



## AMERICAN CANOE ASSOCIATION (ACA)

**POLICY TYPE:** *Governance*

**POLICY TITLE:** *Electronic Voting Process*

**ORIGINAL:** *4/17/2013*

**DRAFT:**

**POLICY NUMBER** *GOV-011*

**REVISION:** *0*

**REVISED:**

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*The 2012 revision of ACA Bylaws was developed and approved primarily to permit proxy voting as a means to make electronic voting available to all members.*

*ACA Bylaws Committee*

### **Purpose:**

The purpose of this policy is to detail means and methods for membership voting by members of the American Canoe Association (Association, ACA).

### **Background:**

The American Canoe Association was incorporated in 1927 as a membership corporation under New York State Not-for-Profit (NYS-NFP) corporation law. Its Certificate of Incorporation and its Bylaws require membership control over corporate decisions. As of the creation of this document, NYS-NFP corporation law requires that voting for Association directors or on member referenda must occur at the Annual Membership Meeting or a Special Meeting (AMM/SM). The law has not yet been updated to directly allow for electronic voting in non-profit corporations, *although there is legislation pending before NY State Congress to permit electronic voting (see references)*. NYS-NFP law does permit those corporations whose bylaws permit proxy voting, to arrange for proxy voting via electronic means. The ACA has, with its 2012 bylaws revision, passed wording to permit proxy voting by its membership.

Voting for the National Board of Directors (Board, BoD) and on Association referenda is the primary means by which members can influence the operations, governance and mission-related responsibilities of the ACA. It is therefore critical for members to participate in voting and making decisions based on a complete understanding of the information and legal documents presented to them; and it is incumbent upon the Association to make every effort to provide a means by which members may cast their votes. Proxy voting, electronically or by any other ACA board approved method allows members who may have difficulty in attending meetings, to, with proper postings, cast an informed vote.

## **Voting Procedure:**

Nominations: Nominations of candidates shall follow provisions of the prevailing revision of the ACA Bylaws. Generally this process will be executed by the Nominating Committee, including preparation of ballots for election of candidates as required by ACA Bylaws.

Floor Nominations: In addition to recruitment by the BoD Nominating Committee, bylaws also provide for "nominations from the floor" when such nominations meet required conditions. Members choosing to write in the name of a nominee on the proxy ballot must be sure their nominee has sent or will send their consent to the Board Nominating Committee care of the ACA National Office. The proxy ballot with the write-in nomination must be received at least 10 weekdays before the AMM/SM so the nominating committee can ensure that qualifications for nomination are met. Provided these steps are followed the nominee will be presented from the floor by the Board Secretary.

### Notice of Meetings:

Meeting notices will follow/reference applicable state law and the ACA Bylaws.

*NOTE: Email and other electronic notification is included in proposed NYS Non-Profit law. Pending legislation should be monitored for future requirements.*

### Collection of Proxies:

For the purpose of the Association's proxy voting process, ACA members shall transfer only a limited proxy. This means that they shall determine how to cast their own vote and, by proxy, designate the Board Secretary to cast this specific vote on their behalf at the AMM/SM. The Board Secretary is authorized to cast only one vote per candidate or referendum on their own behalf.

The Association may collect membership proxies and proxy ballots on-line starting not less than 30 days prior to the AMM/SM, such proxies instructing the Board Secretary how to cast votes on their behalf at the meeting. The proxy voting instructions shall make provision for write-in candidates on proxy ballots.

By law, proxies count toward a meeting quorum for the vote in question, so voting members providing proxies must be tallied in order to verify a valid quorum at AMM/SM. As part of the proxy-voting process, each member will be required to indicate they have read and understand and agree with the Proxy Statement which describes the legal requirements of the ACA voting process (see appendix for sample).

By law, a proxy may be rescinded at any time, if for instance the member wishes to change their vote. Thus, the proxy voting process must allow provision for each member to log-in and change their vote up to 5 business days prior to the meeting. Past this date, the member may still change their vote, but only by attending the AMM/SM "in person", rescinding their electronic proxy, and casting a ballot at the meeting.

