

# **(POL 1-008) Nomination and Election – Directors**

Update date: June 30, 2023

Effective date: October 24, 2014

## **POLICY**

The directors of the Board of Directors of ARMA International, with the exception of the outside directors, are nominated and elected by ballot as prescribed in the association bylaws.

## **GUIDING PRINCIPLES**

- I. ARMA International will ensure that the process to elect directors is impartial, fair and accurate, and that it encourages the election of qualified leaders.
- II. Electronic tools and other mechanisms will be used to promote the nomination and election process.

## **PROCEDURES**

The Election Committee will manage the processes associated with the annual election of directors. The processes will be reviewed on an annual basis and updated, if necessary to improve ARMA's commitment to fair and impartial elections. The bylaws of the association give this committee broad power to monitor the election process, establish guidelines and ensure a fair election independent of the board of directors.

*Composition of the committee:*

The Election Committee will consist of a Past President, Chair, or ARMA Fellow, and of no less than six (6) additional members. Election Committee members, including the Chair, must be free of bias and either not eligible or not interested in election or appointment to the Board.

Election Committee Structure:

- Committee Chair – An ARMA Past President/Chair or Fellow appointed by the Chair and approved by the Board of Directors
- Committee Members – No less than six members comprised of the following groups
  - Sitting Board Member
  - ARMA Fellow
  - Chapter Officer
  - ARMA Committee Member
  - Past President/Chair
  - General Membership
- Chief Staff Officer – Ex Officio Member

Term/Vacancies:

Members of the committee may serve one two-year term. Serving a partial term, such as filling a vacant position on the committee, is considered the same as serving a full term. Vacancies on the committee are filled by appointment by the committee chair with no ratification required.

Removal from the committee:

A member of the committee may be removed for failure to discharge the duties of the position or for other infractions such as campaigning. The committee provides an opportunity for the member to state his or her case either orally or in writing. If it is determined that removal is required, the individual may be removed by a 2/3 vote of the committee.

### III. Budget

The committee staff liaison is responsible for the preparation and submission of a budget for the next fiscal year based on the following criteria:

- A. Online set up for e-voting and results reporting.
- B. Any virtual (electronic) meetings, forums or discussion boards related to the election.

### IV. Voting

The committee chair will not cast a vote on any issue before the committee unless there is a tie. Electronic voting by the committee is permitted.

#### Responsibilities of the committee:

- A. Identify qualified candidates based on the pre-determined minimum qualifications.
- B. Announce to the membership that candidates are being sought and promote the election to the members.
- C. Create a forum for members to question candidates.
- D. Monitor campaigning.
- E. Provide quality control over the voting process and ensure validation of ballots and voting results.
- F. Establish, monitor and modify, where necessary, the ballot certification process.
- G. Provide mechanisms for post-election review, re-count of votes and invalidation procedures, if necessary.
- H. Declare the winning candidates.
- I. Communicate promptly to members regarding election results, using written and online communication means.
- J. Conduct the process within the budgetary guidelines established.

#### Election timelines:

Annual elections are time sensitive. The committee staff liaison will annually recommend to the committee timelines for voting duration, return of ballots, etc. based on activities set for the year.

- A. The committee verifies adherence to election process timelines.

- B. The committee has the authority to modify election timelines in mid-process, if so required.
- C. The committee determines the cutoff date for ballot eligibility.

Nomination process:

