



AMIA

ELECTIONS MANUAL

Revised by the AMIA Elections Committee and the AMIA Board

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AMIA Elections Manual

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AMIA Elections Manual

Section I: Introduction

AMIA's elections are vitally important to the future of the Association and its ability to serve the moving image archive community. They seek to ensure effective leadership throughout the Association, and in some cases to decide major Association-wide issues. They also reaffirm AMIA's commitment to being a member-driven, democratic organization of professional colleagues.

In general, AMIA conducts three types of elections: board elections to select officers and directors for the Board of Directors; votes on ballot measures usually held in conjunction with board elections; and committee elections to select chairpersons for Committees of the Membership. Conducting any of these elections can be a complex and demanding process. It involves the Elections Committee, the Board of Directors, the Office, the candidates, and the Individual Members of the Association or a Committee of the Membership. It must adhere to all legal requirements set forth in the Bylaws. It must be (and must be perceived to be) fair and democratic, and it must be completed within a specific time frame often with a fixed deadline, such as AMIA's annual conference.

This Elections Manual is intended to help in planning and managing AMIA's elections. It has been approved by the Board in consultation with the Elections Committee and is designed to serve four basic purposes:

- To prescribe the policies, rules and protocols governing AMIA elections.
- To clarify the authority and responsibilities accruing to those involved.
- To provide continuity and consistency of practice from election to election.
- To document changes in the process that will be made over time.

All members of AMIA are encouraged to suggest amendments and other improvements to the manual. Suggestions should be submitted to the Board of Directors and/or the Elections Committee. The Board and Committee in turn will review and, if warranted, revise the manual on an annual basis, based on the experience of the previous election and suggestions received during the year.

One note of caution. The manual is not a substitute for dialogue. The Elections Committee, the Board of Directors, the AMIA Office and others involved in the election process are urged to communicate among themselves to better coordinate their respective roles. Communication will help ensure that all concerned fulfill their responsibilities within the limits of their authority.

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Section II: Principles for Elections

AMIA is committed to legal, fair and democratic elections. Every AMIA election – at both the Association-wide and committee levels – must meet this standard, in fact and in appearance. Nothing less is acceptable.

To help ensure that this standard is met, the AMIA Board of Directors has adopted the following Statement of Principles:

1. Confidentiality of each individual member’s vote. No one has the right and no one must have the ability to know how another member cast his or her vote. The secrecy of the ballot is essential to a free decision.
2. Equality of opportunity to participate. Policies and procedures affecting participation in elections must be equitable. All individual members should have an equal opportunity to run for office, initiate ballot measures, campaign for or against candidates and measures, and vote.
3. Fairness in governing and managing elections. Policies and procedures affecting the conduct of elections must be impartial. In particular, all candidates and proponents/opponents of ballot measures should be afforded a level playing field for making their cases.
4. Accuracy and Accountability of the election results. Every valid vote must be counted, and the final tally must be correct without reasonable possibility of error or falsification. All elections must be auditable on demand and vote counts must be verifiable.
5. Transparency of the election process. Policies and procedures affecting participation in and conduct of an election should be prominently announced and posted. Each phase of an election should be reported on, and all relevant election information should be available to the entire AMIA membership.

These principles apply to every AMIA election and are the underlying basis for the policies and procedures contained in this manual. Furthermore, the Board of Directors and Elections Committee will use these principles as a touchstone for evaluating new policies and procedures that may be proposed, as well as their own decisions and actions during the course of any election.

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Section III: Roles and Responsibilities

The Board of Directors, the Elections Committee and the AMIA Office each play a necessary and distinctive role in AMIA elections. This section of the manual outlines these respective roles. During each election cycle, the Board, the Committee and the Office should fulfill their responsibilities in full, while respecting and supporting the roles assigned to the other two parties.

A. The Board of Directors

The Board of Directors has broad oversight authority over AMIA's elections. It establishes the organization and mechanisms for elections, and assumes ultimate responsibility for ensuring that the election process is legal and fair. In other respects, the Board's involvement is limited to avoid conflicts of interest and the appearance of conflict of interests. Specifically, the Board's duties are as follows:

1. The Elections Committee. The Elections Committee is a Committee of the Board. The Board determines the size of the Committee; the Board appoints the chairperson and other members.
 - a. The Committee must consist of a minimum of three (3) Individual Members of AMIA. Five members is recommended.
 - b. Anyone serving as a Director of the Board must not serve as a member of the Committee. Anyone intending to run for a position on the Board must not serve as a member of the Committee.
 - c. Membership on the Committee should change over time so that the same group of members does not serve for too long. It is recommended that no one serve on the Committee for more than three election years. However, if the roster is not filled by February 28, the Board may consider extending a Committee member's term by one year.
 - d. In appointing the Committee, the Board should exercise due care to avoid improper political motivations or other unethical behavior, both real and perceived.

- f. The Board will establish the number of Committee positions open and will send an email to the full membership asking for expressions of interest and nominations for service on the Elections Committee. The Board will work to assemble a committee roster to reflect the diversity of AMIA's membership and its interests.
 - g. The Board will appoint a chair and committee roster by February 15 of each year. If the Board has not finalized the chair and roster by February 15, the Committee will submit their recommendations for approval by the Board on February 20. The Committee will serve March 1 – February 28.
2. Liaison Officer. The Board appoints a Director of the Board to serve as Liaison Officer with the Elections Committee and the AMIA Office. The Liaison Officer must not be a candidate for any office, nor have any other direct interest in the outcome of the election.

