



## **EXECUTIVE COMMITTEE BYLAWS**

### **Purpose Statement:**

The Executive Committee serves the Board of Directors by researching and organizing information required for efficient consideration and strategic planning by the Board and optionally making recommendations or proposals based on such information. The Executive Committee does not take significant action in lieu of the Board of Directors, nor does it filter information available to the Board of Directors.

### **Duties:**

The duties fall within the Purpose Statement above, as determined from time-to-time by the Board of Directors based on current circumstances. It is anticipated that the following non-inclusive list represents likely duties to be requested by the Board of Directors

1. Preparation and recommendations regarding the Strategic Plan and the procedures for generating it.
2. Preparation of the agenda for Board of Directors meetings.
3. Providing assistance to the Board of Directors in the annual review of the Executive Director; more specifically to prepare an annual recommendation to the Board of Directors according to Board policies regarding Executive Director evaluation, appointment, and compensation.
4. Authorize unbudgeted expenditures of up to \$5,000 for special needs. It shall notify the Board of Directors with 24 hours when such expenditures changes are authorized.
5. Review of proposed revisions to committee bylaws and TMS policies to assure that changes are consistent with TMS structure, administration, and established practices.
6. Serve as a consultative body to the TMS President and Executive Director when requested in the review and determination of committee member statements of potential conflict of interest.
7. Recommend nominees to the TMS Board of Directors for The Alexander Scott Distinguished Service Award (see Appendix A).
8. Appoint an Officer to serve a one-year term as an ex officio voting member of the TMS Foundation Board of Trustees.

**Structure:**

Six (6) committee members, five (5) voting and one (1) nonvoting, all of whom serve *ex officio*, as follows:

- President, who chairs the Executive Committee (voting)
- Past President (voting)
- Vice President (voting)
- Financial Planning Officer (voting)
- Technical Division Council Representative, a Technical Division Director elected annually by Technical Division Council (voting)
- Secretary of the Board of Directors (non-voting)

**Terms of Office:**

All members serve *ex officio* during the period for which they hold the qualifying position.

**Meetings:**

The Committee meets prior to Board of Directors meetings and at other times as deemed necessary by the Chair or by the request of two voting members. Meetings may be held in-person or virtually. Meeting dates, times, and places are announced to the Board of Directors at least two days before each meeting and Directors are invited to attend.

**Quorum:**

Three voting members in attendance shall be considered a quorum.

**Meeting Minutes:**

Minutes of each meeting of the Executive Committee are made available to the Board of Directors as an Information Item on the next Board of Directors agenda.

**APPENDIX A: Alexander Scott Distinguished Service Award**

**Criteria:** (1) Must be a member of TMS; (2) must have exhibited devotion of time, effort, thought, and action toward furthering the Society's mission through administrative/functional activities.

**Description:** This award recognizes a member's outstanding contributions to TMS as exhibited by exceptional devotion of time, effort, thought, and action toward furthering the Society's mission through administrative/functional activities. This award is not intended to recognize career accomplishments. This award is typically presented to one who has had 10 or more years of service at the Society level. For example, service could be for activities or committee service in one or more of the following areas: membership development, local sections, student chapters, education and professional affairs, or other Society-level activities. Members of the TMS Board of Directors must be off the Board at the time the award is considered. If there is no worthy candidate nominated, no award will be presented that year. The award consists of an engraved plaque triple-matted in a wood frame with glass.

**Requirements:** Completed nomination form; biography or curriculum vitae with publication list; minimum of two, maximum of five, letters of endorsement are required. And/or Executive Committee members may present nominee(s) by providing name and biography or curriculum vitae.

**Process:** The committee considers the independently submitted award packages and makes a recommendation to the Board of Directors based on this review. At the committee's discretion, it may recommend a candidate to the Board of Directors for whom a package was not formally submitted.