

# PHTA

## NOMINEE PACKET

### **CALL FOR AT-LARGE NOMINATIONS 2021 PHTA Board of Directors**

The Pool and Hot Tub Alliance's Nominating Committee is seeking nominations for individuals with leadership and management experience to serve on the 2021 Board of Directors.

Members of the Board are the stewards of the Pool and Hot Tub Alliance (PHTA) and are responsible for reflecting the views and interests of all of our members.

They also provide leadership, a shared vision and sense of mission and are responsible for the fiscal health of PHTA. Board Members must be willing to identify and nurture prospects for membership, sponsorship, partnerships, chapters and donations.

These leaders must have proven performance; commitment to the organization; time and ability to serve; understanding of team work; respect for staff and members; sound judgment and integrity; communication and mentoring skills; enthusiasm; ability to subordinate special interests; and the ability to be a strategic, visionary thinker.

#### **Service Requirements of the Board**

For Directors at Large Positions:

A minimum of two years of active engagement with the Alliance (or legacy organizations) prior to nomination; and having served on a Committee, Council or Task Force.

In addition, Board members:

- must be willing to commit the time to attending up to 3-4 board meetings each year (there is a reimbursement policy for travel);
- must be willing to commit the time to participate in special meetings and/or conference calls of the Board;
- must use your best efforts to regularly participate in PHTA and industry events, programs and activities;
- must be willing to perform assigned duties in a professional and timely manner.

#### **Interested in Serving?**

**Step 1.** Review the Role of the Board of Directors from the bylaws and be a member in good standing.

**Step 2.** Complete the Nomination Form in its entirety and submit by the July 15, 2021 deadline date.

#### **Need More Info?**

If you have questions about the nominations process, or would like more information about Board service or duties, please contact Sabeena Hickman at [shickman@phta.org](mailto:shickman@phta.org).

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## ARTICLE IV — BOARD OF DIRECTORS

**SECTION 1. General.** The affairs of PHTA shall be conducted under the direction of its Board of Directors, subject to any express provisions of these Bylaws to the contrary and except as may otherwise be provided under the Act.

**SECTION 2. Number and Term of Office.** PHTA shall be governed by a Board of Directors comprised of at least nine (9) and no greater than thirteen (13) individuals, as determined from time to time by the Board of Directors.

Following the completion of the terms of directors appointed pursuant to the January 29, 2019 Agreement Regarding Industry Unification to which PHTA is a party, directors shall be elected by the voting members to serve staggered two-year terms, subject to a maximum of three consecutive, full, two-year terms, provided, however, that the term of any director elected as an officer shall be extended to coincide with his or her service as an officer.

**SECTION 3. Nomination of Candidates for Director Positions.** Each year when at least one director's term is expiring, the Board of Directors shall appoint a Nominating Committee for the purpose of forming a slate of candidates to fill open or expiring director positions. The Nominating Committee shall be comprised of members appointed by the Board of Directors and shall be chaired by the Immediate Past Chair. The President/CEO of PHTA shall be a non-voting, observing member of the Nominating Committee.

**SECTION 4. Elections.** The directors of PHTA shall be elected by the voting membership either at the annual meeting or by any other lawful means, including by mail or electronic ballot, as determined by the Board of Directors. If there shall be a single candidate nominated by the Nominating Committee for each open position on the Board, it shall be the responsibility of the Secretary to cast a single unanimous ballot at the annual meeting of members signifying election to the position. The nominees receiving the greatest number of votes shall be elected to fill the director position(s).

**SECTION 6. Resignation/Removal.** A director may be removed with or without cause by a vote of the regular members. A director may resign at any time by providing written notice of resignation to the Secretary or, in the case of the resignation of the Secretary, to the Chair. A director who is absent from three consecutive meetings of the Board of Directors shall, unless such absences are excused by the affirmative act of the Board of Directors, be deemed to have resigned from the Board of Directors and from any office held.

**SECTION 7. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by a successor director elected by the Board of Directors in its sole discretion. The term of any such successor director shall be the remaining portion of the term of the vacated director position.

