

## Election Reference Guide

[Time Commitment for Board Members](#) – The Board holds four meetings per year for three days each. Board members also have considerable commitments preparing for meetings and between meetings.

Board Position Descriptions:

[President](#)

[President-elect](#)

[Secretary-Treasurer](#)

[Governor](#)

### [CAP Bylaws Relevant to Election](#)

[CAP Election Procedures](#) – have been adopted in order to ensure a fair and impartial process for the election of Officers and Governors of the College of American Pathologists. They confirm to the provisions in the Bylaws of the CAP.

[CAP Board Member Non-Involvement Policy](#) – Members of the CAP Board of Governors (officers and governors) should not involve themselves in any activity (e.g., attending receptions, visiting hospitality suites, or providing campaign endorsements) to support candidates for CAP office or that might give the appearance that they favor a candidate.

[CAP Employee Non-Involvement Policy](#) – CAP employees may not support candidates or show that they favor any candidate in a CAP election.



## Time Commitment for Board Members

One of the questions most frequently asked by candidates considering running for the CAP Board of Governors is about the time commitment involved.

The estimates below are minimum requirements and are meant to help potential Board member candidates judge the possible impact on their schedules of serving as a board member. Actual time requirements may vary significantly depending on circumstances and issues facing the board. Please note that these estimates are for the Governor and ex-officio Board positions; a substantially greater time commitment is required by the College officers and those Board members who serve as council chairs.

### TRAVEL REQUIREMENTS

In addition to their commitments to the Board of Governors, most Board members serve on 1-2 CAP councils plus 1-2 committees of the Board. The actual number of additional appointments depends on the needs of the organization and on individual Board members availability and willingness to serve.

Following is an estimate of travel days required for each type of meeting. Most meetings are held over the weekend. These estimates do not include travel time, which will vary considerably depending on the candidate's home and the meeting location.

| Description   | How Often                                | Days Required                                |
|---|--|--|
| Board of Governors Meetings                                   | 4 times per year                         | 3 days, typically Friday-Sunday              |
| Board Retreats  | 1 per year                               | 1 day, typically attached to a Board meeting |
| Council Meetings  | 4 times per year per council appointment | 2 days                                       |
| Committee Meetings  | 2-4 times per year per committee         | Typically 1-2 days                           |
| CAP Annual Meeting  | 1 per year                               | 4-5 days, (Saturday-Tuesday)                 |
| CAP Policy Meeting<br>( <i>encouraged, but not required</i> ) | 1 per year                               | 3 days                                       |



### ADDITIONAL COMMITMENTS

In addition to travel time, Board members devote a significant amount of time between meetings on preparation and other College business. The following chart is an estimate of the non-traveling time commitment required of most Board members.

| Description                                      | How Often   | Time Required                   |
|--|---|---------------------------------|
| Board Conference Calls                           | Monthly, usually scheduled in months when the Board does not meet in person | 1 hour                          |
| Committee Chair Calls                            | Quarterly   | 1 hour                          |
| Reviewing Board Meeting Agenda Books and Minutes | Quarterly   | 2-3 hours                       |
| Policy Review & email Ballots                    | Quarterly   | 2-3 hours                       |
| CEO Performance Review                           | Annually  | 3-4 hours                       |
| Council/Committee preparation and other business | Monthly   | 2-3 hours per council/committee |

Please ensure that if you agree to run for a position on the Board of Governors you are willing and able to fulfill the above time commitment.

The College reimburses Board members for travel expenses plus up to \$1,500 per year for justified non-capital, out-of pocket expenses incurred as a result of carrying out the responsibilities of their office.



## President Position Description

### ROLE

The president serves as the College's chief elected officer and represents the interests of the entire membership. The president is a member of, and chairs the meetings of, the Board of Governors and Executive Committee. The president provides leadership and serves as the College's official spokesperson. In close cooperation with the Chief Executive Officer, the president ensures that College activities are conducted in accord with the policies and priorities established by the Board of Governors.

