



## **Board of Directors Election Policy**

**Updated July 1, 2022**

### **Introduction:**

This policy outlines a standardized process USA Archery uses to conduct fair and transparent elections through which the best candidates are elected and appointed as Directors to the USA Archery Board of Directors.

### **Nomination and Governance Committee (N&GC)**

The Nominating and Governance Committee shall:

1. Identify and evaluate prospective candidates for the Board
2. Select Independent Directors to serve on the Board as provided in this policy and the USA Archery bylaws
3. Consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic issues
4. Review candidates' background checks and SafeSport training and adjudications to ensure that they are current and no disqualifying actions are present
5. Each election year confirm the deadline dates in the timeline of the policy

In soliciting and/or identifying a candidate for nomination to the Board, the Nominating and Governance Committee shall take into consideration:

1. Whether the candidate meets the minimum qualifications stated in the Bylaws for election to the USA Archery Board in the category in which they have been nominated
2. The candidate's contribution to the effective functioning of USA Archery
3. Whether the candidate can attend meetings and fully participate in the activities of the Board
4. USA Archery's need for a diverse Board of Directors

### **Ethics Committee**

The Ethics Committee shall:

Review candidates' Conflict of Interest Statements according to the USA Archery Bylaws and report to the N&GC whether a candidate has a conflict in these areas which would preclude them from serving on the USA Archery Board of Directors

### **Board of Directors**

The USA Archery Board of Directors shall:

1. Ensure that no board member who is eligible to run for reelection participates in any discussions or decisions about the election where nominations are concerned and that those Board Members are not present during those discussions and decisions
2. Determine the expertise and diversity that is needed on the USA Archery Board and direct the N&GC to solicit and request that candidates who meet those qualifications nominate themselves for election
3. Determine the necessary expertise and diversity that is needed of Independent Directors and direct the N&GC to search for and recruit candidates meeting those goals
4. Monitor the election process through reports from the N&GC, Ethics Committee and USA Archery Staff
5. Determine if the final slate of candidates meets the experience and diversity requirements that were communicated to the N&GC
6. Extend the nominations deadline for fifteen (15) days in certain election categories if they determine that the expertise and diversity mandates have not been met with the final candidate slate. If the deadline is extended all future deadlines for all categories are automatically extended
7. Authorize the N&GC to proceed with the election process once the cut-off deadline for nominations passes
8. Board Chair verifies the election results before they are released to the membership

### **USA Archery Staff**

The USA Archery Staff shall:

1. Maintain the Ten-Year Eligible Athlete and the Ten-Year Eligible Para Athlete lists and verify Athlete Director eligibility
2. Make resources available to the N&GC for collection of nominations
3. Monitor the N&GC to ensure election policy compliance
4. Make communications available to the N&GC for discussions about the election process and its progress
5. Assist the N&GC in forwarding conflict of interest statements to the Ethics Committee
6. Assist the N&GC in determining the validity of each candidate's membership, background check and SafeSport certification
7. Assist the N&GC in posting announcements on the USA Archery web site along with mass marketing emails to members about the election process
8. Facilitate the election

### **Timing:**

Board of Directors elections, including selection of independent Directors, are conducted in odd-numbered years. Elections may be held in even-numbered years to implement staggered terms, if applicable.

The timing of election of Athlete Directors to the USA Archery Board of Directors may vary from the timeline in this policy due to the need to elect Athlete Directors to the AAC or Para AAC prior when applicable.

### **Election Year Timeline**

1. **February (3<sup>rd</sup> Friday)**
  - a. Announce that board elections will be conducted for the appropriate categories
  - b. Review and update the Ten-Year Eligible Athlete and the Ten-Year Eligible Para Athlete lists and coordinate necessary Athletes' Advisory Council elections,

which will also include a call for nominations for positions which may only be held by athletes on the Athletes' Advisory Councils

- c. Update sources of independent directors' appointees
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2. **April (1<sup>st</sup> Thursday)**
    - a. Call for nominations in appropriate categories
    - b. Review USOPC diversity scorecard
    - c. Prepare election documents
    - d. Remind membership of the election process and continue to request nominations
    - e. Pass nominations of qualified candidates to Ethics Committee
    - f. Begin search for qualified Independent Candidates if necessary
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3. **May (2<sup>nd</sup> Friday)**
    - a. Continue to call for nominations
    - b. Announce Jun 30 as close of application acceptance
    - c. Attempt to have at least 3 candidates per category on the ballot
    - d. No applications will be received or considered if not time-stamped before midnight Mountain time June 30
    - e. N&GC may encourage individuals to submit nominations
    - f. N&GC, assisted by USA Archery Staff, may use email, newsletters and social media to promote elections process
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4. **June (Last Thursday)**
    - a. Regardless of the number of candidates or composition of the slate of candidates, nominations close at 11:59:59pm on June 30 and no further nominations will be accepted unless the deadline for nominations is extended by the USA Archery Board of Directors
    - b. If a nomination is properly received and there is incomplete information or incorrect data, the N&GC may request the candidate supply or correct the information after the cut-off date/time
    - c. Remaining conflict of interest statements will be forwarded to the Ethics Committee for review
    - d. N&GC contacts applicants who do not meet the criteria for nomination to the Board of Directors in their requested position and informs them that they are not eligible for candidacy
    - e. N&GC provides the full list of nominations per category to the Board of Directors annotating which candidates were not selected for the ballot and the reason for their disqualifications
      - i. Board will review the candidate list and decide if there needs to be a more diverse slate and/or if there is a need for candidates with specific experience
      - ii. Board of Directors has the only authority to extend the deadline for nominations and then only to produce a more diverse slate of candidates
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5. **June (Last Wednesday) to August (2<sup>nd</sup> Friday)**
    - a. Ethics Committee receives and reviews conflict of interest statements according to the USA Archery Bylaws and determines if there is a disqualifying Conflict of Interest
    - b. N&GC contacts applicants as the Ethics Committee returns their conflict of interest statements and informs them of the results

