

## **Procedure for conducting electronic votes**

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The basic working procedures for the BoT are defined in the ISOC By-Laws. These internal procedures provide additional roles for the preparation and conduct of such meetings.

1. Electronic votes shall be conducted using process described in Article II Section 9 of the By-Laws.
2. Closure for voting  
Any Trustee is permitted to update their vote or to veto the electronic vote at any time before the voting time limit has passed. Thus, all electronic votes must remain open until the pre announced time limit.
3. Voting options  
The electronic voting options are: Yes/No/Abstention/Veto. The veto option is to be selected by a trustee if he or she wants to cancel the electronic vote for any reason.
4. Results of a veto  
Upon a veto, the in-progress electronic vote is cancelled. At this point the Vote Administrator (VA), at the VA's discretion, could initiate additional discussions on the mailing list, initiate another electronic vote, drop the motion, or refer the motion to a regular meeting of the Board meeting.
5. Conditions for positive vote  
A proposal is accepted if the majority of the trustees give a positive vote. For decisions where a larger majority is required by the ISOC By-Laws, that rule will prevail.
6. Announcing the results  
Under the by laws section the VA is responsible for announcing the result to the board mailing list. The announcement should include the data and time of each vote or abstention as well as the names of any trustees who did not cast a vote before the voting time limit passed.
7. Confirmation without a regular Board meeting  
If all Trustees then in office voted in favor of the motion then the motion is confirmed. If all Trustees then in office did not vote in favor of a motion that otherwise had a positive vote, the motion may be confirmed if all the Trustees then in office separately send electronic mail messages to the VA stating that the Trustee confirms the motion. In which case the motion is confirmed and the VA shall announce the confirmation in a manner similar to announcing the results of the electronic vote.

## **Procedure for conducting election of Officers of the Board**

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The ISOC By-Laws discusses Officers, their terms and, in general terms, the election process for Officers in Article VI.

This procedure provides additional rules and guidelines for the Board of Trustees regarding the election of Officers of the Society when elections are required by the By-Laws.

The Board elects from its membership a Chair, and also elects the other Officer positions of President, Secretary and Treasurer, positions that are not limited to being filled by a Trustee.

### **1. Term of Officers**

The terms of officers is defined in the By-Laws.

Election of officers shall be conducted as the first order of business of the Annual General Meeting, in accordance with this procedure.

### **2. Protocol of the Meeting to Conduct Election of Officers**

The President shall preside over the initial part of the meeting to elect Officers of the Board. Immediately following the election of Chair of the Board, the elected Chair of the Board shall assume office and preside over the remainder of the meeting. The remaining statutory officer positions are then elected.

All voting Trustees in office who are present at the meeting may vote in officer elections. Trustees who participate remotely via electronic means such that they can contemporaneously hear all other Trustees at the meeting, and be heard by all other Trustees at the meeting, shall be deemed to be present at the meeting. Pre-voting and voting by proxy are not permitted for election of officers.

### **3. Statutory Officers to be Elected**

The following statutory positions shall be elected, in the following order:

- o Chair
- o President
- o Secretary
- o Treasurer

### **4. Nominations**

Nominations, including self-nominations, must be submitted to the Board by a Trustee in office or who will take office at the start of the meeting of the board in which this election process is to be used, in writing or by electronic mail, or orally at the meeting.

Nominations for a position are accepted until the start of voting for that position. A nomination will only be valid if the candidate declares orally at the meeting, or in writing or by electronic mail prior to the meeting, that the candidate is willing to take office if elected.

A candidate who fails to be elected for a position may be nominated for a subsequent position.

## 5. Voting

Any candidate may make a statement to the Board regarding their candidature. The presentation of such a statement shall take no longer than five minutes. The order of candidates' statements shall be determined by the Officer presiding over the election using a random selection process.

To be elected, a candidate must receive votes marked with his or her name from a majority of the trustees then in office.". Ballots should be cast marked with the name of an announced candidate or with the word "abstain." A candidate can withdraw at any time from subsequent votes.

In the case there are more than two candidates running and none receive a majority of affirmative votes in a vote, the vote is rerun with only the candidates receiving the two highest vote counts eligible. (This may result in more than two candidates being eligible.) The vote is retaken in the case of a tie for first place. The presiding officer uses a coin toss to choose which candidate is to remain eligible if the tie persists after the fifth vote or upon the request of the majority of the trustees voting. A new call for candidates is made and the voting process restarts in the case where there is a single candidate but that candidate does not receive enough affirmative votes.

Voting will be by secret ballot. Two people, who must not be Trustees, selected by the Officer presiding over a vote will act as tellers.

Trustees who participate remotely in a manner such that they can hear the proceedings of the meeting and be clearly heard by all other attendees, shall vote by privately conveying their vote to an election teller.