Ballots: Clean and concise ballots for board candidates will designate the body nominating each candidate. Detailed biographical and focus information shall be provided separately for each candidate. Referenda ballots will clearly designate the name and purpose of each

referendum. Board and/or officer recommendations and any background data supporting understanding of the referendum shall be provided separately for each referendum.

In all cases the ballot shall be clear as to the meaning of a for (pro), against (con) or null vote. Per ACA Bylaws, elections with multiple candidates shall be decided by a plurality of votes cast.

#### Voting at Annual Meeting:

All members in good standing who attend the annual meeting must, by NY State NFP law, be allowed to and given provision for casting their vote in the annual election should they wish to do so. Further, members who have already delivered proxy votes to the Board Secretary, must legally be allowed to change these votes after the proxy cut-off date by attending the Annual Meeting and voting in person. Both provisions must be prepared for at the Annual Meeting.

Votes delivered by electronic proxy to the Board Secretary by the cut-off date, adjusted for those proxies rescinded electronically at the AMM/SM shall be given to the Board Secretary or their designee along with any new paper ballots cast at the Annual Membership Meeting. These shall be officially tabulated and the results publicly announced within 20 days of the close of the AMM/SM.

#### **Definitions:**

Proxy: The word proxy has two meanings (1) the authority to represent someone else, especially in voting and (2) the person authorized to act on behalf of another. The word is appropriately used in both ways throughout this policy.

Limited Proxy: this authorizes the proxy agent to cast votes only as directed by the voting member.

Notice of Meeting: Each notice to ACA members must contain the name of the Association, the address, the date and the time of the meeting.

Quorum: New York State non-profit law and ACA bylaws provide for a quorum of 100 eligible voting members at an AMM or SM or 10% of the actual membership whichever is less.

Proxy Agreement: The proxy agreement is a document describing the rights of members and the rules and regulations under which ACA shall conduct proxy voting. By reading and agreeing to provisions of the agreement via the "proxy form" they transmit limited proxy authority to the Board Secretary.

Ballot: The ballot shall contain a listing of open "positions" and "nominated candidates" making provision for the member to cast votes for candidates, write-in candidates, and vote for or against referenda. Ballots shall also provide for member review and approval of referenda that may require their approval.

Ballots may be printed or electronic. Use of a valid electronic signature shall constitute proof that one-member, one-vote requirement is met for electronic ballots. Appropriate personal identification shall constitute this proof if printed ballots are executed at an AMM/SM.

**Electronic Signature:** Any proxy form executed electronically must be validated through the method identified by ACA staff that assures one member- one vote. An example may be the use of a valid membership number, or such number in combination with a member PIN, or zip code.

**Revisions:**

Revisions to this policy shall be completed by the Board Secretary with support from the Nominating Committee and ACA Staff and approved by the National Board of Directors. All revisions must be consistent with the prevailing ACA Bylaws and prevailing Non-Profit code. The Board Secretary shall maintain historical versions of this document.

Revision History		
Rev	Description of Changes	Date
0	Original document	4/17/2013

**Attachments:**

1. Sample Meeting Notice
2. Electronic Proxy Voting Information
3. ACA Proxy Agreement
4. Sample Electronic Ballot

**References:**

1. ACA Bylaws, Revision 2001
2. ACA Bylaws, Revision 2012
3. NY State Bill S7431-2011 – “Non-Profit Revitalization Act of 2011”, <http://open.nysenate.gov/legislation/bill/s7431-2011>



Form for GOV-011A Rev 0  
**Sample Meeting Notice**

**American Canoe Association**

Notice of ***(Annual, Special)*** Meeting, ***(YEAR)*** and Proxy Statement

The Annual Meeting of the American Canoe Association will be held in the ***(LOCATION)*** on ***(DATE)*** at ***(TIME)***, for the following purposes:

1. To elect directors to serve on the National Board of Directors for terms expiring at our annual meeting in ***(YEAR-2 years hence)***;
2. Consider any proposed amendments to the Association bylaws.
3. Consider any other business appropriate to come before the members of the Association in accordance with the process established by the Board of Directors.

