

# **THE AMERICAN LAW INSTITUTE**

## **EXECUTIVE COMMITTEE CHARTER**

(Adopted by resolution of the Council on December 7, 2006, and effective on May 17, 2007.  
Last amended by the Council as of May 18, 2016.)

*Note: Unless the context requires other meaning, as used in this Charter the word “Institute” includes both ALI and ALI CLE.*

### **I. Purpose**

Except for those matters reserved to the Council, the Executive Committee is delegated the Council’s authority to oversee the management of the business and affairs of the Institute, and has primary responsibility for such oversight.

### **II. Membership**

A. The Executive Committee includes the President, First and Second Vice Presidents, Secretary, Treasurer, Chair of the Council (if any), and President Designate (if any). In addition, the Executive Committee includes up to eight non-officer Council members, as nominated by the Nominating Committee and appointed by the Council. The Executive Committee should not have fewer than eleven members and may not have more than fourteen members.

B. The President is the Chair of the Executive Committee.

C. An Executive Compensation Subcommittee, appointed by the Chair of the Executive Committee and composed of the President, the Treasurer, and one or more other members, advises the Executive Committee at least annually on matters concerning the compensation of the Director, Deputy Director, and other key employees in accord with the Institute’s Executive Compensation Policy.

### **III. Meetings**

A. The Executive Committee meets as often as it determines is appropriate, but not less than twice each year. At least one meeting each year should be held in person.

B. The Executive Committee may meet in executive session whenever a majority of the members present at the meeting determines that a confidential session is advisable because the matter under consideration either involves the privacy interests of an individual or is sensitive for any other reason.

### **IV. Authority and Responsibilities**

A. The Executive Committee’s authority extends to all powers of the Council except for those that are reserved to the Council under applicable law or as provided in the Bylaws.

B. The Executive Committee's responsibilities are as follows:

1. Adopt the Institute's annual budget and approve or ratify capital projects and expenditures.

2. Annually evaluate the performance of and determine any change in the compensation of the Director, and annually review the evaluation of and determine any change in the compensation of any other Institute employee covered by the Institute's Executive Compensation Policy in accord with that Policy.

3. Review and approve the Institute's general compensation plan and employee and retiree benefits.

4. Consider whether to recommend to the Council the reappointment of the Director and, if so, for what term; if it is determined that, for whatever reason, the office of Director is or is expected to be vacant, propose for the Council's consideration a candidate or candidates for appointment to the office after receiving the advice of the Nominating Committee, together with recommendations regarding the term of office and other terms and conditions of employment.

5. Recommend to the Council the terms and conditions, if any, of the Director's retirement or other separation from service.

6. After receiving the recommendations of the Director, appoint the Deputy Director and determine the term of office and other terms and conditions of employment.

7. Generally oversee the financial, management, legal, and personnel matters affecting the Institute.

8. Oversee the administration of the Institute's employee and retiree benefit plans, and designate a responsible person or persons to administer them.

9. Review the insurances carried by the Institute and satisfy itself that the insurance program appropriately protects the Institute against loss.

10. Periodically receive succession plans for the Institute's volunteer officers from the Nominating Committee and review those plans with the Chair of that Committee.

11. Appoint the members of all standing committees except the Executive and Nominating Committees, and the members of the CLE Program and Marketing Committee's advisory group.

12. Periodically receive and review reports and recommendations from the Audit, CLE Program and Marketing, Governance, Investment, Membership, Nominating, and Projects Committees, and from any other committee created by the Executive Committee or Council.

13. After receiving the joint recommendation of the Director and Deputy Director, appoint the Director of ALI CLE.

14. Establish guidelines for the Institute's reimbursement or payment of actual and reasonable travel and other expenses of Council and committee members, advisers, and others.

15. Decide any question that arises under the Bylaw or Council Rule on indemnification.

16. Record minutes of each Executive Committee meeting, and of any action taken by the Committee without a meeting, and make those records available to each member of the Council.

17. Refer to the Council any matter or issue that the Executive Committee believes warrants Council attention.

C. In accord with or in addition to the limitations on its authority under paragraph A of this section, the Executive Committee may not:

1. Appoint or remove members of the Council, members of the Executive or Nominating Committee, or any officer other than the Deputy Director, or fill any vacancy in those positions, except that the Executive Committee may make interim appointments to fill vacancies on the Executive and Nominating Committees until such vacancies can be filled by the Council.

2. Amend or repeal the Institute's Certificate of Incorporation.

3. Amend or repeal any Council resolution that by its terms can be amended or repealed only by the Council.

4. Adopt, amend, or repeal any Council Rule, the Appendix to Standing Committee Charters, or the Charter of any committee.

5. Recommend amendment of the Bylaws to the Institute's membership.

6. Direct that a matter be submitted to the Institute's membership for action without a meeting.

7. Change the structure or amount of the Institute's membership dues.

8. Authorize activities to educate legislative or other governmental bodies or their members, committees, or personnel about ALI projects.

9. Lease, mortgage, or sell the Institute's real property.\*
  10. Approve a plan for merger or consolidation.
  11. Approve a plan or file a petition for dissolution of the Institute and distribution of its assets, or undertake any transaction that would dispose of substantially all of the Institute's assets.
- D. Without limitation upon the generality of its authority, the Executive Committee may:
1. Act on a matter that is ordinarily acted upon by the Council, but not reserved exclusively to the Council, whenever it determines that it is not practical or efficient for the Council to act on the matter.
  2. Advise the President and Director on any matter of Institute business, including but not limited to possible future work, relationships with other organizations, evaluation of projects and meetings (including Annual and Council Meetings), and locations, venues, speakers, and agendas for future programs, conferences, and meetings.
  3. Retain outside advisers, including legal counsel, for itself or for any other Committee as it deems appropriate, and approve their reasonable fees and expenses for payment by the Institute.

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\* Under the Washington, D.C. statute that applies to ALI, the Institute's real property may not be leased, mortgaged, or sold unless authorized by a majority of the Council at a meeting called for that purpose. (D.C. Code § 29-805)