

EAST CENTRAL VERMONT TELECOMMUNICATIONS DISTRICT

EXECUTIVE COMMITTEE

Statutory Basis and Structure

Pursuant to Title 30, Chapter 82, Section 3071 of Vermont Statutes Annotated, the Governing Board of the East Central Vermont Telecommunications District, through its bylaws, has created an Executive Committee to (1) facilitate interaction between the District and ValleyNet, Inc, (2) act on District matters requiring attention between regular Governing Board meetings, (3) make periodic reports to the Governing Board, and (4) propose policies and procedures to the Governing Board. Executive Committee members shall serve staggered terms and shall be members of the Governing Board of the District.

The Governing Board shall elect from its membership an Executive Committee consisting of a total of seven members: Chair, Vice-Chair, plus five non-officer at-large members. The five non-officer members shall be elected to the Executive Committee in accordance with the By-laws of the District. In addition, the Treasurer and Secretary are ex-officio, non-voting members.

Vacancies on the Executive Committee shall be filled in accordance with the By-laws of the District.

Role of the Executive Committee

Pursuant to Paragraph 1 of the Operating Agreement between the District and ValleyNet, Inc. executed on February 10, 2016, the parties acknowledge that the Governing Board of the District is responsible for establishing and articulating policies to be acted upon and implemented by ValleyNet.

The overarching role of the Executive Committee shall be to implement the Governing Board's plans and policies, and to ensure that ValleyNet, Inc. is complying with the policies, practices and procedures set forth by the governing board. In doing so, the Executive Committee shall

- a) In general, the Executive Committee shall meet monthly, shortly prior to the meeting of the Governing Board, or as deemed necessary to review major issues facing the District;
- b) Create the agenda for upcoming Governing Board meetings with input from the full board, and make sure that reports of standing committees reach the Governing Board in a timely manner.
- c) Provide a forum for open discussion of issues that are important to the District;

- d) Monitor progress towards the strategic goals of the organization;
- e) When a majority of the Executive Committee deems it necessary, act on behalf of the Governing Board, subject to subsequent Governing Board approval;
- f) Confirm appointments made by the Chair of the Governing Board to standing committees of the Governing Board;
- g) Monitor progress of all committees;
- h) Undertake any and all tasks assigned to the Executive Committee by the Governing Board.

1. Propose to the Governing Board amendments to the Operating Agreement.

The Chair of the Executive Committee shall serve as an *ex-officio* member of the Finance and Audit Committee of the District.

Approved by the Governing Board on September 12, 2017

ATTEST:

Clerk
East Central Vermont Telecommunications District