

Developing an Election Procedures Manual

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In last week's article I discussed some of the gray areas as to information that could be included in the bylaws. One governance area where controversy can potentially arise is the election of board members. If your bylaws are silent on that issue, and you do not choose to add election procedure guidance in the bylaws you might consider developing a board election procedures manual. As the name implies, an election procedures manual is developed and approved by the board of directors and provides the guidelines for the fair and consistent election of the members of the board of directors. Once developed, it would be logical to include the manual on the cooperative's web site. At the very least, the board chair should announce that the manual is available for inspection at the annual meeting, for any member with questions on the election procedures. The board will obviously want to ensure that the manual is consistent with the cooperatives articles and bylaws.

A board election manual should describe who will officiate the election process, and the role of the nominating committee. It should describe the criteria for a candidate to be eligible to run for the board as well as the criteria for a member to be eligible to vote. That information should be repeated in the manual, even if it is covered in the bylaws. The manual should also describe the nomination process and whether a member needs to submit an application to become a candidate. The process of reviewing candidate applications or nominations should be described. That review can be important in cases where an individual is not eligible to run for board due to the fact that they are not a voting member or are out of compliance with policies. It can also be useful to also include a job description and code of ethics for the board of directors. The manual should cover voting procedures, how votes will be counted and the procedures for run-off ballots. It is also useful to define how "questionable" or "duplicate" ballots will be handled and who will make that determination. Finally, the manual should describe how the election results will be announced and procedures for challenges to the election.

A board election manual helps to ensure that board member elections are conducted in a fair and consistent manner. It increases the transparency of the governance process and eliminates any perception that the board chair or nominating committee chair is "making it up as they go along". A board election procedure manual is kind of like that life vest which is under the seat on airlines. You probably won't need to refer to it very often but it can be invaluable when you need it.

If you would like a sample of a board election manual, drop me an email at phil.kenkel@okstate.edu. Now I wonder if those seat cushions really function as flotation devices?