



Association of Outdoor Recreation and Education
Governance Committee Charter
Approved 1/26/2016

I. Scope: The AORE Governance Committee is an advisory committee to the AORE Board of Directors.

II. Purpose: The Governance Committee provides advice and recommendations to the AORE Board of Directors on matters relating to Association governance. This includes:

- A. Bylaws, legal compliance, and observance of Robert's Rules of Order.
- B. Election of Board Members.
- C. AORE Annual and Special Meetings.
- D. Historian
- E. Leadership Succession planning

III. Standing Projects:

- A. The Governance Committee is responsible for the following:
 - 1. Oversight of adherence to the Association bylaws, applicable state and federal law, and faithful observance of Robert's Rules of Order.
 - 2. Oversight of bylaw changes and recommendations proposed from individuals and committees to ensure alignment with organizational priorities.
 - a. Review proposals submitted by individuals and committees
 - b. Provide support and guidance on proposals submitted to the Board of Directors
- B. In fulfilling its responsibilities, the Committee will take the following considerations into account:
 - 1. AORE is a grassroots membership organization that is committed to providing its members with a meaningful opportunity to participate in the governance of the Association.
 - 2. AORE is a Colorado corporation with its principal place of business in Michigan. The Association should strive for compliance with the laws of both states.
 - 3. AORE is a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code, and is required to comply with certain requirements in order to maintain its tax-exempt status.

IV. Annual Projects:

- A. Oversight of BOD elections conducted through online voting or other action taken without a meeting. This includes:
 - 1. Developing a proposed schedule of dates for online voting in accordance with the online voting Standard Operating Procedure, and
 - 2. Submitting the proposed schedule of dates for approval by the AORE BOD no later than the February BOD meeting of each calendar year.



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- B. Management of AORE Annual and Special Meetings. This includes:
1. Developing a proposed schedule of dates for providing notice of an Annual or Special Meeting to the AORE membership in accordance with the Annual Meeting Standard Operating Procedure,
 2. Ensuring the production of the required lists of voting members for an Annual or Special Meeting, and
 3. Overseeing the management of an Annual or Special Meeting.
- C. In fulfilling its responsibilities, the Committee will take the following considerations into account:
1. AORE is a grassroots membership organization that is committed to providing its members with a meaningful opportunity to participate in the governance of the Association.
 2. AORE is a Colorado corporation with its principal place of business in Michigan. The Association should strive for compliance with the laws of both states.
 3. AORE is a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code, and is required to comply with certain requirements in order to maintain its tax-exempt status.
- V. **Authority:** The Governance Committee has the authority to provide advice and assistance to the AORE Staff on implementation of AORE policies that fall within the jurisdiction of the Committee, subject to the following limitations:
- A. The Executive Director is solely responsible for managing the AORE staff. Governance Committee members will route staff requests through the Executive Director.
 - B. Major policy decisions will be made by the AORE Board of Directors.
 - C. The Committee may not spend money in excess of its approved budget without the approval of the Board of Directors. Expenditures of funds within the Committee's approved budget must be coordinated with the AORE Executive Director.
 - D. In no case may the Committee engage in activities which affect or jeopardize AORE's tax-exempt status.
- VI. **Committee Membership**
- A. Membership. The Governance Committee will be a Committee of the Board of Directors that consists of the BOD President-Elect, the BOD Secretary, and other another member of the BOD to be selected by the BOD. The AORE BOD may also appoint an at-large member of the Association to serve on the Governance Committee in an *ex officio* capacity.
 - B. Committee Chair. The members of the Committee will choose a Committee Chair. If the Chair is contested, the Committee will elect a Chair by vote of the Committee membership. The Committee Chair will convene meetings, set agendas, and run meetings. If the Chair is unavailable for a meeting, he or she may designate an alternate to run the meeting.



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- C. **Board Liaison:** Because the Governance Committee is a Board Committee, the Committee Chair will serve as the Board Liaison, and will fulfill the responsibilities of the Board Liaison as set forth in the Board Liaison job description approved by the AORE Board of Directors.

VII. Meetings: The Governance Committee will meet no less than on a semi-annual basis by teleconference, video conference, web conference, or by another means that allow participants to communicate with one another simultaneously. Meetings may be held more frequently on a schedule determined by members of the Committee if dictated by the urgency of the issues within the jurisdiction of the Committee. The Governance Committee will also meet whenever it is requested to do so by the AORE BOD President or Executive Director.

VIII. Decisions: Committee decisions will be made in a manner set by the Committee that ensures that members of the Committee have an adequate opportunity to express their views and participate in the decision.

IX. Documentation Requirements

- A. **Agendas:** The Committee Chair shall prepare and distribute a meeting agenda to members of the Committee a reasonable period in advance of Committee meetings. A copy of the meeting agenda will be provided to the AORE Executive Director and AORE Board of Directors.
- B. **Minutes:** The Committee shall keep minutes for all meetings and submit them to the AORE Executive Director and AORE Board of Directors within a reasonable time after each meeting.
- C. **Annual Reports:** The Committee shall prepare and submit an Annual Report of the Committee to the AORE Executive Director and AORE Board of Directors. The Annual Report shall contain an annual performance evaluation of the Committee. The performance evaluation shall also include a review of the adequacy of this charter and shall recommend any revisions the Committee deems necessary or desirable.
- D. **Recordkeeping:** The Committee must submit copies of all reports and records to AORE for safekeeping. All program reports and records are subject to review at any time by the Board and Executive Director of AORE.