

RCW 23B.08.250 Board committees. (1) Unless this title, the articles of incorporation, or the bylaws provide otherwise, a board of directors may establish one or more board committees composed exclusively of one or more directors to perform functions of the board of directors.

(2) The establishment of a board committee and appointment of members to it must be approved by the greater of (a) a majority of all the directors in office when this corporate action is taken or (b) the number of directors required by the articles of incorporation or bylaws to take corporate action under RCW 23B.08.240, unless, in either case, this title or the articles of incorporation provide otherwise.

(3) RCW 23B.08.200 through 23B.08.240 apply to board committees and their members.

(4) A board committee may exercise the powers of the board of directors under RCW 23B.08.010, to the extent specified by the board of directors or in the articles of incorporation or bylaws, except that a board committee may not:

(a) Authorize or approve distributions, except according to a formula or method, or within limits, prescribed by the board of directors;

(b) Approve or propose to shareholders corporate action that this title requires be approved by shareholders;

(c) Fill vacancies on the board of directors or, subject to subsection (5) of this section, on any board committees; or

(d) Adopt, amend, or repeal bylaws.

(5) The board of directors may appoint one or more directors as alternate members of any board committee to replace any absent or disqualified member during the member's absence or disqualification. If the articles of incorporation, the bylaws, or the resolution creating the board committee so provide, the member or members present at any board committee meeting and not disqualified from voting may, by unanimous action, appoint another director to act in place of an absent or disqualified member during that member's absence or disqualification. [2025 c 4 s 2; 2009 c 189 s 27; 1989 c 165 s 96.]