

**CHARTER OF THE GOVERNANCE COMMITTEE  
OF  
CUSTOM ELECTRONIC DESIGN AND INSTALLATION ASSOCIATION**

*This is the Charter of the Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Custom Electronic Design and Installation Association (“CEDIA”), as approved via resolution by the Board on August 9, 2022. The Committee is a standing committee of the Board. This Charter is intended to provide guidance with regard to carrying the Committee’s purposes as set forth in CEDIA’s Bylaws (the “Bylaws”), and not to modify to any extent the Bylaws, which govern the Committee.*

**Purpose**

The Committee has been created by the Board to assist in carrying out oversight and other functions of the Board, having the purposes and powers as set out in the Bylaws. In addition, the Committee shall provide a slate of board candidates that equals the number of vacancies on the board each year for election and appointment as described below.

**Powers and Authority**

The Committee’s powers and authority are set forth in the Bylaws; provided, however, that the Committee shall not have power or authority to take action that would violate the Indiana Nonprofit Corporation Act of 1991, as amended, CEDIA’s Articles of Incorporation or Bylaws, or a resolution or other directive of the Board.

**Functions**

The Committee shall have the functions set forth in the Bylaws and shall take such actions in connection therewith as the Committee may from time to time deem desirable. Among other things, this includes the following:

- Prepare and conduct an annual Board self-assessment,
- Plan ongoing Board education;
- Prepare and present new Board Member orientation;
- Develop standards and qualifications for Board members;
- Develop policies, procedures and guidelines for nominating candidates for Board service (elected and appointed positions) and receive nominations in accordance with those procedures;
- Vet potential candidates for Board service and make final decisions with regard to the Board slate that will be presented to CEDIA’s membership for election of elected directors;

- Vet potential candidates for Board service and make final decisions with regard to the Board slate that will be presented to CEDIA's board for appointment of appointed directors;
- Oversee generally the election and appointment process of Board candidates, including developing policies, procedures and guidelines for the same;
- Review and propose suggested Bylaws changes to the Board; and
- Review the Committee's performance and this Charter, and recommend to the Board such changes in this Charter as the Committee may determine to be advisable.

## **Resources**

The Committee may engage such inside or outside resources as it may deem desirable in connection with the exercise of its powers and authority under the Enabling Resolution and the performance of its functions under this Charter.

## **Membership**

*Number.* The composition of the Committee shall be as described in the Association's Bylaws, as amended from time to time. The Association's Global President and CEO will serve as the Committee's staff liaison and will attend meetings of the Committee. Typically, the Association's legal counsel will also attend meetings.

*Term.* Each Committee member shall assume the position on February 1. Each Committee member shall serve for a term of two (2) year and until his or her successor is duly elected, or, in the case of the Chairperson-Elect, assumes office. Committee members may be elected to serve consecutive terms.

*Resignation; Removal.* Any member of the Committee may resign from the Committee upon notice to CEDIA given in writing or by electronic transmission. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Resignation from the Board shall also constitute resignation from the Committee.

## **Procedures**

*Meetings.* The Committee shall meet as necessary to carry out the functions set forth in this Charter. Meetings may be called by the Chair of the Committee or the Global President & CEO of CEDIA.

*Chair.* The Chairperson-Elect of the Board of CEDIA shall serve as the Chair of the Committee. Meetings of the Committee shall be presided over by the Chair of the Committee, or in such person's absence, by a chair designated by the Chair of the Committee, or in the absence of the foregoing persons, by a chair chosen by the Committee at the meeting.

## **Committee Rules**

The Committee may adopt, amend and repeal rules, policy statements or other provisions for the conduct of its business, in all cases consistent with the Indiana Nonprofit Corporation Act of 1991, as amended, CEDIA's Articles of Incorporation and CEDIA's Bylaws.