

**BYLAWS OF**  
**RONALD MCDONALD HOUSE CHARITIES OF GREATER**  
**CHATTANOOGA, INC.**

The following constitutes the Bylaws of RONALD MCDONALD HOUSE CHARITIES OF GREATER CHATTANOOGA, INC., a private, not-for-profit corporation, organized under the laws of Tennessee, located at 200 Central Avenue, Chattanooga, Tennessee, 37403.

**ARTICLE I**

- A. The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax laws (hereinafter the Code).
  
- B. The corporation is formed for the purposes of providing families with the care and resources they need when their child is sick, to support programs that address the health and well-being of children and the doing of such other things as may be necessary or advisable directly or indirectly to effectuate the foregoing purposes.
  
- C. No activity shall be carried out by the corporation that is not consistent with the purposes set forth herein. No part of the net earnings of the corporation shall inure to the benefit of any incorporator, director, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No activity of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, except to the extent an organization is permitted to do so under Section 501(h) of the Internal Revenue Code of 1954, as amended, without jeopardizing the tax-exempt status of such organization under Section 501(a) of such Code.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) described in Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent Federal tax laws, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent Federal laws.

- D. In general, the corporation may carry on any business not contrary to the laws of the State of Tennessee, and it shall use all powers conferred by the laws of Tennessee upon corporations formed there under; it may do any and all things herein set forth to the same extent as natural persons could do and do such things as principal or agent or in association with others; and it may do any and all things necessary, suitable, convenient, incidental or proper for the accomplishment of all the purposes, objects, powers and business of the corporation.

The foregoing provisions of this Article I shall be construed as stated powers as well as objects, and the numeration of specific objects and powers shall not be construed to limit or restrict in any manner the meaning of general terms, objects and powers, nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

## **ARTICLE II - BOARD OF DIRECTORS**

### **Section 1. Classes of Directors**

The corporation shall have three (3) classes of Directors. The designation of each such class and the qualifications of the Directors of each class are as follows:

- A. **TERM DIRECTORS:** Persons shall be eligible for Term Directors who are interested in the welfare of sick children and their families and who subscribe to the purpose of this corporation. Upon being approved by affirmative vote of a majority of Directors, such person shall be elected as a Term Director for a three (3) year term with the possibility of renomination for one (1) additional year if needed to meet needs of the Board. An individual who has completed a full term on the Board may be considered for a new term after a one-year break in service. If during a Director's term, he or she is elected to serve as an Officer of the Board (see Article VI, Section 1) he or she may serve the greater of the remainder of the term or the requirement of the Officer position. Term Directors shall actively pursue the purposes of the corporation and shall be entitled to vote on all matters submitted to a vote of the Directors.

To assure the mission of the corporation will be met, all Term Directors shall abide by the following requirements and/or qualifications:

- 1) A demonstrated interest in the corporation's missions and goals;
- 2) Specific experience and/or knowledge in at least one of the following areas: administration, governance, finance/ accounting, audit, evaluation, public relations, legal, community leadership, or communications;
- 3) Available time to attend two-thirds (2/3) of Board meetings and allowed to delegate a proxy for one-third (1/3) of Board meetings; actively serve on at least one operational committee and actively support the organization's fund-raising efforts;
- 4) Willingness to assume leadership roles;

- 5) Willingness to make a significant, annual personal financial donation to the corporation via a “Give or Get” approach. Each board member is expected to give annually. The board will set an annual giving amount each year;
- 6) Attendance at functions in addition to Board meetings, and
- 7) Consider naming RMHC of Greater Chattanooga in a bequest, charitable trust, life insurance or individual retirement account (IRA).

B. **LIFETIME DIRECTORS:** Persons who have long supported the aims and ideals of the corporation and have met one or more of the following criteria:

- 1) Founding members of Ronald McDonald House Charities of Greater Chattanooga or its predecessors who have continued significant service to the organization; or
- 2) Past Presidents or Chairpersons of the Ronald McDonald House Charities of Greater Chattanooga and its predecessors; or
- 3) Individuals making a longstanding and continuing significant contribution to the mission of Ronald McDonald House Charities of Greater Chattanooga and its predecessors.

Lifetime Directors shall be entitled to vote on all matters upon which Term Directors are entitled to vote, provided that they are not “Inactive.” Active Lifetime Directors shall be included in determining whether a quorum is present.

Active Lifetime Directors are required to abide by the requirements and/or qualifications applicable to Term Directors.

NOTE: The corporation is transitioning from Lifetime Directors to recognition of long-standing support through membership in the Legacy Circle, adopted by the Board June 2022. Members of the Legacy Circle are not members of the Board of Directors. As of the date of this revision to the by-laws, no additional Lifetime Directors will be appointed.

C. **EX-OFFICIO DIRECTORS:** The President and Chief Executive Officer shall serve as an *ex-officio*, nonvoting member of the Board of Directors. The Board of Directors may from time to time appoint other individuals to serve on the Board of Directors in *ex-officio*, nonvoting capacity. Nonvoting members shall be entitled to attend and participate in all meetings and deliberations of the Board of Directors but shall not be entitled to any vote or included in determining whether a quorum is present.

## **Section 2. Resignation of Directors**

Any Director, whether Term Director or Lifetime Director, may resign by filing a written resignation with the Chairperson of the Board or with the Secretary.

## **Section 3. Leave of Absence**

A Term Director may request from the Board a leave of absence from his or her duties and responsibilities to the Board for any period up to one (1) year for reasons deemed appropriate and approved by the Board. Any Director requesting a leave of absence shall make such request in writing

delivered to the Chairperson of the Board or Chairperson of the Governance Committee, stating his or her reason(s) for such request. Any such request shall be acted upon by the Board at the next regularly scheduled meeting of the Board immediately following the receipt of such request and shall be granted or denied in whole or in part by majority vote of the Board at any regularly scheduled meeting at which a quorum of the Board is present. A one (1) year leave of absence may extend the Director's term by a comparable amount of time.

