

---

## ASSOCIATIONS: FAQ ABOUT BOARD OF DIRECTORS ELECTIONS

---

The board of directors is, as the managing executive, the most important organ of every association. Thus, the board of directors election is of great significance. In this guide, we would like to give you answers to the most frequently asked questions about board of directors elections.

### General Questions about the Association's Board of Directors

#### 1. What legal position does the association's board of directors have?

Every association needs a board of directors, which acts as the managing executive of the association. The board of directors represent the association in and out of court.

#### 2. Do associations need to be registered?

Registering associations is part of state law in the United States and every state has its own procedure to register or not. In Canada, provincial and partly federal law apply for the registration of associations.

#### 3. How many directors on the board are needed for the association?

In associations, the board of directors is mostly comprised of at least three members. Usually a board of directors has more than one member so that the directors can consult and control each other better.

#### 4. How is the election process for directors on the board?

The election process depends on the voting options the members get to vote for their board of directors. If the membership is allowed to vote online or by post, the election period usually starts before the Annual General Meeting (AGM) and ends with the AGM so that the results can be made public at the meeting. Another possibility is that members can only vote at the AGM in person on the day of the meeting, which typically applies for smaller or local associations. The details about the election process are constituted in the bylaws of the association.

### Who can be elected to be a board member?

#### 5. Can only members be elected to the board?

A board of directors does not only need to be comprised of members but also external directors can be elected to the board. This option has to be included in the bylaws. However, it can also be decided only members being able to be elected to the board. This is typical for most associations.

#### 6. Who can nominate candidates and until what deadline?

In general, every member or committee can nominate candidates for the board of directors election. The nomination can be handed in via post, electronically or in person in an association's branch or headquarter. The nomination period usually starts several weeks before the election period. However, every association has specific rules about their nomination procedure, which are recorded in the bylaws.

---

## ASSOCIATIONS: FAQ ABOUT BOARD OF DIRECTORS ELECTIONS

---

### 7. How long is the term for the board?

There is no rule how long a director can serve on the board. Some associations elect or re-elect a new board annually, most associations have a 2 or 3 year term and a few even have a 4 or 5 year term.

### 8. Which responsibilities do the board members have?

The board members are elected to run the association on behalf of its members. They usually appoint or elect an executive committee to manage the association. In addition, the board of directors is responsible for the direction of the association and obeying ethical and legal standards

## Voting Rights

### 9. How can the bylaws be amended?

The bylaws of an association can be amended at the Annual General Meeting or board meetings, depending if the members have a right to vote on amendments or only board members.

### 10. Do passive members have a voting right as well?

The bylaws of the association should define the rights and responsibilities of active and passive members, especially the voting rights. For example, active members can be members who actively organize the association's events and others, whereas passive members only pay the membership fee.

### 11. Can Annual General Meetings be held via electronic means?

Holding an online AGM in associations is legally possible. The criteria for an electronic AGM are written in the bylaws of the association.

### 12. Is online voting possible in associations?

To make online voting possible and legal in your association, the electronic voting option has to be included in the bylaws. A resolution or amendment should be sufficient. Besides, the details about online elections like the requirements and the process of online voting should be clarified in the bylaws.

**More tips about board of directors elections in associations:**

>> [www.polyas.com/associations/board-elections](http://www.polyas.com/associations/board-elections)

TIP

**We gladly advise you about the advantages of online voting.  
Contact us!**

#### Polyas - The Election Experts

We are the leading provider for digital elections since 1996. Our customers include companies, cooperatives, associations, universities, churches and professional associations who all vote easy and conveniently via internet.

Combine an online election with a postal vote, ballot box vote or a vote at the General Meeting. The voter turnout increases and the returning officer saves precious time and money in the election management.

#### Contact

**POLYAS** GmbH  
Alte Jakobstraße 88  
10179 Berlin - Germany

[www.polyas.com](http://www.polyas.com)  
Tel.: +44 20 369 581 -65  
Mail: [info@polyas.com](mailto:info@polyas.com)