



<b>Subject:</b> NATE Board of Directors Nominations and Elections Policy			<b>Policy #:</b> 2.a.3
<b>Status:</b> Approved		<b>Approved/Authorized By:</b> NATE Board of Directors	
<b>Date Approved:</b> 11/24/2014	<b>Effective Date:</b> 11/24/2014	<b>Version:</b> 1.4	<b>Pages:</b>

**I. Purpose**

This policy addresses all key aspects of submitting nominations for officer positions. NATE Bylaws Article V Section 5 (“Nomination and Election of Board of Directors”) requires Members to elect the board of directors. Nomination and election are by Member Type representing the three member types. As close as possible to one third of the Directors of each type shall annually be elected to serve a three (3) year term of office. Directors may be elected to serve an indefinite number of terms.

**II. Applicability of Policies**

This policy applies to all Members and their responsibilities concerning NATE policies and procedures.

**III. Policy**

1. Ad Hoc Nominating Committee. The ad hoc nominating committee shall be appointed by the NATE Board of Directors and shall include at least three but no more than five individuals drawn from the pool of active Member Representatives. The ad hoc nominating committee shall be responsible for nominating a slate of prospective board members representing the three Member types.
  - The nominating committee may include persons who are not on the NATE Board of Directors, but shall include at least three current members of the NATE Board.
  - The nominating committee shall include at least one Member Representative from each of the three Member types.
  - The nominating committee shall not contain any NATE Board members who may be up for re-election at the applicable annual meeting.
  - The nominating committee shall meet at least two months prior to the annual meeting to discuss the open NATE Board of Director positions, and shall meet as necessary in the month prior to the annual meeting to ensure nominations are received and processed.
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2. Duties of the Nominating Committee
  - Find the best candidates to be Board members.

- Recommend a slate of Board Members for presentation to the Member Representatives for voting. When vacant, find the best candidates for the following offices:  
Chair. The Chair shall act as chairman of and preside over meetings of the Board of Directors and shall perform, to the extent consistent with these Bylaws, such duties as may be conferred to this role by the Board of Directors.

Vice Chair and Chair-Elect. The Vice Chair shall perform the duties and exercise the powers of the Chair if the Chair is absent or unable to act, subject to the control of and to the extent authorized by the Board of Directors. The Vice Chair shall also do and perform such other duties and have such responsibilities as the Board of Directors may, from time to time, assign.

Secretary. The Secretary shall have the custody and be in control of all of the books and records, of the Corporation, except those in the custody and control of the Treasurer and as otherwise provided by the Board of Directors, and shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors. The Secretary is responsible for preparing or supervising the preparation of, the minutes of the meetings of the Board and the Members, and for maintaining and authenticating the records of the corporation. He/she shall do and perform such other duties as may from time to time be assigned to him/her by the Board of Directors. The Board of Directors shall have authority to appoint an Assistant Secretary if deemed necessary at the discretion of the Secretary and CEO. The Secretary and any Assistant Secretary shall also do and perform such other duties and have such responsibilities as the Board of Directors may, from time to time, assign.

Treasurer. The Treasurer shall have the custody and be in control of all of the funds and securities of the Corporation and the books and records related thereto, except and otherwise provided by the Board of Directors, and shall be responsible for all monies and other property of the Corporation in his/her custody, and shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors. He/she shall do and perform such other duties as may from time to time be assigned to him/her by the Board. If required by the Board, he/she shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board may require. The Board shall have authority to appoint an Assistant Treasurer if deemed necessary in the Board's discretion. The Treasurer and any Assistant Treasurer shall also do and perform such other duties and have such responsibilities as the Board may, from time to time, assign.

### 3. Report of the Nominating Committee

- The report of the nominating committee will be given on special orders.

## **IV. References**

NATE Bylaws

**V. Related Procedures**

2.b.4 NATE Board of Directors Nomination and Elections Procedure

**VI. Version History**

	<b>Date</b>	<b>Author</b>	<b>Comment</b>
1.0	12/3/2013	Cassie McTaggart and Jeff Livesay	Initial draft of Nominations P&P
1.1	12/9/2013	Aaron Seib	Minor corrections found during review
1.2	12/23/2013	Aaron Seib	Added 2.B to give Nominations Committee authority to use electronic voting at their discretion.
1.3	10/16/2014	Paul Cartland	Major changes to reflect bylaw changes adding nomination of a slate of board members and to move the procedures to a separate document.
1.4	11/24/2014	Paul Cartland	Update to reflect approval by the board