#### **Section 4. Active and Inactive Status**

A Term or Lifetime Director who cannot fulfill the full requirements of board membership may be deemed Inactive either by his or her request or the recommendation of the Board Governance Committee. Inactive members forfeit their voting rights and do not count in determining the presence of a quorum. An Inactive Term Director may be removed from the board by a majority vote of the Board of Directors. An Inactive Term or Lifetime Director may request to return to active status by providing a written request to the Chairperson of the Board Governance Committee. The Governance Committee shall make recommendation to the Board of Directors to award or deny reinstatement of Inactive Directors. Any Director who is not Inactive shall be defined as an Active Director.

### **ARTICLE III - ROBERT'S RULE OF ORDER**

All business meetings of the corporation shall be conducted according to Robert's Rules of Order, unless otherwise amended or suspended herein.

### **ARTICLE IV - MEETINGS OF DIRECTORS**

#### **Section 1. Annual Meeting**

An annual meeting of Directors shall be held in June of each year or at such other time as declared by the Board with proper notification to the directors for the purpose of transacting such business as may come before the meeting.

#### **Section 2. Special Meeting**

Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors, or not less than one-third (1/3) of the Term Directors.

#### **Section 3. Place of Meeting**

The Board of Directors may designate any place as the place of meeting for any annual meeting or for a special meeting called. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the Ronald McDonald House, 200 Central Avenue, Chattanooga,

Tennessee. As appropriate, The Chairperson of the Board may choose to hold a meeting of the Board on an online, virtual platform.

#### **Section 4. Notice of Meetings**

Written notice stating the place, date and hour of any meeting of Directors shall be sent via electronic mail or postal delivery to each director no less than ten (10) days before the date of such meeting. In case of a special meeting or when required by statutes or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. The notice of a meeting shall be deemed delivered when the notice is electronically transmitted to any Director at his or her email address, as such address appears on the records of the corporation.

#### **Section 5. Quorum**

Directors representing two-thirds (2/3) of the active Term Directors shall constitute a quorum. Lifetime Directors who are not Inactive shall be included in determining whether a quorum is present. If a quorum is not present at any meeting of Directors, the majority of the Directors present may adjourn the meeting any time without further notice. Withdrawal of Directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

#### **Section 6. Proxies**

Each Director entitled to vote at a meeting of Directors or to express consent or dissent to corporate action in writing without a meeting may authorize another Director to act for him or her by proxy, but no such proxy shall be voted or acted upon after sixty (60) days. To be effective, a proxy must be received by the Secretary, Chairperson or another officer presiding at any meeting at the time of the vote for which the proxy authorizes another Director to act. An electronic transmission of such authorization shall be as effective as an original signed proxy.

#### **Section 7. Board and Board committee Action Without a Meeting**

Any action that may be taken at a meeting of the Board, or of a Board committee established pursuant to these Bylaws, may be taken without a meeting if a consent in writing setting forth such action is signed by all of the Term Directors of the Board or all of the committee members, as the case may be, and is filed in the minutes of the proceedings of the Board or the committee. Any action described in this section may be taken by electronic mail or other electronic means.

#### **Section 8. Minutes**

Minutes of each meeting of the Board shall be taken by the Secretary or his or her designee and shall be disseminated to each Director as soon as practicable after the conclusion of the meeting. Posting the Minutes to the Board website shall be considered dissemination to each Board member.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section 1. Management**

All powers of the corporation shall be exercised by and under the authority of the Board of Directors, and the property, business and affairs of the corporation shall be managed under the direction of the Board of Directors.

### **Section 2. Number, Election, Term and Qualifications of Directors**

- A. Term Directors shall consist of not fewer than fifteen (15) and no more than twenty-five (25) members. The exact number of Term Directors shall be the number fixed from time to time by resolution of the majority of the Board. No decrease in the number of Term Directors shall have the effect of shortening the term of any incumbent Term Director.
- B. Membership of Term Directors shall be reserved as follows:
  - 1. At least two (2) of the Directors shall be members of the medical profession
  - 2. At least two (2) of the Directors shall be appointed by the Chief Executive Officer or the Chairperson of Erlanger to represent Children's Hospital at Erlanger
  - 3. At least two (2) of the Directors shall be affiliated with RMHC corporate partner McDonald's.
  - 4. The remaining Directors shall be community members and/or parents of pediatric patients.
- C. Any person twenty-one (21) years of age or older who meets the requirements of Article II, Section 1A or 1B shall be eligible to be selected as a Director. Directors should be selected based on their demonstrated awareness of the purposes and needs of the corporation as they relate to the needs of the corporation's service area or potential service area and shall meet the requirements of Article II, Section 1A or 1B.

## **ARTICLE VI - OFFICERS**

### **Section 1. Officers**

The officers of the corporation shall consist of the Chairperson, the Vice Chairperson, the Secretary, the Treasurer and such other officers as the Board shall deem advisable, which may include a Chairperson-Elect. Every officer shall be elected by the Board at its annual meeting. Officers other than the Chairperson-Elect, shall hold office until their successors are elected and qualified, except in the event of their earlier death, resignation or removal. Unless otherwise specified in these Bylaws, officers of the corporation are not required to be Board members.

### **Section 2. Vacancies**

A vacancy in any office because of death, resignation or removal shall be filled by the Board, except that a

vacancy in the office of Chairperson-Elect shall be filled only at the discretion of and by majority vote of the Board of Directors.

### **Section 3. Resignation or Removal of Officers**

An officer of the corporation may resign at any time by tendering his or her resignation in writing to the Chairperson or Vice Chairperson of the Board. The resignation becomes effective immediately upon receipt unless a specific date of resignation is stated. An officer may be removed at any time, with or without cause, by a vote of not less than two-thirds (2/3) of the Directors of the Board at any meeting of the Board at which a quorum is present.

