

ITEM 50 | BOARDS OF MANAGERS, ETC., AND EXECUTIVE COMMITTEES

Committees of this class are essentially small deliberative assemblies, subordinate to the body that appoints them, with their duties and authority, and the number of their regular meetings and their quorums, defined by the parent body, or by its authority. Boards or Committees of this class are usually appointed by organizations that meet only annually or quarterly. With such an organization it is customary and necessary to delegate to a committee, usually known as the Board of Managers or Directors, all its authority, with slight limitations, to be exercised between its meetings. The by-laws of the Board are adopted by the parent body, or the Board may be authorized to adopt its own by-laws. It is usual to authorize the Board to appoint from its membership an Executive Committee of a specified number who shall have all the power of the Board between the meetings of the Board, just as the Board has all the power of the Society between the meetings of the Society, except that the subordinate body cannot modify any action taken by its superior. The Executive Committee should be small and the members should live near enough each other to be able to have frequent regular meetings, besides special meetings in emergencies. Where the organization is local, such as a society for sustaining an orphan asylum, the Board of Managers usually divides itself into committees having charge of different branches of the work during the intervals between the monthly or quarterly meetings of the Board, when these committees report on the work done. It is seldom that resolutions or other matters are referred to boards or committees of this class for them to report back to the society with recommendations. If papers are referred to them it is usually for their information and action. They are organized as any other deliberative assembly with a chairman and a secretary, whom they elect if they are not appointed by the society. Frequently the by-laws of the society make its president and its corresponding, or executive secretary, ex-officio, [51] president and secretary of the Board of Managers.

In large boards business is transacted the same as in the society meetings; but in small boards the same formality is not necessary or usual, the informality observed by committees being generally allowed. In a board meeting where there are not more than about a dozen present, for instance, it is not necessary to rise in order to make a motion, nor to wait for recognition by the chair before speaking or making a motion, nor for a motion to have a second; nor is there any limit to the number of speeches, nor does the chairman leave the chair when making a motion or discussing a



question. The formalities necessary in order to transact business in a large assembly would hinder business in so small a body.

Boards are often constituted so that the term of office of, say, one-third of its members expires each year. After each annual meeting in such case, the board elects new officers and committees, the same as if the entire board had been re-elected. All unfinished business falls to the ground when the new board is elected.

It is customary for the by-laws to require an annual report from the Board of Managers, which usually gives a brief account of its doings for the year with recommendations for the future. After discussion, and amendment if necessary, the report is usually adopted by the society and published in its annual proceedings as the report of the board. In such a case, care should be taken in publishing it to inclose in brackets all that has been struck out, and to put in italics whatever has been inserted, and to insert a note to that effect at the beginning of the report, so that exactly what the board recommended can readily be seen. The minutes should read thus: "The Board of Managers submitted its report which after discussion and amendment was adopted as follows, the words in brackets having been struck out and those underscored (in italics) having been inserted before the report was adopted." The society cannot alter the report of the board. It may decline to indorse it, or even to allow it to be printed, but it cannot make it appear that the board stated anything different from what it has reported. By the above plan is shown exactly what the board reported and what the society adopted, or endorsed.

