



November 3, 2016

Resolution No. SHFC-2016-19: To Adopt a process for the selection of candidates for the election of Officers at the January 2017 Annual Meeting

WHEREAS, The Strategic Housing Finance Corporation Board of Directors has established By-laws to govern and regulate its conduct and activities; and

WHEREAS, Notwithstanding the Bylaws, election of Officers occurs each year during the Board of Directors' Annual Meeting; and

WHEREAS, A process needs to be identified for selection of candidates for consideration for the position of President and Vice President for the upcoming 2017 Annual Meeting.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of SHFC hereby:

1. Approves Resolution No. SHFC-2016-19,
2. Authorizes the Executive Vice President to execute all necessary documents and extensions.

Passed and approved the 3th day of November 2016.

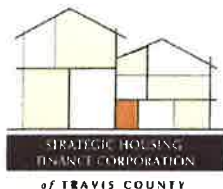


John Hernandez, Vice President, Board of Directors

Attested and approved as to form:



Patrick B. Howard, Executive Vice President

**SHFC Item 6A****November 3, 2016**

Resolution No. SHFC-2016-19: To Adopt a process for the selection of candidates for the election of Officers at the January 2017 Annual Meeting

Background Information:

Each year, Officers are elected at the SHFC Board of Directors' Annual Meeting. The recently-established Governance, Finance and Administration Standing Committee of the Board has formulated options related to the process by which a slate of candidates for the positions of President and Vice President is development. These include the following:

OPTION ONE: The establishment of a *Nominating Committee* to identify and recommend 1 (one) candidate for President, and 1 (one) candidate for Vice President for Board consideration;

OPTION TWO: The utilization of a *Secret Ballot* method at the Annual Meeting whereby, during the time of the election, each Director will be afforded the opportunity to cast their vote in secret for any one of five Directors for the positions of President and Vice President; and

OPTION THREE: The acceptance of *Nominations from the Floor / Open Nominations* for the consideration of candidates for the positions of President and Vice President.

Requested Action:

Consideration and appropriate action regarding **Resolution No. SHFC-2016-19:** To Adopt a process for the selection of candidates for the election of Officers at the January 2017 Annual Meeting via **Option One, Option Two, or Option Three.**

Alternate Option:

N/A

Fiscal Impact:

None

Attachment:

A. Robert's Rules of Order Excerpt

Prepared and Approved by:Patrick B. Howard, *Executive Vice President*

Article 11-B. Nominations And Elections

66 A. Nominations

66 B. Conducting Elections

66 A. NOMINATIONS

Your organization needs officers, maybe committee members, and other positions decided by a vote of the membership. Robert's Rules sets out several methods of making nominations for positions:

An organization can nominate candidates in several ways:

- By the chair
- From the floor
- By a nominating committee
- By ballot
- By mail
- By petition

Nominations By The Chair

This method is used whenever the membership wants to rely on the presiding officer to recommend candidates but also wants to reserve for itself (or its designee, such as the board of directors) the approval of the nominee. This method is applicable when

- Appointing members to committees, if specified in the motion creating the committee, or if prescribed in the bylaws
- Electing a presiding officer in a mass meeting

Nominations From The Floor

Sometimes called *open nominations*, this method is probably the most familiar. It's used in the vast majority of situations in which members elect their officers at a meeting. Your group's rules and customs determine when floor nominations are accepted. Sometimes nominations aren't taken until the election is pending, and sometimes they're taken at other times, such as at a meeting before the election meeting.

The process of making floor nominations is subject to the following rules:

- Recognition by the chair is not required to make a nomination. However, calling nominations from your seat is often impractical, so you may want to adopt a more formal nomination process.

- Nominations don't have to be seconded, but it's not out of order for members to second a nomination to signal their endorsement.
- A person can nominate himself or herself.
- A member shouldn't offer more than one nomination to a position if there are several seats for the same office — such as for nominees to a board or a committee — until all other members have had the opportunity to make nominations.
- If the bylaws don't prohibit it, a person can be nominated for more than one office and can even serve in more than one office if elected.
- Nominees do not have to leave the room during the nominations, when the vote is taken, or when the vote is counted.
- The presiding officer can continue presiding, even if he or she is one of the nominees for the office.
- A member can rise and decline the nomination during the nominating process.
- After each nomination, the president repeats the name to the assembly.
- Nominations are taken for successive offices in the order they're listed in the bylaws.