### RESPONSIBILITIES

1. Facilitates decisions to ensure that College activities are focused to achieve its mission, strategic plan and organizational priorities.
2. Focuses the Board in strategic planning through the development of strategic Board meeting agendas.
3. Presides at all meetings of the Board of Governors, Executive Committee, and the STATED ANNUAL MEETING of the membership, and attends all meetings of the CAP House of Delegates.
4. Serves as the College's official spokesperson and representative and delegates these responsibilities, as necessary, to other officers, members of the Board, and other College leaders.
6. Recommends council, commission, committee, and project team appointments to the Board of Governors for approval.
7. Supports and communicates CAP policies and programs adopted by the Board of Governors.
8. Promotes interest and active participation in the College by reporting on College activities through editorials, reports at House of Delegates meetings, and other communications.
9. Solicits advice and counsel from other officers, the Chief Executive Officer, the Executive Committee, other members of the Board of Governors, executive staff members and legal counsel as appropriate.
10. Communicates support and feedback of the Board of Governors and other leaders to the Chief Executive Officer.
11. Provides an environment conducive to comprehensive analysis of issues and assessment of benefits and risk in an open dialogue between Board members and the Chief Executive Officer.
12. Abides by the CAP Constitution and Bylaws, Policy Manual and Strategic Plan.
13. Addresses complaints of harassment of any form or other inappropriate behavior of members engaged in CAP activities.
14. Reviews the annual Conflicts of Interest Disclosure Report of the Board of Governors and the Executive Committee and addresses any potential conflicts of interest.
15. Participates in the orientation program for new board members.



## President-Elect Position Description

### ROLE

The CAP president-elect serves as the second highest officer and assumes the presidency at the conclusion of the two-year term. The president-elect is a member of the Board of Governors and Executive Committee. Most of the president-elect's efforts are directed towards preparing for the presidency and assisting the president.

### RESPONSIBILITIES

1. Assumes and discharges all duties of the president in the event of the president's inability to perform duties.
2. Performs all necessary responsibilities and duties preparatory to assuming the presidency.
3. Attends all meetings of the Board of Governors, Executive Committee, CAP House of Delegates and the STATED ANNUAL MEETING of the membership.
4. Abides by the CAP Constitution and Bylaws, Policy Manual and Strategic Plan.
6. Accepts responsibilities and assignments delegated by the president, such as representing the president at CAP and other events.
7. Consults with the president and Chief Executive Officer in preparation for assuming the responsibilities of president.



## Secretary-Treasurer Position Description

### ROLE

The secretary-treasurer is a member of the Board of Governors and oversees all CAP financial affairs and corporate records. The secretary-treasurer reports on the financial soundness of the College. The secretary-treasurer oversees the prudent application of CAP funds in keeping with the goals and objectives established by the Board of Governors. The secretary-treasurer directs the development and regular review of CAP policies for consideration by the Board of Governors.

### RESPONSIBILITIES

1. Chairs the Finance Committee.
2. Ensures that the Board of Governors, members of the House of Delegates, other CAP leaders, and CAP members are kept informed about the College's financial condition.
3. Reviews the College's monthly and yearly financial reports and other financial documents to ensure understanding of the College's financial situation.
4. Presents an annual budget, upon the recommendation of the Finance Committee, to the Board of Governors for its approval.
5. Signs checks and reviews disbursement records for expenditures as specified in CAP Policy.
6. Works with the Chief Executive Officer and designated staff to ensure that minutes of the Board of Governors and Executive Committee meetings, as well as those of the Annual Stated Meeting, are developed and distributed and that all necessary government reports are filed and necessary records retained.
7. Abides by the CAP Constitution and Bylaws, Policy Manual and Strategic Plan.
8. Oversees preparation of policy proposals presented to Board of Governors and regular review of these policies.



## Board of Governors Position Description

### BOARD OF GOVERNORS

The Board of Governors establishes the strategic direction of the College of American Pathologists. The Board also appoints and oversees the Chief Executive Officer and exercises certain fiduciary responsibilities. In performing its duties, the Board is guided by law and the CAP mission, vision, bylaws, and articles of incorporation.

### BOARD MEMBER

A board member participates in the governance of the College of American Pathologists. Board members (officers, governors, and ex-officio members) exercise their authority in accordance with the CAP bylaws during properly constituted meetings of the Board of Governors and of the Executive Committee. No individual board member has the authority to act on behalf of the Board, without the explicit approval of the Board.

