



THE MOUNTAINEERS

Board Policy: Elections of At-Large Directors



Policy Statement

It is the policy of The Mountaineers to seek qualified and skilled candidates, representing a diversity backgrounds and experiences, for the At-Large Board of Directors positions.

To fulfill their responsibilities on the Board of Directors, our At-Large Director positions must collectively possess skills, experiences and characteristics that include:

- Strategic planning and management
- Budgeting, financial analysis, and controls
- Board governance
- Organizational design and management
- Equity and inclusion
- Philanthropy
- Risk management and compliance
- Conservation and advocacy
- Marketing and communications
- Publishing

While it's unlikely any individual nominee possesses deep expertise in each of these areas, it is critically important that all of these areas are well-represented by our At-Large Directors. In addition, The Mountaineers strives to have a Board of Directors who represent the diverse spectrum of backgrounds and lived experiences of our community and will recruit a pool of At-Large candidates accordingly.

Application

1. At-Large Directors shall be nominated and elected in accordance with the bylaws of The Mountaineers.
2. In the spirit of transparency, the Governance Committee shall publish desired criteria for At-Large Directors and the process for evaluating and selecting At-Large candidates.
3. Interested parties shall have the ability to self-nominate or nominate others for At-Large Director positions. Each nominee will be evaluated in a fair and equitable way.

4. Nominee information as well as the discussion and evaluation of potential At-Large candidates by the Governance Committee shall be confidential in order to protect personal information and the integrity of the process.
5. In accordance with the Member Code of Ethics, candidates should operate in transparency and with integrity, adhering to the following policies:
 - A. Information about nominees will be shared with full membership by staff through The Mountaineers website. This communication will include the candidate's name, branch, and membership tenure. Candidates are also encouraged to submit a candidate biography including relevant professional and volunteer experience and will be limited to 250 words.
 - B. Candidate statements or communications may not include any false or misleading information and/or present comments about other candidates that could be considered disparaging/derogatory.
 - C. Candidate statements are not permitted to include promises of specific actions, outcomes or policy platforms.
6. Concerns about specific candidate behavior should be elevated through the Secretary of the Board of Directors.
7. Candidates who violate these policies will first be issued a warning, and a second violation may result in disciplinary action. The Governance Committee will evaluate potential policy violations and disciplinary actions shall be determined by a majority vote of the committee.
8. Elections shall be conducted as described in the bylaws, "Voting."
 - A. Eligible members (as defined in the bylaws) shall receive ballots or notice of electronic balloting within 15 days after the annual meeting.
 - B. Ballots and electronic transmissions must be received (or postmarked) prior to the close of voting, typically before the close of business on the fourth Monday of the month in October or as stated in the ballot or notice of balloting. Ballots and electronic transmissions received or postmarked after that time will not be counted.
 - C. Ballots and electronic transmissions shall be counted promptly, usually within 4 days after the close of voting.
 - D. Voting procedures shall assure that voter identity is only used to verify vote legitimacy (e.g., member in good standing, no duplicate votes) when the ballots are counted.

Responsibility

The Secretary, with the support of Mountaineers staff, is responsible for establishing procedures for accurately counting the ballots and assuring that these procedures are followed. The Secretary is also responsible for preparing a written report to the President that tabulates the election results and for communicating the results to the membership.

Policy Owner: Secretary

Approved Date: MAY 20, 2021 BY THE MOUNTAINEERS BOARD OF DIRECTORS

All Board Policies are to be reviewed annually by the Governance Committee with each Policy Owner.