

# ALOA-SPAI 2017 Election Handbook



# ALOA-SPAI Election Handbook

This is the first handbook in the Board Candidate series, and is intended to provide the candidate with current ALOA-SPAI election rules and procedures.

The first part of this handbook relates to the current ALOA-SPAI bylaws, and contains information relative to elections as dictated by the bylaws.

The second part of this handbook explains the election rules and procedures adopted by the Board of Directors. Since this handbook is subject to revision, please confirm that this publication is the most current version.

I congratulate you on your decision to offer your services to our fine organization. I am sure that if elected, you will gain much satisfaction being part of a dynamic governing body. I can tell you from experience that you will be serving with some very talented people, which you will be proud to call your friends. We are here to help you through the election process. Although fairly complete and concise, you are encouraged to seek clarification from the President or Secretary if there is anything contained herein which you do not understand.

Clyde Roberson, CML, CMST  
Board Secretary

## From the Bylaws:

### Article III Members

#### Section 4 Rights of Members

Only Active, Probationary, Retired, Life, Associate, Designated Company and International Association members shall have the right to vote, and each such member shall be entitled to one vote on each matter submitted to a vote of members. Only Life members and persons who have been Active or Associate representatives within the prior three {3} years are eligible to serve as Officers and Voting Directors of the corporation. An Associate member shall notify the Secretary of its Active member employee, who shall be its designated representative to vote on behalf of the Associate Member and be eligible to serve as an Officer or Director. A Company Member shall notify the Secretary of its Active member employee who shall be its designative representative to vote on behalf of the Company Member and be eligible to serve as an Officer or Director. Other employees of a company are not eligible to vote or serve as an Officer or Director, unless they hold individual voting memberships. All voting members and designated Associate and Company member representatives are eligible to serve as Non-voting Directors. An International Association member shall notify the ALOA Secretary of its Active member, who shall be its designated representative to vote on behalf of the International Association member and be eligible to serve as an Officer or Director. Other members of the International Association are not eligible to vote or serve as an ALOA Officer or Director unless they hold individual Active memberships.

### Article V – Meetings of Members

#### Section 2 Special Meeting

Special meetings of the members may be called by the President, by the Board of Directors, or by not less than ten percent (10%) of the members having voting rights. Additionally, there shall be one or more yearly special meetings of the members, having voting rights, held prior to the annual membership meeting for the purpose of electing approximately one-half of the directors and officers.

#### Section 5 Proxies

A voting member may vote by proxy solely with respect to the election of directors, officers, and the amendment or modification of these Bylaws, provided the proxy is executed in writing by the member or the Associate member representative or his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. The Board of Directors may provide for voting by electronic means.

## **Article VI Officers**

### **Section 1 Officers**

The officers of the corporation shall be a President and a Secretary. The offices of President and Secretary shall not be filled by the same person.

### **Section 2 Election and Term of Office**

The officers shall be elected by the voting members for a two (2) year term with the exception of the President who will serve as a Trustee for four (4) years following his term as President. A person may serve as the President of the corporation for no more than two (2) terms which must be consecutive. Service with a predecessor corporation shall be included for purpose of this section. The Secretary may be elected for no more than three (3) consecutive terms. The President shall be elected in odd-numbered years and the Secretary in even-numbered years at a special meeting of the members. They shall serve until their successors have been duly elected and qualified. Candidates for offices shall be nominated in accordance with policies adopted by the Board of Directors. The candidates for President and Secretary must be a sitting board member or must have served on the board within the previous three {3} years.

### **Section 3 Removal**

Any Officer elected by the members may be removed by the members. Any Officer elected by the Board of Directors to fill a vacancy may be removed by the Board of Directors.

### **Section 4 Vacancies**

A vacancy in the office of President, Secretary, or any elected board member because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

### **Section 5 President**

The President shall be responsible for the integrity of the Board of Directors' governance in accordance with policies adopted by the Board. He or she may sign with the Secretary, any deeds, mortgages, contracts, or other instruments, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation.

### **Section 6 Secretary**

In the absence of the President or in the event of his or her inability or refusal to act, the Secretary shall perform the duties of the President by action of the Board, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Secretary shall be responsible for the integrity of the Board's documents, including Bylaws, policies and minutes; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and shall perform such duties as set forth in policies adopted by the Board.

## Article VII Board of Directors

### Section 1 General Powers

The corporation shall be governed by the Board of Directors.

