

Procedure for Conducting the Election of Officers of the Board of Directors

- The Board is required to elect from its membership a President, Vice President, Treasurer, and Secretary.
- The Board may also choose to create other Officer positions, and elect individual members to fill these positions.
- Officers of the Board of Directors are defined in the NMHJA By-laws.
- The terms for officers are also defined in the Bylaws.
- These internal procedures provide additional rules and guidelines for the Board of Directors regarding the election of these Officers.
- These procedures are to be followed when elections are required by the By-laws.

Election of Officers

- The election of officers shall be conducted as the first order of business of the first Board Meeting after the Annual General Meeting, in accordance with this procedure.
- Any Director in office may be elected to the position of Officer of the Board but only if their remaining term as a director does not expire during the 12 months that the office will be held. To be elected to the position of President the Director must have served on the Board for a minimum of 2 years prior to the election.

Expressions of Interest

- Candidates will file an Expression of Interest for a specific position as an Officer of the Corporation (President, Vice President, Treasurer, and Secretary) at least ten days prior to the Board meeting.
- Board members will be notified by the designated party (e.g. Secretary) of the candidates running as Officers of the Corporation the day after the close date for Expressions of Interest.

Protocol of the Meeting to Conduct Election of Officers

The President shall preside over the meeting to elect Officers of the Board in years in which the Vice President is to be elected. In years in which the President is to be elected, the Vice President shall preside over the first vote, for President. Immediately following the election of President of the Board, the elected President shall assume office and preside over the remainder of the meeting. The remaining statutory officer positions are then elected, followed by the creation of any other officer positions and elections to fill these positions.

1. All voting Directors in office who are present at the meeting may vote in officer elections. Directors, who participate remotely via electronic means if permitted by the By-laws and such that they can contemporaneously hear all other Directors at the meeting, and be heard by all other attendees at the meeting, shall be deemed to be present at the meeting. Voting by proxy is not permitted for election of officers.

- a) Statutory Officers to be Elected The following statutory positions shall be elected, in the following order: President, Vice-President, Treasurer, Secretary.
- b) Other Officers to be Elected Following the election of the statutory positions: Directors may nominate the establishment of other Officer positions through a seconded motion. The Board shall vote on the adoption of each of these positions, and the vote shall require the affirmative vote of a majority of Directors then in office in order for the position to be established.

2. Following the establishment of any other officer positions, elections will then be held to fill these positions, which shall be held in an order as determined by the President.

3. Nominations:

- a) Nominations must be submitted by a Director in office or who will take office at the start of the meeting of the Board in which this election process is to be used, in writing or by electronic mail, or orally at the meeting.
- b) Nominations may only include a Director who has filed an Expression of Interest prior to the deadline.
- c) Nominations will close immediately before the agenda item for the election of that position. A candidate who fails to be elected for a position may be nominated for a subsequent position.

4. Voting:

- a) Any candidate may make a statement to the Board regarding their candidature. The presentation of such a statement shall take no longer than five minutes. The order of candidates' statements shall be determined by the Officer presiding over the election using a random selection process.
- b) To be elected, a candidate must receive a majority of affirmative votes from the directors voting in the election. Ballots should be cast marked with the name of an announced candidate or with the word "abstain".
- c) A candidate can withdraw at any time from subsequent votes.
- d) In the case there are more than two candidates running and none receive a majority of affirmative votes in a vote, the vote is rerun with only the candidates receiving the two highest vote counts eligible. (This may result in more than two candidates being eligible.) The vote is retaken in the case of a tie (either for first or second place on the result). The presiding officer uses a coin toss to choose which candidate is to remain eligible if the tie persists after the second vote.
- e) A new call for candidates is made and the voting process restarts in the case where there is a single candidate but that candidate does not receive enough affirmative votes.
- f) Voting will be by secret ballot. The Members-At-Large will act as scrutineers.
- g) Directors who participate remotely in a manner such that they can hear the proceedings of the meeting and be clearly heard by all other attendees, shall vote by privately announcing their vote to the scrutineers.

5. Record of the Meeting:

- a) The minutes shall record the candidates nominated for each position and the elected candidate.
- b) A candidate may request that the statement made to the Board in respect of their candidature be recorded in the minutes of the meeting.

Removal from Office

The process for the removal of Officers is defined in the By-laws.

Casual Vacancies

If an office is vacated, the position may be filled at a subsequent regular meeting of the Board of Directors, using these election procedures.