### RESPONSIBILITIES OF THE BOARD

1. Determine mission and purpose of the College
  - Ensure the mission drives the priorities of the College
2. Select the Chief Executive Officer
  - Hire the CEO
  - Ensure succession planning
3. Support and evaluate the chief executive officer
  - Establish and approve the evaluation criteria through which the CEO's performance is monitored and managed
  - Review and approve CEO compensation
4. Ensure effective planning
  - Review, recommend, and approve CAP strategic goals and financial objectives
5. Monitor and strengthen programs and services
  - Review results achieved by the CEO (*and professional staff through the CEO*) in keeping with CAP's organizational mission and strategic goals/objectives
  - Approve and support corporate policies and procedures
6. Ensure adequate financial resources
  - Review and approve annual CAP budgets
7. Protect assets and provide financial oversight
  - Review financial statements
  - Approve the appointment of an independent auditor



8. Build a competent board (*\* Indicates responsibilities of individual board members*)
  - Act and make decisions that are in the best interest of the organization as a whole and not based on any special group, interest, or individual\*
  - Attend all board meetings and other meetings as assigned\*
  - Read all agenda materials in advance of the meeting, and request clarification or additional information, when needed, prior to the meeting\*
  - Publicly support all Board decisions\*
  - Identify issues that may support or undermine governance effectiveness\*
  - Distinguish between governance responsibilities and management assignments, so as to avoid interfering in CAP operations\*
  - Participate in Board orientation and ongoing governance education/training including Board self-appraisals\*
  - Identify and encourage possible candidates for Board positions who can make significant contributions to the work of the Board and the organization, and who possess the desired characteristics described in the Board Qualities Matrix\*
  - Board members, in their role as a liaison to others in the College, may share general comments/broad sentiments of the Board, however, discussions and deliberations must be kept confidential to the extent that the information:
    - is proprietary, or could disclose our strategic direction to competitors
    - is personal, or ties any individual to any aspect of the deliberations whether favorable or unfavorable
    - could be harmful to the organization if disclosed
    - is subject to the attorney-client privilege\*
9. Enhance the organization's public standing
10. Ensure legal and ethical integrity
  - Assure compliance with all relevant federal, state, and regulatory requirements
  - Approve the appointment of legal counsel
  - Participate in governance affairs according to CAP's mission, vision, values, and strategic goals
  - Support and adhere to the CAP constitution, bylaws, policies, and procedures, including CAP's Code of Ethics, PRIDE principles, harassment policies and conflicts of interest\*
  - Fulfill the duties of care, loyalty, and obedience described below\*

**Duty of Care:**      **COMPETENCE**

Exercise appropriate diligence in good faith to become informed in making decisions and overseeing the performance of the CEO through the following actions:

- *Attend and actively participate in meetings\**
- *Ask questions that stimulate high level thinking and problem solving\**
- *Assure that adequate training and information is provided to support informed decisions\**
- *Address, in a timely manner, any real or potential conflicts of interest that may undermine the quality and integrity of decisions\**





**Duty of Loyalty:** **FAITHFULNESS**

Act in the best interests of the organization as a whole, and not in the interests of oneself, another individual, another body in the College, or another organization, through the following actions:

- *Disclose all potential personal and professional conflicts of interest\**
- *Reveal any relevant business or personal relationships\**
- *Place the interests of the organization above self-interest \**
- *Support majority board decisions at all times\**

**Duty of Obedience:** **LEGAL**

Follow all laws and support the CAP mission, constitution and bylaws through the following actions:

- *Remain within the legal authority of the board\**
- *Assure that the organization is compliant with all relevant laws, regulations, and statutes\**

## **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.



## VIII-C. Officers and Governors Election Procedures

These procedures have been adopted to ensure a fair and impartial process for the electing Officers and Governors of the College of American Pathologists. They conform to the Bylaws of the CAP.

As used in these procedures, “potential candidates” are defined as Fellows who have officially notified the Chief Executive Officer’s office of their intention to run for office. “Candidates” are individuals who have qualified to be placed on the ballot, i.e., who have been nominated by the Nominating Committee or by petition of at least 100 Fellows.

