

Procedure for Replacement of Vacated Board Positions
March 11, 2009

ARTICLE VI GOVERNING BODY
Section I. Vacancies on the Board

In the event that a board seat becomes vacant the STNC will fill that vacancy through the following procedure:

- 1 During the same meeting of the board where a seat on the STNC is confirmed as vacant, an announcement shall be made to the board and stakeholders in attendance that the seat/position is vacant.
- 2 The appropriate section of the STNC bylaws will be read to those present that pertain to the vacant position(s), detailing the pertinent roles and responsibilities.
- 3 When the meeting is complete, the Secretary will send an email to the STNC mailing list detailing the vacant position, the bylaws sections that were read at the meeting relating to the position(s), the appropriate response deadlines, and the accepted methods of submitting interest in the position and a candidate statement.
- 4 Stakeholders or board members interested in filling the vacant position(s) will be asked to submit a statement announcing their desire to fill the vacancy and their qualifications to do so. These may be submitted in person to the STNC office or by email to secretary@stnc.org. They must be submitted at least 24 hours in advance of the next General Meeting.
- 5 An item will be placed on the agenda of the next General Meeting of the STNC to complete the replacement procedure.
- 6 At the next General Meeting, the candidates' statements will be copied and handed to the assembled board members. Additional copies will be made available for stakeholders in attendance.
- 7 Each candidate for the vacated position(s) will be given 2 minutes to address the board in order to present their interest and qualifications. Board members' questions will be limited to 2 minutes per candidate unless the presiding officer determines that an extension is needed.
- 8 The board will then vote by show of hands for each candidate.
- 9 If one of the candidates receives a majority vote of the board (50% of those in attendance plus one – with an appropriate quorum in attendance), they will be confirmed as a new member of the STNC board in the appropriate position.
- 10 If none of the candidates receives a majority vote, the candidate with the lowest vote tally will be removed from the running and another round of voting will commence.
- 11 If one of the candidates receives a majority vote of the board (50% of those in attendance plus one – with an appropriate quorum in attendance), they will be confirmed as a new member of the STNC board in the appropriate position.
- 12 If none of the candidates receives a majority vote, items #10 and #11 will be repeated until a candidate receives a majority vote and is appointed to the board.
- 13 If a current member of the board applies for and wins a vacated position, they will be seated immediately in that position, vacating their original seat and triggering step one to commence for the newly vacated seat.
- 14 The resignation of a member of the Board may be reconsidered and the member may be reinstated with a vote of the board.