

Last Update 7/31/13

The NEBCA Board of Directors has authorized the following processes to be used by the Nominating, Election & Audit committees as well as for proxy voting at meetings. These processes are in line with the NEBCA bylaws and standard practices. Updates to this document will be done by the Board.

Nomination Process

Bylaws Article V. Section 4 - Nominating Committee: The President shall appoint a nominating committee of three members at the Fall meeting to propose a slate of officers for all "Officer Positions" and to determine a deadline date for casting ballots that is sufficiently before the Annual Meeting to allow accurate tallying of the votes. Ballots, with the proposed slate of officers listed and a space provided for write-in votes for each position, will be sent by the secretary to all members in good standing.

1. President will appoint a three member nominating committee at the fall meeting. The committee should be veteran NEBCA members and come from different parts of the NEBCA region. If a fall meeting is not scheduled, the appointments will be made at an earlier meeting.
2. The president will inform the committee on which elected positions need to be filled.
3. The duty of the Nominating Committee is to find the best candidate for each Officer Position.
4. Nominees must be current members and also plan to renew their memberships in the upcoming year. They should have experience appropriate to the position and agree to be a candidate. Persons serving on the Nominating Committee can be nominated for office.
5. The committee will provide one or more nominations for each position to be filled. Each candidate should be nominated for only one elected position.
6. The committee must finalize nominations and provide the ballot to the secretary in time for the winter newsletter (usually by mid November).
7. The voting deadline should be at least two weeks before the annual meeting.
8. The ballot should be placed in the winter newsletter and also made available on the web site.
9. A slate of all the officer candidates will appear on one ballot with a space provided for write-in votes for each position.

10. The following rules for voting should be printed on the ballot:

- Ballots must be mailed to the secretary and be postmarked by at least two weeks prior to the Annual General Meeting. The secretary should determine the postmark date each year.
- Ballots **will-not** be accepted at the annual meeting.
- Ballots are accepted only from persons with paid up memberships for year the election will apply to. Members may mail the ballot together with their membership renewal.
- Members wishing a secret ballot may place their marked ballot in a sealed, blank envelope, and place that blank envelope into an envelope addressed to the Secretary, with a legible return address and marked with the word "Ballot," and shall sign their name on the back of the outer envelope so membership can be verified.
- "Write in" candidates must be current NEBCA members, have experience appropriate to the position, plan to renew their membership, and have agreed to be a candidate.
- Farm Family Memberships are entitled to two votes provided they are from two separate individuals. Two separate ballots (make a copy if needed) should be used for family membership voting.

Election Process

Bylaws Article V, Section 5. Election Committee: The President shall appoint an Election Committee of three members at the Fall meeting that will be charged to accept and count the cast ballots on or after the official deadline and report the outcome at the Annual Meeting.

1. The secretary will provide all mailed ballots to the election committee after the voting deadline and prior to the meeting. The secretary will verify that each ballot is from a current member.
2. The committee should tally the votes from the mailed in ballots prior to the meeting.
3. The following procedures should be followed by the Election Committee to count the ballots.
 - All blank ballots should be put aside because they are not counted in the total number of votes cast. Illegal ballots, those that have writing on them but are not readable or that contain the name of a person who is not eligible for election are put in another pile and counted. Legal ballots are put in a third pile and counted. The number of legal and illegal ballots is then totaled. This total number of votes cast is used to establish the number for the majority vote. Ballots, even invalid ballots, should be saved until after the minutes from the AGM have been approved, usually at the next meeting.
 - The Election Committee totals the votes for each candidate and writes the number of votes received by each name. The Election Committee then writes the word "elected" by those receiving a majority vote. If no one receives a majority vote, the

phrase “no election” is written near any office for which no candidate has received a majority vote. Each member of the Election Committee signs the report. The election results report will be presented to the presiding officer.

- The presiding officer will announce the election results.
- If there is a tie or a lack of a majority vote for any office, voting must continue until one candidate achieves a majority. A Special Voting Procedure will be followed in the case of a tie or lack of a majority vote during the Annual General Meeting. Providing there is a quorum of 25 NEBCA members present at the Annual General Meeting, a rising vote will be taken and the Secretary will record the vote for every candidate including all nominated and write-in candidates. There must not be a ‘run-off’ if there is a tie, unless there were only two candidates. Proxies will not be included in this Special Voting Procedure preserving one member, one vote. The candidate with the majority of votes cast will be elected to office. If no candidate achieves a majority, the Special Voting Process will be repeated until a candidate achieves a majority.
- The presiding officer will announce the Special Voting Procedure results.
- If there is not a quorum of 25 members present at the Annual General Meeting then a special ballot election will be conducted for any officer position where there was a tie or where no candidate achieved a majority.

Audit Process

Bylaws Article V, Section 6. Audit Committee: The Board of Directors shall appoint an audit committee of three members to conduct an examination of the financial records of the corporation each year. The audit shall be conducted prior to the annual meeting of the membership and the Audit Committee Report shall be given to the Treasurer at each Annual Meeting.

The BOD is responsible for appointing an Audit Committee of three members; preferably three directors should form the committee.

The audit should commence as soon as practical after the year end close. There may not be sufficient time for the Audit Committee to complete a review of the financial statements prior to the AGM. In these instances, the Audit Committee should state that more time is required to complete their review and the Audit Committee Report will be given to the Treasurer at the next meeting, usually in May.

The Audit Committee should have complete confidence in the accounting systems and processes which are well documented. The review process should be directly related to the amount of NEBCA assets, income and expenses.

Proxy Process

Bylaws Article II. Section 3. At all meetings of the members the vote of each member must be cast in person, by written proxy or by written ballot. An Individual Member shall have one (1) vote and a Family or Farm Members shall have two (2) votes so long as they are submitted by two individual members of the same family or farm. Proxies shall be filed with the secretary of the meeting, or of any resumed meeting, before being voted. Except as otherwise limited therein, proxies shall entitle the member named therein to vote at any resumed meeting but shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger. Twenty-five (25) of the members present in person or represented by proxy shall constitute a quorum at any meeting of the members but a lesser number may without further notice adjourn the meeting to any other time. At any meeting of the members at which a quorum is present, the vote of a majority of those present, represented by proxy or by written ballots shall decide any matter unless a different vote is specified by law, the Articles of Organization or these Bylaws.

1. Proxies are used at regular and annual meetings. They allow members that cannot be present at a particular meeting to have their vote counted by assigning it to another member that will attend. The member attending the meeting effectively has an extra vote for each proxy (**two votes for a family membership proxy** if both members submit a proxy assignment) that they have been assigned.
2. To use a proxy, a member must mail or email a note to the secretary prior to the meeting in question. The note should state what meeting the proxy applies to and the member they wish to give their proxy to. The assignment of a proxy is general, allowing voting on all issues at the meeting.
3. If a meeting is postponed, proxies for that meeting will remain in effect. Proxies expire when a meeting is adjourned or cancelled.
4. Valid proxies count toward the quorum requirement (25 members) at meetings.
5. Proxies are not used for election voting.