### **Section 4. Chairperson of the Board**

The Chairperson shall preside at all meetings of the Board of Directors. If the Chairperson is not in attendance, the Vice Chairperson, or such other individual as may be designated by a majority of the Board of Directors shall chair such meeting. The Chairperson must be a member of the Board of Directors. No person shall serve as Chairperson for more than two (2) consecutive years. The Chairperson shall:

- A. Preside at all Board meetings and maintain knowledge of the organization and personal commitment to its goals and objectives
- B. Oversee Board meetings and Executive committee meetings
- C. Work in partnership with President and Chief Executive Officer to make sure board resolutions are carried out
- D. Call special Board meeting if necessary
- E. Appoint all committee chairpersons and with the President and Chief Executive Officer, recommends who will serve on committees
- F. Assist the President and Chief Executive Officer in preparing agendas for Board meetings
- G. Assist the President and Chief Executive Officer in conducting new Board Member orientation
- H. Oversee searches for a new President and Chief Executive Officer
- I. Coordinate President and Chief Executive Officer's annual performance evaluation
- J. Work with the Board Governance committee to recruit new Board members
- K. Act as an alternate spokesperson for the organization
- L. Periodically consult with Board Members on their roles and help them assess their performance

### **Section 5. Vice Chairperson of the Board**

In the absence of the Chairperson of the Board, or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson and in so acting shall have all the powers and authority of the Chairperson. The Vice Chairperson shall perform such other duties as from time to time shall be assigned to him or her by the Chairperson or the Board. The Vice Chairperson must be a member of the Board. The Vice Chairperson shall:

- A. Attend all Board meetings and maintain knowledge of the organization and personal commitment to its goals and objectives
- B. Serve on the Executive Committee
- C. Carry out special assignments as requested by the Board Chairperson
- D. Understand the responsibilities of the Board Chairperson and be able to perform these duties in the Chairperson's absence
- E. Participate as a vital part of the Board leadership

### **Section 6. Chairperson Elect of the Board**

The office of the Chairperson-Elect shall be filled only during the final year of a Chairperson's term. The Chairperson-Elect will succeed the position of Chairperson of the Board of Directors by majority vote of the Directors at the conclusion of the Chairperson's term. The Chairperson-Elect shall perform such duties as from time to time shall be assigned to him or her by the Chairperson or the Board. The office of Chairperson-Elect may be held concurrently with any other office other than Chairperson. The Chairperson-Elect must be a member of the Board. The Chairperson-Elect shall:

- A. Attend all Board meetings and maintain knowledge of the organization and personal commitment to its goals and objectives
- B. Serve on the Executive Committee
- C. Carry out special assignments as requested by the Board Chairperson
- D. Understand the responsibilities of the Board Chairperson and be able to perform these duties in the Chairperson's absence
- E. Participate as a vital part of the Board leadership

### **Section 7. Immediate Past Chairperson of the Board**

The office of the Immediate Past Chairperson of the Board shall be filled for one (1) year immediately following his or her term as Chairperson. The Immediate Past Chairperson shall:

- A. Attend all Board meetings and maintain knowledge of the organization and personal commitment to its goals and objectives
- B. Serve on the Executive Committee
- C. Carry out special assignments as requested by the Board Chairperson
- D. Serves in the capacity of Board Chairperson in the absence of the Chairperson and Vice Chairperson
- E. Participate as a vital part of the Board leadership

### **Section 8. President and Chief Executive Officer**

The **President and Chief Executive Officer** shall have all authority and responsibility necessary to operate the business of the corporation in all its activities and departments, subject only to such policies

as may be issued by the Board or its Executive Committee. He or she shall act as the duly authorized representative of the Board and the corporation in all matters in which the Board has not formally designated some other person to act. He or she shall report as directed to the Executive Committee between Board meetings and to the Board and its Executive Committee at each meeting. The **President and Chief Executive Officer** shall sign, with the Secretary or any other proper officers of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authority to execute except in cases where signing or execution shall have been expressly delegated, by the Board, these Bylaws, or statute, to some other officers or agent of the corporation. The **President and Chief Executive Officer** shall be the Chief Executive Officer of the corporation with all the authority of such an officer in a business corporation but shall NOT be a member of the Board.

The **President and Chief Executive Officer** shall be responsible for handling personnel matters involving the compensated staff, including search, selection, employment, compensation, contracts and benefits, and the **President and Chief Executive Officer** shall ensure the periodic (at least annual) review of the services of compensated staff members are accomplished.

The **President and Chief Executive Officer** shall be responsible for assigning relationship managers to essential organizational partners included but not limited to the corporation's medical partner, Erlanger, and RMHC corporate partner McDonald's.

### **Section 9. Secretary of the Board**

The Secretary shall cause to be kept all of the records of the corporation except the financial records; he or she, or his or her designee, shall record the minutes of the meetings of the Board; he or she, or his or her designee, shall send out all notices of such meetings, attest to the seal of the corporation where necessary or required, and perform such other duties as may be prescribed by the Board, the Chairperson or the Vice Chairperson. The Secretary must be a member of the Board. The Secretary shall:

- A. Attend all Board meetings and maintain knowledge of the organization and personal commitment to its goals and objectives
- B. Serve on the Executive Committee
- C. Ensure the timeliness and accuracy of all Board records maintained on the Board website
- D. Review and approval all Board meeting minutes prepared by staff
- E. Assume responsibilities of the Chairperson in the absence of the Vice Chairperson or Immediate Past Chairperson
- F. Provide notice of meetings of the Board when such notice is required

### **Section 10. Treasurer of the Board**

The **Treasurer**, who serves as a member of the Executive Committee, shall ensure that a true and accurate accounting of the financial transactions of the corporation is made and that such accounting is

presented to and made available to the Board. The Treasurer must be a member of the Board. The Treasurer shall:

