

Safer Buildings Coalition

Board of Directors Election Manual – 2023

Key Election Facts & Dates

Board Officer Progression:

- Current SBC Board VP David Adams will become President of the Board.
- Current SBC Board President Prince Niyar will step into the role of Immediate Past President.
- Current SBC Immediate Past President Dennis Burns completes his 1-year term and remains on the Past President's Committee
- Treasurer Ron Schachter completes his 3-year term
- Secretary Richard Roberts completes his 2-year term
- Current At-Large Office Scott Umemoto has fulfilled his extended term

Electing this year:

- Vice President – Term: 1 year
- Secretary – Term 2 years
- Treasurer – Term 3 Years
- At Large Director [Elect Odd Years] – Term: 2 years

Nominations:

- Accepted between June 1 & July 15, 5PM PDT

How to vote:

- The election will be conducted by electronic ballot between July 15th and August 15th

This manual is meant to guide the Elections Committee, board candidates, and voters through the Safer Buildings Coalition elections process. It draws from Safer Buildings Coalition's bylaws, and staff experience. Where necessary, the manual codifies practices to be used by the Committee when identifying and vetting candidates for board eligibility, and rules of conduct for candidates, voters and the Committee during the elections period; and the basic duties of those elected to the board.

The Function of the Board, Eligibility, Term, Election Procedure, and other matters are described more fully in the **Safer Buildings Coalition Bylaws**, which are published at <https://sbc.memberclicks.net/bylaws>.

(note: You must be a member and logged in to view this page. To log in, go to saferbuildings.org and Click Member Login. Your username is your email address. If you do not know your password, click Forgot Password. If you are not found, contact support@saferbuildings.org).

Function of the Board of Directors

The Board shall manage the business and affairs of the Corporation and shall exercise all the powers of the Corporation as provided by the law and the Articles of Incorporation, but subject to any restrictions imposed by the Act, the Articles of Incorporation, or these Bylaws. The Board may by resolution delegate to committees, including an Executive Committee of its own number, or to Officers of the Corporation, such powers and functions as it may designate from time to time.



END OF THIS SECTION

2023 Election Instructions

Electing this year:

- Vice President – Term: 1 year
- Secretary – Term 2 years
- Treasurer – Term 3 Years
- At Large Director [Elect Odd Years] – Term: 2 years

- Candidate Applications:
 - Due by July 15th at 5:00pm Pacific Daylight Time

[CLICK HERE TO SUBMIT AN OFFICIAL NOMINATION FOR THE BOARD OF DIRECTORS](#)
- Eligibility for Office:
 - The **Vice President** shall be an employee of an SBC paid-tier member organization in good standing of the SBC throughout their term of office.
 - **The Vice President** shall be qualified to serve as President
 - The **At-Large director** shall be employees of an SBC paid-tier member organization in good standing of the SBC throughout their term of office.
- Election: By Electronic Ballot between **July 15th and August 15th.**
- Voting Rights – Paid Tier Member Organizations are entitled to one vote per organization. Votes are weighted by Membership Tier (See Voting Tiers and Vote Weight Below). (Individual Memberships not eligible to vote or run for office). The Designated Single Point of Contact (SPOC) for Each Member Organization shall receive the electronic ballot.

Candidate Application.

Members wishing to be placed in nomination shall provide the following information via the online form **no later than July 15th at 5:00PM PDT**. A member may submit their name for a maximum of one (1) position in each election cycle.

- a. Name, contact information, and office sought
- b. Employer and position within the organization.
- c. Must attest that they have authorization from their company management to run for and serve on SBC Board.
- d. Brief Bio and Candidate Statement to the Members

Potential candidates also should have:

- Demonstrated a commitment to Safer Buildings Coalition through regular involvement in the organization.

- Examples of beneficial activities can include but are not limited to:
 - Serving as Chair, Vice Chair, or being an active member of a Work Group
 - Routine attendance at Safer Buildings Coalition conferences and events
- The candidate, if elected, must be prepared to fulfill the responsibilities of a Safer Buildings Coalition board member, including:
 - Being active, engaged, and committed to Safer Buildings Coalition's growth and success;
 - Participating in volunteer sub-committees;
 - Attend Annual SBC Member's Dinner (Date and Time TBD);
 - SBC has a board member travel reimbursement policy
 - Historically during IWCE Conference, subject to change
 - Being familiar with Safer Buildings Coalition's bylaws and the organization's history.
 - Participate in bi-monthly SBC Board Calls
 - Assist in recruiting new members to the Coalition

END OF THIS SECTION

General Board and Election Information

A more detailed explanation of the rules regarding Board of Directors is available in the *Safer Buildings Coalition Bylaws*, which may be found at saferbuildings.org/bylaws

Board Positions (7 members)

