly so votes; thus such matters normally go over to the new committee. The members of the old committee continue their duties until their successors are chosen. *(pg. 484)**
- If a committee's task is heavy and will require some time to complete, it is often advisable to appoint a vice-chairman. The anomalous title "co-chairman" should be avoided, as it causes impossible dilemmas in attempts to share the function of a single position. *(pg. 168)**
- In small committees the chairman usually acts as secretary, but in large ones and many standing committees, a secretary may be chosen to keep a brief memorandum in the nature of minutes for the use of the committee. *(pg. 482)**
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State & Local Statutes

RCW 24.03.115 Committees.

If the articles of incorporation or the bylaws so provide, the board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, in the articles of incorporation or in the bylaws of the corporation, shall have and exercise the authority of the board of directors in the management of the corporation: PROVIDED, That no such committee shall have the authority of the board of directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or

substantially all of the property and assets of the corporation not in the ordinary course of business; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director of any responsibility imposed upon it or him by law.

Note: Washington state law firms recommend that two Board members be placed on all standing and special committees because either can create risk to the Association resulting in litigation. (Richard Shattuck, Attorney at Law [SBCA Attorney])

TVHA Bylaws: Article VIII – Committees
TVHA CC&R’s Article 5, Section 5.4 – Indemnification

Article VIII of the TVHA Bylaws states that The Board of Directors may appoint committees as deemed appropriate in carrying out its purpose. Under Article V, Section 5.4 of the TVHA CC&R’s, non-liability and indemnification applies to committee members as well as Board members. Committee members shall not be personally liable to any member of the of the Association, or to any other person or entity, including the Timberton Village Homeowners’ Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error, or negligence and shall be indemnified and defended by the Timberton Village Homeowners’ Association; provided, however, the provisions set forth in Section 5.4 shall not apply to any person who has failed to act in good faith or has engaged in willful or intentional misconduct.