- A. Attend all Board meetings and maintain knowledge of the organization and personal commitment to its goals and objectives
- B. Serve as chair of the finance committee
- C. Develop and maintain a detailed knowledge of the organization's financial activity, including accounting controls, financial reports, banking arrangements, investment policy, employee benefits programs, insurance contracts and vendor contracts
- D. Develop and maintain a detailed understating of RMHC's Global Financial Standards and licensing requirements and the organization's compliance with applicable government regulations
- E. Manage, with the finance committee, the Board's review of and action related to the Board's financial responsibilities to ensure financial integrity and sustainability of the organization
- F. Work with the President and Chief Executive Officer to ensure that appropriate financial reports are made available to the Board on a timely basis
- G. Present the annual budget to the Board for approval
- H. Review and annual audit and answer board members' questions about the audit findings
- I. Assist with strategic planning, financial forecasting and investment decision making
- J. Ensure the organization's tax filings are prepared, presented to the Board for approval and timeline filed with the proper taxing authorities
- K. Assist and advise, as needed, the President and Chief Executive Officer and the Board with negotiations of any nonroutine contracts or agreements which create liability to the organization or its Board
- L. Work with the President and Chief Executive Officer to ensure that available cash is adequate for current liabilities and excess cash is timely identified and appropriately invested
- M. Act as a limited, identified control for expense approvals or cash reconciliations for amounts exceeding a threshold defined by the Finance committee.

The **Treasurer** shall meet the following requirements:

- A. Establish and maintain a personal commitment to RMHC and its goals and objectives
- B. Understand financial accounting for non-profit organizations
- C. Prior experience serving on non-profit board is desired
- D. Prior professional experience and established community involvement is desired
- E. Professional experience in field of financial management and/or accounting

### **Section 11. Other Officers**

The Board may appoint one or more Assistant Secretaries or Assistant Treasurers and other such officers having such duties and responsibilities as the Board shall deem advisable. Such officers shall be members of the Board.

## **ARTICLE VII - COMMITTEES OF THE BOARD**

### **Section 1. Committees of the Board**

Subject to approval by the Board, the Chairperson of the Board shall appoint the members and chairpersons of such standing committees of the Board as are provided for in these Bylaws and the members and chairpersons of such special committees as the Board shall create. Unless otherwise specified, committee members may include, in addition to Directors, members of the community. Committee Chairs must be Term or Lifetime Directors. These appointments shall be made at the first meeting of the Board after the annual meeting or from time to time as the Chairperson deems appropriate. The Chairperson of the Board shall be an optional member of all committees. The **President and Chief Executive Officer** shall be an ex-officio member of the committees but shall NOT be entitled to vote.

### **Section 2. Standing Committees**

Standing committees shall be those named in subsequent sections of this Article and shall have and may exercise all powers provided for in these Bylaws. Standing committees shall become thoroughly informed of their duties, shall give careful consideration to matters of policy and are expected and empowered to make recommendations to the Executive Committee and the hence to the Board.

### **Section 3. Special Committees**

Special committees shall be created, as required, by resolution of the Board. The purpose, duties, number of members, a defined timeframe and reporting requirements of the committee shall be specified in the resolution creating the committee.

### **Section 4. Executive Committee**

#### **A. Composition:**

The Executive Committee shall be limited to the Chairperson, the immediate Past Chairperson, the Vice Chairperson, the Secretary, the Treasurer and the Chief Executive Officer and the Chairperson-Elect, if such office is filled.

#### **B. Duties:**

1. The Executive Committee shall coordinate recommendations from standing committees of the Board and shall make recommendations to the Board on all matters of policy and keep the Board advised at all times concerning the state of affairs of the corporation.
2. The Executive committee shall act in all personnel matters involving the Chief Executive Officer (CEO), including search, selection, employment, compensation, contracts and benefits and shall also no less than annually, perform a review and evaluation of the CEO.
3. The Executive Committee shall review the corporate Bylaws at least once a year and shall propose revisions to them if necessary or desirable.

4. The Executive Committee shall be empowered to transact urgent business of the Board in the management of the corporation during the period between meetings of the Board, subject to limitations set for in these Bylaws and any limitations otherwise imposed by the Board.
5. The Executive Committee Charter details more fully the duties, responsibilities and authority of this committee and is incorporated herein by reference to these bylaws as **Exhibit A, Executive Committee Charter**.

C. Meetings, Reports and Recommendations:

The Executive Committee shall meet at least quarterly and shall maintain a permanent record of its proceedings and actions, which record shall be available to the Board and the Chairperson.

## **Section 5. Finance & Endowment Committee**

A. Composition:

The Finance & Endowment Committee shall consist of the Treasurer of the Board, who will serve as the Chairperson, and at least three (3) additional Board members. Additional members who are not Directors may also serve on this Committee.

B. Duties:

1. The Committee shall have the general responsibility of overseeing the financial condition of the corporation and shall make recommendations to the Executive Committee and Board thereon;
2. The Committee shall assist the Board in planning and developing activities or services to further the purposes of the corporation
3. The Committee shall present an annual budget to the Board and advise or assist the Board in matters relating to investments, grants, gifts and funding raising
4. The Finance & Endowment Committee Charter details more fully the duties, responsibilities and authority of this committee and is incorporated herein by reference to these Bylaws as **Exhibit B, Finance & Endowment Committee Charter**.

C. Meetings, Reports and Recommendations:

The Committee shall meet as necessary, but no less than quarterly. The Committee shall review the organization's financial statements at least quarterly and other financial information as deemed necessary. The Committee shall timely report the findings of its inspections and its plan for corrections deemed necessary to the Board. The Committee shall make reports and recommendations to the Executive Committee and to the Board as the Committee deems necessary in accordance with its duties.

## **Section 6. Governance Committee**

### **A. Composition:**

The Committee shall consist of at least three (3) members of the Board of Directors. Additional members who are not Directors may also serve on the Committee.

### **B. Duties:**

1. The Committee shall ensure policies are established to provide appropriate governance and oversight of the operations of Ronald McDonald House Charities of Greater Chattanooga.
2. The Committee shall periodically, or as recommended by the Audit committee, review established policies for inadequacies and potential areas of conflict or liability.
3. The Committee shall assess the structure of the Board organization on an annual basis and make recommendations to the Board of Directors regarding changes, including committee structure and candidates to fill vacant positions.
4. The Governance Committee Charter details more fully the duties, responsibilities and authority of this committee and is incorporated herein by reference to these Bylaws as **Exhibit C, Governance Committee.**

### **C. Meetings, Reports and Recommendations:**

The Committee shall meet at least quarterly. It shall maintain a permanent record of its proceedings and actions, and it shall make a report thereof to the Board and the President and Chief Executive Officer.