- i. Cleared: candidate has no disqualifying conflict(s) of interest and will be placed on the ballot
    - ii. Not Cleared: Candidate has disqualifying conflict(s) of interest and will not be placed on the ballot
  - c. N&GC selects Independent candidates and offers Independent candidates for Ethics committee review to confirm independence
- 6. **August (3<sup>rd</sup> Monday)**
  - a. Announce the slate of candidates to the membership
  - b. N&GC ensures that all candidates execute background checks if necessary
  - c. Announce date of start of voting (normally set 30 days before the end of the election)
  - d. Voting period is not less than 30 days long
  - e. N&GC ensures that candidates' memberships are valid throughout the election process
- 7. **October (1<sup>st</sup> Tuesday)**
  - a. Polls open for voting
  - b. Distribute official voting instructions to each member who is eligible to vote
  - c. Publicize the voting process by official notification process, email, social media & USA Archery web site
  - d. Notify members to contact USA Archery if voting information is not received
- 8. **November (1<sup>st</sup> Tuesday)**
  - a. Polls close at 5:00pm MT on prescribed date by voting system
  - b. If there are 3 or more candidates in a category and one candidate does not receive more than 50% of the vote an immediate run-off election will be conducted for that category
- 9. **Upon Certification of Election (usually within 1 or two days of the close of election)**
  - a. Election results provided to N&GC, and USA Archery Staff
  - b. Election results reviewed and approved by N&GC as official and Board Chair informed of the full election results
  - c. N&GC personally informs all candidates as to who won the election and thanks them for their candidacy and willingness to serve
  - d. USA Archery issues announcement of election results by email and press release
  - e. Election results will be announced by USA Archery as soon as practical after the election

## **Candidate Selection Procedures**

### **Candidate Nominations:**

- 1. **Constituent-Based Positions:**
  - a. Candidates submit, or have submitted for them as required, a nomination form with all supporting documents before the cut-off time for nominations
  - b. Candidates are evaluated by N&GC to determine if they are eligible and meet the requirements, as set forth in the Bylaws, to be a candidate for election

- c. Once a candidate is determined to be eligible for election their information is passed to the Ethics Committee for vetting
- d. Once the Ethics Committee has determined that a candidate is not disqualified due to conflict of interest the Ethics Committee communicates to the N&GC that the candidate may be placed on the ballot for election

**2. Appointed Board Positions (Independent Directors)**

- a. Independent directors are recruited by the N&GC and selected for Board Positions
- b. Independent Directors are recruited and selected by the N&GC based on the need to form and keep a diverse Board with candidates who are skilled in various areas of business and/or law
- c. Independent Directors are subject to the same Conflict of Interest, SafeSport and Background Check requirements as elected Board Members and must be clearly independent as stated in the USA Archery Bylaws

**3. Final Candidate Selection**

- a. Constituent-Based Positions
  - i. Candidates are considered eligible and are selected for the ballot if they meet the criteria as set forth in the bylaws for the position for which they are nominated
  - ii. No interview process is required or allowed unless the Ethics Committee indicates that there may be a conflict of interest which needs explanation or clarification
- b. Independent Directors
  - i. N&GC will conduct interviews with recruited or referred candidates to determine if they meet the needs of the Board
  - ii. Interviews should include questions to determine if:
    - 1. The candidates support the Board's strategic plan and diversity policies
    - 2. Have the proper skill set to be an asset to the organization
    - 3. Have experience working with National Governing Bodies or comparable non-profit Boards
  - iii. After the interview process, the N&GC may appoint the candidate that they believe is best suited for the Board Position being filled

**4. Report to the Board of Directors**

- a. One week before the close of nominations the N&GC will make a report to the USA Archery Board of Directors
  - i. They will report their selection of candidates to the USA Archery Board of Directors
  - ii. The N&GC will explain why candidates who were not selected were passed over and why their nomination was turned down
- b. The USA Archery Board of Directors, through the Board Chair may:

- i. Approve the slate of candidates, but may not remove any candidates from the list submitted by the N&GC
- ii. For diversity reasons, request that the N&GC solicit additional candidates who would create greater diversity on the Board
- iii. For business reasons, request that the N&GC solicit additional candidate(s) who have certain backgrounds which are lacking on the Board
- iv. At the close of the nomination process, extend the deadline for nominations for certain categories if the Board believes that no nominated candidate has the expertise needed on the Board.

### **Finalize Election**

At the end of voting the N&GC will report to the USA Archery Board Chair

1. The total votes by category for each candidate
2. Whether there were any ties for first place
3. The results of any automatic run-off elections

At the direction of the USA Archery Board Chair, the N&GC will contact each candidate and personally inform them of the election results.

After the N&GC has contacted each candidate the USA Archery Staff will post the election results on the USA Archery web site and social media pages.