- A. The steps in the election process are as follows:  
Call for Nominees: The committee staff liaison with the direction of the committee, will issue a call for nominees for open positions on the board each year. The "Call" shall include the process for nomination, appropriate deadlines, submission materials required and qualifications for office.
- B. Nominations will be due to ARMA Headquarters by a designated date, which will be communicated to the membership. Members may nominate themselves (see 1 below) or be nominated from the membership (see 2 below). The committee may also identify individuals as nominees (see 3 below).
  - 1. Members applying for office on their own behalf may submit the required candidate materials at any time prior to the designated due date.
  - 2. Nominations (other than self) from the membership will be made to ARMA Headquarters, Attention: Committee Leader, by a due date as designated by the committee. This allows time to communicate with the nominee and for submission of the candidate materials.
  - 3. Nominations from the committee will be made to the committee leader in advance in order for the nominee to be notified and candidate materials submitted.
- C. The nominee/candidate must submit the following materials:
  - 1. A current resume
  - 2. The responses to questions posted online for candidates' completion.
  - 3. A letter from the nominee's current employer outlining the employer's support. If the nominee is self-employed, no letter is required.
- D. Upon submission of the required materials and verification that the minimum qualifications for office have been met (see "Minimum Qualifications for Office" section below), the committee liaison will send an email acknowledging acceptance to each nominee and include a link to this procedure.
  - 1. If a nominee is deemed not to meet the qualifications for office (length of membership, offices served, etc.), the committee leader will immediately notify the nominee in writing. If the nominee disputes the finding, he or she may provide proof of qualification to the committee as a whole. Such proof will be brought immediately to the committee for review and vote.
  - 2. Notwithstanding an acknowledgment of acceptance, the committee may disqualify any nominee or candidate for cause by a 2/3 majority vote. Disqualification may be before or during the election, or before a candidate takes office.

- E. The headquarters committee liaison will send copies of the submitted resume, responses from candidates to questions posed, and employer support letter to the committee members.
- F. The committee will convene by conference call or e-mail to validate the nominees that meet the qualification criteria.

Election process:

- A. The committee will meet via conference call to discuss any election issues.
- B. The candidates will be announced and their bios posted to the ARMA website.
  - 1. All candidates who qualify will be put on the electronic ballot.
  - 2. The committee will ensure that there is at least one candidate for each office that is open.
  - 3. The committee leader will announce the candidates approved by the committee.
- C. ARMA Headquarters will verify the membership eligibility list for ballots to ensure accuracy.
  - 1. For use in the ballot process, ARMA Headquarters will establish a list of members in good standing (as of the date established each year by the committee) and eligible to vote.
  - 2. ARMA Headquarters will verify the accuracy of the electronic ballot mailing list to ensure there are no duplicates or ineligible voters included.
- D. On a date specified each year by the committee, ballots will be distributed electronically. This information will also include the deadline for voting as established by the committee. Ballots will identify the candidates by name only.
- E. The total e-votes are tabulated by the outside firm monitoring the e-voting.
- F. The committee will validate the results of the election and declare the winners.
  - 1. The candidate will be elected by a plurality of votes of all members voting.
  - 2. Should the election result in a tie-vote for two candidates, the committee will immediately request the auditor to recount all valid ballots submitted. Should the recount still result in a tie-vote, the committee will declare a run-off election for those two candidates ONLY. The run-off election should be completed and verified by the teller in time to allow the newly elected directors to attend the spring board meeting.
  - 3. The committee will validate the election results as follows:
    - I. The auditor will notify the committee leader of the results either via telephone or e-mail.
    - II. The committee leader will present the results to the committee by phone or e-mail.
    - III. Committee members will vote on validation within 10 business days of the election. A 2/3 majority is required to validate the election results.
  - 4. Should any candidate or member request a recount of the ballots, the committee will request a detailed "cause for recount" from that member. The committee will investigate the cause and make a determination, approved by a 2/3 vote of the committee, whether to conduct a recount of the election.
  - 5. Should a recount be conducted, the committee will instruct the auditors to recount all validated ballots and report back to the committee leader no later than 10

business days after the recount was authorized. The committee will validate the recount results and announce such to the membership.

6. The committee also has the authority to invalidate an election if 2/3 of its members vote to do so.
- G. The committee chair will then notify each candidate of the election results and the requirement that each successful candidate attend the spring board of directors' meeting. As a matter of expediency, the successful candidates will be notified by telephone or e-mail.
- H. The membership will be notified of the complete results of the election via the website.
- I. Directors take office at the beginning of the next fiscal year (July 1) and hold office until their successors are installed.

If an eligible candidate resigns or cannot take office July 1st, the candidate with the next highest vote count will assume the office.

