
THE PACK LLAMA TRAIL ASSOCIATION

NOMINATING POLICY & PROCESS: THE NOMINATING COMMITTEE

1. INTRODUCTION

The structure and duties of a Nominating Committee are proposed to align with the bylaws governing board terms, nominations, and elections, and those governing committee formation. The relevant bylaws are given for ready reference.

2. BYLAWS GOVERNING BOARD MEMBER REPLACEMENT

5.1 GENERAL POWERS. *The Board of Directors shall have full power and authority over the affairs of the Association.*

5.2 NUMBER, TENURE AND TERM. *The number of Directors shall be five to nine (5-9). Each Director shall hold office for a term of two (2) years. Directors' terms shall extend to and end on June 30th of the last year of the term for which the Director was elected or until a successor is elected or appointed. All expiring terms shall be filled by elections as set forth in section 5.11. Directors may serve for no more than 3 consecutive terms, before retiring for a minimum of one (1) year. After the minimum one (1) year retirement the Director will again be eligible to hold office for a period of three (3) terms.*

5.9 VACANCIES. *A vacancy occurring in any directorship shall be filled by the remaining Directors on the Board by appointment of a member in good standing. A Director appointed to fill a vacancy shall serve for the remaining portion of the term of their predecessor.*

5.11 NOMINATION AND ELECTION PROCEDURES FOR THE BOARD OF DIRECTORS

5.11.1 NOMINATION. *Candidates for Director shall be nominated by any of the existing Directors. All nominees must be members in good standing of the Association who have paid their annual dues. Nominations shall be closed no later than thirty (30) days before the end of the term of the outgoing Director(s).*

5.11.2 VOTING PROCEDURE. *Each existing Board Member shall exercise their right to vote by sending their vote to the Board of Directors.*

5.11.3 ELECTION. *The President or an appointee shall tabulate the results and report to the Board of Directors in writing, including by email, the names of those elected.*

5.11.4 TIED VOTES. *In the event that two or more candidates receive the same number of votes for a position on the Board of Directors, the facilitator [President?] will cast the deciding vote.*

7.1 COMMITTEES. *The Board of Directors by resolution adopted by a majority vote of the Board of Directors may establish committees, which may include a Director and which shall have and exercise the authority as specified by the Board of Directors. The Board of Directors may establish committees, as needed, by majority vote. Each committee so established may include a Director who shall have the authority specified by the Board of Directors. The President of the Association shall appoint committee members with approval of the Board of Directors. Any committee member may be removed by the President, with approval of the Board of Directors, in the best interest of the Association. The designation of a committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.*

3. STANDING RULES REGARDING BOARD MEMBER REPLACEMENT

The PLTA Standing Rules address board member replacement and the relationship of the Nominating Committee to other members of the board in Sections III and IV. Pertinent passages are quoted below:

SECTION III. BOARD OF DIRECTORS

Board Structure and Process

- *Monitor and regularly discuss the Board's own process and performance, seeking to ensure the continuity of its governance capability by selection of capable directors, orientation of directors, Board training, and Board evaluation.*

Board Responsibilities

- **Human Resources:** *Builds a competent board by recruit members with appropriate skills and talents. Supports and evaluate the president by ensuring she or he has the moral and professional support needed to further the goals of the organization. Evaluates and constantly improves the Board's performance as the governing body and sets expectations for involvement of volunteers. Generally oversees the association's management.*

Board Member Criteria

- *In nominating members for the Board, the Board Directors (or Nominating Committee) shall be guided by a Board-approved "profile" showing the desired make-up of the Board, requirements for all members, and categories of special expertise that is desirable on the Board.*

Orientation

- *Prior to election, each nominee shall be given this document along with adequate briefings on the role of the Board, officers, and members, and an overview of programs, plans, and finances. Soon after election, each new Board member will be given more comprehensive orientation material and training.*

SECTION IV. OFFICERS

President – Responsibilities

- **Committees:** *Recommends to the Board which committees are to be established. Appoints committee Chairs. Seeks volunteers for committees and coordinates individual Board member assignments. Makes sure each committee has a Chair, and stays in touch with Chairs to be sure that their work is carried out. Identifies committee recommendations that should be presented to the full Board. Determines whether executive committee meetings are necessary and convenes the committee accordingly. May attend any and all committee meetings as an ad hoc member.*
- **Board Affairs:** *Ensures that Board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new Board members. Periodically consults with Board members on their roles and helps them assess their performance. Assigns tasks and responsibilities to members of the Board*

4. NOMINATING COMMITTEE

One of the most important committees for any nonprofit organization is the nominating committee, although all board members should be aware of people within PLTA that would be strong potential board members.

Key duties of this committee should include the following:

- It evaluates the needs of the board and develops a profile of the kinds of people that are needed to fill existing or upcoming vacancies on the board.
 - It works with the rest of the board members to help find the right people to fill board positions.
 - It reaches out to PLTA members for names of individuals interested in serving on the board.
 - Prospective new board members should continuously be in the pipeline.
 - It researches and discusses each of the prospects before deciding which to bring to the board as a candidate.
 - It requests and reviews a written statement of interest in the PLTA and experience with working llamas from the candidate(s) under consideration.
 - Before finalizing the nomination, it interviews each candidate via teleconference, including explaining the standing rules and what is expected in terms of participation.
 - The board then votes on the nominated candidate(s).
- The Nominating Committee shall be established by majority vote of the board. Composition should be two to three board members whose terms are not expiring. Members shall be appointed by the President with approval by the board. Member terms are one calendar year, but members may serve multiple terms at the pleasure of the President.