

Appendix B6 of the WPAOG Standing Policies Manual includes the following provision:

Every three years, [the Governance and Board Affairs Committee will] review the WPAOG Bylaws and recommend changes to the Board. This does not preclude recommending necessary changes being made in years when an overall review is not being conducted. When the Board concurs with the Committee's recommendations, those recommendations will be communicated to the Membership for their approval as a part of the Annual Election process. The written notice of amendments by "legally permissible means" as noted in the Bylaws Section 12.1 regarding publication of proposed amendments to the Bylaws shall be defined as and achieved solely after Governance and Board Affairs Committee approval and Board concurrence of such amendments and by means of providing notice of such written amendments concurrent with the notice provisions of the Bylaws for Meetings, Special Meetings, and Notice of Meetings of Section 10.1, or 10.2, as applicable, and 10.3 The next review will be conducted in 2029.

- f. Serve as the Board's advisory body for monitoring best practices in the governance of nonprofits.
- g. IAW Chapter 2, para 2.14.2.14.2, annually review the Nominating Policy, which will be posted continuously on the website.
- h. IAW Chapter 2, para 2.14.2.14.3.1, annually develop the Board's Instructions to the Nominating Committee.

4. **Meetings.** Normally, the Governance and Board Affairs Committee will meet via conference call and will conduct much of its business via electronic mail. Records of conference calls and other resources will be maintained on the Committee's password-protected section of the WPAOG website. Normally, at regularly scheduled, quarterly Board meetings, the Governance and Board Affairs Committee will update the Board on the Committee's work or present policies and other actions to the Board for approval. A majority of the voting members of the Committee constitutes a quorum. A majority of the members present shall be the act of the Committee. Majority vote of members present shall define acts of the Committee. Each committee and its subcommittees shall keep minutes of its acts and proceedings, and the Committee shall report the same from time to time to the Board of Directors.

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