

Montana Nonprofit Association, Inc.
Governance and Nominating Committee Charter

A. Purposes.

1. This Charter implements the Bylaws of MNA with regard to a Governance and Nominating Committee.
2. The Governance and Nominating Committee is delegated the authority to act for the Board in fulfilling the Board's fiduciary duties by engaging in the activities identified in this Charter and by engaging in other activities assigned to the Committee by the Executive Committee or the Board, within the limits established in this Charter and the Bylaws.

B. Membership. Membership on the Governance and Nominating Committee shall consist of not less than three Directors. All members shall be free from any relationship that, in the judgment of the Board, would interfere with the member's independent exercise of judgment as a committee member.

C. Ex Officio Member. The Executive Director shall be an ex officio member without vote, invited to attend meetings of the Executive Committee, unless requested not to attend by the person acting as Chair.

D. Meetings and Procedures

1. The Committee shall establish and continuously update and revise a calendar that shows the month or quarter within which basic functions of the Committee, such as nominations of committee members and officers, review of the bylaws, and nomination of directors are expected to occur.
2. The Committee shall hold meetings at the call of the Committee chair, Executive Director, or any two members.
3. The Committee shall either maintain minutes of its meetings and provide them to the full Board at regularly scheduled meetings or shall report to the Board (or, upon request, the Executive Committee of the Board), which shall incorporate the report of the Governance and Nominating Committee into its written minutes.

E. Powers. The duties and responsibilities of the Governance and Nominating Committee shall include, at a minimum, the following:

1. Nomination of Directors.

- a. The Governance and Nominating Committee shall submit to the Board of Directors recommendations for nominations of candidates for election or appointment to the Board of Directors. All nominees shall be from the membership of MNA, including the voting and nonvoting members.
- b. The Governance and Nominating Committee shall ensure that MNA maintains a list of the terms of directors, when each director is elected or appointed, and when each term ends.

- c. The Governance and Nominating Committee shall oversee director appointment and election processes to ensure that individuals are appointed by the Board or elected by the members according to the bylaws of MNA.
 - d. The Committee shall evaluate the skill mix of directors and the composition of the directors to achieve a representative mix of MNA's membership and to enhance the diversity of Board members on a periodic basis.
 - e. The Governance Committee will ensure the established open nomination process and materials are posted on the MNA website.
 2. **Annual Review of Eligibility of Directors.** Annually the Governance and Nominating Committee shall review the eligibility of all directors.
 3. **Nomination of Officers.** At least five days prior to the Annual Corporate Board Meeting, the Governance and Nominating Committee shall submit to the Board of Directors, in writing, a slate of Officers for the next year.
 4. **Committees and Committee Members.** The Governance and Nominating Committee shall submit recommendations for committees of the Board, including recommendations for changes in the committees and the charters of committees. It shall recommend members of Board committees and the Chair of such committees, if the Chair is not established by these Bylaws. The Nominating Committee shall be responsible for determining whether a Board member is "independent," to the extent required for committee service.
 5. **Review of Articles and Bylaws.** At least every two years, the Governance and Nominating Committee shall review and recommend revisions to the Articles of Incorporation and Bylaws.
 6. **Governance Policies.** The Governance and Nominating Committee shall develop and oversee Board policies related to governance matters, including policies related to Board governance principles and expectations of directors (including any description of the responsibilities of directors), Conflicts of Interest, Corporate Opportunity, Board Travel and Education, Confidentiality, Membership categories, voting and election practices for the board and membership, and Management's Duty to Disclose and Report. All such policies shall become effective only upon vote of the full Board. The Governance and Nominating Committee shall review such policies at least every two years.
 7. **Board Education.** The Governance and Nominating Committee shall ensure that directors receive education on their duties and responsibilities as directors and shall develop and maintain an orientation program for new Board members and continuing education for all Board members on their fiduciary duties.
- F. **Report to Board.** Any action taken by the Governance and Nominating Committee between meetings of the Board shall be reported to the Board at the next meeting.

Approved by the Board of Directors on July 25, 2007.

Revised: May 16, 2017