

## Article IX

### Nominating Committee and Elections

**Section 1.** The Nominating Committee shall consist of seven active members of the Chapter, five of whom must have served as active members of the Board for a minimum of two years within the previous six years. Each committee member shall serve a two-year term with three members rotating off the committee one year to be replaced by three new members elected by the members of the Chapter at the Annual Membership Meeting, and the two other members rotating off the next year to be replaced by two new members elected by the members of the Chapter at the Annual Membership Meeting. Members elected for less than a full two-year term may be nominated to serve a full two-year term at the conclusion of that initial reduced term. These five members shall be nominated by the Nominating Committee pursuant to the provisions of this Article IX. Two members of the Nominating Committee shall be elected by the Board, with one elected each year for a term of two years at the Board's first meeting following the Annual Membership Meeting. An appointment for a shorter term may be made in order to ensure that appointees rotate on or off the Nominating Committee each year in the prescribed number. The Chairperson shall be elected by the Nominating Committee from among its members at the Committee's first meeting.

**Section 2.** Meetings of the Committee will generally be open only to members of the Committee. The Chairperson may, on certain occasions, open the meeting and/or invite particular non-committee members to attend.

**Section 3.** Minutes of Committee meetings shall be recorded at each meeting and kept confidential and retained by the office responsible for providing staff support to the Nominating Committee.

**Section 4.** At least sixty days before the Annual Membership Meeting, the Nominating Committee shall present the list of nominations for the Board, Officers, and members of the Nominating Committee to the Secretary. No member of the Nominating Committee may be nominated for a position as a Board Officer. At least four members of the Nominating Committee must be present when voting on nominations, however, any one or more members of the Nominating Committee may participate in a meeting of such Committee by means of a video or telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and such participation shall be counted as part of a quorum or voting requirement for any committee meeting. The Committee shall vote on each nomination separately. At least four members of the Nominating Committee must vote in the affirmative for any nomination to be adopted. The nominations shall be voted on at the Annual Membership Meeting.

**Section 5.** Individuals nominated for Chapter Officer must have actively served on the Board for at least one year prior to the date on which the election is scheduled.

**Section 6.** The Nominating Committee shall obtain a written acceptance from each candidate. In the case of persons who are not currently serving on the Board, a written acceptance must be accompanied by a completed Conflict of Interest Disclosure Statement. The Chair shall not forward the name of any candidate to the Secretary until such written acceptance and, when

applicable, such Conflict of Interest Disclosure Statement is received and reviewed by the corporate compliance officer.

**Section 7.** At least forty-five days before the Annual Membership Meeting, the Secretary shall mail the slate of candidates, together with the provisions for nominating other candidates as hereinafter set forth, to each member of the Chapter.

**Section 8.** Candidates other than those designated by the Nominating Committee may be nominated only by petitions signed by no fewer than ten percent of the Active Members of the Chapter who are eligible to vote at the time the petition is signed. In the event that the individual is seeking election to the Board, the petition must so state. In the event that the individual is seeking election to an office, the petition must so state and identify the office. Such petitions, along with the written acceptance of each candidate nominated thereby, and a completed Conflict of Interest Disclosure Statement, must be presented to the Secretary at least thirty (30) days before the Annual Membership Meeting. Candidates may not be nominated from the floor at the Annual Membership Meeting.

**Section 9.** The Secretary shall mail the names of the candidates nominated by petition, with the position for which each has been nominated, to each member of the Chapter at least twenty days before the Annual Membership Meeting.

**Section 10.** The election shall be held at the Annual Membership Meeting. Any one or more members of the Annual Membership Meeting may participate in the meeting by means of a video or telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and such participation shall be counted as part of a quorum or voting requirement for the Annual Membership Meeting. Whenever there shall be a contest for any office, the President shall appoint three tellers to count the votes. Voting may be by a show of hands or by poll unless there is a contested election, in which case, voting shall be by secret ballot. The candidate receiving the greatest number of votes for any position shall be elected to that position. In the event of a tie between two or more candidates for any position, the Board shall elect one of the candidates to the position at its first regular meeting after the election.

**Section 11.** Voting at any meeting of the members of the Chapter shall be in person, by poll, or may be permitted to participate by means of a video or telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and such participation shall be counted as part of a quorum or voting requirement for the Annual Membership Meeting, except as provided for in Section 12 of this Article.

**Section 12.** In the event there is a contest for any position, voting may be in person, by proxy, or by poll for that position, and may be permitted to participate by means of a video or telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and such participation shall be counted as part of a quorum or voting requirement. In that event the Secretary shall mail to each member, not less than twenty (20) days prior to the Annual Membership Meeting, a proxy whereby a member may designate the Secretary to act in the member's place and stead as proxy to vote for the nominees as specifically designated in such proxy by such member. Any such proxy(s) must be received by

the Secretary before the Annual Membership Meeting is called to order for it (them) to be counted. Proxies shall be exercised by the Secretary's casting a secret ballot for the nominees so designated. The Secretary shall retain proxies for a period of three years. No member shall be entitled to review such proxies except in the presence of the Secretary, which may be permitted by means of a video or telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and such participation shall be considered as present. Prior to the election, every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as provided herein, no member shall be entitled to authorize another person or persons to act by proxy.

**Section 13.** The Board of Governors shall be the final arbiter of any dispute with respect to any Chapter election submitted to it by an unsuccessful candidate or by the Chapter Board.

**Section 14.** Elected Officers, members of the Board of Directors and members of the Nominating Committee shall be installed at the Annual Membership Meeting or at such later time as the Board deems appropriate, but on or before the effective date of their assumption of office. Persons elected to a position on the Board, to an Office, or to membership on the Nominating Committee at the Annual Membership Meeting who are not physically present to be installed and take their respective Oaths of Office will be provided with written Attestations of their commitment to the positions and will sign and date those Attestations and return them as directed.