

AHRD Board of Directors Policy

1. Meetings

- a. Two weeks prior to a Board meeting, any potential agenda items from committee Board liaisons need to be sent to the President or Office Manager.
- b. Ten days prior to a Board meeting, all potential agenda items, along with probable time allotments will be shared between the President and staff.
- c. A draft of the Board agenda will be sent from the President to the Board one week prior to the Board meeting.
- d. Board packets will be sent to Board members at least three business days prior to a Board meeting.

2. Policy Documents

- a. The Board of Directors may adopt, modify, or rescind provisions of the AHRD Policy Documents by majority vote (per the Bylaws).
- b. The Board must publicize any policy changes in a membership communication sent to all members or posted on the website available to all members.
- c. The Board must maintain current Articles of Incorporation, Bylaws and Policy Documents in a location that is accessible to all members, such as an Association website.

3. Management Review

The Executive Committee will annually review its management company to assess their performance.

- a. Executive Committee reviews Board input and last year's comments, prepares final review document.
- d. President provides final review document to management company in writing and arranges telephone conference call with management company to discuss the year's evaluation.
- f. President of AHRD has follow up conversation with President of management company with any overview thoughts.

Note: Process should commence in a timely manner to give sufficient time for:

- Input from Board and other relevant leaders
- Discussion with management company
- Conducting a search for alternative management companies if deemed necessary

4. Membership of the Board of Directors

Members of the Board of Directors are nominated by the members of AHRD and elected by a majority vote of the members.

5. Board Vacancy

In the event that there is board vacancy (due to resignation or other circumstances), the AHRD Board of Directors may follow one of two paths depending on the duration of the term left on that Director's term:

- I. If there is *less* than one half of the vacated Director's term left (less than 1.5 years), the AHRD Board of Directors (guided by the Executive Committee) will:
 1. Solicit nominations from the current AHRD Board of Directors for potential nominees to complete the term. The AHRD Board should consider:
 - a. Former board members for Board experience and/or specific expertise related to the AHRD's current strategic initiatives;
 - b. Individuals who have run for election to the Board during the past 3 years;
 - c. Individuals who have demonstrated strong leadership capability within AHRD (leadership of SIGS, committees, task forces, initiatives, etc...)

2. Contact any of those nominated to gauge interest in completing the term of the vacated Director role.

If interested, nominees will submit (a) current curriculum vitae and (b) a brief (150-250 word) written statement that includes their vision for AHRD, including how they would like to contribute in their role as a Board member.

These materials should be submitted to the AHRD office by the date specified by the Executive Committee (which should be at least two weeks after the announcement of the vacancy to the AHRD Board).

3. Consider and vote on the slate of those who agreed to be nominated for the role. The nominee who receives a majority vote of the sitting Board will be selected to fill the vacancy.
- II. If there is *more* than one half of the vacated Director's term left (more than 1.5 years), the AHRD Board of Directors will use the most recent election results and identify the candidate who received the next highest votes (who was not elected). The Executive Team will contact that person, and invite that person to serve the remaining term as a Director. If that candidate refuses the role, the Executive Team will work down the slate of candidates (highest ranked to lowest ranked). If no person on the prior slate of elections accepts the role, the AHRD will implement the process above.
 - III. The nominee being considered to fill the board vacancy must agree to the duties/responsibilities as outlined in AHRD's *Nomination and Elections Policy* as well as assignments outlined as per the Board structure. In addition, it is hoped the nominee will consider running for election for the Board in the next election process (and be willing to serve that full term if elected).

Approved 1/31/13

Amended and approved with addition of Board Vacancy language 9/18/14

Amended 09/23/19 (revised process for filling Board vacancy)