

## FEATHER RIVER RAIL SOCIETY – AGENDA REPORT

DATE: May 9, 2013  
FROM: Matt Shuman, Election Chair  
ITEM: Committee Report  
SUBJECT: 2013 Election Report

Other than a small delay by the printer in sending the election materials out due to material shortage as I understand it, I started to receive ballot returns on May 4th, 2013.

The receipt count through 5/8/2013 is as follows:

May 4, 2013 - 3 Ballots were received.

May 6, 2013 - 54 Ballots were received.

May 7, 2013 - 12 Ballots were received.

May 8, 2013 - 60 Ballots were received.

May 9, 2013 – 22 Ballots were received.

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Total A/O 5/8/2013 is 151

At this time, I would like to mention Eugene Vicknair and all of his assistance in this election process. He has been extremely helpful with providing the information needed to make this a smooth process in getting the election materials out to the membership. Thank you Eugene.

Matthew Shuman - 2013 FRRS Election Chair

## Question about Possible Election Errors

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Last week, a question was emailed to the Board concerning if certain reporting requirements were met and asking why Charlie Spikes' seat was not up for election.

Reporting of the full calendar for elections is required by our policies. Such reporting was done via the FRRS List, WP List, the Museum Blog and the Train Sheet. Reporting did not occur right at the start of the nomination period, other than the listing of open nominations in the calendar, but did occur on-line within the first 7 days of the nomination period and within the nomination period via the Train Sheet. It does not appear that anyone who wished to run was unaware of the open period as no comments have been received along these lines. Closing of nominations was also announced on-line. Announcements of opening and closing of nominations were also made at Board Meetings and in the minutes.

There is no requirement that the nominees be announced before the election. In the past, such notification has been at the discretion of the Election Chair and has often been done, but it is NOT required by our by-laws and I did not find anything in our policies. (Although, in the interest of full disclosure, I may not have the most recent policy.) We did announce the nominees at the Board Meeting and they were reported in the agenda report and the minutes that are mailed out to a large number of members. We did receive at least one email asking who was nominated and I believe that this was answered by Election Chair Shuman.

Based on our by-laws and my review of our applicable policies, I believe that all reporting requirements were met. I will suggest to the Board that, following the 2013 election, a complete review of policies and procedures be done and we consider clarifying this area.

On the item of Charlie Spikes' seat term: During the last election, it was reported that the fourth highest vote getter would only be seated for 1 year based on by-law section 4.11 Director Vacancies if Gail McClure was elected, requiring the resignation of then Director Rod McClure. However, in checking the by-laws and legal precedent at the beginning of the 2013 election cycle, I found that the applicable section of the by-laws was 4.06 Nomination and Election, subsection F.

Subsection quoted below, relevant section highlighted:

(f) All Directorships to be filled at any election shall be voted for together, each voting member being permitted to vote for as many candidates as there are vacancies to be filled. The three candidates receiving the highest number of votes shall be elected to the full three year terms to be filled at that election. ***If any unexpired portion(s) of Director(s) terms are to filled at that election, then the candidate respectively receiving the fourth highest number of votes shall be elected to fill the longest unexpired term of office, and so on until all vacant offices have been filled.*** Should more candidates than the number required to fill vacancies having the same term of office receive the same number of votes, the tie will be resolved by drawing from among those persons. Names will be drawn until the vacancies of equal term have been filled,

then until vacancies of the next shorter term have been filled, and so on until the tie has been broken.

Section 4.11 and the 1 year stand for election only applies if a director is APPOINTED to fill a vacancy. In the case of the 2012 election, there was no appointment. Director Rod McClure resigned before the new board was seated creating an open seat that was filled by the next highest vote getting candidate as per 4.06f. In this case, that candidate, Charlie Spikes, would fulfill the remainder of Rod McClure's term, which expire in 2014.

Admittedly, this is a slight grey area, as no time limit to when the vacancy occurs is stated in the by-laws. In reviewing this and seeking legal guidance, the relevant issue appears to be APPOINTMENT vs. ELECTION. Since a vacancy technically occurred before the directors were seated and more vote getting candidates were available than seats, 4.06f appears to apply.

This was investigated before the election nomination period ended by myself and reported to Matt Shuman and Ron Huey as the election committee. They agreed with my findings and Director Spikes was duly informed that he did not need to stand for election again.

Again, this is an area that could stand for some clarification, in this case requiring a member vote to amend by-laws or a Board vote to refine policy, but everything I have found indicates that the proper course is to follow 4.06 and seat Director Spikes until the 2014 election, thus he was not required to stand in the 2013 election.

Eugene Vicknair – Secretary, FRRS

*Note: I have sent a copy of this report to the member who raised the question and copied the Election Committee, President and Vice-President in my send.*