

## **CAP Bylaws Relevant to Election**

### **Article I. Officers, Board of Governors, and Executive Committee**

#### **Section 1. Elections, Terms of Offices, Vacancies**

The regular election of officers shall be conducted pursuant to Article V of these bylaws. The term of office shall begin at the conclusion of the Stated Annual Meeting after the election results are final. A president-elect shall be elected for a two-year term and thereafter shall become president automatically. The term of a president shall be two years.

Should the office of president become vacant in the first year of its term, the immediate past president shall fill the office until the next Stated Annual Meeting, at which time the president-elect will succeed to the presidency to serve the remaining year of the vacated term plus the following regular two-year presidential term. A new president-elect shall be elected in the regular sequence of events to serve concurrently with the two-year presidential term.

Should the office of president become vacant in the second year of its term, the president-elect shall fill the remainder of that term plus the following regular two-year presidential term. A new president-elect shall be elected in the regular sequence of events to serve concurrently with the two-year presidential term.

Should the office of president-elect become vacant in the first year of its term, the Board of Governors shall appoint an acting president-elect from its membership to fulfill the duties of the president-elect until the next regular election, when a new president-elect shall be elected to serve the remaining year of the term and thereafter succeed to the presidency.

Should the office of president-elect become vacant in the second year of its term, the Board of Governors shall appoint an acting president-elect from its membership to fulfill the duties of president-elect until the next regular election, when a new president-elect shall be elected, and a new president elected if there is no successor as designated by these bylaws.

Should the office of president and president-elect become vacant simultaneously, the secretary-treasurer will assume the duties of the president until the next regular election, when a president and president-elect shall be elected for full two-year terms.

If all three positions become vacant simultaneously, policy developed by the Election Oversight Committee will govern.

The term of secretary-treasurer shall be three (3) years or until a successor is elected, whichever is later. Should the office of secretary-treasurer become vacant, the Board of Governors shall fill the office by appointment of a governor who shall serve until the next regular election, at which time a secretary-treasurer shall be elected for a full term. No Fellow may be elected secretary-treasurer for more than two full terms.

#### **Section 2. Duties of the President, President-elect, and Secretary-Treasurer**

The duties of the president are:

- A. To function as the chief elected officer;
- B. To preside at all meetings of the CAP membership;

- C. To serve ex officio with the right to vote on the Board of Governors and function as its chair;
- D. To make all committee, council, and advisory group appointments in accord with policy established by the Board and with Board approval;
- E. To perform such other responsibilities as are specified in these bylaws or as may be assigned by the Board of Governors.

The duties of the president-elect are:

- A. To assume the duties of the president in absence of the president;
- B. To serve ex officio with the right to vote on the Board of Governors and function as its chair in the absence of or at the pleasure of the president;
- C. To preside at other meetings at the pleasure of the president;
- D. To perform such other responsibilities as are specified in these bylaws or as may be assigned by the Board of Governors.

The duties of the secretary-treasurer are:

- A. To serve ex officio with the right to vote on the Board of Governors;
- B. To preside at other meetings at the pleasure of the president;
- C. To be responsible for the handling of all funds of the CAP;
- D. To regularly provide reports of the financial condition of the CAP to the Board of Governors and House of Delegates;
- E. To be responsible for all records of the CAP and ensure that all pertinent business is accurately and promptly recorded;
- F. To prepare an annual budget and make recommendations for effective and efficient expenditure of CAP funds for approval by the Board of Governors;
- G. To direct the development and regular review of CAP policies;
- H. To perform such other responsibilities as are specified in these bylaws or as may be assigned by the Board of Governors.

### **Section 3. Board of Governors**

The Board of Governors shall consist of twelve (12) governors plus those who serve ex officio as provided in the bylaws.

Each duly elected governor shall serve for a term of three years or until their successors are elected, whichever is later, and shall take office at the conclusion of the Stated Annual Meeting upon election. At least four governors shall be elected annually.

No Fellow shall be elected governor for more than two full terms.

No Fellow shall serve on the Board in a non-officer position for more than eight years, excluding time spent fulfilling an immediate past president term. Only Fellows eligible to serve for the entire three-year term may seek election to the position of governor.

Any vacancy shall be filled by the Board of Governors for the remainder of the unexpired term by appointment of a Fellow who is not currently serving on the Board and who has not previously served two full terms. Any Fellow so appointed shall retain the option of running for two full terms, except that a Fellow so appointed who has previously served one full term may run only for one additional full term.

The immediate past president shall also be a member ex officio of the Board of Governors for the year immediately following expiration of the presidential term. The speaker and vice speaker of the House of Delegates, the chair of the Residents Forum, and the president of the CAP Foundation, if eligible to serve and a CAP Fellow, shall serve ex officio as members of the Board of Governors.

All ex officio members of the Board shall have the right to vote unless otherwise provided for in these bylaws.

#### **Section 4. Removal of Officers and Governors**

Officers and governors may be removed from office in accordance with Illinois law and with a recall policy established by the Board of Governors.