The Liaison Officer's duties are as follows:

- a. To act as the primary communications link between the Board and the Committee and between the Board and the Office.
 - b. To notify the Board of issues or questions arising from the election process that require the Board's attention.
 - c. To notify the Committee of issues or questions arising from the election process that require the Committee's attention.
 - d. To facilitate the AMIA Office in performing its duties related to the election process.
 - e. To verify on behalf of the Board that the election process is consistent with this manual and the applicable provisions of the AMIA Bylaws.
3. Ballot Measures. Proposed ballot measures may originate from anyone or anywhere within AMIA. However, the Board has sole authority to place measures on the ballot for an association-wide vote. The Board also determines the percentage of votes required for passage.

In promoting (or opposing) a ballot measure, the Board consults with the Elections Committee to ensure that its campaign is consistent with the Principles for Elections (Section II) and Campaign Guidelines and Rules (Section V), as set forth in this manual.

4. Elections Manual. The Board reviews this manual annually and revises it as necessary or desirable. In so doing, the Board consults closely with the Elections Committee and

the AMIA Office. The Board authorizes the manual's use in conducting AMIA elections.

5. Online Voting System. The Board reviews and approves or disapproves the online voting system recommended by the AMIA Office. In so doing, the Board consults with the Elections Committee on the appropriateness of the system for ensuring the confidentiality, accuracy and accountability of the election.
6. Certification of Elections. The Board certifies the election results are in compliance with the AMIA Bylaws and Elections Manual. The Board receives the report of the Elections Committee (see Section III, Paragraph B.6-e below) and barring any violations of Bylaws or the Manual, the election is certified.
7. Committee Elections. The Board normally is not involved in elections within Committees of the Membership (CMs). However, the Board may take the following actions if a CM requests assistance or is unable to conduct an election in a fair and timely manner:
 - a. Assign the AMIA Office and/or Elections Committee to assist the CM in scheduling and conducting the election.
 - b. Direct the Board liaison to the CM to schedule and conduct the election.
 - c. Appoint a chair for the CM to serve until such time as an election can be scheduled and conducted.
8. Limitations on Authority. The Board's involvement in AMIA elections is limited in two important respects.
 - a. Neither the Board nor any of its Directors, including the Liaison Officer, has authority over the nomination of candidates.
 - b. The Board and its Directors are required to abide by this manual, in detail and in spirit.

See Sections VI, VII and VIII for additional details concerning the Board of Directors' duties and responsibilities.

B. The Elections Committee

The Elections Committee has primary responsibility for AMIA's board elections and votes on ballot measures. The Committee is expected to organize and conduct these processes in accordance with this manual and the legal requirements of the AMIA Bylaws. In specific

cases, it may assist Committees of the Membership with their elections. Specifically, the Committee's duties are as follows:

1. Election Schedule. In consultation with the AMIA Office, the Committee establishes, announces and implements schedules for conducting association-wide elections, including the annual board elections and votes on ballot measures. The Elections Committee submits the annual election deadlines, based on the conference dates, by February 15.
2. Nomination of Candidates: The Committee assembles a strong and balanced preliminary slate of candidates. This slate is developed through discussion within the Committee and nomination from the AMIA membership.

In so doing, the Committee:

- a. Actively solicits recommendations of candidates from AMIA's membership, and identifies other prospective candidates that are well qualified to serve.
- b. Contacts each potential candidate to determine if he or she is willing to be nominated for the Board and serve if elected.

No member of the Committee may be nominated. If a Committee member decides to run for the Board, that member must resign prior to any Committee discussions or deliberations concerning the nominating process or potential nominees.

3. Ballot Measures. The Committee contacts the Board of Directors to determine if any measures have been approved for the ballot. If so, the Committee reviews the official language of the measure to ensure that it is factually accurate and non-partisan in nature.
4. Preparation of the Ballot. The Committee gathers information needed for the ballot. Specifically, the Committee:
 - a. Secures a statement from each candidate, including biographical information and goals or objectives to be pursued if elected. The Elections Committee provides statement questions and word counts that are presented clearly and fairly to every candidate in the same manner, collected in the same manner, provided with the same type of feedback, are not edited in any way, and are displayed in the same manner on the website. A photograph will be requested but is not required.
 - b. Obtains from the Board of Directors the official language for any ballot measures.
 - c. Forwards all ballot information – the candidates' names, statements and photographs (optional), and any ballot measures – to the AMIA Office.

5. Election Announcements. The Committee announces the election to the AMIA membership, and ensures that members have the information needed to participate. The Committee issues reminders to the membership during the election to encourage voting. The Committee announces the election results to the Board, the candidates, and the membership after voting is completed. In carrying out these responsibilities, the Committee may request assistance from the AMIA Office.

6. Oversight of the Election. The Committee exercises oversight responsibility during the voting period to ensure fair and free elections. In so doing, the Committee:
 - a. Reviews the online voting system recommended by the AMIA Office. Informs the Board of Directors on the system's ability to ensure the confidentiality, accuracy and accountability of the election. Ensures that candidate names are randomized on the ballot using neutral means. Works with the Office to amend or replace the system, if so requested by the Board.
 - b. Approves the electronic ballot and ballot information as prepared and formatted by the AMIA Office; or disapproves and instructs the Office on changes that need to be made.
 - c. Monitors campaigning by candidates and by proponents and opponents of ballot measures. Monitors the online voting system. Monitors the voting process by remaining in contact with the AMIA Office and inviting input from AMIA members.
 - d. Verifies the Office's determination of whether or not a quorum was achieved. Calculates the election results, including vote counts for candidates and ballot measures, and whether or not measures met requirements for passage. Confirms that the election met all legal requirements.
 - e. Prepares and issues a report on the election to the Board of Directors; recommends whether or not the election should be certified. May issue a dissenting opinion to the AMIA membership if the Board acts contrary to its recommendation.