Association members, with membership record longer than six months, and who are eighteen (18) years of age or older as of January 1 ***(current YEAR)***, are entitled to receive notice of and to vote at the meeting. If you believe you have received this notice in error, or if you have not received a notice but feel you are entitled to participate, please contact any staff member in the ACA office at 540-907-4460.

We cordially invite you to attend the meeting and to vote in current elections. To ensure your representation at the meeting, we encourage you to take advantage of the on-line voting process available through the ACA Website at: ***(link)***

Please vote promptly by the Internet by following the instructions provided even if you plan to attend the meeting. Using our Internet voting systems, will not prevent you from voting in person at the meeting if you wish to do so.

Fredericksburg, VA ***(DATE OF NOTICE)***

By Order of the Board of Directors ***(NAME OF SECRETARY)***, Secretary

Reference GOV-011B Rev 0



*Sample*  
**Electronic Proxy Voting  
Information**

**How are votes cast?** Members may vote in person at the meeting or through a proxy. To vote by proxy, you may vote electronically through the Internet by logging into your ACA account and following the instructions on *(link)* page. You will be asked to enter your member number to ensure the security of your vote. You will find your member number at *(link)*. Before you vote, you should carefully review this proxy statement and related materials. For your convenience, elections support materials may be viewed at the *(link)* area of the website. You may also wish to visit the member's forum to discuss your view with other members.

**What is a Limited Proxy?** By using the ACA Electronic Voting Process you provide the ACA Board Secretary with a limited proxy to cast votes on your behalf specifically as you direct on your electronic ballot.

**Can I change my vote?** You have the right to change your vote at any time before votes are counted at the meeting. You may do so via the Internet by logging in again and recasting your vote up until ten (10) days before the meeting. After this date your vote CANNOT be changed via the Internet, however you may vote in person at the meeting after first rescinding your electronic proxy.

**What are the requirements for a quorum?** Members are counted as present at the meeting if you attend the meeting or if you properly execute a proxy and vote through the Internet. In order to legally vote on matters at the meeting, a quorum of members must be present in person or by proxy. Our NY State Non-Profit Law states that 100 members constitute a quorum at an Annual or Special Meeting of the membership or 10% of the membership whichever is less. If a quorum is not present, the meeting will be adjourned until a quorum is present. Assignment of proxy and electronic transfer of voting instructions allows us to plan for an orderly meeting and election process.

**How many votes are needed to elect the directors and pass other ballot issues?** Directors shall be elected by a plurality of eligible votes cast. Our ACA Bylaws may be amended, altered or repealed, and new bylaws made, upon the affirmative vote of two-thirds of the eligible votes cast at a membership meeting where a quorum of members is present. Property may be divested by an affirmative vote of two-thirds of the Board and an affirmative vote by two-thirds of the ballots cast in a referendum properly presented to the membership. All other matters that properly come before the membership shall be decided by a majority vote of the voting members of the Association present in person, and members who have properly executed proxies.

**Can directors be nominated “from the floor”?** You may write in a nominee’s name for a place on the board of directors on your proxy ballot providing you understand and comply with the procedures for nominations from the floor as described in our bylaws.

If you choose to write in the name of a nominee on the proxy ballot be sure your nominee has sent or will send their consent to the Board Nominating Committee care of the ACA National Office. Your proxy ballot with the nomination must be received at least 10 weekdays before the Annual Meeting so the nominating committee can ensure that qualifications for nomination are met. Provided these steps are followed your nominee will be presented from the floor by the Board Secretary.

**How will voting on any other business be conducted?** Business other than voting shall be presented by individual referenda. Please consult the website, your electronic ballot or your printed ballot (at the meeting) for more information on pending referenda.

**Who will count the vote?** At the meeting all valid proxy votes will be delivered to the Board Secretary along with all paper ballots. The Secretary is responsible for a fair and accurate accounting of the votes cast and for forwarding of election results to be published by ACA Staff within 20 days of the close of the meeting.