## **Section 7. Audit Committee**

### **A. Composition:**

The Audit Committee shall consist of at least three (3) members of the Board of Directors. Additional members who are not Directors may also serve on the Committee.

### **B. Duties:**

1. Oversee the external audit process, including nomination of the external audit firm, auditor engagement letters and fees, timing and coordination of audit fieldwork visits, designation of tasks to be performed by Board members or volunteers, monitoring of audit results, review of auditor's performance, and review of non-audit services provided by the external audit firm for compliance with professional independence standards.
2. Review the organization's financial statements, including year-end and interim financial statements, other reports requiring approval by the Board before submission to government agencies, and auditor opinions and management letters.

3. Review and inquire that all required tax and information return filings with Federal, state, province and local government agencies are current and in compliance with reporting requirements.
4. Receive and review any other communications from the external auditors that the external auditors are required to submit to the Board or committee under currently applicable professional auditing standards.
5. Review and discuss with management the findings and recommendations communicated by the external auditor and ensure the Board has an opportunity to meet with the external auditor, if requested.
6. Inquire about the existence and nature of significant audit adjustments proposed by the external auditors and significant estimates made by management.
7. Meet privately with the external auditors to discuss the quality of management, financials, accounting, information technology and internal audit personnel, and to determine whether any restrictions have been placed by management on the scope of their external audit or if there are any other matters that should be discussed with the Committee.
8. Review the letter of management representation provided to the external auditors as part of the annual audit and inquire as to whether any difficulties were encountered in obtaining the letter of representation.
9. Direct special investigations into significant matters brought to its attention within the scope of its duties.
10. Establish annual policy review plan with President and CEO to ensure staff are following Board established policies.
11. The Audit Committee Charter details more fully the duties, responsibilities and authority of this committee and is incorporated herein by reference to these Bylaws as **Exhibit D, Audit committee.**

C. Meetings, Reports and Recommendations:

The Audit Committee shall meet at least quarterly. It shall maintain a permanent record of its proceedings and actions, and it shall make a report thereof to the Board and the President and Chief Executive Officer.

## **Section 8. Advancement Committee**

A. Composition:

The Advancement Committee shall consist of at least three (3) members of the Board of Directors. Additional members who are not Directors may also serve on the Committee.

B. Duties:

1. The Advancement Committee shall review and approve an annual fund development plan as developed by RMHC staff for consideration by the Board of Directors.

2. The Committee shall provide oversight and support execution of the annual fund development plan.
3. Annually, the Committee shall establish a personal financial donation goal for each Board member and present it to the Goal for approval.
4. The Advancement Committee Charter details more fully the duties, responsibilities and authority of this committee and is incorporated herein by reference to these Bylaws as Exhibit E, Advancement Committee Charter.

C. Meetings, Reports and Recommendations:

The Advancement Committee shall meet at least quarterly. It shall maintain a permanent record of its proceedings and actions, and it shall make a report thereof to the Board and the President and Chief Executive Officer.

### **Section 9. Committee Member's Term of Office**

Each member of a committee shall be appointed for a year (unless otherwise specified in these Bylaws), and shall continue in office until the next annual meeting of the Board and until his or her successor is appointed unless the committee of which he or she is a member shall be sooner terminated by the Board, or until his or her death, resignation or removal, whichever first occurs.

### **Section 10. Committee Meetings**

Meetings of any committee of the Board may be called by the Chair of such committee by giving notice of such meeting, setting forth its time and place (in-person or via an online virtual meeting platform), delivered personally, electronically, or by mail or telephone to the residence or place of business of the committee members. Unless otherwise provided in these Bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

### **Section 12. Resignation or Remove of Committee Members**

A member of any committee of the Board may resign at any time by tendering his or her resignation in writing to the Chair of the committee or to the Chairperson of the Board. The Board may by a majority vote, remove any member from a committee of the Board. Resignation as a member of a committee does not necessarily result in resignation from the Board.

## **ARTICLE VIII - GENERAL**

### **Section 1. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December in each year.

### **Section 2. Seal**

Any seal of Ronald McDonald House Charities of Greater Chattanooga, Inc., shall have the name of the corporation between two (2) concentric circles and the words "Incorporated" and Not-For-Profit corporation," together with the state of incorporation.

### **Section 3. Registered Office**

The registered office of the corporation shall be 200 Central Avenue, Chattanooga, Tennessee 37403, until otherwise designated by the Board.

### **Section 4. Equal Employment Opportunity**

The employment practices of the corporation shall comply with guidelines set forth under Title VII of the Civil Rights Act of 1964, as amended by the Equal Employment Opportunity Act of 1972, and any future amendments. As such, these practices shall be conducted in such a manner as to obviate discrimination on the basis of race, color, religion, sex or national origin.

### **Section 5. Construction of Terms and Headings**

Words used in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provisions of these Bylaws.

## **ARTICLE IX - INDEMNIFICATION**

- A. Any person made or threatened to be made a party to any legal or administrative action or proceeding, whether civil or criminal, by reason of the fact that he or she, or his or her testator or intestate, is or was a Director, officer or employee of the corporation, or member of a committee of the corporation, or who serves or served any other corporation or other entity or organization in any capacity at the request of this corporation while he or she was a Director, officer or employee of this corporation, or member of a committee of the corporation, shall be indemnified by the corporation as set out below.
- B. Such indemnification shall be against all judgments, fines, amounts paid in settlement and

reasonable expenses, including attorney's fees actually and necessarily incurred as a result of any such action or proceeding, or any appeal therein to the fullest extent permitted and in the manner prescribed by the laws of the State of Tennessee, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws are not inconsistent with the law of Tennessee.

