

## **SILICON VALLEY BICYCLE COALITION FINANCE COMMITTEE CHARTER**

### **ROLE**

The Finance Committee (the "Committee") assists the Board of Directors in the Board's oversight of SVBC's financial planning, strategy, policies, and relationships, SVBC's financing needs and transactions, and SVBC's investments.

### **AUTHORITY AND MEMBERSHIP**

1. The Committee is a committee of the Board established under Section 8.1 of the Bylaws. Only directors may be members of the Committee. The Committee may invite individuals who are not members of the Board to participate in Committee meetings, but these individuals will not have voting power and will not be held out as members of the Committee. The Board will appoint members of the Committee to serve for one-year terms. The Committee will elect a chair from its membership, usually the Treasurer.
2. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause.

### **RESPONSIBILITIES**

1. Review and make recommendations to the Board regarding SVBC's operating and capital plans for each year, including the process used in developing the plans.
2. Review periodically performance against budget and projections.
3. Review periodically SVBC's financing needs, strategy, and plans.
4. Review and make recommendations to the Board regarding the establishment and termination of banking and similar relationships.
5. Review SVBC's investments, including investment objectives, strategy, policies, and performance.
6. Perform annual compensation review for Executive Director.
7. Perform such other duties as the Board may from time to time assign to the Committee.

### **Under no circumstances is the Committee authorized to:**

1. Fill vacancies on the Board or on any committee with Board authority.
2. Designate or remove from office any directors, or lengthen the term of any director.
3. Fix compensation of the directors.
4. Amend, repeal, or adopt provisions of the bylaws or articles of incorporation.
5. Amend or repeal any Board resolution that is, by its own express terms, not so amendable or repealable.
6. Create Board committees or appoint members of Board committees.
7. Authorize indemnification for any agent of SVBC.

8. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
9. Authorize the merger of SVBC, or the lease or transfer of substantially all of SVBC's assets.
10. Authorize or revoke the decision to wind up and dissolve SVBC.
11. Approve a self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

## **OPERATIONS**

1. The Committee will meet at least one time annually or more frequently as it will determine. The Chair of the Committee will preside over the meetings of the Committee. A majority of the members of the Committee will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
2. The Executive Director will assign a minimum of one staff member to support committee operations.
3. The Committee will report its activities to the Board on a regular basis.
4. The Committee may request any other officer or employee of SVBC, or any outside consultant, legal counsel, or other advisor, to attend meetings or meet with members of the Committee. SVBC shall provide for appropriate funding, as determined by the Committee, for payment of compensation to these advisors.
5. The Committee will review this charter periodically and recommend any proposed changes to the Governance Committee for review.