### SUPERVISION OF ELECTION PROCESS

The conduct of all aspects of the nomination and election process of the CAP shall be the responsibility of the Nominating Committee, the Election Oversight Committee, and the staff designated by the CEO, as follows.

#### Nominating Committee

The composition of the Nominating Committee is defined in the Bylaws, appointment being made by the President with concurrence of the Board of Governors. The committee shall be appointed at the annual organizational meeting of the Board of Governors, to select candidates for Governor and Officer vacancies. The committee shall meet in sufficient time to allow the slate of candidates for office to be communicated by the President to the general membership at least one hundred and twenty (120) days prior to the Stated Annual Meeting of the CAP. Candidates may be selected from those who have declared their candidacy, or the committee may select other eligible candidates as it determines necessary to ensure proper representation of the membership.

The Nominating Committee shall:

1. Develop criteria, which will be revealed to all candidates and potential candidates, on which to base its selection of a slate.
2. Interview all qualified candidates and potential candidates (including incumbents), the travel expense being paid by the CAP.
3. Review with candidates and potential candidates any issues of concern that the Nominating Committee might have, e.g., conflicts of interest.
4. Select one candidate for each open Officer/Governor position.
  - a. Nominating Committee slate vote will not be anonymous.
  - b. All qualified and potential candidates must receive at least 5 of 7 votes to receive the nomination.
  - c. If consensus cannot be reached, Nominating Committee will reconvene within 2 weeks (virtually) to reinterview candidates.
  - d. If a second interview is required to reach consensus, one hour will be allocated for officers and 45 minutes will be allocated for governors.
  - e. The Board of Governors will not be informed of split decisions.
5. The election ballot will not contain percentage of vote received in Nominating Committee.
6. Report its slate of candidates to the President and copy the Chief Executive Officer.
7. Through the Nominating Committee chair, notify all candidates and potential candidates of the committee’s decision.



8. Keep the deliberations of the Nominating Committee strictly confidential.
9. Refrain from circulating petitions or participating in the campaign of any candidate or potential candidate.
10. Refrain from issuing any communication to the membership (or segment thereof) regarding a current election, except the formal report of the Nominating Committee which is addressed to the President for communication to the membership.

### **Election Oversight Committee**

An Election Oversight Committee of three (3) members shall be appointed by the President with concurrence of the Board of Governors at the annual organizational meeting of the Board. Members of the Election Oversight Committee must be a past officer or past governor.

The Election Oversight Committee shall:

1. Investigate any complaint/appeal from a candidate, potential candidate, or member with a concern regarding a perceived irregularity in the election process.
  - a. Election Oversight Committee will send reports of verified candidate infractions to the Board of Governors and, if deliberations are not yet concluded, the Nominating Committee. The Board will determine if infractions are shared with the membership.
2. Review all materials required to administer the election prior to publication to the membership.
3. Provide general oversight of the election process.
4. Recommend changes in election procedures to the Board of Governors as needed.
5. Refrain from circulating petitions or participating in the campaign of any candidate or potential candidate.

The chair of the Election Oversight Committee shall notify candidates and members of the committee of election results prior to the Stated Annual Meeting.

### **Duties of Staff**

Staff, as designated by the Chief Executive Officer, shall be responsible for receipt and verification of petitions, preparation of election materials, coordinating the elections, and support of the above-named committees.

### **House of Delegates Steering Committee**

At its spring meeting each year, the House of Delegates may host a Candidate Forum for candidates and potential candidates. The House of Delegates Steering Committee shall determine the format of this forum and shall be responsible for ensuring that candidates and potential candidates are managed in a fair and equitable manner, including:

- provide adequate notice to candidates and potential candidates of the Candidate Forum and any housing and registration requirements in advance of the meeting
- conduct the Candidate Forum in a manner that ensures equal and fair participation for all candidates and potential candidates
- ensure all candidates and potential candidates are reimbursed equally for their participation in the Candidate Forum and any other required activities





- refrain from circulating petitions or participating in the campaign of any candidate or potential candidate for the Board of Governors or Officer position.

### NOTIFICATION TO MEMBERSHIP OF VACANCIES AND ELECTION PROCEDURES

In the January issue of *CAP Today*, the composition of the Nominating Committee and the Election Oversight Committee shall be published. Vacancies which will occur for Officers and Governors shall also be listed, along with the names of incumbents eligible for reelection. The article shall also convey when the Nominating Committee is expected to meet, the deadline for the filing of nominating petitions, and information about obtaining petition forms from the headquarters office.