- C. The foregoing provisions of this Article shall be deemed to be a contract between the corporation and each Director, officer, employee or committee member of the corporation in such a capacity at any time while this Article is in effect. Any repeal or modification of this Article or any ~~part~~ provision of the law of Tennessee, shall not affect any rights or obligations then existing as it relates to any action or proceedings theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. However, the right of indemnification provided in the Article shall not be deemed exclusive of any other rights to which any Director, officer, employee or committee member of the corporation may now be or hereafter become entitled apart from this Article.

## **ARTICLE X – DISSOLUTION**

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes described in Article I of these Bylaws and in accordance with the Amended and Restated Articles of Incorporation. Any such assets not so disposed of shall be disposed of by the Chancery Court of Hamilton County, Tennessee, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for charitable, educational or scientific purposes as described in §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent Federal tax laws.

## **ARTICLE XI - DUALITY OF INTEREST**

- A. Any duality of interest or possible conflict of interest on the part of any Director or officer of the corporation shall be disclosed to other Directors and officers and shall be made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.
- B. Any governing Director or officer having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and he or she shall not be counted in determining the quorum for the meeting even where permitted by law. The minutes of the meeting should reflect that a disclosure was made and the abstention from voting.
- C. The foregoing requirement shall not be construed as preventing the governing Director or officer from stating his or her position in the matter, nor from answering pertinent questions of

other Directors since his or her knowledge may be of great assistance.

- D. The Board shall adopt a policy of duality of interest, which policy shall implement this Bylaw and shall be in conformity with applicable Tennessee law; this policy shall be reviewed as deemed necessary by the Board for the information and guidance of governing Directors, and any new Director or officer shall be advised of the policy upon entering on the duties of his or her office.

## **ARTICLE XII - AMENDMENTS TO THE BYLAWS**

These Bylaws may be altered, amended, repealed or supplemented and new Bylaws may be adopted by a majority vote of the Board at any meeting of the Board at which a quorum is present; provided, however, that written notice of the proposed change shall have been given to the members of the Board no less than ten (10) days prior to the meeting in the notice of the meeting.

## **EXHIBIT A**

### **Executive Committee Charter**

Effective Date of Charter: 01/27/2026  
Date Last Amended: 01/22/2019  
Next Review (If required): 01/31/2027

#### **Purpose**

The Executive Committee is comprised of the Board's Officers and Chief Executive Officer. The Executive Committee is responsible for ensuring the Board is addressing the needs and challenges facing the organization, as well as the designated Board representative to provide performance and compensation evaluations for the Chief Executive Officer.

#### **Authority**

The Executive Committee has the same authority delegated to all other committees in its absence or failure to act pursuant to its charters. The Committee has authority to retain and terminate the CEO. The Committee has sole authority to retain and terminate outside counsel or other experts or consultants, as it deems appropriate, for the search, retention, compensation, advisement or termination of an acting CEO of the Chapter. This includes the sole authority to approve such counsel/experts or consultant's fees and other retention fees, as well as the sole authority to approve the CEO's compensation and benefits package. The Committee shall be provided with the resources necessary to discharge its responsibilities. The Board shall review the adequacy of this charter on an annual basis. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more members of the Committee.

#### **Membership**

The Executive Committee shall be a standing committee of the Board of Directors, comprised of Board Officers and CEO. Members of the Committee shall:

1. Have no relationship to the Chapter that may interfere with the exercise of their independence from management and the Chapter;
2. Be financially, operationally, and organizationally literate regarding the specialized matters of the Chapter or shall acquire such literacy within a reasonable time period after appointment to the Committee.

#### **Responsibilities**

The primary duties of the Executive Committee include:

- a. Engage with the CEO in development of a strategic plan to encompass the Board's mission and vision. Monitor Board and organizational progress against the strategic plan.
- b. Ensure the Board sets aside time to engage in self-introspection and planning. This includes planning the annual Board Retreat.

- c. Ensure the Board reviews and approves the annual budget and any needed changes to the by-laws annually.
- d. Conduct timely performance reviews of the President and Chief Executive Officer.
- e. Periodically conduct benchmarking on executive compensation with other peer and similar-sized organizations to ensure pay rates are competitive.
- f. Manage the lead role in any searches for a new President and Chief Executive Officer.
- g. Review this Charter on an annual basis and propose any recommended changes to the Board.

The Committee shall meet on a regular basis and call special meetings as deemed necessary in fulfilling the responsibilities described in this Charter.

## **EXHIBIT B**

### **Finance & Endowment Committee Charter**

*Effective Date of Charter:* 01/27/2026

*Date Last Amended:* 01/22/2019

*Next Review (If required):* 01/31/2027

#### **Purpose**

The primary responsibility for the Chapter's financial reporting and management rests with senior operating management, as overseen by the Chapter's Board of Directors (the "Board"). The purpose of the Finance & Endowment Committee (the "Committee") is to assist the Board in fulfilling this responsibility by providing oversight of the financial management and financial reporting function.

#### **Authority**

The Finance & Endowment Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee has authority to retain and terminate outside counsel or other experts or consultants for accounting, banking and investment functions, as it deems appropriate or as directed by the Board, including authority to approve the firm's fees and other retention terms. This authority does not extend to auditing services. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more members of the Committee.

#### **Membership**

The Finance & Endowment Committee shall be a standing committee of the Board of Directors, comprised of not less than three (3) members of the Board. Members of the Committee shall:

1. Have no relationship to the Chapter that may interfere with the exercise of their independence from management and the Chapter;
2. Be financially literate regarding the specialized matters of the Chapter or shall acquire such financial literacy within a reasonable time period after appointment to the Committee.