## ARTICLE V — MEETINGS OF THE BOARD OF DIRECTORS

**SECTION 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held no less than three (3) times annually. One such meeting shall constitute the annual meeting of the Board of Directors and shall be held on the same date and at the same place as set by the Board of Directors for the annual meeting of the members. All other regular meetings of the Board of Directors shall be held at such dates and times as from time to time may be fixed by the Board of Directors.

**SECTION 2. Special Meeting.** Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board of Directors. Notice of a special meeting shall be delivered in the manner set forth in Section 3 of this Article V. Attendance of a director at any special meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**SECTION 3. Notice.** Notice of all meetings of the Board of Directors shall be delivered to the directors in accordance with the terms of this Section 3 or, at the discretion of the Board of Directors, in any other manner that may be permitted under the Act from time to time, notwithstanding anything to the contrary stated in this Section 3. Notice of meetings of the Board of Directors shall be given not less than twenty (20) days (or, with respect to special meetings, twenty-four (24) hours) nor more than sixty (60) days before the date of such meeting by written or printed notice delivered personally or sent by mail or electronic transmission to each director at his or her last mailing address, or last email or other electronic address, as the case may be, as shown on the records of PHTA. If

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mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of PHTA with postage prepaid thereon. If sent by electronic transmission, the notice of the meeting shall be deemed delivered when such electronic transmission enters the information processing system designated by the member to receive electronic transmissions, as it appears in the records of PHTA.

**SECTION 4. Quorum.** A majority of the voting directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. Unless otherwise provided herein or in the Act, the act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

**SECTION 5. Voting and Manner of Acting.** Each voting member of the Board of Directors shall be entitled to one vote. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Voting by proxy is not permitted.

**SECTION 6. Parliamentary Rules.** The most recent edition of Robert's Rules of Order, Newly Revised, shall be the governing parliamentary rules of the PHTA in all instances not addressed in these Bylaws or in policies or procedures duly adopted by the Board of Directors.

**SECTION 7. Action without Meeting.** The Chair may submit issues to the Board of Directors for a vote by written consent. The Chair's submission to the Board of Directors may occur by mail or by electronic means, provided that, in order to constitute the action of the Board, unanimous written consent must be obtained in the form of one or more signed counterpart documents. Any action taken or resolution passed by unanimous written consent shall be reported at the next regular meeting of the Board of Directors. Notwithstanding the foregoing, the Board of Directors may take action without a meeting by any other procedure that may be permitted under the Act from time to time.

**SECTION 8. Meetings by Telephone.** A meeting of the Board of Directors (or a committee thereof) may be held by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other, and participation by such means shall constitute presence in person at such meeting and waiver of any notice requirements.

**SECTION 9. Compensation.** Directors shall serve without salary or other compensation, but, by resolution of the Board, may be allowed to receive reasonable and necessary expenses incurred incident to business of the PHTA.

## ARTICLE VI — OFFICERS

**SECTION 1. Officers.** The officers of PHTA shall be a Chair, Chair-Elect, Secretary, Treasurer, Immediate Past Chair, President/CEO and such other officers as may be authorized from time to time in accordance with these Bylaws. No person shall hold more than one office at a time. Neither the Chair nor the Chair-Elect shall be eligible for re-election.

**SECTION 2. Nomination, Election and Term of Officer Positions.** Annually at the initial meeting of the newly-elected Board of Directors, the Board of Directors shall elect from among its members a Chair-Elect, a Secretary and a Treasurer. The Chair shall first accept nominations for the position of Chair-Elect. Each candidate shall be a director that has been a member in good standing for not less than two (2) years prior to the nomination. Following nominations, the Board of Directors shall conduct the election of the Chair-Elect in the manner deemed appropriate by the Board. This nomination and election process shall then be repeated for the offices of Secretary and Treasurer.

