

or Vice-Chair has been elected at the end of the one-year term, the incumbents shall continue to serve in that capacity until a successor Chair or Vice-Chair has been elected. When the Chair is a public member, the Vice-Chair shall be a Federal member; and when the Chair is a Federal member, the Vice-Chair shall be a public member. Upon the expiration of the term as Chair of a Federal member, the subsequent Chair shall be a public member; and vice versa.

(d) *Executive Director.* The Executive Director is nominated by the Chair and confirmed by the Board. The Executive Director provides administrative leadership, and supervision and management of staff activities in carrying out the policies and decisions of the Board under the direction and supervision of the Chair. The Executive Director has the authority to execute contracts, agreements and other documents necessary for the operation of the Board; hire, fire and promote staff (including temporary or intermittent experts and consultants); procure space, equipment and supplies; and obtain interagency and commercial support services. The Executive Director directs compliance and enforcement activities in accordance with the procedures set forth in 36 CFR part 1150, including issuing citations and determinations not to proceed, conducting negotiations for compliance, entering into agreements for voluntary compliance and performing all other actions authorized by law pertaining to compliance and enforcement not otherwise reserved to the Board.

(e) *General Counsel.* The General Counsel is nominated by the Chair and confirmed by the Board. The General Counsel is responsible to the Board under the supervision of the Executive Director.

#### § 1151.4 Delegations.

(a) *Executive Committee.* The Board may delegate to the Executive Committee authority to implement its decisions by a majority vote of the members present at a meeting and any proxies. To the extent permitted by law, the Board may delegate to the Executive Committee any other of its authorities by two-thirds vote of the members present at a meeting and any

proxies. A separate delegation is necessary for each action the Board desires the Executive Committee to implement.

(b) *Other.* To the extent permitted by law, the Board may delegate other duties to its officers or committees by a vote of two-thirds of the members present at a meeting and any proxies.

(c) *Redelegation.* Unless expressly prohibited in the original delegation, an officer or committee may redelegate authority.

#### § 1151.5 Board meetings.

(a) *Number.* The Chair shall schedule five regular meetings of the Board each year. In addition, the Board shall schedule one Board sponsored public event.

(b) *Timing.* Regular meetings of the Board and at least one Board sponsored event shall ordinarily be held on the Wednesday following the second Tuesday of every other month. The Chair may reschedule a regular meeting of the Board to another date, no more than one month earlier or later than the regularly scheduled date.

(c) *Agenda.* The Chair establishes the agenda for the meetings. Members or committees shall forward submissions for agenda items to the Chair. Except for items concerning the adoption, amendment or rescision of the bylaws in this part, an item may be placed before the Board for consideration without the approval of the Chair upon a two-thirds vote of the members present at a Board meeting and any proxies to suspend the rules of order. Items concerning the adoption, amendment or rescision of the bylaws in this part may be placed on a future Board agenda without the approval of the Chair upon a vote of two-thirds of the membership of the Board (as fixed by statute).

(d) *Notice.* The Chair shall provide a written notice of scheduled Board meetings, including the agenda and supporting materials for the meeting, to each Board member at least ten (10) work days prior to the meeting. The ten (10) days notice requirement may be waived upon a two-thirds vote by the members present at the Board meeting and any proxies to suspend the rules of order.

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(e) *Cancellation.* The Chair may cancel a regular meeting of the Board by giving written notice of the cancellation at least ten (10) work days prior to the meeting where practical.

(f) *Special meetings.* The Chair may call special meetings of the Board to deal with important matters arising between regular meetings which require action by the Board prior to the next regular meeting. Voting and discussion shall be limited to the subject matter which necessitated the call of the special meeting. All Board members shall receive reasonable advance notice of the time, place, and purpose of the special meeting.

(g) *Record.* The Executive Director shall maintain a permanent record of the minutes of the meeting and attendance. The Board shall approve the final minutes after all corrections and additions have been incorporated.

(h) *Rules for Board meetings.* Meetings of the Board shall be held in accordance with Robert's Rules of Order, except as otherwise prescribed in the bylaws in this part.

(i) *Quorum.* (1) A quorum shall be the majority of the membership of the Board (as fixed by statute). At least half of the members required for a quorum shall be public members.

(2) Proxies shall not be counted for purposes of establishing a quorum.

(3) If a quorum is not present, a meeting shall be held only for the purpose of discussion and no vote may be taken.

(j) *Voting.* (1) Only Board members may vote.

(2) Except as otherwise prescribed in the bylaws in this part, a majority vote of the members present and any proxies is necessary for action by the Board.

(3) The presiding officer shall have the same right to vote as any other member.

(4) Any member may give his or her directed or undirected proxy to any other Board member, present at the meeting. Proxies shall be given in writing and submitted to the Chair prior to or at the meeting. A directed proxy shall be voided as to a specific issue if the question on which the vote is eventually taken differs from the question to which the proxy is directed.

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(5) The Board may act on items of business between meetings by notational voting. At the request of the Chair, the Executive Director shall send a written ballot to each Board member describing each item submitted for notational voting. If any Board member requests discussion on an item, the ballots shall not be counted and the Chair shall place the item on the next Board meeting agenda for discussion and voting.

(k) *Telecommunications.* A member of the Board shall be considered present at a meeting when he or she participates in person or by conference telephone or similar communication equipment which enables all persons participating in the meeting to communicate with each other.

### § 1151.6 Committees.

(a) *Executive Committee—(1) Establishment.* The Board shall have an Executive Committee to serve as a leadership and coordinating committee. The Executive Committee acts on behalf of the Board in between regularly scheduled Board meetings as necessary and as authorized by delegation of the Board. In addition, the Executive Committee has the following duties and responsibilities:

(i) To review and consider recommendations and proposals from the various subject matter committees;

(ii) To review and make recommendations to the Board to amend or approve the Board's bylaws; and

(iii) To request and review all committee charters.

(2) *Chair.* The Vice-Chair of the Board shall serve as Chair of the Executive Committee.

(3) *Membership.* The Executive Committee shall be composed of a minimum of six members, three Federal and three public members, which shall include the Chair and the Vice-Chair of the Board, the chairs of each of the subject matter committees, and two at large members. The two at large members shall balance the number of Federal and public members and shall be elected by the Board after the election of the Chair and Vice-Chair of the Board and the chairs of the subject matter committees. In the event that the Board should establish three or