

5. Board of Directors

5.1 Qualifications

As specified in the Bylaws, Officers and Directors shall be Active members of the association. No more than one person from the same company or firm may serve concurrently on the Board. In the case of a large organization with multiple departments, exemptions may be made in keeping with the stated conflict of interest policy.

5.2 Nominations

A. There shall be a Governance Committee consisting of a Chairperson and at least three additional members. The Chairperson shall be the Immediate Past President, and one of the four members shall be the Vice President.

B. Nomination forms should be distributed to the membership and should be returned to the Chairperson of the Governance Committee in time for the nominees to be presented to the membership at the May meeting.

C. The Governance Committee should meet and develop a slate of Officers and Directors and present it to the Board for approval prior to the May membership meeting.

D. Once approved by the Board of Directors, the slate will be presented to the membership at the May meeting and published on the web site, with notice that the elections will be held at the June membership meeting.

5.3 Elections and Term of Office

A. Elections will be held at the Annual Meeting in June.

B. A quorum (10% of the membership as defined in the Bylaws) of the membership must be present and voting for the elections to be valid.

C. Additional nominations may be received from the floor during the meeting when the elections are held. All members nominated from the floor must agree prior to the elections to serve on the VAFRE Board as an Officer or Director.

D. The term of office shall be two years, not to exceed a total of six consecutive years and until their successors are elected. A member may be invited to return to the Board after one year from the ending date of their last term.

5.4 Meetings

Board of Directors meetings are held every other month in conjunction with monthly meetings or at other times agreed upon by the Board Members. Special meetings may be called according to the bylaws. Unless otherwise indicated, VAFRE Board Meetings are open to the public.

5.5 Attendance and Removal of Directors

A. Board Membership is a privilege and carries with it certain responsibilities. As a result, attendance is important and expected. Multiple absences without cause may cause a Director to be removed from the Board.

If a Director cannot attend, notice should be given to the President and the Management Company as soon as possible. If a quorum will be lost, the Management Company, after consultation with the President, will advise the other Directors of the status of the meeting.

B. Directors may be removed from the Board, with or without cause, at any time by a majority vote of the Board. Vacancies created by such a removal may be filled by the Board for the remainder of the term. The responsibility for monitoring the removal process and for communicating the removal to the affected Board Member lies with the Nominations Committee in conjunction with the President.

5.6 Vacancies

Any vacant Director or Officer positions will be filled as specified in the Bylaws and Articles of Incorporation.

5.7 Quorum and Manner of Acting

A. As specified in the Bylaws, a majority of the Directors shall constitute a quorum for the transaction of business. Each Director present shall be entitled to one (1) vote. No proxy votes will be accepted.

B. The act of a majority of the Directors present at any meeting at which a quorum has been established shall be the act of the Board of Directors.

C. The Board of Directors will be governed by Robert's Rules of Order.

D. An article of business or proposal for Board action can be written or proposed by any Staff, Board Member, or member, and will be considered at the next scheduled Board Meeting if a quorum of members are present. Proposals can also be made verbally at Board Meetings.

E. If requested and approved by all Board Members present, a vote to take action can be deferred and take place by e-mail.

5.8 Agendas

The Management Company shall issue to the Board and Committee Chairs a call for agenda items and set a deadline for agenda items and reports which shall be approximately one week prior to each scheduled Board Meeting. The Management Company will compile the Agenda, Financial Statements, Minutes of the previous Board Meeting, and the Committee Reports and post them on the Board Resource page of the web site for the Board to review prior to the meeting.

5.9 Meeting by Conference Call

A conference call or any other method which allows all participants to hear each other or to communicate clearly may be used for a Special meeting. As required in the Bylaws, notice of such Special meeting must be given five (5) days in advance. The notice need not state the purpose of the meeting. The presence of a quorum will be established by a roll call, and all regular meeting procedures for motions and discussion will be followed.

5.10 Voting by E-mail or Other Electronic Means

Voting by E-mail may be used for the Annual Meeting elections, By-Laws and Articles of Incorporation changes or between Board Meetings when the subject involved is considered to warrant action of an urgent nature. The following procedures will apply:

- The maker of the motion will prepare the motion in the usual format as is the custom in Board Meetings, and will provide a written rationale or justification, giving the pros and cons of the issue involved.
- The maker will forward the motion and justification to the President and Secretary for distribution to all Board Members.
- The Secretary will ensure the motion and justification appear to be clear and understandable.
- The Secretary will have the Management Company forward a copy of the motion and rationale or justification to each Board Member for their vote. Votes will be "in favor", "against", or "abstain."
- The Secretary will provide a form for each Board Member upon which they will record their vote. The form will include a statement of the date by which the Board Member is expected to respond if their vote is to be counted.
- Each Board Member will return their vote by e-mail, mail or fax on the form provided by the Secretary.
- The Secretary will announce the outcome of the vote to all Board Members by e-mail and will include this announcement in the minutes of the next scheduled Board Meeting

5.11 Conflict of interest

In order to prevent the personal interest of Staff members and Board Members from interfering with the performance of their duties to VAFRE or resulting in personal gain at the expense of VAFRE all Staff and Directors are expected to comply with the Conflict of Interest policy adopted by the Board of Directors. See Appendix G, page 28.