### Section 2 Composition

The Board of Directors of the corporation shall be composed of the President, the Secretary, the Trustees, the Associate Director, the Regional Directors, the qualifying Presidents of Corporate-owned Associations or Divisions and non-voting members. Regional Directors shall represent the Northeast, Northwest, North Central, Southeast, Southwest, and South Central geographic regions of the United States and adjoining Canada, along with International Regions.

If a new Region is to be created, it must maintain a minimum of five hundred {500} Active members for a period of two {2} consecutive years and petition the board. The board will then rule on the new Region. If any Region drops below five hundred {500} Active members, that Region will have two {2} years to regain the required five hundred {500} Active members. If a region fails to meet the minimum membership requirement after two consecutive years, no director shall be elected from that region until the required membership level is again sustained for two consecutive years. In the event that a corporate owned association's membership falls below 500 members for two consecutive years, the director representing such corporate owned association shall be a non-voting member of the Board of Directors until such time as the membership in the corporate owned association is sustained at the required level for two consecutive years.

The geographic area, which makes up a Director's Region, may be renamed, redefined, or reconfigured by a 2/3 majority vote of the Board of Directors. All Directors shall be elected on a Regional basis. Each member shall be deemed to be from the Region where the member has listed his or her business address with the corporation, except Associate members shall be deemed members of the Associate Region. A voting member may vote only for a Director representing his or her Region. Candidates for Regional Director Positions shall be nominated with policies adopted by the Board of Directors. Directors shall be elected by a plurality vote. Each voting member in a Region may cast only one {1} vote for each open position. Non-Voting members are appointed by the President as described in Section three {3} of Article V.

The two {2} most recent past Presidents of the corporation shall serve as Trustees. Trustees shall attend all Board Meetings to serve as advisors to the Board and have full voting rights.

### Section 4 Non-Voting Directors

The President may appoint no more than two {2} non-voting members to serve on the Board of Directors.

### **Section 5 Term**

The term of the Directors (other than the Non-Voting Directors) shall be for duration of two years. Non-Voting Directors shall serve at the pleasure of the President. No individual (other than the President) may serve more than three (3) consecutive terms as Director without an absence from the Board of at least one (1) year. Time served filling a vacancy or serving as an officer shall not count towards the Director term limits. The terms of the Directors (other than the Non-Voting Directors) shall be staggered so that approximately one-half of the Directors are elected each year. Directors from the Northeast, South Central, Northwest, and International Regions shall be elected in even-numbered years. The Directors from the Southeast, North Central, Southwest, and Associate Regions shall be elected in odd-numbered years. If in the future new regions are to be created, the Board shall deem either odd or even election years.

### **Section 6 Regular Meetings**

A regular annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution by the Board of Directors without other notice than this Bylaw and such resolution.

### **Section 7 Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or the greater of three (3) Directors or twenty-five percent (25%) of the Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the state of Texas, as the place for holding any special meeting of the Board called by them.

### **Section 8 Notice**

Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto in writing, delivered personally or sent by mail or facsimile transmission to each Director. If notice be given by mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited with postage prepaid to a nationally recognized overnight courier service. If notice be given by facsimile transmission, such notice shall be deemed to be delivered upon confirmation of the receipt of the transmission. Any Director may waive notice of any meeting.

### **Section 9 Quorum**

Sixty-percent (60%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than sixty-percent (60%) of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice,

### **Section 10 Voting; Manner of Acting**

Each Director, other than the Non-Voting Directors, shall have one (1) vote. The act of a majority of the voting Directors present at a meeting at which a quorum is present, shall

be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation or these Bylaws.

#### **Section 11 Informal Action by Directors**

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors, may be taken without a meeting, if all the voting members of the Board consent in writing to the adoption of a resolution authorizing such action.

#### **Section 12 Vacancies**

If a Director {other than the President, Secretary or Non-Voting Directors} resigns, is removed from office or otherwise ceases to serve, or if the position is vacant, the existing Board of Directors shall appoint someone to fill the vacant seat until the members of the Region who elected such Director shall fill such vacancy in accordance with policies adopted by the Board of Directors at the next scheduled voting.

#### **Section 13 Attendance by Communication Equipment**

Members of the Board of Directors may participate in and act at any meeting of the Board though the use of a conference telephone or by other electronic means. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons participating. The Board of Directors may provide for voting by electronic means.