### CAMPAIGNING INFORMATION FOR CANDIDATES

Official campaigning for potential candidates in the next election cycle may not begin until after the previous year's election results have been announced. Potential candidates may only campaign for open positions in the next election cycle. The election cycle begins immediately upon official announcement of the previous year's election.

Fellows may be nominated for Governor or Officer of the CAP by submission of petitions signed by at least 100 Fellows who are eligible to vote as specified in the Constitution. Petitions are available either digitally or in paper form and can be provided by request to Chief Executive Officer's designee. Petitions shall indicate the name of the potential candidate, the office being sought, and the election year. Signers shall affix their signature and print their name as well as their city and state of residence. Petitions shall be submitted to the Chief Executive Officer's designee at the CAP headquarters no later than 90 days before the stated annual meeting.

Staff shall verify the validity of 100 signatures of petitions for each candidate but will not verify beyond that number. Candidates will be informed by staff when 100 valid signatures are on file. Staff may provide one copy of a candidate's signed petitions upon receipt of a written request by that candidate, after the deadline for submitting nominating petitions has passed.

All petitions received by the CAP will be available to the Nominating Committee during its deliberations for use as it deems fit. Petitions will be destroyed 30 days after the Stated Annual Meeting at which final election results are announced.

A one-time electronic communication to the membership will be sent by the CAP on behalf of the candidates. The communication would include a candidate message and link to the candidate's website, if submitted. The order of candidates in the communication will be randomized electronically.

If campaigning is carried out, candidates and their representatives are expected to use positive messaging and appropriate decorum.

During a campaign, candidates must adhere to the following rules:

- Campaign expenditures and activities be limited to reasonable levels necessary for adequate candidate exposure to members.
- Candidates may not give or accept in-kind donations.
- Campaign memorabilia (except business card distribution) and giveaways that include a candidate's name or likeness may not be distributed at any time during the election cycle.



- Any items of value including but not limited to campaign stickers, pens, pins, buttons, and similar campaign materials are disallowed. This would also include distribution of CAP copyrighted material (including CAP publications authored by the candidate) that the candidate purchased.
- Social media (including a personal website) are allowed.
- Campaign parties are not allowed.
- For group dinners (including group drinks) attended by announced candidates in a currently contested election, each participant pays their own share of the expenses, with the exception of reimbursable expenses as per CAP policy. Gatherings of four or fewer members are exempt from this rule.
- Candidate-produced campaign videos are permissible, but they cannot include the CAP logo. Incidental appearances of the logo in campaign videos are permissible, but campaign videos must include a disclaimer statement provided by Governance that the CAP does not endorse their candidacy.
- Candidates cannot use the logo on campaign materials. Incidental appearances of the logo in photographs are permissible, but all campaign materials must include a disclaimer statement provided by Governance that the CAP does not endorse their candidacy.
- Photographs including members and non-members may only be used in election materials with their explicit consent to the candidate prior to publishing and Governance will not receive or maintain any photograph releases.
  - Consent would not be required for group photographs containing six or more people.
  - This rule applies to social media pages and personal websites.
  - Staff may be included in a group photograph of (fifteen) 15 people or more so long as the group is not primarily composed of staff.
- These campaign rules cover the election cycle, as described above and apply to all candidates, independent of the date on which each person announces their candidacy.
- Use of the image of a cover of a CAP publication in campaign materials is permissible so long as the candidate includes the disclaimer statement provided by Governance.
- Candidates are encouraged not to circulate petitions while CAP meetings are in session.

During campaigning, CAP staff may utilize candidates or potential candidates to present CAP webinars, lead seminars, or appear in marketing materials if they are subject matter experts. However, candidates will not serve as the President's (reimbursed) representative at state pathology meetings, hospital rounds, or other such audiences of CAP members except where candidates are best suited to the task as a result of expertise or proximity.

