**NOMINATING COMMITTEE**

**POLICY: A Policies and Procedures Manual, subject to the approval of the Council, will be maintained and will contain adequate instructions to insure consistent compliance with both the letter and the intent of the Society’s Bylaws.**

**REFERENCE: based on the current ACGS Bylaws (2024)**

**Article IV: Organization, Indemnification**

Section A: Organization:

Subsection 2: Members of the Society will comply with these Bylaws and perform their duties in accordance with the Society’s governing documents and applicable laws. No member of the Society will receive any salary or compensation from the Society other than reimbursement for out-of-pocket expenses.

Section B: Indemnification

Subsection 1: The Society will, to the fullest extent permitted by law, indemnify each person who serves at any time as a Council member, officer, trustee or other official of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, incurred or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification will be provided for any such person with respect to any proceeding initiated by such person against the Society, a Council member, an officer, a trustee or another official of the Society or any matter as to which he or she will have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society; and further provided that any compromise or settlement payment will be approved by a majority vote of the Council members at a meeting at which a quorum is present. The indemnification provided hereunder will inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article IV, Section B will be in addition to and not exclusive of all other rights to which any person may be entitled.

Subsection 2: This Article IV, Section B constitutes a contract between the Society and the indemnified Council members, officers, trustees and other officials of the Society. No amendment or repeal of the provisions of this Article IV, Section B that adversely affects the right of an indemnified Council member, officer, trustee or other official under this Article IV, Section B will apply to such Council member, officer, trustee or other official with respect to those acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

**Article VIII:**

Section M: Acceptance and Notice of Election or Appointment, Subsection 1: Acceptance of Candidacy. The acceptance by a member of his or her candidacy for an elected or appointed post will be obtained by the Nominating Committee or member desiring to nominate him or her to office prior to his nomination for or appointment to office.

**Article X: Standing Committees**

Section A: Nominating Committee: The Nominating Committee will be elected annually by the Council at the annual Council Meeting. The committee will consist of three (3) members, the Chair of which will be selected by the committee. The terms of the Nominating Committee expire at the end of the following annual Council Meeting. It will be the duty of the Nominating Committee to nominate a candidate for each elective office as to which the incumbent’s term expires at the end of the following Annual General Meeting.

**PROCEDURE:**

* The intent and purpose of the Committee is to select for each position qualified individuals who will perform their duties with the best interest of the Society as their foremost objectives.
* It will be the duty of the Nominating Committee to nominate a candidate for each elective office as to which incumbent’s term expires at the following Annual Gathering.
* The Chieftain will nominate members of the committee at the annual Council Meeting.

*The Committee will:*

* No less than 60 days prior to the Gathering, the Chair of the Nominating Committee will contact the Assistant Chieftain to confirm the accuracy of the list of officers.
* The Chair will communicate with the other members of the committee as to the allocation of tasks and members of the Committee will confer with the Chair regularly during the weeks leading up to the Gathering.
* A member of the Committee will contact each officer whose term is expiring to determine that person’s willingness to continue in office.
* The Committee may, but is not obligated to re-nominate any officer for another term. Once the Nominating Committee has completed their proposed slate of officers, the Chair will provide a copy of its nomination slate to the Chieftain at least seven days prior to the annual Council Meeting. When called, the Committee Chair will deliver a report to the Council indicating a slate of candidates for the elective offices. In his absence, the Chair will designate another Committee member for this duty.
* Nominations for elective office may be accepted from the floor at the General Meeting. The person being nominated must be present to accept the nomination.

*Society Support for the Committee:*

* The officers and Council members of the Society will carry out timely communication of Society business that requires action by the Committee

**APPROVED**

**Approved by ACGS Council and AGM September 2024**

**Periodic review by ACGS Council: 2027**