#### **Section 14 Removal**

Any Director {other than the Non-Voting Directors} may be removed for cause by the members electing such Director. Directors shall be automatically removed upon missing two {2} unexcused meetings during any two {2} year term. A Director elected by voting members in a Region shall be automatically removed upon changing his address of record to outside of the Region.

(End of Bylaws excerpts)

## **ELECTION PROCEDURES**

The intent of establishing election procedures is to provide an orderly way for all members to participate in the election process. The procedures should establish clear and relatively simple guidance for members to assign their proxies, to ensure that the proxies are voted according to the members' instructions and that votes are properly counted.

The election procedures must contain provisions that allow for any member to seek a position on the board of directors. The process for a member to follow to have their name placed on the ballot must be simple, clear and not contain unnecessary obstructions.

An important feature of the association election process is ensuring that an adequate number of qualified candidates are presented to the members for election. Associations cannot assume that a candidate will stand for each vacancy. Therefore, a process is required to identify prospects that are willing and able to serve.

The membership is entitled to have a list of candidates presented for election that will adequately serve the interest of the membership. Trustees shall ensure there are an adequate number of candidates for the positions to be eligible and that the candidates have received all necessary information and rules for the election.

Upon determining that sufficient candidates have been nominated for the vacant positions, the Trustees will report these names to the President and the Executive Director on or before March 1.

**The Executive Director will see to it that candidate's names appear on proxies (ballots) distributed to the members. The nominee's names will be placed on the ballot in the order that they were received and properly qualified.**

The special meeting to be convened for the purpose of the election of the officers and directors will be held on the 2nd Friday in June of each year.

The staff will announce this date to the membership. The membership will be notified of the procedures for nomination including all deadlines. The notification will include the nomination form developed by the staff. This form will request sufficient information to determine that the prospective candidate is eligible and include a petition to be signed as explained below. The form will not be designed to seek information about the ability of the prospect to serve, as any member who wishes to do so and qualifies under the bylaws and these rules may be a candidate. This notification shall take place by mail. No less than six (6) weeks will be allowed from the date of mailing the nomination form until nominations are closed.



Every candidate for an available office will be required to furnish a properly prepared and signed Board Commitment Form (see appendix), a prepared bio and photograph to the staff for inclusion on the ballot. The Biography is limited to no more than 150 words. Staff will have these items reproduced and included with each ballot that is sent out. Upon request, staff shall furnish each candidate with a current mailing list and e-mail list for the members in the area that will be voting for the particular office that the candidate has qualified for. Candidates are to use this information for campaign purposes only, and it is not to be used for any other purpose, and is not to be distributed to any other entity. Campaign advertising within Keynotes magazine, other than the bios and photos placed by staff on the ballots and other media, is not permitted.

Any member desiring to run for a vacancy on the board will submit a nomination form to the designated Trustee. Nominations for all open offices will be closed on March 1. It will be the responsibility of the designated Trustee to confirm that the candidate is qualified, according to the bylaws of the association and these rules, for the office they are seeking. The nomination form will include, or have attached, a petition. Each prospective candidate must secure the supportive signatures of twenty-five (25) voting eligible members, or 1 percent (1%) of the members in the region (whichever is less) whose business address is in the region for which the candidate seeks office, except for Associate Members, who will be required to have the petition signed by an authorized officer of the company they represent. In the case of persons seeking the office of either secretary or president, these members may work in any region and require 100 signatures on their petition.

A draft request for nomination (placement on the ballot) is included in the appendix. The information requested on this form will enable the designated Trustee to verify eligibility and will provide the information necessary to print a brief biography of the candidate for distribution to the membership. The designated Trustee is not to make a qualitative judgment about the prospective candidate. He verifies membership, eligibility, place of work and that the requisite number of proper signatures has been submitted.

When the nomination process is concluded, the staff will print the proxies (ballots) with the names of all candidates and mail them to the membership in time for them to be returned for the election. Staff will mail proxies (ballots) to members no less than six weeks prior to the special meeting held for the election. This mailing will serve as the notice of the meeting required by the bylaws.

The proxy form will resemble a ballot as much as is practical and legal. The proxy will be formatted to allow the member to give clear, specific instructions to the holder of the proxy. As a point of information, legally, the members are entitled to assign their proxy in other ways, including giving the proxy holder the authority to vote in any manner on any issue. If a proxy of this type were presented by the one who holds it, it would have to be accepted provided it was legally executed.