In addition, at least one member of the Committee shall be a financial expert possessing the following characteristics:

1. An understanding of generally accepted accounting principles (GAAP) applicable to the Chapter and financial statements;
2. The ability to assess the application of generally accepted accounting principles in connection with accounting for estimates, accruals, and reserves of the Chapter;
3. Experience preparing, accounting, analyzing, or evaluating financial statements of comparable complexity to those of the Chapter;
4. An understanding of internal controls and procedures for financial reporting; and

5. An understanding of finance committee functions.

### **Responsibilities**

The Finance Committee's role is one of oversight, recognizing that the Chapter's management and accounting firm are responsible for financial management and for preparing the Chapter's financial statements. The Committee shall have oversight responsibilities in certain areas of financial management and reporting as follows:

- a. Oversee the Chapter's financial assets, including policies associated with safekeeping and protection of those assets;
- b. Review and evaluate the Chapter's financial viability;
- c. Oversee the annual budget process to ensure timely proposal;
- d. Review the annual budget and recommend it to the full Board for approval;
- e. Review new initiatives involving requests for funding;
- f. Review the Chapter's cash flow management;
- g. Review the financial impact of agenda items being considered by the full Board;
- h. Review and advise the Board in matters relating to employee benefit management;
- i. Monitor budget implementation and accounting and financial policies and procedures;
- j. Review monthly and quarterly financial reports and monitor and analyze financial performance against budget and past performance; provide updates to the Board at least quarterly.
- k. Review overall chapter financial risk management and report annually to the Audit Committee on the Chapter's financial risk management position
- l. Review all borrowing arrangements of the Chapter;
- m. Oversee the annual IRS Form 990 Board review and execution by CEO;
- n. Review annual income tax and information returns filed with the Federal and State government agencies, include state registrations;
- o. Review this Charter on an annual basis and propose any recommended changes to the Board;
- p. Oversee the management of the Chapter's investments and propose recommendations, including review of investment policies, use of external investment managers, and other matters associated with investment management.
- q. Establish threshold for expenses requiring approval by the Treasurer
- r. Oversee the management of funds allocated to educational scholarship awards

The Committee shall meet on a regular basis and call special meetings as deemed necessary in fulfilling the responsibilities described in this Charter.

## **EXHIBIT C**

### **Governance Committee**

*Effective Date of Charter:* 01/27/2026

*Date Last Amended:* 01/22/2019

*Next Review (If required):* 01/31/2027

#### **Purpose**

The Governance Committee is responsible for ensuring the Bylaws and Board policies provide adequate oversight of the effective operation of the organization and the performance of the Board. The Committee is responsible for ensuring effective recruitment of new Board members. The Committee monitors compliance with Board member expectations, conducts the nominating process and is responsible for Board training.

#### **Authority**

The Governance Committee has authority to refer any matter brought to its attention to the Audit Committee for investigation. The Governance Committee shall be provided with the resources necessary to discharge its responsibilities. The Board shall review the adequacy of this charter on an annual basis. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more members of the Committee.

#### **Membership**

The Governance Committee shall be a standing committee of the Board of Directors, comprised of not less than three members of the Board. Members of the Committee shall:

1. Have no relationship to the Chapter that may interfere with the exercise of their independence from management and the Chapter;
2. Be financially, operationally, and organizationally literate regarding the specialized matters of the Chapter or shall acquire such literacy within a reasonable time period after appointment to the Committee.

In addition, the Committee shall include at least one of the following:

1. An attorney;
2. A business or community leader with management experience

#### **Responsibilities**

The primary duties of the Governance Committee include:

- a. Address and clarify the roles and responsibilities of Board positions. Provide strategic direction for Board composition relative to skills, professions, affiliations, committee assignments and recommend necessary changes to the Board structure, process and

guideline documents. Conduct needs assessment for ongoing Board training and in-service needs to ensure appropriate Board training is developed and implemented. Also, review committee structure to ensure alignment with mission and strategic goals.

- b. Ensure appropriate policies are in place to support the effective operation of the Ronald McDonald House Charities of Greater Chattanooga.
- c. Adopt a code of ethical conduct and/or ethical standards. Ensure clear policies and to safeguard against premature destruction of documents. Ensure there is an appropriate whistleblower policy. Ensure there are policies to deal with real or possible Board conflicts of interest.
- d. Ensure clear expectations maintained for all Board members, defining expectations of time, talent and treasure. Monitor and provide oversight of Board member adherence to defined expectations.
- e. Responsible for board composition and identifying the skills, expertise and attributes needed for the Board. Thus, it must seek out, cultivate and recruit Board member prospects and ultimately, coordinate and vet recommended individuals for election to the Board.
- f. Responsible for regular, well-conceived activities focused on Board development, and therefore provides training, orientation and mentoring for new Board Members.
- g. Identify and develop leadership potential for committee chairs and officer positions.
- h. Conduct an annual Board self-assessment and secures with results reported to the Executive Committee.
- i. Review this Charter on an annual basis and propose any recommended changes to the Board.

The Committee shall meet on a regular basis and call special meetings as deemed necessary in fulfilling the responsibilities described in this Charter

## **EXHIBIT D**

### **Audit Committee**

*Effective Date of Charter:* 01/27/2026

*Date Last Amended:* 01/22/2019

*Next Review (If required):* 01/31/2027

### **Purpose**

The primary responsibility for the Chapter's financial reporting and internal controls rests with senior operating management, as overseen by the Chapter's Board of Directors (the "Board"). The purpose of the Audit Committee (the "Committee") is to assist the Board in fulfilling this responsibility by providing oversight of the Chapter's audit functions (external and internal), as well as other investigations (external and internal).

### **Authority**

The Audit Committee has authority to:

1. Retain the Chapter's external auditors.
2. Investigate any matter brought to its attention with complete and unrestricted access to all books, records, documents, facilities, and personnel of the Chapter.
3. Retain outside counsel, auditors, investigators, or other experts in the fulfillment of its responsibilities, including the authority to approve the firms' fees and other retention terms.

The Committee shall be provided with the resources necessary to discharge its responsibilities. The Board shall review the adequacy of this charter on an annual basis. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more members of the Committee.

### **Membership**

The Audit Committee shall be a standing committee of the Board of Directors, comprised of not less than three (3) members of the Board. Members of the Committee shall:

1. Have no relationship to the Chapter that may interfere with the exercise of their independence from management and the Chapter;
2. Be financially literate regarding the specialized matters of the Chapter or shall acquire such financial literacy within a reasonable time period after appointment to the Committee.

