



BOARD OF GOVERNORS EXECUTIVE COMMITTEE CHARTER
OF
WHEELS OF FREEDOM PROJECT

I. PURPOSE

The Executive Committee (the “Committee”) is appointed by the Board of Governors (the “Board”) of The Wheels of Freedom Project (the “Corporation”). The purpose of the Committee is to provide an efficient means of considering such matters and taking such actions as may require the attention of the Board or the exercise of the Board’s powers or authority when there is a critical need for prompt review and action of the Board and it is not practicable to arrange a meeting of the Board.

II. COMPOSITION

The Committee shall be composed of at least three but not more than five members of the Board. The Committee shall consist of the committee chairs of the Audit and Risk Management Committee, the Compensation and Management Development Committee, and the Governance and Board Development Committee, and the Chairman of the Board. The Board in its discretion may appoint other members of the Board to the Committee as deemed appropriate. The Chairman of the Board shall be the Chair of the Executive Committee.

All members of the Committee shall be appointed and subject to removal by the Board in accordance with the Corporation’s Bylaws and shall meet the independence standards adopted by the Board.

III. AUTHORITY AND RESPONSIBILITIES

In furtherance of the Committee’s purpose, the Committee shall have the following authority and responsibilities:

1. Function on behalf of the Board during intervals between meetings of the Board.
2. Exercise the powers of the Board, except as limited by the Congressional Charter and the Corporate Bylaws.
3. Have such other authority and responsibilities as may be provided in the Corporation’s Bylaws or may otherwise be delegated to the Committee by the Board.
4. Perform any other activities consistent with this Charter, the Corporation’s Bylaws and applicable law, as the Committee or the Board deems necessary or advisable.

The Committee shall keep minutes of all its proceedings and shall report its actions to the Board as soon as possible after a Committee meeting.

IV. MEETINGS

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the meetings and shall set agendas consistent with this charter



V. QUORUM

A majority of members of the Committee shall constitute a quorum. The act of a majority of the Committee members present at meeting at which a quorum is present shall be the act of the Committee.

VI. EVALUATION OF COMMITTEE

The Committee shall conduct an annual evaluation of its performance and report the results of such review to the Board. In connection with the annual review, the Committee shall also recommend to the Board any modifications of this Charter that the Committee deems necessary or appropriate.

The Undersigned, Secretary of this Corporation, hereby certify that Bylaws of this Corporation was duly adopted as of the 27th day of January, 2017.

By _____
Secretary