Members will mail the proxies (ballots) to a post office box, or to a designated address that will allow delivery by U.P.S., Federal Express, or other carriers, or fax the proxies (ballots) to a designated fax number where they will be held until retrieved by the proxy holder to whom they are addressed. Proxies (ballots) MUST be received no later than 11:59 p.m. CDT on the 2nd Wednesday of June of each year. The holders of proxies and all members who are present shall then vote at the special election. The designated Trustee will certify the counts of the proxy holders and use any reasonable means to determine the accuracy of the counts. The President will notify the Executive Director who will inform the membership of the results of the election.

The term of office for directors and officers shall commence/expire at the end of the annual convention.

# YOUR COMMITMENT TO ALOA-SPAI BOARD SERVICE

(Please read carefully and sign where indicated)

The ALOA-SPAI Board governs with emphasis on organizational vision rather than on interpersonal issues of the Board; encourages diversity in viewpoints; focuses on strategic leadership rather than administrative detail; observes clear distinction between Board and Executive Director roles, makes collective rather than individual decisions; exhibits future orientation rather than past; and governs proactively rather than reactively. (If you were not supplied a copy of the ALOA-SPAI Board of Directors Governance Policy with this document, you may obtain one by contacting the ALOA-SPAI headquarters office, or visit [www.aloa.org](http://www.aloa.org).) The responsibilities of an ALOA-SPAI Board Member include contributing a moderate amount of personal time, and a significant degree of professional guidance and expertise to the organization.

You will be expected to come to Board Meetings and the Annual Membership Meeting. You will need to be prepared to sensibly discuss matters of great importance to your profession and participate in setting policy as part of a governing body. Your course of action during your tenure on the ALOA-SPAI Board should be guided by fair minded, constructive goals pertaining to matter of consequence for ALOA-SPAI and for the industry. Your contributions are expected to benefit ALOA-SPAI as a whole taking individual member rights and concerns into account, but free of the taint of partisan politics of personal gain.

On a practical note, ALOA-SPAI Board Members are expected to behave and dress professionally at all times, especially when actively representing the association. ALOA-SPAI Board Members are required to participate in three Board meetings per year, of three or four days in length, one each fall, spring, and one during convention, in addition to the Annual meeting, which is also held during convention. Incoming Board Members are also required to attend Governance training classes and events during convention. Board Members may also be asked, on a voluntary basis, to represent ALOA-SPAI at related local, state, or regional functions, including serving in the ALOA-SPAI booth, and otherwise promoting ALOA-SPAI. When travel is required for a Board Member, expenses covered by ALOA-SPAI includes lodging, travel, and a reasonable *per diem*. The Board has stipulated that assigned travel will be reimbursed at the lesser of the 30-day advance tourist class airfare in effect at the time of travel, or the current per-mile rate for travel by personal automobile. Spouse expenses, including extra room charges, etc. are the individual's responsibility.

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I have read and agree to adhere to the ALOA-SPAI Board of Directors Governance Policies. Furthermore, I understand the above responsibilities of an ALOA-SPAI Board Member, and agree to commit my time and energies as needed. I certify all of the information contained on this form and supporting documentation to be true and complete.

Candidate:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Member #: \_\_\_\_\_ Phone: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Membership Status:

Active  Probationary  Retired  Life  Associate

Employer:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Please attach a recent photograph of yourself along with a 150 word or less biography and retain a copy of this form for your own files. This form and all supporting documents must be received no later than March 1, 2013. Mail, e-mail or fax to: (If faxed, photo can follow by e-mail or mail)

Nominee Profile  
Secretary of the Board of Directors  
Clyde Roberson, CML, CMST  
P. O. Box 3075  
Salem, VA 24153  
(540)380-1654  
FAX (540) 380-1768

[Secretary@aloe.org](mailto:Secretary@aloe.org)

**ALOA-SPAI  
BOARD  
nomination  
petition**

**ALOA Security Professionals Association.  
Board of Directors Nomination Petition**



**What ALOA-SPAI  
Board Positions  
Are Open and  
Where Am I  
Qualified to Run?**

- There are currently four regional director positions open for election in addition to the position of President.
- ALOA members now elect the directors from their own regions.
- Only ALOA members from a region are eligible to run for the open position(s) in that region.
- Members from any region are eligible to vote for President. To run for the position of President one must serve on the board for one year.
- You must have been an ALOA member for at least three years to be eligible to run for a director position.
- The following vacancies will exist for the election that will be held on June 12, 2015

President	one position
Southeast	one director
North Central	one director
Southwest	one director
Associate	one director