Motions to close nominations are usually unnecessary because the nomination process simply continues until no one wishes to make further nominations. When the nominations stop, the chair just declares nominations closed after making sure that no more nominations are forthcoming. Customarily (although it's not required), the chair accomplishes this by calling three times for more nominations.

According to Robert's Rules, a motion to close nominations is out of order *as long as any member wishes to make a nomination*.

A motion to close nominations is usually not necessary unless it is apparent that members are nominating people just to honor them, and that the nominees have no intention of serving.

Usually the president closes nominations when no further nominations come forward from the assembly.

Nominations By A Committee

Using a nominating committee to assemble a list of willing and qualified candidates for office can greatly benefit members when the time comes to select their leaders. If the committee does its job well, the membership can enjoy some basic assurance that the candidates nominated have at least expressed interest in the job, have agreed to serve, and are qualified for the offices for which they're nominated.

The Nominating Committee's Role

The duty of a nominating committee is to find the best candidate for each office. The bylaws should not tie the hands of the committee to find more than one person to fill each slot; the committee should find the best candidate for each office. Persons serving on the committee can be nominated for office.

The secretary should give the committee a copy of the membership list, the bylaws, a description of the duties of each office, and the eligibility requirements. The committee must carefully review the eligibility requirements for each office and see that the nominees meet these requirements. If anyone is

elected, and it is discovered after the election that the person is not eligible, the election of that officer is null and void. The committee then has to find a new nominee, and the members have to vote again.

The committee should meet, carefully review the membership list, and select the people who they think will do the best job in each office. A member of the committee should then be designated to call each nominee to see if he or she is willing to serve if elected. If someone is not willing to serve, the committee needs to meet again and find another candidate.

If no candidate is found, the committee can leave that slot open for nominations from the floor. Or, they can tell members publicly that they do not have a nominee for a certain office; this allows members to volunteer. No one should be nominated without his or her consent because, if elected, the person may decline to serve and members will have to hold another election.

A Nominating Committee's Report

The report of the nominating committee is usually given under "special orders." When called on to give the report, the chairman of the nominating committee states the nominations for each office.

Chairman of Nominating Committee: Madam President, the nominating committee submits the following nominations: for president, Alex Shaw; for vice president, Bianca Fernandez; for secretary, Raymond Platt; and for treasurer, Donna Agnese.

Sometimes there is a split in the nominating committee over who to nominate. If a minority of the committee wishes to nominate someone else, the members in the minority can make the nomination when nominations are taken from the floor.

As soon as the committee reports, it is discharged from its duties. Sometimes the committee is revived to make nominations to fill vacancies. After the committee reports, the chair states:

President: The nominating committee nominates Alex Shaw for president, Bianca Fernandez for vice president, Raymond Platt for secretary, and Donna Agnese for treasurer. Nominations are now open from the floor. Are there any further nominations for president?

Nominations By Ballot

This method of nominations is based on the principle of allowing *all* voters to make nominations for all offices by completing a nominating ballot. The ballots are tallied very much like an election ballot, and the report becomes the list of nominees for each office. This method gives voters an idea of the group's preferences without holding an actual election.

Nominations By Mail

Taking nominations by mail is basically the same as taking nominations by ballot. Take security measures to protect the privacy of the nominating ballot; each member is instructed to fold his or her ballot inside a signed envelope and mail it back in an outer envelope. When the nominating ballot is received, the signed inner envelope containing the ballot is logged in against a list of voting members, and the ballot is deposited in a receptacle for tallying like an election ballot.

Nominations By Petition

Some organizations add nominees to the ballot only if the name is submitted on a petition signed by some minimum number of members. Nomination by petition is another method of nomination by mail; provisions must be made for it in the bylaws, and standard forms must be provided to candidates and electors upon request.