

- 5.2 Committees of the Board may be created and terminated only by the Board of Directors, and their activities shall be overseen by the Board of Directors.
- 5.3 Committees of the Board, except as noted in policy, shall be composed of any number of Directors, Members at large, and staff members. Staff members shall have no voting rights.
- 5.4 Committees of the Board shall be chaired by Directors.
- 5.5 Nominations.
 - 5.5.1 The President shall nominate standing committee chairs, members, and advisors, if required, no later than March 1st each year.
 - 5.5.2 The Chair of the Board shall nominate ad hoc committee chairs, members, and advisors, if required, for indefinite terms at his/her discretion.
 - 5.5.3 The Leadership Development Committee shall recommend nominees for standing committees to the President, and nominees for ad hoc committees to the Chair of the Board.
- 5.6 Appointments.
 - 5.6.1 The Board of Directors shall appoint standing committee chairs and members no later than May 31st to terms of one year commencing on July 1st.
 - 5.6.2 The Board of Directors shall appoint ad hoc committees at its discretion.
 - 5.6.3 Appointments may be changed or rescinded at any time by the Board of Directors.
- 5.7 Vacancies. The Chair of the Board may nominate, and the Board of Directors may appoint Directors to fill committee vacancies at their discretion.

6.0 Committee Procedures

- 6.1 Quorum shall be a majority of voting committee members present. Staff shall not count towards quorum.
- 6.2 Committees may take actions absent a meeting upon the unanimous consent of the committee's voting members.
- 6.3 The Committee Chair shall provide notice of meetings to all members of the committee no less than five (5) days prior to each meeting. Notice shall include a list of items to be discussed at the meeting. Formal agendas are not required.
- 6.4 Meetings.
 - 6.4.1 Committees may meet in-person, virtually, or using a hybrid approach, at the discretion of the Committee Chair. The Executive Director shall provide access to telecommunication systems to support committee meeting requirements upon request.

- 6.4.2 Committee meetings shall be conducted in accordance with Roberts Rules of Order, current edition, modified for small boards.
 - 6.4.3 In the Committee Chair's absence, the members shall elect a Chair Pro Tempore to fill the role for that meeting.
 - 6.4.4 The Committee Chair shall record the minutes or appoint a recording secretary at their discretion.
 - 6.4.5 Committee meetings shall be open to ASNT members, with limited exceptions as defined in policy. Guests who are not ASNT members may attend committee meetings at the discretion of the Committee Chair.
- 6.5 Minutes.
- 6.5.1 The Committee Chair shall ensure meeting minutes are produced which are consistent with Appendix 1, Committee Meeting Minutes Template, and which details all motions, decisions, and votes made at the meeting and identifies topics of discussion (but not the content of discussions). Handouts distributed at the meeting shall be attached to the minutes.
 - 6.5.2 Minutes shall be submitted to the Board of Directors within fifteen (15) days of each committee meeting.
- 7.0 **Reports.** The Committee Chair shall report to the Board of Directors upon request summarizing the committee's activities and accomplishments.

Appendix 1, Committee Meeting Minutes Template

Meeting Minutes

The American Society for Nondestructive Testing, Inc.

(committee name)

(date and time)

(location)

1. The Chair called the meeting to order at *(time)*.
2. The following committee members were in attendance: *(list names; identify the chair and the recording secretary if one was appointed, and which members are non-voting)*
 The following committee members were absent: *(list names)*
 The following guests were in attendance: *(list names)*
State whether a quorum was present, and the basis for the quorum.

List items of business in the order they were taken up. For example:

3. *Proposal to revise policy G-01.*
Smith presented a proposal to revise the policy as shown in Attachment 1. The revision changes the process for preparing the annual budget. The committee discussed the proposal and members made a recommendation to make it effective immediately. Smith moved to recommend the proposed policy as amended to the Board of Directors for immediate implementation. The motion passed.

For each item of business, include enough information for the reader to understand the topic of discussion and the actions taken and decisions made. Do not itemize all of the various details of the discussion or indicate who said what. Detail the motions exactly as they were made. Report the board's decision, but do not provide vote counts unless the vote was taken by ballot.

4. The Chair adjourned the meeting at *(time)*.