



**YINGHUA
ACADEMY**

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Board Seat Appointment Procedure Approved 11/3/2011

Vacancies (whether through vacated seats or an increase in the defined number of board members in the organization) are to be appointed by the Board per our Bylaws:

Section 7... vacancies... shall be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director filling a vacancy shall hold office until the next annual meeting, or until his or her successor has been duly elected and qualified...

Further procedure regarding these appointments is at the discretion of the Board, but suggested procedures are outlined below based on past practice:

1. Board Chair to manage appointment process or delegate to another Board Member.
2. Board Officers (or other delegated board members) to discuss candidate possibilities
 - a. Consider if there are specific skill-set needs of the board at that time, using Board Skills matrix (updated each fall for Annual Report) and other working knowledge of board needs
 - b. Consult with Nominating Committee for input on next highest vote recipient(s) from past election cycle and how they may fit these needs, but with no requirement of appointing this person to the seat
 - c. Consult with Nominating Committee for input on other candidates from the past election cycle and how they may fit these needs, but with no requirement of appointing one of these persons to the seat
 - d. Consider other persons the board or Nominating Committee may know who have not been candidates but meet these needs
3. If the recommendation is not clear, the Nominating Committee will call for interested candidates. Interested candidates should state a summary of their professional background and why they are interested in the board position.
4. Board Chair or delegated Board Member(s) will make a recommendation to the Board for approval.