(See also PREPARATION AND FORMAT OF ELECTION MATERIALS)

Candidates or potential candidates with any inquiries regarding their candidacy are to direct their requests to Governance Services only and not involve other CAP staff. Candidate and potential candidate requests for information to develop or support a campaign platform will be honored so long as the information is readily available and not proprietary in nature. Any request that will require research or other significant resource allocation (time or money) will be forwarded to the Chief Executive Officer who will, in consultation with the Election Oversight Committee or the CAP President when needed, make the final determination. When information is supplied to a candidate or potential candidate under these guidelines, all other candidates or potential candidates will be notified of the request and offered the same information.



## PROCESS FOR REPORTING INFRACTIONS

Reporting of election infraction can only come from verified members or staff.

If an infraction is reported to the Election Oversight Committee, they will review and take the following action if they deem the infraction is valid:

1. The EOC will determine the infraction's severity and visibility to the membership.
2. The EOC chair will reach out to a candidate regarding an infraction via both email and telephone.
3. The EOC will inform the candidate how long they have to rectify the infraction.
4. If not rectified in the allotted time, or the infraction is repeated, the EOC will report the infraction(s) to the officers of the CAP.
5. The Board of Governors reserves the right to share the infraction with the membership and the Nominating Committee if deliberations are not yet concluded.

## PREPARATION AND FORMAT OF ELECTION MATERIALS

CAP elections shall be administered by staff, using an outside firm. The Election Oversight Committee shall review all materials required to administer the election prior to final publication to the membership.

The order of candidates for each office as they appear on the ballot shall be randomly selected. This will be noted in the election materials.

All ballots will provide for write-in candidates.

The candidate information developed for the voters will include a headshot photograph and biographical data submitted by each candidate in conformance with formats and word limitations determined by the Election Oversight Committee. Staff will confirm information provided regarding service on CAP councils, committees, etc. The candidate information for voters will specify the source of nomination, i.e., Nominating Committee and/or petition. The source of nomination will also appear on the ballot.

Additionally, candidate information will include replies by the candidate to the following questions:

1. Why do you want to be an Officer/Governor of the CAP?
2. What major issues do you see facing the CAP during the next three years?
3. If you are elected, what do you hope to accomplish?

Candidates are responsible for keeping answers within the word limitations set by the Election Oversight Committee.

Election materials will be published to the membership no later than sixty (60) days prior to the session of the Stated Annual Meeting at which election results are to be announced. Materials may be published no earlier than one week prior to this deadline. Candidates will be informed of the dates of this "mailing window."



The CAP also will establish an Election Page on its website, where the report of the Nominating Committee will be posted along with the names of other candidates on the ballot by means of petition. Candidates will be offered the opportunity to have the CAP publish on this website their photo, curriculum vitae, and/or campaign platform on this website, subject to length of text and other criteria established by the Election Oversight Committee.

This website will be available to all CAP members following the report of the Nominating Committee but prior to the publication of the ballot.

### **BALLOTING PROCEDURES**

Voting instructions will be sent to all Fellows and Life Fellows of record 60-67 days prior to the first session of the Stated Annual Meeting. Individuals who become Fellows after that initial distribution will not be included in that year's voting process.

The voting process will have provisions to ensure the integrity of the election, i.e., that those casting votes are eligible voters, vote only once, and are assured their votes are kept secret and secure. Completed ballots will be returned by the voter directly to the contracted outside firm. If a member votes more than once, the first ballot received by the firm will be counted.

Bullet ballots are valid but are not encouraged. Ballots that deviate from voting instructions will be invalid. An exception will be made for mail-in ballots received at the headquarters office when ballot confidentiality can be maintained, and the election firm can identify and verify the eligibility of the voter.

### **CONDUCT OF THE VOTE**

A candidate must receive a majority of the vote to avoid a runoff election. Greater than 50% of the vote constitutes a majority. In the event that more than four candidates for governor receive greater than 50% of the vote, the top four candidates will win the open positions.

For write-in votes:

- Write-in votes require first and last name and should be spelled correctly as stated in the membership list.
- Instructions on filling out a write-in vote should be included in the ballot text.
- Write-in votes should be unambiguous to be considered valid.
- In a scenario where write-in votes may prevent any candidate from receiving a majority, the Election Oversight Committee will review and authenticate write-in ballots before initiating a runoff vote.

### **REPORTING OF RESULTS**

1. The chair of the Election Oversight Committee will receive vote totals and votes cast for each candidate after the election.



