

# THE AMERICAN LAW INSTITUTE

## APPENDIX TO STANDING COMMITTEE CHARTERS

(Adopted by resolution of the Council on December 7, 2006, and effective on May 17, 2007.

Last amended as of May 20, 2015.)

(This Charter Appendix does not apply to special committees.)

### I. Purpose

This document (“Charter Appendix”) sets forth the general terms that apply to each of the Institute’s standing committees (each referred to in this Charter Appendix as the “Committee”), whether existing on the date of adoption of this Charter Appendix or formed after that date. This Charter Appendix shall be attached to each Committee’s separate Charter and its terms are incorporated in and made a part of the Committee’s Charter.

### II. Delegation of Council Authority

A. If the Council has delegated to the Executive Committee any or all of its authority with respect to matters referred to in this Charter Appendix or in the Committee’s Charter, the Committee shall function in relation to the Executive Committee in the same way as it would in relation to the Council in the absence of the delegation. To the extent of the delegation, all references to the Council in this Charter Appendix and in the Committee’s Charter shall be deemed also to be references to the Executive Committee.

B. Authority delegated to the Committee by the Council may concurrently be exercised by the Council.

### III. Membership

A. The members of the Committee are appointed in the number and manner set forth in the Committee’s Charter. No member of the Committee may be employed by the Institute or receive any compensation from the Institute for services rendered during that person’s term as a Committee member. (Institute payment or reimbursement of actual and reasonable expenses for attending meetings or otherwise engaging, as authorized, in Institute business is not compensation.) Members of the Executive Committee may serve as members of other Committees so long as they do not constitute a majority of the other Committee’s membership.

B. Except for the Executive Committee, which is chaired by the President, the appointing authority designates one member of the Committee as Committee Chair, and may designate another member to serve as Committee Vice Chair to act as Chair in the absence or incapacity of the Chair. The Committee’s Chair and the Vice Chair, if any, must be members of the Council. Notwithstanding the preceding sentence, (1) in extraordinary circumstances, at the request of the President, the Council may allow a Council member emeritus to continue to serve as the Chair of any Committee except the Executive Committee or Audit Committee after the transfer to emeritus status, and (2) any provision in the Charter of a Committee requiring all or a majority of its members to be Council members is waived solely for this purpose.

C. The term of appointed members of the Committee is three years. All terms begin and end at the close of an annual meeting of the membership.

D. Except for a member who serves on the Committee by virtue of holding an ALI office and except as provided in §§ III.E. and III.F. of this Charter Appendix, Committee members may serve no more than two consecutive terms, after which they are eligible for reappointment to the Committee only after two years have elapsed. Any Committee member who under the Committee's Charter must hold a specified office or be a member of the Council is deemed to have vacated his or her seat on the Committee upon losing such status (including upon assuming emeritus status on the Council).

E. At the end of the second consecutive term an appointed member or the Chair of the Committee is eligible for reappointment for two years only as Chair, unless that person previously served more than one term as Chair.

F. In extraordinary circumstances, at the request of the President, the Council may grant a one-time extension to allow an appointed chair of a standing committee to serve beyond the term limits under § III.D. and § III.E. of this Charter Appendix.

G. Any Committee member may be removed, with or without cause, by the Council or by any other person or entity that is authorized to appoint the Committee.

H. The Executive Committee or Council may fill a vacancy on the Committee for the unexpired term, except for a vacancy on the Executive Committee, which may only be filled by the Council. Until a vacancy can be filled, the President may make an interim appointment except to the Audit Committee or Executive Committee. A person appointed to fill a vacancy on the Committee, whether on an interim or regular basis, is regarded, for purposes of the term limits under §§ III.D. and III.E. of this Charter Appendix, as having served one full term if the person's service is at least two years; if the service is less than two years, the service does not count toward those term limits.

#### **IV. Meetings**

A. The Committee meets at least as often as required by its Charter. The Committee Chair, or the number of Committee members equal to one less than a majority of the members, may call a meeting of the Committee. Notice of each meeting must be given to each member of the Committee at least five days in advance. A Committee member may waive notice by submitting a waiver before or after the meeting. In addition, a Committee member who attends a meeting without protesting lack of notice of the meeting is deemed to have waived notice.

B. A majority of the members of the Committee constitutes a quorum for a Committee meeting, but a majority need not be present at all times. A majority vote of those present when the vote is taken on any matter at a duly constituted meeting is effective as the Committee's action. Proxy voting is not permitted.

C. Except when an in-person meeting is required by applicable law, the Bylaws, a Council Rule or resolution, or the Committee's Charter, any meeting of the Committee may be held in person, by teleconference, or by any other means whereby all participants in the meeting are able to talk with each other. Any member who cannot attend a meeting in person may participate in and vote at the meeting by telephone or other means and such participation constitutes the member's attendance at the meeting. Notwithstanding the foregoing, the Committee must hold in-person meetings if required by the Committee's Charter. To constitute an in-person meeting, a quorum must be physically present in the meeting room, although other members may participate by telephone or by any other means whereby all participants in the meeting are able to talk with each other.

D. Any action that may be taken at a meeting of the Committee may be taken without a meeting by an approving vote of a majority of its members, except that if any of its members requests that a meeting be held on the matter, the action may not be taken except at a meeting (which need not be an in-person meeting). Voting by the Committee without a meeting must be by a method determined by the Committee's Chair.

E. A Committee action proposed to be taken without meeting must be submitted to the members of the Committee in writing (which may be transmitted by postal mail, facsimile, electronic mail, or other means), together with a brief supporting statement, instructions on appropriate means of response, and a notice that a meeting will be held on the matter if any member so requests by a date certain contained in the notice (which meeting need not be an in-person meeting). Once the Committee has acted without meeting, a summary of the votes on the matter must be filed with the Institute's permanent records.

## **V. Authority and Responsibilities**

A. The Committee shall:

1. Have the authority set forth in its Charter or as otherwise delegated to the Committee by the Council or Executive Committee.
2. Have the responsibilities and perform the duties described in its Charter or as otherwise prescribed by the Council or Executive Committee.
3. Maintain in the Institute's permanent records minutes or other record of Committee meetings and actions, including any actions taken without meeting.
4. Except for the Executive Committee, which must report to the Council, make regular reports to the Executive Committee, which reports may be made concurrently to the Council.
5. Periodically review its performance and the performance of any subcommittee.

6. Periodically, as well as at the request of the Governance Committee, review its Charter and this Charter Appendix and, as appropriate and desirable, recommend amendments for the consideration of the Governance Committee.

B. The Chair of the Committee may create, appoint, and prescribe the duties of subcommittees of the Committee to advise the Committee but not to act for the Committee unless specifically so authorized by the Committee, in which case the action should be communicated to the Committee for information or, as appropriate, for ratification.

C. Unless specifically authorized in the Committee's Charter, the Committee may not retain outside advisers, but the Committee may recommend to the Executive Committee the retention of outside advisers, on terms negotiated by the Committee.

D. The Committee may request any person who is not a Committee member to participate in its meetings, without a vote, or to undertake other Committee work, either on a regular basis or for a specific meeting or matter.

## **VI. Expenses**

A. The Institute funds the ordinary administrative and other expenses of the Committee and its members appropriately incurred in discharging the Committee's responsibilities, including reimbursement of actual and reasonable travel expenses in accord with the Rules of the Council and any guidelines established by the Executive Committee.

B. The Institute pays the reasonable fees and other costs of outside advisers (including legal counsel) retained for the Committee, if the retention is duly authorized and approved under the Committee's Charter or this Charter Appendix.