7. Corrective Actions. The Committee responds to violations of the Principles for Elections (Section II) and the Campaign Guidelines and Rules (Section V), as set out in this manual. In so doing, the Committee is authorized to take the following actions as it deems necessary and appropriate:
 - a. It may contact the offending party and request that the violation be addressed and remedied.

- b. It may inform the Board of Directors of the violation and recommend a course of action for the Board to take.
 - c. It may issue a statement to the AMIA membership concerning the violation, after notifying the Board of its intentions.
 - d. It may request that the Board not certify the election, and it may notify the AMIA membership of its request.
8. Committee Elections. The Committee does not play a formal role in elections within Committees of the Membership (CM). However, it may assist CMs in conducting elections, at the Board's request and on a case-by case basis.
 9. Autonomy of the Committee. Although appointed by the Board of Directors, the Committee has autonomy in its nomination of candidates for the Board and the conduct of board elections and votes on ballot measures. In these areas, only the AMIA Bylaws, this Elections Manual, and its own sense of responsibility limit its authority.

See Sections VI, VII and VIII for additional details concerning the Elections Committee's duties and responsibilities.

C. The AMIA Office

The AMIA Office administers and facilitates AMIA's board elections and votes on ballot measures. In doing so, it works closely with the Elections Committee. It may also facilitate committee elections, if requested to do so by the Board of Directors. Specifically, the Office's duties are as follows:

1. Elections Manual. To revise the Elections Manual as directed by the Board. To ensure that the Board, the Elections Committee and AMIA's members have access to the manual.
2. Online Voting System. To research and recommend to the Board a suitable online voting system. To work with the Committee to assess the system's ability to ensure the confidentiality, accuracy and accountability of the election.
3. Ballot Information. To receive all necessary ballot information from the Committee, and to prepare, format and post that information to AMIA members through the online voting system.

4. Verification of Eligibility. To assist the Elections Committee in verifying the membership status of the petitioner and all signatories on petitions for self-nomination; and to assist the Elections Committee in verifying the membership status of other prospective candidates.
5. Quorum Requirements. To calculate the number of votes needed to meet quorum requirements and to add this information to the ballot as prescribed by the Bylaws. If any measure appears on the ballot, to add the percentage of votes needed for passage to the ballot, as prescribed by the Bylaws.
6. Election Announcements. To assist the Committee in announcing the election to the AMIA membership, and ensuring that members have the information needed to participate. To assist the Elections Committee in announcing the election results to the Board, the candidates and the AMIA membership.
7. Administration of Online Voting. To serve as the primary election administrator for the online voting system. In so doing, the Office:
 - a. Acts as AMIA's liaison with the vendor providing the online system.
 - b. Sets-up the electronic ballot. Arranges for any safeguards requested by the Elections Committee to protect the confidentiality, accuracy and accountability of the election.
 - c. Monitors the online voting system throughout the voting period. Reports any difficulties to the Committee, and works with the vendor as needed to resolve any issues.
 - d. Responds to questions from AMIA members concerning the electronic ballot or online voting system, and assists members in casting and/or verifying their votes.
 - e. Calculates whether or not a quorum was achieved and informs the Committee. Verifies the Committee's calculation of election results, including vote counts for candidates and ballot measures, and whether or not measures met requirements for passage.
 - f. Ensures that election information, including vote counts, is retained as required by AMIA's document retention policy.
8. Committee Elections. To ensure uniformity and timeliness, the Office plays a significant role in elections within Committees of the Membership (CM).
9. Reporting Structure. The AMIA Office reports to the Elections Committee on matters pertaining to election campaigns, the electronic ballot, the voting process, voter

information and election results. On other matters, including all legal and financial issues, the Office is responsible to the Board of Directors.

See Sections VI, VII and VIII for additional details concerning the AMIA Office's duties and responsibilities.

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Section IV: Election Information

AMIA conducts three types of elections: board elections to select officers (President, Secretary and Chief Financial Officer) and directors for the Board of Directors; votes on ballot measures (usually held in conjunction with the general elections); and committee elections to select chairpersons for Committees of the Membership.

A. Board Elections

1. A board election is held annually. In odd-numbered years (2009, 2011, etc.), AMIA elects a President and three at-large directors to the Board of Directors. In even-numbered years (2010, 2012, etc.), AMIA elects a Secretary, Chief Financial Officer and three at-large directors to the Board of Directors.
2. All AMIA officers and directors serve two-year terms. Service on the Board of Directors is not subject to term limits. Incumbents may announce their intention to stand for re-election to the Elections Committee.
3. In electing an officer, the candidate receiving the most votes for the available position is elected. In electing directors, the three candidates receiving the most votes (the top three vote-getters) for the three available positions are elected.
4. Only Individual Members of AMIA are eligible to serve on the Board of Directors. Members must be current in their membership at the time of nomination and have joined AMIA no later than May 1 of the current election year.
5. Only Individual Members of AMIA are eligible to vote in board elections. In order to allow for preparation of ballots and materials, Members must be current in their membership three weeks prior to the opening of the ballot.
6. Board elections are by electronic ballot utilizing an online voting service selected by the Board of Directors, in consultation with the Elections Committee and the AMIA Office.
7. Schedule. The board election should be completed a minimum of six weeks prior to the annual AMIA Conference.

Below is a sample schedule with recommended timeframes for key milestones in the election process. This schedule assumes the conference occurs in October. It is provided here solely as a rough guide.

