

MISSISSIPPI LAKES ASSOCIATION BOARD OF DIRECTORS NOMINATION AND ELECTION PROCEDURES

Introduction

The MLA Board of Directors (BOD) is responsible for the management of the corporation. It has a crucial role in advancing the objectives of the organization, ensuring compliance with the governing statutes and regulations and the MLA by-law, and developing and implementing policies to ensure that the MLA conducts its activities properly and effectively.

The Directors of an incorporated organization are required by law to exercise their power with competence and diligence in the best interests of the corporation. They have a fiduciary duty, which is an obligation of loyalty, honesty, and good faith. Directors must be, or at least must become, knowledgeable about the business and financial affairs of the corporation.

Purpose

The purpose of this document is to amplify the Canada Not-for-profit Corporations Act (CNCA) Part 9, and the MLA by-law Article 4, relating to the nomination and election of MLA Directors.

Nomination Procedure

Individuals wishing to serve as MLA Directors, or wishing to nominate an individual for a position on the Board, should consult the appropriate documents (all posted on the MLA website) to determine eligibility.

At any time during the year, names of candidates may be forwarded to the President of the Board. These submissions are to include a statement regarding the skills and qualifications of the individual, and the reasons for applying for a Director position, or recommending an individual for a Director position.

Nomination Committee - Each year, in preparation for the AGM, the President will strike a Nomination Committee to review and assess the suitability of candidates who have applied or who have been recommended. Serving Directors whose terms of service end in that year will be contacted by the Nomination Committee to ascertain their willingness and ability to stand for re-election. The Chair of the Nominating Committee shall be a Director whose term does not end in that year;

The Chair of the Nomination Committee will present the committee's findings and recommendations to the Board (usually in April) for approval, and presentation to the AGM (usually in May);

Nominations from the Floor - After the Nomination Committee has presented its list of nominees at the AGM, the floor shall be opened for additional nominations. To provide members at the AGM with appropriate information on all candidates, each nomination from the floor shall include reasons why the candidate is deemed suitable for BOD service. Candidates must confirm their willingness to be elected as a Director, and if present at the AGM, will be requested to express their reasons for applying to become a Director.

Election Procedure

Directors are elected by Ordinary Resolution of the members at the AGM. The number of open positions each year will depend upon the number of Directors whose terms end in that year, plus the number of currently vacant positions on the Board.

The Chair of the Nomination Committee will preside over the election procedures at the AGM. Once nominations are closed, a Motion to elect the nominated individuals will be followed by discussion, as required, to debate the suitability of any nominee to serve as a Director.

Upon completion of the discussion, a vote will take place in one of the following manners:

- a. if the number of nominations is fewer than the number of positions to be filled in that year, the Chair of the Nomination Committee may decide that all nominees will be elected as a group with a single vote by show of hands or tokens, or may decide that each nominee in turn will be subject to a vote by show of hands or tokens. The Chair will base his decision upon the nature of the discussion that has transpired; or
- b. if the number of nominations exceeds the number of positions to be filled in that year, the vote will be conducted by ballot. The names of the nominees will be publically posted at the AGM, and ballots will be provided to each eligible voter. The ballot will have a blank space for each position to be filled. Voters will fill the blank spaces by printing the name(s) of their choice(s). The order in which the names are so inscribed is irrelevant.

Ballots will be collected and collated. Candidates listed on at least fifty percent of the ballots will be elected in succession until all positions have been filled.

Newly elected Directors begin their term of service, and outgoing Directors end their term of service, upon completion of the AGM in the year of election.