

## EXECUTIVE COMMITTEE CHARTER

### I. Purpose of the Executive Committee

The executive committee acts on behalf of the board of directors to determine matters which, in the judgment of the president, do not warrant convening a special meeting of the board of directors, but should not be postponed or deferred until the next meeting of the board of directors and to act, in place of the board of directors, in the event of a disaster, national or local state of emergency, or pandemic or similar health emergency that prevents a quorum of the board of directors from being able to meet.

### II. Composition of Executive Committee

The president shall be the chair of the executive committee and shall identify other members of the executive committee from the officers and the standing committee chairs with the approval and authority of the board of directors. The executive committee may invite any director, outside advisor or other individual who is not a committee member to attend committee meetings, but such persons will not have voting power and will not be regarded as a member of the executive committee.

### III. Principal Responsibilities and Accountabilities of the Executive Committee

- A. Exercising the powers and authorities of the board of directors to direct the business and affairs of the ASPNR in intervals between meetings of the board of directors on matters which do not warrant convening a special meeting of the board of directors;
- B. Exercising the powers and authorities of the board of directors to direct the business and affairs of the ASPNR in the event of a national disaster, national or local state of emergency, pandemic or similar health emergency that prevents a quorum of the board of directors from being able to meet;
- C. Serving as a sounding board for the president and the management company on emerging issues, problems and other matters;
- D. Providing leadership, structure and support to ensure the effectiveness and accountability of the board of directors' performance;
- E. Providing prompt and regular updates to the board of directors as to issues and actions addressed by the executive committee;
- F. Assure issues that cross committee lines are being effectively coordinated; and
- G. Perform such other duties as necessary to the effective performance of the board of directors.

IV. Prohibited Powers

The Executive Committee shall not have the power or authority to:

- A. Amend the articles of incorporation or bylaws of the ASPNR;
- B. Amend the charter of any committee of the board of directors; and
- C. Take any action delegated by charter to any other committee of the board of directors.

V. Meetings of the Executive Committee

The executive committee shall meet as frequently as needed, but not less than once per year. Meetings may occur in person, via web conferencing, video or via phone. Minutes of all meetings shall be taken and shared with the board of directors promptly after approval.

VI. Resources and Authority of the Executive Committee

The executive committee, as necessary, may retain experts or advisors that the committee reasonably believes to be necessary to fulfill its duties. Any activities by the executive committee that will incur new fees, including but not limited to the retention of experts or advisors, must be pre-approved by the board of directors.