1. If there is no other eligible candidate, the director vacancy will be filled by appointment by the chair of the association. The person selected by the chair must be validated by the committee and then approved by the board in accordance with the association bylaws (Article VII, Sec. 6).
2. A director vacancy after the start of a given term will be filled by appointment by the chair for the balance of the respective unexpired term. The candidate's qualifications will be validated by the committee and final approval of the candidate will be voted on by the board of directors.
3. Any person filling a director vacancy will be eligible for subsequent nomination for that office and will be eligible to serve in accordance with the association bylaws (Article VII, Sec. 3 and 4).

### Campaigning:

#### 1. Guidelines

The following guidelines are provided to ensure compliance with the policy. For simplicity, the use of the term "candidate" includes "applicants" and "nominees," as well as those members on the official slate of candidates.

- A. Members, chapters, or candidates will not present information that supports one candidate over another. However, chapters may recognize which candidates are members of their chapter without soliciting votes for that candidate provided all candidates names are recognized in a similar fashion.
- B. A candidate may be asked to attend a chapter meeting or seminar to discuss his or her qualifications for a position, but other candidates for that position will also be invited to speak and to provide information that may be read at the meeting. If a candidate declines to participate, the other candidate(s) may proceed. For any kind of public forum, ALL candidates for a position will be invited to participate.
- C. If candidates are asked to submit information about themselves, such as an article for a

chapter newsletter or a website, ALL candidates for a position will be invited to participate.

- D. Campaign committees, buttons, flyers, etc. are not allowed. A candidate may wear the candidate lapel ribbon that is given by the committee at the annual conference and expo ONLY.
- E. Any member may ask any candidate about his or her qualifications or positions on issues facing ARMA International. The candidate should take the opportunity to openly present his or her view without discussing the position or views of any other candidates. If questioned in an open forum, all candidates will have an opportunity to speak to the question.
- F. The committee has the authority to approve all communication used by candidates in the dissemination of information about their candidacies. This includes newsletter or website submissions, presentations at meetings, editorials, etc.
- G. The committee will encourage candidate forums and discussions at the annual conference and expo, chapter meetings or other appropriate locations. The committee will provide or recommend the appropriate format for each venue. The committee will also ensure the distribution of candidate information to the membership.

## 2. Campaign infractions

In the event of suspected campaigning, the following process is used:

- A. The infraction with appropriate details will be reported in writing to the committee leader or to any member of the committee.
- B. The infraction will be investigated, and the candidate, member or chapter involved will be given the opportunity to address the accusations.
- C. The committee will determine the validity of the claims and the candidate's position. The committee will make a final determination by a 2/3 majority vote.
- D. If the committee finds that campaign violations exist, it may disqualify the candidate, or place sanctions against the member or chapter, including, but not limited to:
  - 1. Membership revocation and rescission of membership privileges.
  - 2. Disqualification from chapter or ARMA International awards.

All members are responsible for ensuring that everyone follows the guidelines listed above. The election of qualified officers should be based on candidates' qualifications and their understanding of and approach to the issues faced by ARMA International.

### Promoting the election process:

- A. The committee will actively encourage qualified members to seek office.
- B. The committee will annually develop awareness campaigns to promote the election process to all ARMA International members.

- C. The committee will communicate its role, responsibilities and support to all nominees and candidates.
- D. The committee will encourage the use of electronic tools to promote the election and to expedite the process of application or nomination.

Election invalidation procedures:

- A. Invalidation of an election can occur when:
  - 1. There is verifiable receipt of duplicate ballots.
  - 2. There is incomplete mailing of ballots due to errors.
  - 3. There is election tampering.
- C. Any member may request invalidation by notification in writing to the committee regarding the infraction which has occurred. After investigation and determination that an infraction has occurred, the committee may invalidate the election by a 2/3 vote of eligible committee voters. A new election will then be called with procedures established for error correction and timelines set for the issuance and due date of new ballots.
- D. The committee leader will communicate invalidation in writing to the CEO. The CEO will inform the auditor.
- E. All candidates will be informed of the invalidation by telephone with a follow-up email. This notification may be done by any member of the committee as assigned by the leader.
- F. The board of directors will be notified by the most expedient method possible.
- G. A general announcement of the invalidation to the membership in general will be included in the printed information for the new election (i.e., with the new ballot, etc.).
- H. Any changes in the election results, because of resignations or other reasons for a candidate not being able to take office, will be announced to the general membership in the most expedient method possible.