- a. January-February: The Board of Directors appoints the Elections Committee, and one of its own members as liaison to the committee. The Committee is assembled by February 28, serving March 1 until the following February 28.
- b. February-March: The Board approves the Elections Manual for use in conducting the election. The Committee issues a “Call for Nominations” to the AMIA membership in which rules for self-nomination by petition are announced. Members are also encouraged to recommend potential candidates for the positions to be filled directly to the Committee.
- c. April-May: The Committee assembles and announces the preliminary slate of candidates. Following the announcement members may add names to the slate by Nomination by Petition. Individuals intending to add to the slate via nomination by petition have one week to notify the Board President and Secretary in writing and three weeks in which to assemble the requisite number of signees as described in Section VI C. The final slate of candidates is then assembled. The Committee obtains the information required of each candidate (form of name, statement, photograph) and forwards the information to the AMIA Office.
- d. May-June: The Office formats the candidates’ statements and prepares the online ballot, subject to the Committee’s approval. The Office posts the statements and ballot. The Committee announces the election schedule and slate of candidates to the membership and provides voting instructions.
- e. July-August: Voting takes place.
- g. August-September: The Office and the Committee (in consultation with the Board) verify that the required quorum has been achieved. Votes are counted, the election is certified and the results are announced.
- h. Annual Conference: Newly elected (or re-elected) officers and directors begin their terms of office during AMIA’s annual conference in the fall of each year.

See Section VI for additional information on board elections.

B. Ballot Measures

A ballot measure is brought to the AMIA membership for a vote by the Board of Directors or with the consent of the Board of Directors. Only Individual Members are eligible to vote on ballot measures.

Votes on ballot measures are usually held in conjunction with AMIA’s annual board elections (see above). In such cases, the Board provides the Elections Committee with the official

language of the measure in April-May; the Committee forwards the official language to the Office; and the Office formats and posts the measure in May-June.

See Section VII for additional information on ballot measures.

C. Committee Elections

Each Committee of the Membership (CM) is required to elect a chairperson who shall serve for a two-year term. CM elections may be scheduled any time during the second year of the chairperson's term. Voting in CM elections is limited to members of the CM.

See Section VIII for additional information on Committee of the Membership elections.

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Section V: Campaign Guidelines and Rules

Campaign guidelines and rules are designed to ensure fairness and protect the integrity of AMIA elections, but without restricting free speech and the right to advocate for or against candidates and ballot measures. The Elections Committee plays the primary role in administering these guidelines and rules so as to maintain this balance; however, everyone participating in an election shares in this responsibility.

- A. Definition: Campaign activities include any action or communication intended to support or oppose a candidate or ballot measure; or any effort undertaken to gain an advantage for or against a candidate or ballot measure.
- B. General Guidelines.
1. Campaigns should be consistent with the Principles for Elections, in both spirit and specific intent. See Section II.
 2. Campaigns should be conducted as respectful competitions among colleagues.
- C. Specific Rules.
1. Communications. Candidates, supporters of candidates, and proponents & opponents of ballot measures may use the AMIA-Member list to campaign. Other AMIA communications organs (AMIA Newsletter, AMIA-L, special mailings, e-mail blasts, etc.) may be used only if all interested parties are informed of their use and provided equal access to them.
 2. Resources. Candidates, supporters of candidates, and proponents & opponents of ballot measures may not use AMIA funds or in-kind AMIA resources on their campaigns.
 3. Voter Information. Official AMIA postings and mailings intended to inform the membership about the election must be non-partisan in nature, and clearly distinguished from campaign postings and mailings. The official text of ballot measures must be non-partisan in nature.
 4. Voting Data. During the voting, the Elections Committee notifies the membership on a specific, schedule (ie weekly, or every “x” number of days) during the election of the total number of ballots cast to-date. No other data will be provided until the polls close and the election or vote is certified. No voting data on specific voters will be compiled or maintained.

5. **Members.** Individual Members and representatives of Institutional Members of AMIA may endorse candidates, and may publicly support or oppose ballot measures. Members may organize for the purpose of campaigning.
 6. **Elections Committee and AMIA Office.** Neither the Committee nor the Office, nor any individuals on the Committee or in the Office, may endorse candidates or publicly support or oppose ballot measures.
 7. **Board of Directors.** Neither the Board, its members acting in official capacities, nor any of its committees and task forces may endorse or otherwise support candidates running for positions on the Board. The Board may, however, support or oppose ballot measures and campaign accordingly, subject to these guidelines and rules.
- D. Corrective Actions. The Elections Committee monitors campaigns and enforces these guidelines and rules. See Section III, Paragraph B.7 for a list of actions the Committee is authorized to take in response to any violations.

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Section VI: Board Elections

AMIA holds an annual association-wide election to select officers and directors to its Board of Directors. What follows is an outline of the election process. See Section IV for general information about the board elections and guidelines for setting the election schedule.

A. Scheduling the Election. The Elections Committee establishes, announces and implements the schedule for conducting the election. The Election Schedule, based on the date of the conference, should be finalized and sent to the Board no later than February 15.

B. Nomination of Candidates – Members wishing to run for an open AMIA office may be nominated either by inclusion on the slate submitted to the membership by the elections committee or may be nominated by petition of the membership. All interested candidates and their supporters are encouraged to nominate prospective candidates during the call for nominations by the elections committee.

The elections committee will develop a provisional slate of candidates for the various open AMIA offices at the time prescribed in the election schedule. This will be considered a hard date and the decisions must be reported by the committee even if all offices do not have at least two candidates willing to run. The AMIA Office **must** post the provisional slate of candidates on the AMIA website and **will** notify the membership by email, and is encouraged to post notice on AMIA's social media channels.

C. Nomination by Petition - If after viewing the provisional slate, any qualified AMIA member wishing to run for any open AMIA board position may add their name to the list of candidates on the provisional slate by the nomination by petition process as outlined in this section.