#### **Section 5. Duties and Powers of Board of Governors**

The Board of Governors shall have the duties and powers ordinarily delegated to the governing body of a corporation, including the following:

- A. To direct the affairs of the CAP in accordance with Illinois law;
- B. To promote and attain the objectives of the CAP;
- C. To develop, initiate, and implement policy for the CAP;
- D. To employ a chief executive officer who may or may not be a member of the CAP, for a salary and term of office which it shall determine;
- E. To review the actions of the House of Delegates;
- F. To promulgate such principles of professional conduct for Fellows and other members of the CAP as the Board may from time to time adopt and to provide for interpretation of those principles;
- G. To elect the Executive Committee annually from its membership;
- H. To create and appoint from presidential nominees all standing committees;
- I. To direct and review all council and committee activities;
- J. To establish rules and procedures for all CAP elections, including runoff elections, consistent with these bylaws and subject to input from the Election Oversight Committee;
- K. To report to the CAP annually its work and activities, including a full financial statement prepared by a certified public accountant and such interim reports as are necessary and advisable;
- L. To adopt rules and regulations covering the election of Fellows supplementing those in the constitution and bylaws;
- M. To elect all classes of membership in the CAP.
- N. To establish the initiation fees and the annual dues for all categories of membership except that Honorary and Emeritus Fellows shall not be required to pay dues. It may, for sufficient cause, remit the dues of a person in any category;
- O. To adopt an annual budget.

## **Article V. Election Procedures**

### **Section 1. Election Oversight**

A committee shall be appointed to oversee the policies and procedures for the election of officers and governors.

### **Section 2. Nominations**

- A. A Nominating Committee will annually select a slate of election candidates for all open officer and governor positions. The Nominating Committee will be appointed by the president, with approval by the Board of Governors, at least six (6) months before the Stated Annual Meeting. It will consist of three (3) members selected from the House of Delegates and three (3) from the general membership, all serving two-year terms without eligibility for a second consecutive term. Terms will be staggered. The members selected from the House will be named from a list of no fewer than five (5) and no more than ten (10) nominees provided to the president by the House of Delegate Steering Committee.

The president will also appoint a past president of the CAP, not currently serving on the Board, as a seventh voting member of the Nominating Committee. This member will have a one-year term with no limit on tenure.

If a vacancy is created by death, resignation, or disqualification for any of these positions, the president will appoint a person to complete the term of the vacated position. That person would be eligible for an additional full-term appointment.

The president will select a new chair each year from its membership.

- B. The president shall communicate the report of the Nominating Committee to Fellows at least one hundred twenty (120) days before the Stated Annual Meeting.
- C. Additional nominations for governors and officers may be made by signed petition of at least one hundred (100) Fellows submitted to the chief executive officer no later than ninety (90) days before the next Stated Annual Meeting.
- D. The chief executive officer shall communicate to the Fellows at least sixty (60) days before the Stated Annual Meeting, the names of all nominees for officer and governor, the origin of the nominations, whether by Nominating Committee or petition or both, and information about each candidate.
- E. Any nominee for governor shall have been a Fellow in good standing for at least five (5) years prior to nomination. Any nominee for officer shall have been a Fellow in good standing for at least ten (10) years prior to nomination and have served on the CAP's Board of Governors.

### **Section 3. Elections**

- A. Prior to the Stated Annual Meeting, the Fellows shall elect the officers and governors by such voting method as shall be determined by Election Oversight Committee policy. The ballot may include a provision for write-in voting.

- B. At least sixty (60) days before the Stated Annual Meeting, the chief executive officer shall provide to all Fellows a mail or electronic ballot listing all nominees. Marked ballots must be postmarked or received electronically twenty-one (21) days prior to the Stated Annual Meeting to be considered valid.
- C. The results of the ballot shall be tabulated by an appropriate agency and reported to the chair of the Election Oversight Committee who, in turn, will notify all candidates of the election results. Election results shall be announced at the Stated Annual Meeting.

#### **Section 4. Runoff Elections**

- A. Election of officers and governors shall be by majority vote.
- B. In the event no candidate for an open position achieves a majority, the CAP will conduct a runoff election via electronic balloting of all eligible Fellows.
- C. The number of candidates appearing on the runoff ballot will equal the number of positions to be filled plus one. Candidates will be placed on the ballot in the order of the number of votes they received in the general election.
- D. In a runoff election, each ballot, to be valid, shall include one vote for each and every position to be filled.

#### **Section 5. Definition**

For the purposes of Article V, the time for reports, requests, and ballots shall be measured from the date of the Stated Annual Meeting.

#### **Section 6. Emergency Procedures**

If, at any time within ninety (90) days prior to the date specified in Section 3(B) for receipt of marked ballots, a nominee for the office of president, president-elect, or secretary-treasurer nominated under Section 2(A) shall die or become unable to serve, then the Board of Governors shall establish policy to govern the election and its outcome.