- **President:** The President is a voting member of the Board of Directors. The President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. He/she shall preside at all meetings of the members and at all meetings of the Board of Directors. He/she shall have such powers and duties as may be prescribed by the Board of Directors or the bylaws. The President automatically becomes the Immediate Past President at the conclusion of their term as President.
- **Immediate Past President:** The Immediate Past President is a voting member of the Board of Directors. The President automatically becomes the Immediate Past President at the conclusion of their term as President.
- **Vice President:** The Vice President is a voting member of the Board of Directors. In the absence or disability of the president, the Vice President shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The Vice President automatically becomes President at the conclusion of their term as Vice President. The Vice President must meet the qualifications to serve as President.
- **Treasurer:** The Treasurer is a voting member of the Board of Directors. The Treasurer shall have oversight (but not clerical or administrative responsibility) of the organization's financial accounts and other matters customarily included in financial statements; shall act as financial officer and have oversight of the financial condition of SBC; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws. ***Actual bookkeeping and financial systems are managed by an outsourced accounting resource firm – these duties are not the responsibility of the Treasurer.***
- **Secretary:** The Secretary is a voting member of the Board of Directors. The Secretary shall keep and maintain the minutes of all the meetings and actions of directors, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings; shall keep a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.
- **At-Large Director (Two, one term commencing in Odd years, one term commencing in Even years):** The At-Large Director is a voting member of the Board of Directors.

Together with the Executive Director and the Managing Director, the At-Large Director is a liaison for Safer Buildings Coalition's general membership. He/she shall keep abreast of the concerns and activities of the general membership, and advise on programming and other courses of action.

Board Terms

- Immediate Past President – 1 year
- President – 1 year
- Vice President – 1 Year
- Treasurer – 3 years
- Secretary – 2 years
- General At-Large Officer – 2 years

Bylaws Section 2. Eligibility for Election to Office

A. The President, Vice President, and Immediate Past President shall be employees of an SBC paid-tier member organization in good standing of the SBC throughout their term of office.

B. The Secretary, Treasurer and At-Large director shall be employees of an SBC paid-tier member organization in good standing of the SBC throughout their term of office.

C. No more than one representative from any company (including subsidiaries) may hold a board seat. No more than one representative from any company (including subsidiaries) may run in a board election. In the case of an acquisition or job move, the affected Board Member may serve through the next election, and the Board will then appoint a qualified replacement to serve the balance of the term (if any).

D. Individuals are elected, not member organizations, In the case of a board member leaving a member organization , they shall remain in their position as long as they are employed by a current SBC member, subject to the provisions of section IV.2.C. The elections committee shall have the authority and obligation to determine if election results are compliant with this requirement.

E. The President automatically becomes the Immediate Past President at the conclusion of their term as President.

F. The President must have previously served as Vice President.

G. The Vice President automatically becomes President at the conclusion of their term as Vice President.

H. The Vice President must meet the qualifications to serve as President.

BYLAWS Section 4. Election Procedure.

1. Candidate Application. Members wishing to be placed in nomination shall provide the following information no later than July 15th of each year or later date if permitted by the board. A member may submit their name for a maximum of one (1) position in each election cycle.

- a) Name, contact information, and office sought
- b) Employer and position within the organization.
- c) Attestation that candidate has authorization from their employer (if any) to serve in the position being sought.
- d) Brief Bio and Candidate Statement to the Members
- e) Disclosure of any potential conflict of interest, including private contractual or consulting relationships.

2. Verification of Eligibility. The Elections Committee shall verify that all submitted information is received and that the candidate is eligible for the office being sought and submit the final list of candidates to the staff liaison no later than July 15th of each year or later date if permitted by the board.

3. Eligibility for Election to Office : See Eligibility Section Above.

4. Election The Board of Directors of the Corporation shall be elected by a majority vote of the Corporation membership present at the annual meeting or by majority vote of the Corporation membership responding if the vote is conducted by mail or electronic ballot. Paid Tier members in good standing in the Corporation are eligible to vote in the election.

5. Election Committee. The Elections Committee shall be formed to administer the annual Board of Directors election process and as requested by majority membership vote. The Elections Committee will consist of the Managing Director, Executive Director, and Chair of the Member Advocacy Work Group.

6. Election Results. The Elections Committee shall review the results of the election and provide the Board of Directors and staff liaison with a list of the candidates who were successfully elected to office in accordance with the Corporation Bylaws. The Managing Director shall advise all candidates whether they were elected or not. A majority vote of the outgoing Board of Directors, typically held at the Annual meeting, shall confirm the findings of the Elections Committee.