2. The Election Oversight Committee Chair will give vote results (including number of votes and percentage of votes per candidate) to each candidate for the position they ran for upon request. This request would go directly from the candidate to the Election Oversight Committee Chair, as opposed to Governance.
3. Vote tallies or percentages of the election will not be made public, and candidates will be instructed to keep their vote tallies and percentages confidential.
4. Results of the election will be posted on the CAP web site immediately after all reasonable attempt has been made to notify the candidates of the results, and then reported at the Stated Annual Meeting of the CAP.
5. Ballots will be retained by the election firm for 30 days after the Annual Meeting, and then destroyed unless instructed otherwise by the Chief Executive Officer's designee in case of a challenge.

### APPEALS

Any candidate questioning the outcome of an election or desiring a recount or other consideration shall notify the chair of the Election Oversight Committee by registered letter or email. The candidate shall provide details of any perceived irregularity. Notice shall be postmarked (or time stamped, in the case of email) within seven (7) days of the candidate's notification of election results by the chair of said committee. The chair shall immediately notify the President of the alleged irregularity or request for recount. The committee shall investigate the circumstances at issue and make recommendations to the President for resolution. Any action recommended must be approved by the Executive Committee or the Board of Governors.

### RETENTION OF MATERIALS

A copy of the election material distributed to the electorate, as well as the report on balloting results, will be retained in the official archives of the CAP. Names of those elected will be recorded in the minutes of the business meeting of the CAP. Thirty days after the announcement of election results at the Stated Annual Meeting, all petitions and ballots will be destroyed unless an election result is challenged, in which case all materials will be retained until the dispute has been resolved.

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| Document ID: Officers and Governors Election Procedures<br>Document type: Governance Policy<br>Responsible: Governance Services<br>Approve: Board of Governors<br>Consult: None<br>Inform: CAP Policy Manual | Adopted November 2020<br>Revised August 2024 |
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## VIII-O. Board Member Non-involvement in CAP Election Campaigns

Members of the CAP Board of Governors (officers and governors) should not involve themselves in any activity (eg, attending receptions, visiting hospitality suites, or providing campaign endorsements) to support candidates for CAP office or that might give the appearance that they favor a candidate.

Likewise, candidates for office should avoid asking Board members for public assistance with their campaigns. Candidates seeking assistance within CAP policy (eg, information about election procedures) should contact the Governance Services Department.

Furthermore, active campaigning by Board members on behalf of candidates is not allowed. This includes:

- Making public statements at meetings, events, or on social media endorsing a candidate
- “Liking” or reposting campaign-related posts or material supporting an individual’s campaign
- Distributing a group email or disseminating a letter to CAP members supporting individual or multiple candidates
- Using CAP resources to aid any campaign

Current Board members are allowed to sign but not pass around nominating petitions for candidates at meetings.

See also: Governance Policy VIII-C. Officers and Governors Election Procedures

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| Document ID: Board Member Non-involvement in CAP Election Campaigns<br>Document type: Governance Policy<br>Responsible: Governance Services<br>Approve: Board of Governors<br>Consult: None<br>Inform: CAP Policy Manual | Adopted March 2025 |
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## VIII-G. Employee Non-involvement in CAP Election Campaigns

CAP employees should not involve themselves in any activity (eg, attending receptions, visiting hospitality suites, giving personal advice, or providing campaign assistance or endorsements) to support candidates for CAP office or that might give the appearance that they favored a candidate.

Likewise, candidates for office should avoid asking staff members for assistance with their campaigns or otherwise placing staff members in a compromising position. Candidates seeking assistance within CAP policy (eg, copies of mailing list, information about election procedures) should contact the Governance Services Department.

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| Document ID: Employee Non-involvement in CAP Election Campaigns<br>Document type: Governance Policy<br>Responsible: Governance Services<br>Approve: Board of Governors<br>Consult: None<br>Inform: CAP Policy Manual | Adopted June 1991<br>Reaffirmed May 1994<br>Reaffirmed May 1997<br>Reaffirmed May 2000<br>Revised February 2006<br>Reaffirmed July 2012<br>Reaffirmed December 2017<br>Revised February 2023 |
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