



Date: November 10, 2020
To: MAAC Board of Directors
From: Keith Bennett, Constitution Advisory Group Chair
Memo Election Procedures

Purpose

To provide the board with updated election procedures for officers of the corporation and members-at-large of the Executive Committee and an addendum to guide elections scheduled for the electronic board of directors meeting on November 23, 2020 at 8:00 pm Eastern Time.

Recommendation

That the board consider and adopt the two election procedures and addendum, and appoint two scrutineers, for the Executive Committee election.

Be it **RESOLVED**

THAT the board of directors adopt

Election Procedures Officers of the Corporation v6.2

Election Procedures Members-at-Large Executive Committee v6.2

Election Procedures Addendum v1.1 as presented, and

THAT David Loveday and Roger Belanger, members of the Constitution Advisory Group be appointed as election scrutineers.

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 delayed Executive Committee elections and caused the AGM to be held via a virtual meeting.

To hold elections via an electronic board meeting, several protocols should be established that replicate, as best as possible, similar conditions as a face-to-face election. Those protocols apply to the voting process and the scrutineers' role, to provide secure voting by secret ballot with oversight for transparency.

Two scrutineers should be appointed in advance of the election to allow the time to familiarize themselves with the process and conduct a trial run. The scrutineers will participate on two electronic platforms, gotomeeting.com and a voting application. The editor of Model Aviation Magazine will host the voting application and provide visibility of the voting outcome to the scrutineers. He will also audit

the board meeting to allow rapid preparation of the electronic ballot for each vote and forward them to directors for voting. The scrutineers will be participants on the gotomeeting.com board meeting and communicate the outcomes to the board via the chat tool on gotomeeting.com.

I have been part of an initial test of the voting application and observed what the scrutineers see and am satisfied it will work. To balance the principal of secret ballots and transparency, 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 an additional level of oversight.

Summary

The election procedures have been updated to reflect the conditions of an in person or virtual election preceding the AGM and more clarity on the definition of a majority vote of the board. The addendum provides guidelines to hold the elections via a virtual board meeting.

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



Addendum to – Election of Officers of the Corporation and Members-at-large to the Executive Committee Election Procedures

Version 1.1 November 10, 2020

This addendum provides guidance for the holding of elections during an electronic Board of Directors meeting. It is designed to provide, as best as possible, similar conditions to the usual face-to-face elections of officers and members-at-large to the Executive Committee.

Special Conditions for Elections by Electronic Meeting

- i. The electronic meeting will be held using the Gotomeeting.com application currently in use by the board. Directors should use their video feeds, if technically feasible, to be as engaged as possible. Microphones should be muted except when invited to speak after making a request to do so.
- ii. Voting by secret ballot will be conducted using an electronic voting tool involving the receipt of an email with a link to a ballot. The voting tool will be hosted and managed by Keith Morison, editor of Model Aviation Canada. The results of the vote will be reported by the scrutineers to the chair of the meeting or Sergeant-at-Arms via the private chat tool in GoToMeeting.com.
- iii. The scrutineers, appointed by the board, shall have the technical where-with-all to operate and manage two separate applications, GoToMeeting and a voting tool. The scrutineers and MAC editor will communicate by electronic means; telephone, text, email or other, that allows them to communicate with each other without delay.
- iv. Candidates, who are requested to leave the meeting room, as part of the election process, shall be managed by the moderator turning off the candidate's audio and video feed if possible or the candidate will be asked to leave the meeting and upon receipt of a notice, from a designated person, return to the meeting.
- v. Typically, the new Executive Committee terms start at the conclusion of the Annual General Meeting. In this special case the new Executive Committee made up of the President, Vice-president and members at large will start their term at the conclusion of the electronic board meeting.



Procedure – Election Procedure Officers of the Corporation

Version 6.2 November 10, 2020

1. General

a. Approval of Election Procedure

- i. A procedure to govern the election of officers of the corporation shall be approved by the Board of Directors prior to each year's elections.

b. Time and Place of Election

- i. President -the election for the president of the association takes place every two years, unless there is a casual vacancy, during the board of directors' meeting preceding the annual general meeting.
- ii. Vice-president - the election for the vice-president of the association takes place annually during the board of directors meeting preceding the annual general meeting.
- iii. Secretary and Treasurer – an election for the secretary and treasurer may be held annually during the board of directors' meeting, preceding the annual general meeting, at the request of the board otherwise the incumbent(s) will remain in position.

c. Officers of the Corporation

- i. The officers of the corporation shall be the president, vice-president, secretary, and treasurer. The president shall act as the chairman of the board of directors and the executive committee and be the Chief Executive Officer. The president and vice-president are ex officio members of the executive committee. The vice-president is also an ex officio member of the Constitution Advisory Group. The secretary and treasurer are not members of the board of directors or of the executive committee.

d. Qualified Candidates

- i. A qualified candidate for the positions of president or vice-president is a director in good standing on the board of Directors of MAAC or an incumbent president or vice-president.
- ii. Except for the office of president and vice president, any two offices may be held by the same person.
- iii. Except for the offices of president and vice-president, officers need not be directors, or members.

