

## **Procedure for Electing the Open Transit Software Foundation Board**

Adopted by the Board of Directors, 9 December 2019 (updated from October 2019 version)

Each year at its November meeting, the Board will appoint a 2 person Nominating Committee. The Nominating Committee will solicit recommendations from the Board and Members and other interested parties, and will then propose a draft slate of candidates for consideration at the December Board meeting. This draft slate may include questions and multiple options – its purpose is to inform the discussion at the Board meeting, rather than to be a finished list. The Board will then assemble a slate of candidates; in case it is not yet known whether a person is willing to serve, the slate may have backup names. This slate will meet the requirements in the Bylaws regarding Board composition. After the Nominating Committee resolves any remaining questions about whether people want to serve, the Secretary will send the slate to the OTSF Members for their consideration.

The organizers of the annual meeting will bring paper copies of ballots that include the slate of candidates, along with blank lines for write-in candidates, for use by in-person attendees at the annual meeting. They will also send an electronic version to the Members email list for remote voting by Members who won't be at the annual meeting in person. The organizers will also designate someone (not a board member) as the person to count the paper ballots and to receive ballots submitted by email or other electronic means by remote meeting attendees.

There will be time on the annual meeting agenda to nominate additional candidates (including self-nominations), to ask whether they are willing to serve, and for any other discussion. Members will then vote for the new Board, using the paper ballots for people attending in person, or by email for those attending remotely. Each Member can vote for up to 12 Board candidates, either from the slate or from any additional candidates who have been nominated and have agreed to serve, with a maximum of 4 candidates in each category (transit agencies, universities, companies and nonprofits, individuals). Organizational members have only one vote for the organization, even if there is more than one person from the organization at the annual meeting or on the mailing list.

Hopefully the results of the election will be obvious, but in case there is a contested election, here is the algorithm for counting the votes. Make a list of all the candidates and the number of votes for each, and sort the list by number of votes received. Remove any candidates who received less than a majority of the votes. Go down the pruned list, starting with the candidate with the most votes, and appoint that person to the board if there is room. (“If there is room” means that there are not already 4 Board members for that person’s category, and after adding that person as a Board member it would still be possible to have at least 2 members in each of the categories. The reason for the first part of the “if there is room” rule is to avoid for example having 5 Board members in a given category, even if those 5 are the top vote getters. The second part addresses a situation in which the votes are such that otherwise we could end up for example with 4 candidates each in categories A, B, and C, and none in D.)

The ballot counter will announce the results of the election as soon as practical, hopefully during the annual meeting. Ballots will be secret but the total votes received will be announced publicly. The new Board will take office immediately after the end of the annual meeting or after the votes are counted, whichever comes later.