

B4.2 NOMINATING COMMITTEE

B4.2.1 The Nominating Committee is charged with the responsibility of reviewing and nominating members of broad experience, high standing, and active participation in the work of the Society to the position of Elected Governor specified in Article C4.1.7 of the Constitution. These nominees may be selected from proposals by various units or by individual members in the Society or from the Nominating Committee's own deliberations as it sees fit.

B4.2.2.1 Election to the Nominating Committee takes place at Business Meetings of the Society. At the second Business Meeting of the fiscal year, the President shall present the names of those recommended pursuant to By-Law B4.2.2.3, as applicable, for election to the Nominating Committee. In the event any vacancies occur following that meeting, the President may present the names of those recommended pursuant to By-Law B4.2.2.3, as applicable, for any Nominating Committee vacancies at the first Business Meeting of the new fiscal year. The voting members of the Nominating Committee shall be elected for two years and alternates for one year. Alternates should commit to participate on the Nominating Committee for a three-year cycle. Once the alternate's term is completed, the alternate will automatically move into the position of voting member.

Elected voting members and alternates shall begin their terms at the close of the Business Meeting at which they are elected.

Terms of voting members and alternates will normally end at the close of the Nominating Committee Selection Meeting. However, if the work of a particular Nominating Committee is not finished by that time, terms of that committee will continue until the selection process for which that committee is responsible has been completed.

B4.2.2.2 The Nominating Committee shall consist of ten voting members and five alternates selected by the Senior Vice Presidents. Nominations for open positions for voting members and alternates shall be made as provided in By-Law B4.2.2.3 and shall be voted upon at the Business Meetings as provided in By-Law B4.2.2.1.

Voting members and alternates shall be of the Member or Fellow grade and not currently serving as an officer or as Governor of the Society.

The President may select a Governor to serve as Liaison to the Committee during their Presidential term.

B4.2.2.3 Each sector will develop its own procedures for generating recommendations for alternates of the Nominating Committee. The five Senior Vice Presidents will jointly review all of their recommendations for alternates of the Nominating Committee and select five to be nominated for election to the Nominating Committee pursuant to By-Law B4.2.2.1.

B4.2.2.4 The Nominating Committee shall be assisted by a non-voting group of Advisors consisting of up to three consenting and available past Presidents who have been out of office for one year or more. These Advisors, invited by the Nominating

Committee, will attend all meetings of the Nominating Committee and participate in all its discussions. At the option of the committee, they may also be present during the casting of votes for the slate of nominees, although they shall remain impartial and not communicate to the Nominating Committee their opinions regarding any Proposed Nominee. The functions of this group shall be:

a. to acquaint the Nominating Committee of the short and long range Society plans;

b. to make available their experience in, and their knowledge of the requirements for serving as a Governor;

B4.2.3.1 If a voting member is unable to serve, then an alternate will be identified by the Senior Vice Presidents from the pool of alternates.

B4.2.3.2 A person who has been a voting member of the Nominating Committee for a term or portion of a term which includes more than one Nominating Committee Selection Meeting is eligible to be proposed for a later term as voting member or alternate only if the later term begins one year or more after the ending of the term in which the person served as a voting member.

B4.2.4 No voting member or alternate shall be considered for nomination to become an Elected Governor of the Society during a term on the Nominating Committee, whether or not it is served.

B4.2.5 The names of those elected to serve on the Nominating Committee shall be published by the Executive Director/CEO prior to the end of each year, accompanied by a request for proposals for Elected Governors of the Society to be sent to the Nominating Committee. Any changes to the composition of the Nominating Committee shall be published as soon as possible.

B4.2.6 A vacancy in the Nominating Committee of the Society shall be filled as determined in accordance with B4.2.3.1 and B4.2.2.1.

B4.2.7 Each year, not later than December 1, the Nominating Committee shall submit any proposed changes to the Nominating Committee Operation Guide to the Committee on Organization and Rules for review and recommendation.

B4.2.8 A special nominating committee may be organized by one percent of the corporate membership of the Society in good standing certifying to the Executive Director/CEO in writing their joint intention to organize such a committee.

B4.2.9 Within two weeks following the close of the second Business Meeting of the fiscal year, the Nominating Committee shall deliver to the Executive Director/CEO in writing the names of its nominees for Elected Governor to be filled at the next election, together with the written consents of the nominees.

B4.2.10 The names of nominees for Elected Governor proposed by the Nominating Committee and any other special nominating committee shall be published by the Executive Director/CEO immediately after the receipt of the report of the

Nominating Committee or the special nominating committee.

- B4.2.11 Names of any nominees presented by any special nominating committee must be in the hands of the Executive Director/CEO by the first Tuesday in August of each year and must be accompanied by the written consent of each nominee.
- B4.2.12 Any member of the Society or any organized unit of the Society may propose and is encouraged to propose, directly to the Nominating Committee, nominees for the Board of Governors.