7. Vacancies

A. In the event of a vacancy occurring in the office of the President, the duties of the office shall devolve upon the Vice President or another Board-assigned position until a President is elected in the next annual election for the remainder of the unexpired term. If the Vice President does not choose to assume the duties of the President, or there is a vacancy in the office of the Vice President, the majority vote of the Board of Directors shall appoint an individual as President who shall serve until the next annual election when the unexpired term shall be filled by a majority vote of the members.

B. In the event of a vacancy occurring in the office of the Vice President, the majority vote of the Board of Directors shall appoint an individual as Vice President who shall serve until the

next annual election.

C. In the event of a vacancy occurring in the office of the Secretary or Treasurer, the most senior At-Large Director shall have the first option of assuming the vacated role. If the most senior At Large Director does not accept this role, the less senior At-Large Director shall have the next option of assuming the vacated role. If neither At-Large Director accepts the new role, a majority vote of the Corporation’s Board of Directors shall appoint an individual who shall serve the vacated role until the next annual election when the unexpired term shall be filled by a majority vote of the members. The office of the Secretary or Treasurer may be left vacant if the position is vacated less than ninety (90) calendar days prior to the end of the term of said office.

D. In the event of a vacancy occurring in the office of an At-Large director, the majority vote of the Corporation’s Board of Directors shall appoint an individual who shall serve until the next annual election when the unexpired term shall be filled by a majority vote of the members. The office of the At-Large director may be left vacant if the position is vacated less than ninety (90) calendar days prior to the end of the term of said office.

E. In order to be considered to fill vacancies in the Board of Directors, individuals shall comply with applicable eligibility requirements.

F In the event that a board member no longer meets the eligibility requirements for the position held as set forth in Section three, the board may, at their discretion, allow the board member to continue to hold said office until the next annual election, at which time the unexpired term shall be filled by a majority vote of the Corporation members.

G. Except If at any time a board member no longer meets the eligibility requirements or, in the opinion of the Board of Directors, becomes the subject of public disrepute, contempt or scandal, or conflicts with the interests and values of the Safer Buildings Corporation, the Board of Directors may, with a minimum of 75% of the Board voting in the affirmative, remove that person from office, thereby creating a vacancy in that office.

Elections Committee

The Elections Committee shall be formed to administer the annual Board of Directors election process and as requested by majority membership vote. The Elections Committee will consist of the Managing Director, Executive Director and Chair of the Advancement Committee.



Election Results: The Elections Committee shall review the results of the election and provide the Board of Directors and staff liaison with a list of the candidates who were successfully elected to office in accordance with the Corporation Bylaws. The staff liaison shall advise all candidates whether they were elected or not. A majority vote of the

outgoing Board of Directors, typically held at the Annual meeting, shall confirm the findings of the Elections Committee.

Candidate Qualifications and Vetting

Any Safer Buildings Coalition member who wants to be considered for a position on the board must be a member in good standing, with dues paid, and must meet the criteria of the position for which they are running, as described above and in Safer Buildings Coalition's bylaws. Candidates' qualifications – including employment status – will be verified by the Elections Committee.

Campaigning:

Active campaigning is not currently permitted. Each candidate will be permitted to submit a brief bio and candidacy statement which will be provided to the voting members of the Safer Buildings Coalition prior to the election.

Voting:

The Board of Directors of the Corporation shall be elected by a majority vote of the Corporation membership present at the annual meeting or by majority vote of the Corporation membership responding if the vote is conducted by mail or electronic ballot. Paid Tier members in good standing in the Corporation are eligible to vote in the election.

Voting Tiers and Vote Weight

The Safer Buildings Coalition has voting member tiers and non-voting member tiers, as follows:

Voting Tiers

- Wireless Carrier
- Corporate
- Corporate System Integrator
- Medium Business
- Small Business

Non-Voting Tiers

- Enterprise
- Public Safety Agency
- Knowledge Partner
- Individual Licensed Professional
- Individual Consultant

Vote Weight

Each Organization is entitled to cast one ballot per board position. Ballots are weighted to the equivalent of either one or two votes, based on the following member tiers:

- Wireless Carriers, Corporate, Corporate Systems Integrators – Vote weight = 2
- Medium and Small Business – Vote weight = 1

Scheduling the opening of the polls:

The committee has determined that the polls should be open for no less than two weeks, in order to give all members — whether voting electronically, in person, or by absentee — enough time to cast their ballot.

BALLOT COUNTING AND ELECTIONS RESULTS

The Elections Committee will verify the elections results, under the watch of the Executive Director. Results are to be announced by electronic communication prior to Sept 1 when the new Board will be seated.

Post-election:

Candidates elected to Board of Directors **ARE REQUIRED TO ATTEND THEIR FIRST BOARD TELECONFERENCE ON THE SCHEDULED DATE FOLLOWING THE CLOSE OF THE ELECTIONS** (usually, the first Wednesday of September).