



**Date:** June 9, 2020  
**To:** MAAC Board of Directors  
**From:** Keith Bennett, Constitution Advisory Group Chair  
**Memo** Election Procedures

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### **Purpose**

To provide the board with updated election procedures for officers of the corporation and members-at-large of the executive committee, an addendum to guide the holding of elections during an electronic board of directors meeting and determine a the date and time for elections.

### **Recommendation**

That the board consider and adopt the two election procedures and addendum as presented and hold elections for officers and members-at-large via an electronic board meeting in June of 2020.

### **Be it RESOLVED**

**THAT** the board of directors adopt version 6.1 of the election procedures for officers of the corporation, version 6.1 of the election procedures for members-at-large to the executive committee and version 1.0 addendum to election procedures as presented, and

**THAT** the elections be held on June xx, 2020 at 7:00 pm EDT via an electronic board meeting.

### **Discussion**

The procedures to hold elections for officers and member-at-large of the executive committee have changed from year to year based on conditions at the time with input from the board. Typically, the procedures are approved before the elections take place to provide clarity and certainty.

This year the postponement of the AGM has created a situation where the terms of officers and members-at-large have expired without the normal opportunity for an election. By-law 16.g.ii and iii identify the terms for president as two years and vice-president as one year, however by-law 16.g.i indicates that they *shall hold office from the date of appointment or election until their successors are elected or appointed in their stead at a meeting of the Board prior to the Annual General Meeting.*

The appointment or election and term of members-at-large to the executive committee is guided by policy 11.2. The term is set at one year and members *shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead.*

The board has the option of leaving the current officers and members-at-large in place until an election takes place at the face-to-face board meeting immediately preceding the AGM or holding the elections via an electronic board meeting at anytime between now and the AGM.

To hold elections via an electronic board meeting several protocols need to be in place to replicate as best as possible similar conditions as a face-to-face election. Those protocols primarily involve the voting process and scrutineers' activities to provide unbiased and transparent voting by secret ballot.

The protocols proposed involve the board appointing two scrutineers in advance of the election date to allow them the time to familiarize themselves with the process through a trial run, so they are prepared for the election. The scrutineers will be present on two electronic platforms, gotomeeting.com and the voting application. The editor of Model Aviation Magazine will host a voting application and provide visibility of the voting outcome, to the scrutineers, on a platform separate from gotomeeting.com. He will audit the board meeting to allow rapid preparation of the electronic ballot for each vote and forward the ballot link to directors for voting. The scrutineers will be participants on the gotomeeting.com board meeting and communicate to the board the results of votes via the chat tool on gotomeeting.com.

I have been part of an initial test of the voting application and observed what the scrutineers will see and am satisfied it will work. To balance the principal of secret ballots and provide transparency the scrutineers will see a screen that shows only the tabulated votes and not who each director voted for. I will also monitor the same screen as the scrutineers to provide another level of oversight.

### **Summary**

The election procedures have been updated to reflect the conditions of a shortened face-to-face board meeting preceding the AGM and provided more clarity on the definition of a majority vote of the board. The addendum provides guidelines to hold the elections via an electronic board meeting. The Chair of the Constitution Advisory Group has recommended that elections take place in June via an electronic board meeting at which all directors can be present.

Respectfully Submitted

A handwritten signature in black ink, appearing to read "Keith Bennett". The signature is written in a cursive, somewhat stylized font.

Keith Bennett, Chair Constitution Advisory Group