_____ Committee Charter

Adopted by the board on: _____ **Review this charter by:** _____

Purpose

The committee helps the board _____.

Members

- At least _____ members, appointed by _____ for terms of _____.
- Committee chair: _____. At least _____ members are directors.
- Non-directors may serve as [voting / non-voting] members: _____

What the committee may decide on its own

_____ (keep this short; anything not listed is a recommendation to the board)

What the committee recommends to the board

1. _____
2. _____

Meetings

- At least _____ times a year. Quorum: _____.
- Members with a conflict of interest disclose it and step out of the vote, under the board's conflict-of-interest policy.
- Minutes or a short written report go to the board within _____ days.

Each year

- ☐ Review this charter and the committee's work against it
- ☐ Report to the board on _____

Signed (secretary): _____ **Date:** _____

State notes

- **Maine:** 13-B § 707 lets a committee act by unanimous written consent, as the board can, unless your articles or bylaws say otherwise.
- **New Hampshire:** We did not find a general written-consent provision in RSA chapter 292, for boards or committees. Have committees meet (by phone if your bylaws allow) and minute their votes, or ask counsel.
- **Massachusetts:** The written-consent rule applied to chapter 180 nonprofits (c. 156B § 59, through c. 180 § 10C) speaks to directors; it does not itself give committees a written-consent route. Check your bylaws and counsel.

Sources

- 13-B M.R.S. § 707 (unanimous action by directors without a meeting) — https://legislature.maine.gov/legis/statutes/13-B/title13-Bsec707.html

- RSA chapter 292 table of contents (Voluntary Corporations and Associations) — https://www.gc.nh.gov/rsa/html/NHTOC/NHTOC-XXVII-292.htm
- M.G.L. c. 156B, § 59 (consent in lieu of directors' meeting; telephone meetings) — https://malegislature.gov/Laws/GeneralLaws/PartI/TitleXXII/Chapter156b/Section59
- M.G.L. c. 180, § 10C (applies listed c. 156B sections to c. 180 corporations) — https://malegislature.gov/Laws/GeneralLaws/PartI/TitleXXII/Chapter180/Section10C

Practice template, not legal advice. Your articles, bylaws, policies and the statutes control — check with counsel or the state office before you rely on it.

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