Within one week of the announcement of the provisional slate of candidates an interested candidate must start the petition process by notifying the Secretary and President of the Board declaring their intention to run. This will open up the slate of candidates for amendment. Declaration by a member for one position (director of the board, treasurer, secretary, president) will open only that position for amendment. If no members declare their intention to run for a particular position within the one-week time frame the provisional slate will become the final slate. The slate may be kept open only by special declaration of the AMIA Board if there is an office for which no nominees have been secured.

All candidates who declare their intention to run through the nomination by petition process for will have three weeks from the publication of the provisional slate to assemble the required ten petitions of support from the membership. Said petitions may take the form of email and may be addressed to the Secretary and President of the Board. All petitions must be signed by

AMIA members in good standing and contain contact information for verification of the validity of the petitions. AMIA members can sign no more than two nomination petitions.

Verification of the petitions will be conducted by the Elections Committee and will consist solely of determining if the support of the candidate was intended by the AMIA member submitting the petition. Members who receive the required ten verified petitions will be certified as candidates. The final ballot will include their names in addition to candidates listed on the provisional slate.

D. Nomination by Committee.

1. In nominating candidates for the provisional slate, the Committee is guided by three sources of information:
 - a. Recommendations from AMIA members. At the time of the “Call for Nominations,” the Committee also solicits suggestions of prospective candidates. In issuing the call, the Committee may make use the AMIA Newsletter, AMIA-Member list, AMIA-L, an email blast and/or a special mailing.
 - b. Consultation with AMIA members. The Committee seeks advice from any and all members it feels may be helpful in identifying prospective candidates.
 - c. The Committee members’ own good judgment.

The Committee is bound only by (c), but should give serious consideration to any prospective candidate recommended for nomination by the membership. Both Individual Members and representatives of Institutional Members may make recommendations or be consulted by the Committee.

The Committee does not make final decisions on whom to nominate until after the deadline for AMIA members to submit recommendations, and after the Committee has completed its research and has ample time to discuss its options.

2. The Committee checks to determine that each prospective candidate is qualified under the AMIA Bylaws to serve on the Board of Directors. Only Individual Members of AMIA are eligible to be officers and directors; members should have joined AMIA prior to being nominated.
3. The Committee contacts each prospective candidate to determine if he or she is willing to be nominated and serve if elected. No one may be nominated without his or her consent, but a willingness to run does not guarantee nomination.

4. The Committee may share with a prospective candidate the names of other candidates who have officially accepted nomination for the same position. The Committee may not reveal the names of other prospective candidates for the same position.
5. The Committee makes all reasonable efforts to provide for contested elections. However, the Committee is not obligated to do so if it cannot identify enough willing and qualified candidates.
6. The Committee must keep its discussions and deliberations on prospective candidates in strictest confidence.

E. Selecting the Voting System. The AMIA Office, the Elections Committee and the Board of Directors all play roles in selecting the online voting system.

1. The Office recommends to the Board an online voting system that is consistent with the principles of confidentiality, accuracy and accountability. The Office consults with the Committee in evaluating any proposed system.
2. The Committee advises the Office in its research on online systems. The Committee reviews the system recommended by the Office, and provides the Board with its assessment of the proposed system's suitability for conducting AMIA elections.
3. The Board approves or disapproves the Office's recommendation, taking into account the Committee's assessment as well as management issues such as the cost of the service and the terms of contract. The Board informs the Office and Committee of its decision.
4. The Office makes the contractual and technical arrangements necessary to secure use of the online voting system, after consultation with the Committee and with approval of the Board.

F. Preparing the Ballot. The Elections Committee and the AMIA Office work together in gathering election information and preparing the ballot.

1. The Committee obtains the following information and documents from each candidate:
 - a. The preferred form of the candidate's name.
 - b. A candidate's statement, including biographical information and goals or objectives to be pursued if elected as outlined in Section III, Paragraph B.4.

- c. A photograph of the candidate (optional).
2. The Committee forwards all candidate information and documents to the Office.
 3. The Office prepares, formats and posts the electronic ballot and related candidate information on the online voting system. The Office prepares, formats and posts voting directions and other explanatory information to assist voters in casting their ballots.
 4. The Office calculates the quorum requirement for the election. The Committee and the Board verify the result. The Office posts the quorum requirement on the online voting system.
 5. The Committee reviews the electronic ballot, candidate information and voting directions. The Committee notifies the Office of any issues or concerns, and works with the Office to resolve them.
 6. The Committee signs-off on the complete electronic ballot and accompanying information. The Committee's approval is required before AMIA members are given access to the online voting system and, therefore, before voting can begin.
- G. Announcing the Election.** The Elections Committee announces the election to the AMIA membership. The AMIA Office assists with the announcement, as requested by the Committee.
1. The Committee develops and implements an announcement plan, which may make use of the AMIA Newsletter, AMIA-Member list, AMIA-L, email blasts and/or special mailings. The Committee need not use all of these communication organs, but should not rely on only one to reach all eligible voters.
 2. The information announced to the AMIA membership should include: the names of the candidates and the position for which each has been nominated; the schedule for voting, especially the date on which voting ends; and instructions for accessing the online voting system.
- H. Conducting the Voting.** The AMIA Office serves as the primary administrator of the online voting system. The Elections Committee monitors the system and responds to any significant issues that may arise.
1. The Office administers the voting system and interfaces with the vendor as needed to resolve technical issues. The Office reports any significant problems to the Committee.
 2. The Office assists AMIA members' as appropriate in casting and/or verifying their votes.