Form GOV-011C Rev 0



# American Canoe Association Limited Proxy Agreement

***(MEETING NAME, DATE and LOCATION)***

As a voting member of the American Canoe Association (ACA) and by execution of an electronic ballot, I do hereby constitute and appoint to the Secretary of the Association or his/her designee my revocable proxy with powers of substitution for and in the name and place of the undersigned, to appear, represent, and cast votes only as I specifically instruct in reference to the meeting to be held as described above.

I hereby specifically authorize and instruct the ACA Board Secretary to cast votes on my behalf in reference to the following matters.

- Election of Board Members – as indicated by me
- Specific Referenda pending before the membership – as indicated by me

By providing my electronic signature to the proxy ballot I hereby revoke all prior proxies previously executed. I understand this proxy may be revoked by resubmitting the electronic ballot form.

I understand this proxy may be revoked by my attendance in person at the Annual Meeting provided I register with the Secretary or their designee prior to the start of meeting. In no event shall this proxy be valid for a period longer than 90 days after the date of the meeting for which it was given.

By checking the appropriate box on the ballot I do affirm that I have read and have electronically signed this agreement.

**AMERICAN CANOE ASSOCIATION  
108 HANOVER STREET  
FREDERICKSBURG VA 22401**





Form GOV-011D Rev-0

## Sample Electronic Ballot

### ACA Electronic Ballot

#### Assignment of Electronic Proxy

\_\_ I have read and agree to abide by ACA Electronic Proxy agreement and do hereby grant limited proxy to the ACA Board Secretary to cast votes at the annual meeting on my behalf as indicated below. If members do not complete the proxy agreement, electronic voting is not possible. Click *here* to read the ACA Proxy Agreement.

**Election of Board Members:** *Please cast the required number of votes for each slate*

**SLATE 1: Directors-at-large** (*vote for up to six*)  
***nominee bios***

*(link to*

\_\_ A. L. Director 1    \_\_ A. L. Director 2    \_\_ A. L. Director 3    \_\_ A. L. Director 4  
\_\_ A. L. Director 5    \_\_ A. L. Director 6    \_\_ A. L. Director 7    \_\_ A. L. Director 8

*You may enter write-in Candidates for At-Large Director below if less than 6 votes are cast above. Write-in ballot must include name, age and ACA Membership Number of the candidate.*

Name:     Enter     Age:     Enter     ACA #:     Enter    

**SLATE 2: Nominees from the ACA SEIC** (*vote for one*)  
***nominee bios***

*(link to*

\_\_ Sei C Director 1    \_\_ Sei C Director 2    \_\_ Sei C Director 3

**SLATE 3: Nominees from the Nat. Competition Council** (*vote for one*) *(link to*  
***nominee bios***)

\_\_ N. C. Director 1    \_\_ N. C. Director 2    \_\_ N. C. Director 3

**SLATE 4: Nominees from Nat. Properties Committee** (*vote for one*) *(link to*

***nominee bios)***

N.P. Committee 1    N.P. Committee 2    N.P. Committee 3

**SLATE 5: Nominees from Divisional Committee (*vote for one*)**      ***(link to nominee bios)***

Div Committee 1    Div Committee 2    Div Committee 3

**SLATE 6: Co-op nominees from Board President (Vote for up to 5)**      ***(link to nominee bios)***

Coop Director 1    Coop Director 2    Coop Director 3    Coop Director 4  
 Coop Director 5    Coop Director 6    Coop Director 7

**Membership Referenda**

**Referendum 1: ACA Bylaws Revision 1927**      ***(link to referendum notes & discussion)***

The National Board of Directors recommends a vote FOR the proposed amendments to the Association Bylaws details of which are available at the link above.

Please cast your vote :       For the referendum       Against the referendum

**I understand this proxy may be revoked by resubmitting this electronic form or my formal attendance in person at the meeting and participation in the in-person voting process.**

**Electronic Signature** (*required to execute your proxy vote*)

-----*Enter*-----

**In no event shall this proxy be valid for a period longer than 90 days after the date of the meeting for which it was given.**

**AMERICAN CANOE ASSOCIATION  
108 HANOVER STREET  
FREDERICKSBURG VA 22401**