- On this page you will find the required nomination petition and on the following page, the commitment to ALOA board service form.
- The following is the number of signatures required for each Board position:

President	100
South East Director	11
North Central Director	10
South West Director	9
Associate Region Director	1

If you have any questions, please contact the ALOA Secretary:  
Tom Foxwell, Sr., RL, CFDI,  
410-206-5772 or by email:  
[secretary@aloa.org](mailto:secretary@aloa.org)

I, the undersigned, request that \_\_\_\_\_ be placed  
(name of nominee and member number)  
on the ballot for \_\_\_\_\_ for the election to be held at  
(position for which individual is being nominated)  
the special meeting of ALOA-SPAI members to be held at the ALOA-SPAI International Headquarters,  
3500 Easy Street, Dallas, Texas on June 12, 2015 at 10:00am or any adjournment thereof.

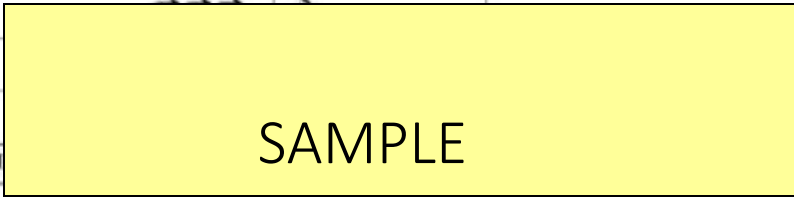
I am eligible to vote in the \_\_\_\_\_ region.  
(Associate, International, Northwest, Southwest, North Central, South Central, Northeast, Southeast)

1	PRINTED NAME	MEMBER #	SIGNATURE
2	PRINTED NAME	MEMBER #	SIGNATURE
3	PRINTED NAME	MEMBER #	SIGNATURE
4	PRINTED NAME	MEMBER #	SIGNATURE
5	PRINTED NAME	MEMBER #	SIGNATURE
6	PRINTED NAME	MEMBER #	SIGNATURE
7	PRINTED NAME	MEMBER #	SIGNATURE
8	PRINTED NAME	MEMBER #	SIGNATURE
9	PRINTED NAME	MEMBER #	SIGNATURE
10	PRINTED NAME	MEMBER #	SIGNATURE
11	PRINTED NAME	MEMBER #	SIGNATURE
12	PRINTED NAME	MEMBER #	SIGNATURE
13	PRINTED NAME	MEMBER #	SIGNATURE
14	PRINTED NAME	MEMBER #	SIGNATURE
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20	PRINTED NAME	MEMBER #	SIGNATURE
21	PRINTED NAME	MEMBER #	SIGNATURE
22	PRINTED NAME	MEMBER #	SIGNATURE
23	PRINTED NAME	MEMBER #	SIGNATURE
24	PRINTED NAME	MEMBER #	SIGNATURE
25	PRINTED NAME	MEMBER #	SIGNATURE

**ALOA BOARD EXPENSE REIMBURSEMENT REQUEST**

<b>TRAVEL TO:</b>	<b>PURPOSE:</b>
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SUBMITTED BY:			AMOUNT	ALOA ACCOUNT CHARGED
1. Airline Fare-Attach Copy →→→			\$	
<b>DRIVING TRIPS ONLY:</b>	<b>Miles</b>	<b>At</b>		
2. Mileage →→→	= _____ X _____		\$	
<b>APPLY TO ALL TRIPS:</b>	<b># DAYS</b>	<b>AT</b>	<b>(# of DAYS = HOTEL NIGHTS PLUS '1')</b>	
3. Food →→→	= _____ X \$50.00		\$	
4. Incidentals →→→	= _____ X \$10.00		\$	
5. Ground Transportation @ \$ 60.00 →→→			\$	
<b>HOTEL/ LODGING – Attach Receipts ( s ):</b>				
6. Total Hotel ( s ) → → → → → → → →			\$	
<b>OTHER APPROVED EXPENSES:</b>				
7. Car Rental- Attach Receipt →→→			\$	
8. Telephone- Attach Bill →→→			\$	
9.				
10.				
<b>TOTAL REIMBURSEMENT</b>				



**MEMO:**

- ☐  
←NOTES→
1. Submit within 45 days. Retain Copy.
  2. Copies of airline TICKETS required.
  3. Car rental requires advance approval from President or Chairman.

**Comptroller Use:**

CK#  DT

Requestor Signature:  Date:

Received at ALOA By:  Date:

Approved By:  Date:

*Revised March 2000*