3. The Committee monitors the voting system through remote access, and checks with the Office periodically for status reports.
4. The Committee responds to AMIA members' inquiries concerning the voting process, especially complaints of irregularities or concerns about the online system.
5. The Committee notifies the membership on a specific, schedule (e.g. weekly, or every "x" number of days) during the election of the total number of ballots cast to-date.

I. Monitoring the Campaigns. The Elections Committee monitors campaigns of the candidates to ensure that they are consistent with the Principles for Elections and Campaign Guidelines and Rules, as set out in Sections II and V of this manual. The Committee may take corrective actions in response to violations, as specified in Section III, Paragraph B.7 of this manual.

J. Certifying the Election. The Board of Directors retains ultimate authority to certify or decertify the election; however the AMIA Office and the Elections Committee both play important roles in this process.

1. **Quorum Requirement.** The Office calculates whether or not a quorum for the election has been achieved. It reports this finding to the Committee, which confirms that this legal requirement has or has not been satisfied.
 - a. If a quorum has been achieved, the Committee proceeds with vote counts.
 - b. If a quorum has not been achieved, the Committee informs the Board that the election is invalid. The Board then decides how to proceed under the AMIA Bylaws.
2. **Vote Counts.** The Committee determines the final tally of votes for each candidate. In doing so, at least two members of the Committee must independently check and agree on the tallies; the Office serves as a third witness to confirm the results.
3. **Committee Report.** The Committee prepares a report to the Board, including the election results (who won), total votes cast, and a recommendation on whether or not the election should be certified. The Committee issues this report to the Liaison Officer, who informs the Board according to established protocols.
4. **Certification.** The Board certifies the election results are in compliance with the AMIA Bylaws and Elections Manual. The Board receives the report of the Elections Committee and, barring any violations of Bylaws or the Manual, the election is certified.

- a. If the election is certified, the Committee and Office proceed with releasing the results.
- b. If the election is not certified, the Board decides how to proceed under the AMIA Bylaws.

K. Releasing the Results. The Elections Committee announces the election results to the AMIA membership. The AMIA Office assists with this announcement, as requested by the Committee.

1. The Committee notifies each candidate of the election results. No public announcement should be made until all candidates have been notified.
2. The Committee announces the election results to the AMIA membership in an email to the membership. The announcement to the membership should include the total number of votes cast and the percentage of members who voted.
3. Vote counts in AMIA board elections are not publicly announced, but are made available to any member upon written request. Requests should be directed to the Office.

This policy is intended to meet two objectives. a) to ensure that vote counts are not suppressed but remain easily obtainable by any member who wants to know them; and b) to encourage members to run without concern of being publicly embarrassed by lack of support.

4. The Office ensures the election information, including the vote counts, is retained as required by AMIA's document retention policy.

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Section VII: Votes on Ballot Measures

AMIA holds association-wide votes on ballot measures as directed or agreed to by the Board of Directors. Proposed ballot measures may originate from anyone or anywhere within AMIA. The Board, however, has sole authority to place measures on the ballot. The Board acts on its own good judgment in considering proposed measures. It need not support a measure to place it on the ballot; but it should be convinced that the measure is legally and financially responsible and of such significance as to warrant an association-wide vote.

Any ballot measure must meet the quorum provision of AMIA's Bylaws and must achieve a majority of those votes to be pass.

The process of voting on a ballot measure closely parallels the process for a board election; and votes on ballot measures are usually (and most conveniently) scheduled to coincide with the annual election of officers and directors to the Board. Below is an outline of the voting process for a ballot measure, with references to board elections (Section VI) as applicable.

- A. Scheduling the Vote.** The Board of Directors decides when during the year the vote is to be held. The Elections Committee establishes, announces and implements the schedule for conducting the vote.
- B. Writing the Measure.** The Board of Directors prepares or approves the official text of the ballot measure, and determines the appropriate requirements for passage. The Elections Committee reviews the text for errors and language of a partisan nature. While the Board has final authority over the official text, it works closely with the Committee to ensure that the measure is factually accurate and as objective as possible.
- C. Selecting the Voting System.** See Section VI, Paragraph C on selecting the voting system for board elections.
- D. Preparing the Ballot.** The Elections Committee and the AMIA Office work together in gathering information for the vote and preparing the ballot.
 - 1. The Committee obtains the official text of the ballot measure from the Board of Directors, and forwards it to the Office.
 - 2. The Office prepares, formats and posts the measure on the online voting system. The Office prepares, formats and posts voting directions and other explanatory information to assist voters in casting their ballots.

3. The Office calculates the quorum requirement for the election, as well as the number of votes needed to pass the measure. The Committee and the Board verify the results. The Office posts the quorum requirement and the percentage of votes required for passage on the online voting system.
 4. The Committee reviews the electronic ballot, including the text of the measure. The Committee notifies the Office of any issues or concerns, and works with the Office to resolve them.
 5. The Committee signs-off on the complete electronic ballot and accompanying information. The Committee's approval is required before AMIA members are given access to the online voting system and, therefore, before voting can begin.
- E. Announcing the Vote.** The Elections Committee announces the vote to the AMIA membership. The AMIA Office assists with the announcements, as requested by the Committee.
1. The Committee develops and implements an announcement plan, which may make use of the AMIA Newsletter, AMIA-Member list, AMIA-L, email blasts and/or special mailings. The Committee need not use all of these communication organs, but should not rely on only one to reach all eligible voters. The announcement must include an email to all members eligible to vote and may include posts to AMIA social media channels.
 2. The information announced to the AMIA membership should include: the text of the ballot measure; the schedule for voting, especially the date on which voting ends; and instructions for accessing the online voting system.
- F. Conducting the Voting.** See Section VI, Paragraph F on conducting the voting for board elections.
- G. Monitoring the Campaigns.** The Elections Committee monitors campaigns in support of and in opposition to ballot measures to ensure that they are consistent with the Principles for Elections and Campaign Guidelines and Rules, as set out in Sections II and V of this manual. The Committee may take corrective actions in response to violations, as specified in Section III, Paragraph B.7 of this manual.
- H. Certifying the Vote.** The Board of Directors retains ultimate authority to certify or decertify the vote; however the AMIA Office and the Elections Committee both play important roles in this process.
1. **Quorum Requirement.** The Office calculates whether or not a quorum for the vote has been achieved. It reports this finding to the Committee, which confirms that this legal requirement has or has not been satisfied.