In addition, at least one member of the Committee shall be a financial expert possessing the following characteristics:

1. An understanding of generally accepted accounting principles (GAAP) applicable to the Chapter and financial statements;

2. The ability to assess the application of generally accepted accounting principles in connection with accounting for estimates, accruals, and reserves of the Chapter;
3. Experience in analyzing and evaluating financial statements of comparable complexity to those of the Chapter;
4. Understanding of internal controls and procedures for financial reporting and other operational policies and procedures; and
5. Understanding of audit committee functions;

### Responsibilities

The Committee's role is one of oversight, recognizing that the Chapter's accounting firm is responsible for preparing the Chapter's financial statements and that the external auditors are responsible for auditing those financial statements. The Committee recognizes that the Chapter's internal financial management team, as well as the external auditors, have more time and detailed information about the Chapter than Committee members do. Consequently, in discharging its oversight responsibilities, the Committee is not providing expert advice or any assurances as to the Chapter's financial statements or any professional certification as to the external auditor's services.

The Committee shall have certain responsibilities in the areas of financial reporting, internal control, and Chapter governance.

In the areas of financial **reporting and internal control**, the Committee shall:

- a. Oversee the external audit process, including nomination of the external audit firm, auditor engagement letters and fees, timing and coordination of audit fieldwork visits, designation of tasks to be performed by Board members or staff, monitoring of audit results, review of auditor's performance, and review of non-audit services provided by the external audit firm for compliance with professional independence standards;
- b. Review accounting policies;
- c. Review the Chapter's financial statements, including year-end and interim financial statements, other reports requiring approval by the Board before submission to government agencies, and auditor opinions and management letters;
- d. Determine that all required tax and information return filings with Federal, state, province and local government agencies are current and in compliance with reporting requirements;
- e. Receive and review any other communications from the external auditors that the external auditors are required to submit to the Board or Committee under currently applicable professional auditing standards;
- f. Review and discuss with management the findings and recommendations communicated by the external auditor and ensure the Board has an opportunity to meet with the external

- auditor, if requested;
- g. Inquire about the existence and nature of significant audit adjustments proposed by the external auditors and significant estimates made by management;
  - h. Meet privately with the external auditors to discuss the quality of management, financial, accounting, information technology and internal audit personnel, and to determine whether any restrictions have been placed by management on the scope of their external audit or if there are any other matters that should be discussed with the Committee;
  - i. Review the letter of management representations provided to the external auditors as part of the annual audit and inquire as to whether any difficulties were encountered in obtaining the representation letter;
  - j. Direct special investigations into significant matters brought to its attention within the scope of its duties;
  - k. Review this Charter on an annual basis and propose any recommended changes to the Board.

In the area of Chapter **governance**, the Committee shall:

- a. Review Chapter policies regarding compliance with laws and regulations, ethics, employee conduct, conflicts of interest, and the investigation of misconduct or fraud;
- b. Establish annual policy review plan with President and CEO to ensure staff are following Board established policies. Annual policy review plan will identify a sub-set of Board approved policies for review by the Committee. The CEO and staff will provide information required to demonstrate adherence to the policy.
- c. Review current and pending litigation or regulatory proceedings impacting Chapter governance in which the Chapter is a party;
- d. Establish and monitor Chapter procedures for receiving and handling complaints about accounting and auditing matters;
- e. Review significant cases of employee or director conflict of interest, misconduct or fraud;
- f. Ensure each employee receives the Whistleblower Policy and is assured confidentiality and protection under the policy;
- g. Ensure the organization responds willingly to reasonable requests of public information;
- h. Review plans and budgets associated with the internal audit function to determine that audit objectives, plans, financial budgets, and schedules provide for adequate support of the Audit Committee's goals and objectives; and
- i. Discuss with the external audit firm the reliability of the Chapter's information technology system and any specific security measures in protecting the Chapter against fraud and abuse.

The Committee shall meet on a regular basis and call special meetings as deemed necessary in fulfilling the responsibilities described in this Charter.

## **EXHIBIT E**

### **Advancement Committee**

*Effective Date of Charter:* 01/27/2026

*Date Last Amended:* 01/22/2019

*Next Review (If required):* 01/31/2027

### **Purpose**

The Advancement Committee is responsible for providing review and approval of the annual plan of fundraising activities to support the budgetary needs of the agency.

### **Authority**

The Advancement Committee has authority to ensure the annual plan of fundraising activities developed by staff is thorough, realistic and will result in profitability aligned to meet the annual budget goals and longer-term strategic aspirations of the organization. The Committee shall be provided with the resources necessary to discharge its responsibilities. The Board shall review the adequacy of this charter on an annual basis. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more members of the Committee.

### **Membership**

The Advancement Committee shall be a standing committee of the Board of Directors, comprised of not less than three (3) members of the Board. Members of the Committee shall:

1. Have no relationship to the Chapter that may interfere with the exercise of their independence from management and the Chapter;
2. Be financially, operationally, and organizationally literate regarding the specialized matters of the Chapter or shall acquire such literacy within a reasonable time period after appointment to the Committee.

### **Responsibilities**

The primary duties of the Advancement Committee include:

- a. Examination of internal and external environmental forces affecting the organization and its funding.
- b. Ensure CEO and staff develop an annual comprehensive fund development plan. This requires projecting expected costs and revenues from fundraising efforts and evaluation of all special events to determine future feasibility. Ensure development and submission of annual budget needs to the Finance Committee for the identified required costs.
- c. Review and approve the annual fund development plan and ultimate presentation to the Board for approval.
- d. Engage the Board in the fundraising process including the identification of potential donors. Identify potential donors in the community and through Board and staff

engagement

- e. Monitor performance of fundraising results compared to approved goals and budget;
- f. Review this Charter on an annual basis and propose any recommended changes to the Board.

The Committee shall meet on a regular basis and call special meetings as deemed necessary in fulfilling the responsibilities described in this Charter.