- iv. Candidates for vice-president should state their intention to run again for the zone director seat they occupy if they are in the second year of their term.

e. Term

- i. President – two years
- ii. Vice-president – one year.
- iii. Secretary and Treasurer – ongoing unless the board of directors, by majority vote, determines that an election shall take place for either or both positions. If an election is to take place it shall be during the board of directors meeting preceding the delayed annual general meeting.

f. Casual Vacancy

- i. Should a position become vacant, for any of the officers of the corporation, for any reason the board shall hold an election as soon as possible to replace the casual vacancy using the rules for nominations and electoral process set out in this procedure.

2. Nominations

a. Rules

- i. Only qualified candidates may be nominated.
- ii. A candidate cannot nominate him/herself.
- iii. A candidate may be nominated to more than one position.
- iv. Only a member of the board of directors may nominate or second a nomination.
- v. Nominations, in advance of the election date, shall be forwarded to the secretary in writing, complete with name, position and signature of acceptance of the candidate. An email containing a scan of a completed nomination document is acceptable.
- vi. Nominations may be made, seconded, and accepted, during the board meeting, on the day of election, prior to the close of nominations.
- vii. A candidate must accept the nomination, prior to being placed on the ballot.

b. Opening of Nominations

- i. Nominations are considered open forty days in advance of the election or when an invitation is sent out by the secretary. The invitation describes any special conditions that must be fulfilled and states the term of service for each position, the name of the person to whom nominations are to be sent, and the date by which these should be received.
- ii. The secretary compiles nominations received in advance of the election and they are circulated in advance of the meeting at which the election is to take place.
- iii. When the circulated names are presented at the meeting, they are regarded as nominations from the floor, and the chair provides an opportunity for directors to put forward further

nominations. If additional nominations are received from the floor and duly seconded, in response to this invitation, the chair is responsible to confirm that the persons concerned are eligible and willing to serve.

c. Closing of Nominations

- i. Nominations, for each position, are closed when no further nominations are made after three requests from the chair for such, followed by approval of a motion (Moved “That the list of nominations for the “position under consideration” be closed).
- ii. Nominations for each position cannot be closed until at least one person has been nominated to the position of president, one person has been nominated to vice-president and, if conducted, at least one person nominated to secretary and one person nominated to treasurer, whom may be the same person.
- iii. The closing of nominations is the signal for the electoral process to begin.

3. Electoral Process

a. Majority Vote

- i. Before proceeding with the election, the board is informed that the election of officers of the corporation is governed by by-law 16 and declares that the president and vice-president shall be elected by a majority vote of the board from among their number. A majority vote, in this case, means a vote passed by a majority of not less seven (7) votes.
- ii. The president shall only vote if the count is tied 6/6 because a director is not present or abstains. In any tie with less than six votes on either side, the presidents vote is not enough to give one candidate a majority vote.
- iii. The principle that a candidate must have a majority vote of the board is the basis for taking successive votes, after which the candidate with the least support is eliminated until a decision is made between two remaining alternatives, however if a candidate receives a majority vote at any point in the process they are declared elected.

b. Voting

- i. Voting is by secret ballot.
- ii. Each member of the board of directors has one vote in each round of voting.
- iii. The president does not have a vote in this election unless there is a tie, by-law 15.b.

c. Acclamation

- i. If only one nomination is received for any position, and no further nominations are received after the chair has asked three times if there are any further nominations, the chair then declares that the candidates that are unopposed are elected by acclamation.

d. Sequence of Elections

- i. The elections for the following positions are held in sequence. President, Vice-President, and if conducted, Secretary and then Treasurer. The candidate elected for each position is declared by the chair prior to moving forward with the procedure to close nominations and vote for the next position.

e. Process three or more candidates

- i. As each position is considered, candidates are given an opportunity to speak for up to five (5) minutes and strictly enforced. Questioning of the candidates, by the board, is allowed for a maximum period of three (3) minutes, for each director, and there is to be no debate.
- ii. A vote by secret ballot is then held and counted and the results communicated to the chair.
- iii. At any point, should a majority vote be received by a candidate, then that person is declared elected.
- iv. If no candidate receives a majority vote, the person with the lowest number of votes is dropped from each successive ballot until there are two candidates remaining.
- v. In the case of three or more candidates and there is a tie in the vote for the “least” number of votes then a “special” vote shall be taken between these two persons with the one receiving the least number of votes being dropped from the ballot.

f. Two candidates tied vote

- i. Once the number of candidates has been reduced to two, a vote by secret ballot is held and counted.
- ii. If the vote is tied, then the two remaining candidates are permitted to address the board once again and then are then asked to leave the room.
- iii. Each director then has an opportunity to speak openly regarding the candidates. Each director will be allowed to speak once, and no debate is allowed. A time limit of three (3) minutes, per director, is suggested to limit the total dialogue to thirty-six minutes.
- iv. Should any director have a question that they wish posed to a candidate, then the candidate will be requested to enter the room and reply to the question, which will be posed by the sergeant-at-arms or his equivalent rather than by the individual director. After the question has been answered the candidate will be requested to leave the room again.
- v. After all directors have spoken, that wish to, and all questions have been answered the candidates will be invited to attend the table again.
- vi. A secret ballot will be held, and the vote counted.
- vii. If the results are still tied, then steps 3.f.ii through 3.f.vi will be repeated until the tie is broken.

