

## **5.0 MGA OPERATIONS COMMITTEE**

### **5.1 MGA OPERATIONS COMMITTEE CHARTER**

#### **A. MISSION**

To oversee the financial and business management team supporting the efforts of the MGA.

#### **B. RESPONSIBILITIES**

1. Development of the Member & Geographic Activities budget
2. Tracking financial execution
3. Identifying, developing and assisting staff in making the business decisions necessary to implement the vision and strategies of the MGA.
4. The MGA Operations Committee shall have all the functions and duties of the MGA Board between Board meetings, except those that may be reserved exclusively to the MGA Board. Actions of MGA Operations Committee shall be presented to the MGA Board for ratification. The MGA Board may, by majority vote of members present at any meeting, overrule any act or decision of the MGA Operations Committee.
5. Act on behalf of MGA Board between MGA Board meetings as necessary.
6. Monitor and review MGA resources, activities and facilities through reports by the Managing Director, Member and Geographic Activities.
7. Monitor the performance of MGA in achieving the goals outlined in the MGA Strategic and Operational Plan. Report on achievements and attainment of milestones at each MGA & MGA OpCom Meeting.
8. Coordinate the activities of MGA Committees and Ad Hoc Committees as necessary between MGA Board meetings.
9. Monitor the overall activities of MGA Committees and Ad Hoc Committees.
10. Prepare MGA meeting agenda items as appropriate.
11. Prepare studies and reports as directed by the Vice President, Member and Geographic Activities.
12. Serve as a resource body on IEEE Bylaws and Policy Manual for MGA, and propose changes as appropriate.
13. Subject to ratification by the MGA Board, the MGAB Operations Committee has the authority to approve the formation, dissolution, transfer, merger or change of boundaries of any Section, geographic Council, Subsection, Student Branch, or Affinity Groups including the distribution of all funds and assets in the custody of that geographic organizational unit at the date of termination.
14. The MGA Finance, Sections Congress and IEEE.TV Advisory subcommittees as noted in Section 4.2.B.

#### **C. MEMBERSHIP**

1. The Chair will be the MGA Chair/Vice President, Member and Geographic Activities
2. The Committee shall consist of the following voting members:
  - Immediate Past Chair, Member and Geographic Activities Board
  - Vice Chair, Member Development
  - Vice Chair, Geographic Unit Operations
  - Vice Chair, Strategic Management & Analysis
  - Vice Chair, Information Management
  - MGA Treasurer
  - Past MGA Treasurer
  - 2 Current Region Directors appointed by MGA Chair and affirmed by the Member & Geographic Activities Board
3. The MGA Secretary will serve as an ex officio member without vote.

**D. MEETINGS**

1. The MGA Operations Committee shall meet at least two times per year, between the meetings of MGA Board, to act on issues that have developed since the previous meeting of The MGA Board. All actions taken shall be ratified by the MGA Board at the first MGA Board meeting following those MGA OpCom actions.
2. The location of face to face meetings (if applicable) will be selected in sufficient time in order to obtain the most reasonable hotel rates. Dates and location selection should be made with consideration for special IEEE events and opportunity for local interaction.
3. Electronic mail, conference calls and other non face-to-face means may be utilized for the transaction of business and for the conduct of interim meetings as called by the Chair.
4. The Committee shall select a Vice Chair from among its members to provide assistance to the Chair and to act on behalf of the Chair in the event of his/her incapacity.
5. A majority of the voting members of the Committee shall constitute a quorum.
6. Special meetings of the MGA Operations Committee may be called by the MGA Chair or by any four voting members of the MGA OpCom on notice to all other MGA Operations Committee members. Notice of such special meetings shall give the place, time and purpose of the meeting, and the names of those calling the meeting. The meeting notice shall be sent to all members not less than thirty (30) days prior to the date set for the special meeting.
7. A MGA Operations Committee meeting may be held without notice if waivers of notice signed by all the voting members of MGA Operations Committee are filed with the Secretary, with notation thereof entered in the minutes of the meeting.
8. Unless otherwise provided in the Certificate of Incorporation or Constitution, or the IEEE Bylaws, or the Not-for-Profit Corporation Law of the State of New York, any action required or permitted to be taken by the MGA Operations Committee thereof may be taken without a meeting if all members of the MGA Operations Committee vote unanimously on the action, with the vote to be promptly confirmed in writing. The written confirmation shall be filed with the minutes of the proceedings of MGA Operations Committee.
9. The MGA Operations Committee may meet and act upon the vote of its members through any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time. Given these conditions, normal MGA Operations Committee meeting procedures will apply. All actions shall be ratified at a duly constituted meeting. Minutes of such meetings shall be distributed to all members.
10. Notices of meetings and any other documents required to be sent to MGA Operations Committee members shall be sent by such routings as shall ensure prompt delivery.

**E. FINANCIAL AND ADMINISTRATIVE SUPPORT**

The principal financial support for the MGA Operations Committee shall be provided through the normal budgetary processes of the Member and Geographic Activities Board. The Member and Geographic Activities Department will provide administrative support for the Committee.

**F. CHANGES TO CHARTER**

Changes to this charter must be approved by the Member and Geographic Activities Board (MGA).