## 6. Record of the Meeting

The minutes shall record the candidates nominated for each position and the elected candidate.

A candidate may request that the statement made to the Board in respect of their candidature be recorded in the minutes of the meeting.

7. Removal from Office

The process for the removal of Officers is defined in the By-Laws.

8. Casual Vacancies

If an office is vacated, the position may be filled during a regular meeting of the Board of Trustees, using these election procedures.

## **Procedure for mailing lists**

The ISOC Board of Trustees conducts at least some of its business via electronic mailing lists. This procedure covers such lists.

### **1. Board of Trustees**

Board members and Officers shall be subscribed to the ISOC Board of Trustees list. Additional individuals may be subscribed to the Board mailing list if there is no objection among the Trustees or by a motion. The list shall be regarded as confidential.

### **2. Board committee mailing lists**

Each Board committee shall have a mailing list. Members of the committee shall be subscribed to the mailing list. Additional individuals may be subscribed to the committee mailing list at the request of the chair of the committee. Committee lists shall be regarded as confidential unless otherwise designated.

### **3. Other Board mailing lists**

The Board may authorize the creation of additional mailing lists as the Board determines. When creating an additional mailing list the Board will determine the membership of the list and if the list shall be regarded as confidential.

## **Procedure for the Conduct of Meetings**

The basic working procedures for the Board of Trustees are defined in the ISOC By-Laws. This internal procedure provides additional roles for the preparation and conduct of such meetings.

### **1. Agenda Items for Board of Trustee Meetings**

The ISOC Secretariat shall publish a draft agenda at least two weeks in advance of a regularly scheduled meeting of the Board.

Any ISOC Board member may demand an item to be included in the agenda. Items requested by other parties may be included at the discretion of the Chair of the Board.

Where a decision is requested a written proposal must be supplied.

Requests for agenda time and documents in support of the agenda time must be sent to the ISOC Secretariat at least two weeks before the relevant meeting. Requests for agenda time and documents in support of the agenda time received after that date will only be included at the discretion of the Chair of the Board.

The Agenda and documents for a meeting will be sent by electronic mail to all ISOC Trustees and any others invited to attend the meeting one week before the meeting and posted to the ISOC website.

Unless otherwise marked, the agenda and all supporting documents are to be made freely available.

The agenda will contain the standing items:

- Call for disclosure of any conflicts as the first item of business
- Approval of any minutes of previous meetings of the Board which are not yet approved
- Ratification of any concluded electronic votes not yet ratified.

### **2. Standing rules and rules of order**

The Board generally follows Roberts Rules of Order (1915 edition) with the following exceptions

1. Member Decorum:

- a. Members need not rise while speaking or making motions, and may obtain the floor (or a place in the queue for the floor) by signaling the Chair as appropriate;
- b. Members may refer to other members by name, and must address their remarks to the Chair.
- c. There is no limit to the number of times that a member can speak to a question and motions to close or limit debate may be entertained;
- d. Members may speak against their own motions; and
- e. Additional topics for discussion can be proposed whenever no motion is pending and will be added to the standing 'any other business' agenda item.

2. Chairman Decorum:

- a. The Chairman need not rise while putting questions to vote;
- b. The Chairman can speak in discussion without rising or leaving the chair, and usually votes on all questions;
- c. The Chairman calls specifically for abstentions during each vote;
- d. Negative votes and abstentions shall be noted in the minutes by name; and,
- e. The Chairman calls for roll call votes on fiscal matters.
- f. The Chairman, at his or her discretion, may invite a person who is present in person or electronically to address the meeting.

**3. Content of minutes of Board of Trustees Meetings**

Minutes will normally consist of a record of the topics discussed and any decisions taken by the Board of Trustees and comments explicitly requested by members for inclusion.

**4. Process for Minutes of Board of Trustee Meetings**

The Secretary shall distribute draft minutes of a meeting to the Trustee mailing list for corrections as soon after the meeting as possible. The Secretary shall offer the minutes, updated as needed in response to any corrections, for approval at the subsequent Board of Trustees meeting.

**5. Publication of minutes and papers of Board of Trustees Meetings**

Access to all minutes and documents referred to by the minutes, except those deemed to be confidential by the Board of Trustees, will be freely available.

**6. The Chair of the Board of Trustees Meeting**

The Chair of the Board will preside over meetings of the Board of Trustees. The Chair may designate another Trustee to preside over part or all of a meeting if the Chair will not

be present or is conflicted. If the Chair is unavailable and has not designated an alternate Trustee to preside over a meeting, the President may designate a Trustee to preside over the Meeting.

#### **6. Closed sessions of the Board of Trustees Meetings**

When an item to be discussed is likely to result in the disclosure of financial, personal or other sensitive information, it is at the discretion of the Board to declare the portion of the session concerning the topics as an executive session open only to Trustees and specifically invited guests.