

Voting Policy

Version 1.3 / Last Amended 11/16/2022

- I. Where Voting Occurs: All board-level votes must happen during board meetings where the quorum is met. If an item has been delegated to another body, then it is no longer at the board level.
 - A. If a Board Member cannot attend the meeting, they may not allow someone else to vote by proxy, even another director.
 - B. The quorum is set at $\frac{2}{3}$ of all active Board Members. If a present Board Member recuses themselves because of a conflict of interest and leaves a meeting, they are still counted in the quorum.
 - C. Exceptions to having the vote during a meeting are:
 1. If an item is approved outside a meeting by unanimous written consent. It is recommended to ratify any action that had been taken by unanimous written consent.
 2. Anonymous elections.

- II. Announcing a Vote
 - A. All items to be voted upon during a board meeting will be included in the board agenda, to be distributed to the board no later than one week before the meeting.
 - B. If a Board Member cannot attend the board meeting, they are expected to promptly notify the meeting host so the meeting can be rescheduled if a quorum is not going to be met.
 - C. In order to keep the meeting efficient, the meeting host may arrange and distribute a consent agenda along with the board agenda.
 1. Items may be placed in the consent agenda to combine routine votes into a single item. When the consent agenda is approved, all items inside the agenda are approved.
 2. If any Board Member requests that an item be removed from the consent agenda, it must be removed. Any reason is sufficient to remove an item.
 3. Once the item has been removed, the meeting host may decide to discuss the item at the current meeting or table discussion at a later meeting.

- III. Voting Mechanisms
 - A. Approval: For a single item, Board Members can vote yes, no, abstain, or recuse themselves from the vote. An item is approved if the following criteria hold.
 1. The number of approves is greater than the number of disapproves.
 2. The quorum is met.
 - B. Multi-Item: In the case of selecting one option out of many, the following procedure will apply
 1. Board Members will rate the options from 1-5 or abstain/recuse.
 2. The scores of each option are averaged and the highest scoring option is selected.
 3. The President will break any ties except those for officer positions.

4. The quorum must be met.
- C. Election: Voting to fill an officer position
1. In an election, Board Members may choose to vote on a candidate or abstain.
 2. Votes in elections are collected anonymously and $\frac{2}{3}$ of all active Board Members must cast a vote during the voting period for the result to be valid.
 3. If there are one or two candidates running, one candidate must receive votes from a majority of all active directors to win.
 4. If there are more than two candidates running, voting will occur the same as a Multi-Item Vote (see section B).
 5. In the case of ties, defer to the Officer Election Policy.
 6. In cases where the majority of votes cast are abstained, nominations for the officer position will be reopened and votes recast.
- D. Election: Voting to fill a committee chair position
1. In a committee chair election, Board Members assigned to a committee may choose to vote on a candidate or abstain.
 2. Votes in committee chair elections are collected anonymously and $\frac{2}{3}$ of all Board Members assigned to a committee must cast a vote during the voting period for the result to be valid.
 3. If there are one or two candidates running, one candidate must receive a majority of votes from all active Board Members assigned to a committee to win.
 4. If there are more than two candidates running, voting will occur the same as a Multi-Item Vote (see section B).
 5. Ties will be broken by the ranking officer serving on the committee. Nomination Committee Chair ties will be broken by the Development Committee Chair.
 6. In cases where the majority of votes cast are abstained, nominations for the officer position will be reopened and votes recast
- E. Appointment: Voting to fill the Executive Director position
1. Voting will occur the same as an approval vote (see section A, including the requisite of a quorum).
- F. Confirmation: Voting to retain Executive Director or approve Executive Director selection for Department Heads
1. Voting will occur the same as an approval vote (see section A, including the requisite of a quorum and unanimous written consent if being approved outside of a meeting).
- G. Bylaws:
1. A majority of all active Board Members (present or otherwise), or a majority of all active voting members must vote in favor of the amendment for it to pass.

IV. Documenting a vote

- A. The results of all votes should be documented in the board meeting minutes and the voting record. Items approved by unanimous written consent should be documented in the voting record.

B. Those who vote or abstain may choose to file a written comment with the Secretary before adjournment or shortly after the meeting. This comment will be made public along with the voting record and the vote upon the item.

V. Amendments

A. This document may be amended by the NAIGC Board.