4. Scrutineers and Sergeant-at-Arms

- i. The Chair of the Constitution Advisory Group shall act as the Sergeant-at-Arms. He/she shall chair the portion of the meeting dealing with the election of the president if the incumbent president is on the ballot.
- ii. At least two independent scrutineers are appointed at the beginning of the meeting at which the election is to take place.
- iii. Scrutineers are responsible to oversee the distribution; tally of the ballots returned and communicate the name(s) of successful candidates to the chair for announcement to the meeting.
- iv. Ballots from each vote are retained and marked with their sequence.
- v. Following the completion of the elections, a motion is made: "Moved that the ballots be destroyed". A simple majority is required.

5. Document Control

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|------|-------------------------|--|
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Procedure - Election Process, Members-at-large to Executive Committee

Version 6.2 November 10, 2020

1. General

a. Approval of Election Procedure

- i. A procedure to govern the election of members-at-large of the Executive Committee shall be approved by the Board of Directors prior to each year's elections.

a. Time and Place of Election

- i. The election for members-at-large to the Executive Committee shall be held annually, after the election of officers of the corporation is complete, during the Board of Directors meeting preceding the annual general meeting.

b. Members-at-large

- i. Policy 11.2.01 states that there shall be three members-at-large elected to the Executive Committee.

c. Term

- i. The term for each member-at-large is one year.

d. Qualified Candidates

- i. A qualified person for the position of board member-at-large is a member, in good standing, of the board of directors, except for the president or an officer-elect.

e. Rules for Nominations

- i. Only qualified persons may be nominated.
- ii. A person cannot nominate him/herself.
- iii. Only a member of the board of directors may nominate or second a nomination.
- iv. A candidate must accept the nomination, prior to being placed on the ballot.

f. Opening of Nominations

- i. Nominations are considered open forty days in advance of the election or when an invitation is sent out by the secretary. The invitation describes any special conditions that

must be fulfilled and states the term of service for each position, the name of the person to whom nominations are to be sent, and the date by which these should be received.

- ii. Nominations, in advance of the election date, shall be forwarded to the secretary in writing, complete with nominee name, position and signature of acceptance of the nominee and the name and signatures of the nominator and seconder. An email containing a scan of a completed nomination document is acceptable.
- iii. The secretary compiles nominations received in advance of the election and circulates them in advance of the meeting at which the election is to take place.
- iv. When the circulated nominations are presented at the meeting, they are regarded as nominations from the floor, and the chair provides an opportunity for directors to put forward further nominations. If additional nominations are received, from the floor and duly seconded, in response to this invitation, the chair is responsible to confirm that the persons concerned are eligible and willing to serve.

g. Closing of Nominations

- i. Nominations for board members-at-large for the executive committee remain open during the electoral process for officers of the corporation.
- ii. The conclusion of the election of the officers of the corporation is the signal to initiate the closing of nominations for the executive committee. Nominations shall be closed, when no further nominations are made after three requests from the chair for such, followed by approval of a motion (Moved “That the list of nominations for members-at-large to the executive committee be closed).
- iii. Nominations cannot be closed until at least three candidates have been nominated.
- iv. The closing of the nominations is the signal for the electoral process to begin.

2. Electoral Process

a. Majority Vote

- i. Before proceeding with the election, the board is informed that the three board members-at-large shall be appointed by a majority vote of the board of directors, which means a vote passed by a majority of the thirteen-member board.
- ii. The principle that candidates must have a majority vote is the basis for taking successive votes, after which the candidate with the least support is eliminated until all positions have been elected with a majority vote. If a candidate receives a majority vote at any point in the process, they are declared elected.

b. Voting

- i. All voting is by secret ballot.
- ii. Each board member has one vote per position open in each round of voting.

iii. The president does not have a vote in this election.

c. Acclamation

i. If only three nominations are received, and no further nominations are received after the chair has asked three times if there are any further nominations, the chair then declares that the candidates that are unopposed are elected by acclamation.

d. Process four or more candidates

- i. A vote by secret ballot is held and the vote counted.
- ii. Any candidate(s) who receives a majority vote is declared elected.
- iii. Successive voting takes place for the remaining positions.
- iv. Successive voting is facilitated by dropping the candidate with the fewest number of votes from the ballot after each vote until all the positions are filled by candidates that receive a majority vote.
- v. Should there be a tie for the fewest number of votes then a separate run-off vote shall take place with the candidate receiving a simple majority continuing to the next round.

3. Scrutineers

- i. At least two independent scrutineers shall be appointed at the beginning of the meeting at which the election is to take place.
- ii. Scrutineers are responsible to oversee the distribution; tally of the ballots returned and communicate the name(s) of successful candidates to the chair for announcement to the meeting.
- iii. Ballots from each vote are retained and marked with their sequence.
- iv. Following the completion of the elections, a motion is made: "Moved that the ballots be destroyed". A simple majority is required.

4. Document Control

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