

ARTICLE III

OFFICERS AND AGENTS

- 3.1 Number and Qualification.** The officers of the Board shall be a Chair and Vice-Chair. The Manager assigned to the Board shall be considered as an agent for the Board.
- 3.2 Selection.** The Board selects the Chair and Vice-Chair.
- 3.3 Term.** The Chair and Vice-Chair shall each hold office for two (2) consecutive years and may be reappointed at the expiration of their terms.
- 3.4 Chair, Vice Chair and Manager.**
- A. The Chair shall generally supervise the Board with the consent of the members. The Chair shall preside at all meetings of the Board. The Chair shall be responsible for decisions regarding the furtherance of the Board's goals and duties.
 - B. The Vice-Chair shall have duties and powers, as the members shall determine. The Vice-Chair shall have and may exercise all the powers and duties of the Chair during the absence of the Chair or in the event of his or her inability to act.
 - C. The Manager shall act as the Chief Executive Officer for the Board and shall be responsible for the administration and management of board affairs in consultation with the Chair. The Manager shall have additional duties and powers as determined by the Board.
- 3.5 Election Procedure.** The Chair and Vice-Chair shall be nominated by a Board member motion in open meeting. Motion must be seconded with majority affirmative vote to become final. The Chair and Vice-Chair selection will take place during a regular autumn meeting in odd numbered years.
- 3.6 Resignation.** The Chair may submit a resignation letter to the Board. The Vice-Chair may resign by delivering a letter to the Chair. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make the resignation effective.
- 3.7 Vacancies.** If the office of Chair or Vice-Chair becomes vacant, the members will elect a successor. Each successor shall hold office for the remainder of the term, or until he or she sooner dies, resigns, is removed or becomes disqualified.
- 3.8 Conflict of Interest.** If both the Chair and Vice-Chair have a conflict of interest on any matter taken up by the Board, the Chair shall designate another Board member to preside over the Board in that matter.

- 3.9 Appointment of Subcommittees.** It shall be the duty of the Chair, with approval of the Board, to establish subcommittees responsible to act as directed by the members. Subcommittees may include Board members as well as invited experts and other stakeholders or participants. It shall be the duty of the Chair, with approval of the members, to appoint Chairs of all subcommittees. The Chairs of such subcommittees shall be chosen from standing members. Subcommittees shall have no legal authority to act, but shall report their findings and recommendations to the members.
- 3.10 Spokesman.** It shall be the responsibility of the Chair or the Manager to speak on behalf of the Board for official information concerning the Board. If both the Chair and Manager are unavailable, another person as directed by the Chair or Vice Chair shall speak on behalf of the board.