- a. If a quorum has been achieved, the Committee proceeds with vote counts.
 - b. If a quorum has not been achieved, the Committee informs the Board that the vote is invalid. The Board then decides how to proceed under the AMIA Bylaws.
2. **Vote Counts.** The Committee determines the final tally of votes for and against each ballot measure, as well as any percentages of votes required for passage. In so doing, at least two members of the Committee must independently check and agree on the tallies; the Office serves as a third witness to confirm the results.
 3. **Committee Report.** The Committee prepares a report to the Board, including the vote counts and percentages, and a recommendation on whether or not the election should be certified. The Committee issues this report to the Liaison Officer, who informs the Board according to established protocols.
 4. **Certification.** The Board certifies the ballot measure vote results are in compliance with the AMIA Bylaws and Elections Manual. The Board receives the report of the Elections Committee and, barring any violations of the Bylaws or the Manual, the vote is certified.
 - a. If the vote is certified, the Committee and Office proceed with releasing the results.
 - b. If the vote is not certified, the Board decides how to proceed under the AMIA Bylaws.
 5. **Dissent.** In the event the Board chooses to overturn the Committee's recommendation, the Committee reserves the right to express its dissenting opinion to the AMIA membership.
- I. Releasing the Results.** The Elections Committee announces the results of the vote to the AMIA membership. The AMIA Office assists with this announcement, as requested by the Committee.
1. The Committee announces the results of the vote, including the total number of votes cast for and against each ballot measure, to the AMIA membership. In so doing, the Committee may use the AMIA Newsletter, AMIA-Member list, AMIA-L, and must notify the membership via email.
 2. The Office ensures information concerning the vote, including the vote counts, is retained as required by AMIA's document retention policy.

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Section VIII: Committee of the Membership Elections

A Committee of the Membership (CM) is required by the AMIA Bylaws to elect a Chairperson, who shall serve for a two-year term. A CM may, at its discretion, elect other officers as well.

Each Committee of the Membership is responsible for organizing and conducting its own election with the help of the Office. CM elections should meet all requirements of the AMIA Bylaws and be consistent with the Principles for Elections and Campaign Guidelines and Rules, as set out in Sections II and V of this manual. Within this framework, however, a CM has significant flexibility in when and how it holds elections.

The key players in a CM election are the Chairperson, the Office, and the CM's Board Liaison. The Chairperson compiles the CM's official roster of members, encourages Committee members to consider the chair position(s), and verifies the prepared ballot. In order to ensure uniformity and timeliness in Committee Elections, the Office plays a role in the coordination of the election by sending out the call for nominations to the certified roster, scheduling the election, and announcing the results. The Board Liaison serves as an outside observer, verifying that the election is fair and legal. The Chairperson should consult and cooperate with the Liaison and Office to avoid any problems, real or perceived.

The Committee and the Board of Directors are only marginally involved in CM elections. The Office maintains the official roster of members, calculates the quorum requirement for a valid election, and conducts the election electronically or by mail. The Elections Committee plays no formal role but may assist a CM at the Board's request. The Board monitors the CM election through the Board Liaison, and retains the right to intervene in the event a CM is unable to hold an election that meets the requirements of the AMIA Bylaws and this Elections Manual.

While variations are possible, the following procedures and protocols for structuring the election process are recommended:

1. General.
 - a. All Chairperson candidates must be individual members of AMIA. Chairpersons may choose to stand for re-election.
 - b. Each election must meet the quorum provision of AMIA's Bylaws, which requires that at least 25% of the Committee's members cast ballots, and to count the ballots in the case of paper balloting or, in the case of electronic balloting, to verify the election results.

2. Notification. The AMIA Office notifies a CM that it is required to hold an election. Notification should occur early during the election year and be sent to the CM's Chairperson and Board Liaison.
3. Committee Roster. The Chairperson must keep an official roster of committee members on file with the AMIA Office. This verified roster is used as the roll of eligible voters for conducting the election. The Chairperson may update the roster at any time including just prior to the election; however, revisions (additions and/or subtractions) may not be made while voting is taking place.
4. Election.
 - a. The AMIA Office forwards a call for candidates to members of the Committee, ensuring that each Committee member has a reasonable means and opportunity to recommend candidates, vote, and stand for election as Chairperson (or other officer) of the Committee.
 - b. The AMIA Office creates the ballot. The ballot is then certified by the Chairperson before it is sent to the roster. The Board Liaison is included in the balloting.
 - c. The AMIA Office sends the ballot to all members of the Committee via email, using the verified roster.
5. Certifying the Election. The Chairperson and the Board Liaison share responsibility for certifying the election. Once the election is certified, the results are announced. If the election is not certified, the Board of Directors decides how to proceed under the AMIA Bylaws.
6. Announcing the Results. The Office announces the results after the election is certified, notifying the Chairperson, the candidates and the other CM members. The results should also be announced to the AMIA membership as a whole. In doing so, the Office may use the AMIA Newsletter or the AMIA-Member list.

