

Nominating Committee Proposed Changes to PRP 16, Elections and Voting

TAB FOR BOARD

June 28, 2022

ISSUE:

PRP No. 16, Elections and Voting needs to be updated to bring it in line with ByLaws and electronic voting.

BACKGROUND:

The Nominating Committee has suggested edits to PRP No. 16, Elections and Voting, based on changes to the number of Directors on the Board, and based on changes due to electronic voting.

SUMMARY:

The Nominating Committee has updated PRP 16 in Section C, Key Definitions. The changes are due to electronic voting and changes to the number of Board Directors. Section M has been updated to clarify procedures to elect Board officers at the organizational meeting.

RECOMMENDATION:

The **Nominating Committee recommends the following:**

Section	Current	Proposed
Section C: Key Definitions	Board of Director Open Positions: The Board has eleven members, with staggered three-year terms. The number of Directors may be increased or decreased by amendment to the Bylaws. Each year, there will normally be three or four open positions. Additional positions may be open if a Director left the Board during the preceding year.	Board of Director Open Positions: The Board has eleven members, with staggered three-year terms. The number of Directors may be increased or decreased by amendment to the Bylaws. Each year, there will normally be three or four open positions. Each year, three Directors shall be elected to fill expiring terms. Additional positions may be open if a Director left the Board during the preceding year.
	Candidates for Election to the Board of Directors: Biographies/Position Statements	Candidates for Election to the Board of Directors: Biographies/Position Statements must be submitted by

	<p>must be submitted by the specified date and each candidate must be certified as an Eligible Member. Other candidates may be nominated from the floor of the Annual Meeting of Members, where they must be certified as Eligible Members as of the Record Date, as well as provide evidence of their willingness to serve on the Board. All candidates must have been Members of the Association for at least one year, as of the date of the Annual Meeting of Members.</p>	<p>the specified date and each candidate must be certified as an Eligible Member. Other candidates may be nominated from the floor of the Annual Meeting of Members, where they must be certified as Eligible Members as of the Record Date, as well as provide evidence of their willingness to serve on the Board. All candidates must have been Members of the Association for at least one year, as of the date of the Annual Meeting of Members and must be Eligible Members. Furthermore, candidates must be able to fulfill a full three-year term complying with the Bylaws Article IV, as amended.</p>
	<p>Independent Vote Administrator: An Independent Vote Administrator will be appointed to oversee the election process, count all ballots and certify the results of any election.</p>	<p>Independent Vote Administrator: An Independent Vote Administrator will be appointed to oversee the election process, count all ballots, consolidate electronic voting results with paper ballots, and certify the results of the annual election. At the discretion of the Board, the Independent Vote Administrator shall be either a contracted third party or a Board-selected group of three (3) members who are not incumbent Board members or candidates.</p>
<p>Section M: Board Organizational Meeting</p>	<p>Following the election “Newly elected Directors shall be installed at the first meeting of the Board of Directors, following each annual meeting of Members. This meeting, considered an organizational meeting, shall be held within seven (7) working days after the annual meeting of the Association when Directors are elected. Outgoing Directors shall continue to serve until this organizational meeting is held unless they were appointed by the Board to fill a vacancy.”</p>	<p>Following the election Newly elected Directors shall be installed at the first meeting of the Board of Directors, following each Annual Meeting of Members. This meeting, considered an organizational meeting, shall be held within seven (7) working days after the Annual Meeting when Directors are elected. Outgoing Directors shall continue to serve until this organizational meeting is held unless they were appointed by the Board to fill a</p>

		vacancy. Election of Officers at this meeting shall be by secret ballot, regardless of the number of candidates nominated to fill each Officer position.
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PROPOSED MOTION/ACTION:

The Nominating Committee recommends the proposed changes be accepted and added to PRP 16.

SPONSOR:

Betka Hardgrave, Board Liaison for the Nominating Committee