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## **GOVERNANCE & OPERATIONS**

BYLAWS COMMITTEES

## **Audit Committee**

- A. There shall be a standing committee of the Association called the Audit Committee consisting of five members; the vice president for finance and four members of the Board of Directors appointed by the president, none of whom shall be members of the Executive Committee.
- B. Two members shall be appointed for two-year terms expiring in even-numbered years and two members for two-year terms expiring in odd-numbered years. Mid-term vacancies shall be filled by the president for the duration of the term.
- C. The duties of the Audit Committee shall include:
  - (1) Hiring the external auditor, determining the scope of the audit, reviewing the annual audit report and submitting same to the Board of Directors for approval.
  - (2) Insuring that a system of internal financial controls is in place and approving changes to said system when deemed necessary.
  - (3) Annually approving expenses of the Executive Committee, executive director and board members.
  - (4) Receiving and reviewing an annual report of aggregate staff expenses.
  - (5) Approving, in advance, all Executive Committee and Board of Directors attendance at out-ofstate conferences.
- D. The president shall name one member of the Audit Committee, other than the vice president for finance, as the chairperson.
- E. The Audit Committee shall meet on a quarterly basis and at such other times as is deemed necessary.
- F. The Audit Committee shall report annually to the Board of Directors and at such other times as it deems necessary.

Article X, Section 7

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