As noted, the Board of Directors is not normally involved in elections within Committees of the Membership. However, the Board may take the following actions if it determines that a CM is unable to conduct an election in a fair, legal and timely manner:

- a. Appoint a Chairperson for the CM to serve until such time as an election can be scheduled and conducted.
- b. Suspend or dissolve the CM in the event a qualified Chairperson cannot be found or a proper election cannot be conducted in accordance with Committee Guidelines.

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Appendix A: Selection Guidelines

The Elections Committee's central function is to assemble a strong and balanced slate of candidates for election to the AMIA Board of Directors. AMIA relies on its volunteer officers and directors to advance its mission, promote its values, support its services and programs, and in general lead the association. Without a committed and knowledgeable Board representative of AMIA's diverse membership, AMIA cannot effectively serve its members or the broader moving image archive community.

For this reason, the Elections Committee's work in nominating candidates for the Board is critically important. Each potential candidate needs to be evaluated to ensure that he or she, if elected, will contribute positively as an officer or director, and the overall slate of candidates needs to be evaluated to ensure it reasonably reflects AMIA's diverse constituencies and interests.

These guidelines are intended to help in this evaluation process. They are neither complete nor prescriptive, but are offered instead as an aid to the Elections Committee. Committee members are encouraged to ask themselves the following questions as they consider each potential candidate.

- Has the potential candidate been active in AMIA? Has the candidate played a role on committees or interest groups, served on task forces, participated at conferences, contributed to the newsletter, journal or website?
- Has the potential candidate been active in related associations or organizations? If so, in what capacities? Does the candidate have experience as a volunteer? Or working with volunteers?
- Has the potential candidate shown a genuine interest in serving on the Board? Does the candidate seem to understand the extent and seriousness of such a commitment?
- Has the potential candidate been recommended or endorsed by other AMIA members?
- What organizational knowledge and skills would the potential candidate bring to the Board? For example: leadership, policy development, volunteer management, strategic planning, fund raising, financial management, investment management, publicity, project management, human resource management, public speaking, other).
- If the potential candidate is being considered as a nominee for an officer position (President, Secretary, Treasurer), do the candidate's abilities and skills match the position?

- AMIA's Statement of Diversity, Equity, and Inclusion should inform the Committee's work in building a slate of candidates and guide its monitoring of elections.
- Does a potential candidate possess other characteristics that should be taken into account, such as special abilities or significant life experiences? Are there other relevant factors to consider?

Perhaps more important than any of these specific criteria is the potential candidate's general suitability to function as an officer and/or director. The most effective directors are team players. Making decisions on behalf of the AMIA membership requires accessible individuals with a broad perspective and a willingness to search out the most appropriate solutions. Directors must be willing to accept that the best choice is sometimes the least flawed of several imperfect options.

Good directors are people of principle. They have integrity and open minds, and are able to leave their prejudices and personal agendas at home. They are willing to tackle problems and roll with frustrations. Basic competence is also important. While specific expertise is always useful, good directors often are simply bright, hard-working and capable people. A sense of humor also helps.

Finally, a genuine interest in moving images and a commitment to the field is indispensable. If the AMIA Board is to inspire and lead the Association, its directors must sincerely care about the field and our moving image heritage.

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Appendix B: Additional Resources

AMIA Documents

The AMIA Bylaws. Available on the AMIA web site.

The AMIA Diversity, Equity, and Inclusion Statement. Available on the AMIA website.

Additional Reading

Cox, John B. (ed.). *Professional Practices in Association Management*. ASAE: Washington, DC, 2002

Hall, Robert A. *Chaos for Breakfast: Practical Advice and Humor for Nonprofit Executives*. ASAE: Washington, DC, 2008. ISBN 978-0-88034-291-9. (Downloadable e-book)

Howe, Fisher. *Welcome to the Board: Your Guide to Effective Participation*. The Jossey-Bass Nonprofit Sector Series. Jossey-Bass Publishers: San Francisco, 1995.

Overton, G. W. (ed.). *Guidebook for Directors of Nonprofit Corporations*. Chicago: American Bar Association, 1993.

Wilbur, Robert H. (ed.). "Working Together: Maximizing Board and Staff Effectiveness" in *The Complete Guide to Nonprofit Management. Second edition*. John Wiley & Sons, Inc., 2000. Pages 27-40.

Changelog

All changes approved by Board Vote

Version	Date	Page(s)	Description and Reason for Change
2018 v1.0	19 Jan 2018	13	Establish clear membership dates for eligibility
		30	Add AMIA's Statement of Diversity, Equity, and Inclusion as guide to monitoring elections
		32	Add changelog
2012	13 Jan 2018	5/6	Add establishing the committee formation and service dates.
		7	To clarify certification of the vote by the board.
		8	Add date for submission of election calendar. Add clarification of candidate statements.
		9	Codify name randomization on ballot.
		11	Add clarification for office role in committee elections.
		13	Language supporting committee formation
		14	Clarify who notice should be sent to.
		16	Add language prescribing Committee notification to members regarding voting progress.
		18/19	Language supporting submission of election calendar, codify methods of notification to membership of provisional slate, clarify notice for Nomination by Petition, changes for consistency of language.
		20	Clarify language regarding prospective candidates
		22	Language supporting committee notifications to membership, language supporting board certification
		23	Language prescribing results notification information
		24	Clarify language regarding quorum for ballot measures consistent with board elections and bylaws
25/26	Language prescribing ballot measures voting announcements and certification consistent with board elections and bylaws		
27	Language supporting office role in committee elections and chair role in verification of ballots		
30	Add AMIA's Statement of Diversity, Equity, and Inclusion as guide to committee work		