



## CALL FOR NOMINATIONS for the 2020/2021 CAEM Board of Directors

### NOMINATION BACKGROUND INFORMATION

#### BOARD COMPOSITION

The CAEM Board of Directors is made up of a maximum of twenty: Seven officers (president, immediate past-president, two vice-presidents, secretary, treasurer; the executive director; six designated representatives of associate members; and the balance exposition members. Not all directorships need be filled.

*Exposition Members* may be nominated for a directorship or for an officer's position.

Designated Primary Representatives of *Associate Members* may be nominated for one of six directorships open to Associate Members (one of which is a facility representative), or for one of two officer's positions (other than President and Past President).

A director's term is normally for two years, but may be less in some circumstances. Directors may be re-nominated any number of times.

Officer terms are for two years. Under no circumstances may an officer hold the same office for more than two consecutive terms, with the exception of the past president.

#### ABOUT MEMBERSHIP

*Exposition Members*, regardless of company or affiliation, are **individual** members. They are entitled to vote at annual and general meetings, and each exposition member holds one vote. In addition, they may be elected to a directorship or officer position.

*Associate Members* are **corporate** members. Individuals are termed "representatives", and may be in one of two categories:

- *Primary Designated Representatives* are explicitly named by the Associate Member Company. He/she is an individual named to the CAEM roster and for whom a membership fee is paid. There may be only one primary designated representative per firm. In the event that no one is explicitly named, CAEM assumes the most senior representative of the firm to be the designated representative. The Designated Representative is entitled to vote and may hold one of six associate member directorships on the Board of Directors, of which two may be an officer position.
- *Secondary Designated Representatives* are any other personnel named to the CAEM roster and for whom a membership fee is paid. They have all normal membership rights **except** they DO NOT have the right to vote at CAEM Annual or General Meetings, and may not be elected as directors.
- *Honoured Life, Retired, Student and Honourary Members* may not vote or hold elective office.

## **ABOUT THE NOMINATION PROCESS**

The CAEM Nominating Committee seeks nominations from the membership and then develops a slate of officers and directors for approval by the membership at the Annual General Meeting. All nominations from the membership **must be received by Friday, July 10, 2020**. Directors will be declared elected on the basis of a plurality of votes cast. At the Annual General Meeting, the Secretary will announce the results of the election or declare the slate of officers and directors elected by acclamation if no additional nominations are received.

## **WHAT ARE THE CHARACTERISTICS OF A GOOD DIRECTOR?**

- Has served as a CAEM committee member and/or chair
- Willing to commit time and effort. (This will include approximately 7 Board meetings per year, chairing or vice chairing one of the CAEM committees (or sub-groups) and, if possible, attendance at the CAEM Annual Conference which includes the Annual General Meeting).
- Listens, takes duties seriously and is able to see through 'CAEM' eyes when considering issues affecting the Association and the industry as a whole
- Accepts responsibilities wholeheartedly and fulfils responsibilities and assignments in a timely manner
- Has demonstrated leadership qualities
- Supports proper financing
- Rational, prudent and practical
- Honours rules, regulations and procedures
- Consistent and congruent
- Respects members and staff; empathetic and tolerant
- Has personal and professional goals and principles

## **CAEM BOARD INVOLVEMENT, DUTIES AND OBLIGATIONS**

- Board meetings are held at least seven times annually, and all directors are expected to attend regularly, either in person or by teleconference. As a minimum standard, CAEM by-laws stipulate that absence from three consecutive meetings of the Board without a reason deemed by the Board to be valid, shall result in the directorship being vacated automatically. In reality, average attendance by continuing directors is more than 75 per cent, and this is expected to be maintained or exceeded.
- Directors are expected to assume active and working roles on committees, including committee chairmanship or vice-chairmanship.
- Directors are expected to support and attend events organized by the association.
- There is no expense reimbursement for CAEM directors, and no remuneration.
- CAEM by-laws indemnify all directors and officers. CAEM maintains general liability insurance for the association, and Director and Officer Liability insurance for the Board. Coverage assumes due diligence in carrying out duties and obligations (meeting attendance, active participation, etc.) and does not excuse negligence.
- Should a vacancy occur on the Board by virtue of the death, resignation, removal or ineligibility of a director, the Board may appoint another Exposition Member (or Designated Representative in the case of an Associate Member vacancy) on the recommendation of the Nominating Committee to serve the balance of the term or until the next election of directors. A director so appointed shall be eligible for re-election to the Board.

## CAEM BOARD GUIDELINES AND COMMITMENTS

**All Board members must agree to adhere to the standards and carry out the responsibilities outlined below:**

- Remain well informed about the work of the organization and its specific objectives.
- Understand the role of CAEM, its members, its aims, its services, and its environment.
- Be thoughtful and objective in all deliberations.
- Make decisions in the context of the CAEM as a whole.
- Maintain and perpetuate the organization as a viable, relevant, effective and legal entity.
- Act as a trustee of members' interests.
- Plan for the organization's future role and scope of activities.
- Assure and provide operation requirements.
- Measure progress towards stated goals and control resource allocation.

**All Board members must agree not to:**

- Authorize the use of, or use for the benefit or advantage of any person, the name, emblem, endorsement, services, or property of CAEM except in conformance with CAEM policy.
- Accept, or seek on behalf of himself or herself, any financial advantage or gain of other than nominal value offered as a result of their CAEM affiliation.
- Publicly utilize any CAEM affiliation in connection with the promotion of partisan politics, religious matters, or positions on any issue not in conformity with the position of CAEM.
- Disclose any confidential information that is available solely as a result of his or her affiliation with CAEM to any person not authorized to receive such information, or use to the disadvantage of CAEM any confidential information, without the expressed authorization of the CAEM.
- Knowingly take any action or make any statement intended to influence the conduct of the CAEM in such a way as to confer any financial benefit on him or her or any corporation or entity in which they have a significant interest or affiliation.
- Operate in any manner that is contrary to the best interest CAEM.