Article X. Governance Committee

Section 1. Duties.
There shall be a Governance Committee, which shall have the following general duties:

a. Ensuring the integrity, accuracy, and security of the voting process used by the Voting Members;

b. Developing and reviewing proposed amendments to these Bylaws, and facilitating the review and comment by the Board and legal counsel; and

c. Providing for the review and approval of the proposed rules and procedures of the Council of Experts and the Council of the Convention, including any amendments thereto, as follows:

(i) The Governance Committee shall review the proposed rules and procedures to ensure consistency with these Bylaws, and shall solicit comments from Voting Members, who shall have at least ninety (90) days to provide comments;

(ii) The Governance Committee shall provide its comments and those received from Voting Members to the Council for consideration; and

(iii) The Governance Committee shall forward the rules and procedures, along with all comments and the Council's responses thereto, to the Board of Trustees for approval.

Section 2. Number, Term and Qualifications.
The Governance Committee shall be composed of twelve (12) persons: eight persons who are (i) Delegates or other representatives from Voting Organizational Members or (ii) Voting At Large Members; and four persons who are members of the Council of Experts. The Governance Committee members shall be appointed by the President in consultation with the EVP–CEO and subject to the approval of the Board of Trustees. The President of the Convention shall appoint the Chair of the Governance Committee from among the eight Delegates, representatives, or Voting At Large Members of the Governance Committee. The Governance Committee shall be organized not later than six months after the Regular Membership Meeting and its members shall continue in office until adjournment of the next Regular Membership Meeting or until their successors are appointed.

Section 3. Rules.
The Governance Committee shall adopt rules and procedures for its own governance and to carry out its duties. The proposed rules and procedures and any proposed amendments thereto shall be provided to the Voting Members for review, who shall have not less than ninety (90) days to provide comments. After the Governance Committee considers such comments and makes any changes it deems appropriate, it shall forward the rules and procedures to the Board for approval, along with any comments received from Voting Members.