The President/CEO shall be appointed by the Board of Directors for such term as the Board of Directors determines appropriate. Each officer other than the President/CEO shall hold office for one year. Each officer of PHTA shall serve until his or her successor shall have been duly elected and duly certified as elected and shall have qualified. Any elected officer may be removed by the Board of Directors whenever in its judgment the best interests of PHTA would be served thereby.

**SECTION 3. Vacancies.** Any vacancy in any elected office other than Chair may be filled by the Board of Directors for the unexpired

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portion of the term. In the event of the death, permanent disability, resignation or removal of the Chair, the Chair-Elect shall automatically accede to the office of Chair and shall hold office for the remainder of the unexpired term without precluding his or her ability to serve a full elected term thereafter.

**SECTION 4. Chair.** The Chair shall be the chief elected officer of PHTA and shall chair meetings of the Board of Directors and members. The Chair shall oversee all functions of PHTA, preside at business meetings, serve as ex-officio, non-voting member of all committees and segment councils and, together with the Chair/CEO, act as spokesperson for PHTA. The duties of the Chair may, in part, be delegated to the Chair-Elect, Secretary, Treasurer or President/CEO, as appropriate. He or she shall sign, with the Secretary or other proper officer of PHTA so authorized by law and the Board of Directors, all deeds, mortgages, bonds, contracts, or any other instruments which the Board of Directors has authorized to be executed, except where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws or by law to some other officer or agent of PHTA. Upon conclusion of his or her term as Chair, the Chair shall succeed to the office of Immediate Past Chair.

**SECTION 5. Chair-Elect.** The Chair-Elect shall have such duties as may be assigned to him or her by the Chair or the Board of Directors. In the absence of the Chair or in the event of the Chair's inability to act, the Chair-Elect shall perform the duties of the Chair. Upon the conclusion of his or her term as Chair-Elect, the Chair-Elect shall succeed to the office of Chair.

**SECTION 6. Secretary.** The Secretary shall act as secretary of all meetings of the Board of Directors and members, and shall keep the minutes, or shall have the minutes kept, of all such meetings. The Secretary shall cause to be kept complete and accurate accounts of committee meetings, as well as any other information that may be required by law. The Secretary shall perform such other duties as shall from time to time be assigned to the Secretary by the Board of Directors. The Secretary shall cause all records to be maintained at PHTA headquarters with appropriate off-site backups. The duties of Secretary may be delegated by the Board of Directors to the PHTA's professional staff.

**SECTION 7. Treasurer.** The Treasurer shall cause to be kept complete and accurate accounts of receipts, disbursements, investments, and financial reports, as well as any other information that may be required by law. The Treasurer shall also serve as Chair of the Finance Committee. The Treasurer shall review financial statements, tax returns, budgets and investment statements. The duties of Treasurer may be delegated by the Board of Directors to the PHTA's professional staff.

**SECTION 8. Immediate Past Chair.** The Immediate Past Chair shall chair the Nominating Committee and have such duties as may be assigned to him or her by the Chair or the Board of Directors.

**SECTION 9. President and Chief Executive Officer.** The Board of Directors shall cause PHTA to employ or engage a President and Chief Executive Officer with authority, duties and responsibilities commensurate with such position. Subject to the overall guidance and direction of the Board of Directors, the President/CEO shall perform all duties incident to the position and such other duties as may be prescribed by the Board of Directors from time to time. He or she shall have full authority for the management of PHTA's business and affairs, subject to the Bylaws and other governing documents, including sole and exclusive authority for the engagement and discharge of all other employees and the delegation of responsibilities to them. The President/CEO, along with the Chair, shall act as a spokesperson for PHTA. The President/CEO will establish and maintain procedures for administration of PHTA's activities and office(s).

**SECTION 10. Removal/Resignation.** An elected officer may be removed only by the Board of Directors, whenever in its sole judgment the best interests of PHTA will be served thereby. An officer may resign by providing written notice thereof to the Secretary or, in the case of the resignation of the Secretary, to the Chair.

**SECTION 11. Compensation.** Elected officers shall serve without salary or other compensation, but, by resolution of the Board, may be allowed to receive reasonable and necessary expenses incurred incident to business of the PHTA