

Secretary and At-Large Board Member Information and Position Description from SSH Bylaws

Excerpt from SSH Bylaws: Article V. Board of Directors, Approved March 2026

Description

1. *The Board of Directors shall be the official entity for policy determination of the Society.*
2. *The property and activities of the Society shall be managed by the Board of Directors who shall have the powers and authority expressly given by law, by the Certificate of Incorporation and by these bylaws, together with all such other powers and authority as are proper, necessary or convenient to the attainment of the objectives and purposes of the Society.*

Responsibilities

Members of the Board of Directors shall:

1. *Nominate up to two (2) qualified candidates for the position of President-Elect to be voted on by the general membership*
2. *Perform all duties entrusted to the directors by the Articles of Incorporation.*
3. *Abide by the bylaws, policies, and procedures of the Society.*
4. *Perform duties ethically and with integrity.*
5. *In matters relevant to the Society, place the interests of the Society as primary.*
6. *Declare all actual and potential conflicts of interest as soon as the board member becomes aware of these and closely adhere to the Society's conflict of interest policies and procedures.*
7. *Use a high level of discretion and integrity in discussing non-confidential Society board matters.*
8. *Not disclose materials, discussions, or other relevant information that are declared to be confidential or sensitive without prior authorization of the President. All closed Board discussions should be assumed to be confidential unless otherwise stated.*
9. *Not use their position or information related to or acquired as a result of Society activities for their personal gain or profit.*
10. *Debate and determine Society policy regarding the affairs of the Society.*
11. *Supervise and direct the business and financial affairs of the Society.*
12. *Develop and communicate a Strategic Plan that provides an intentional and deliberate direction for the Society and its members.*
13. *Annually develop Commission and Committee charges to direct efforts in alignment with the Society's Strategic Plan.*
14. *Prioritize and assign ad hoc directives to appropriate committees, or task forces as needed.*
15. *Develop and foster a means of open communication between the Society and other professional organizations, communities of practice, and industry partners.*

Directors at Large:

1. *Eligibility requirements:*
 - 1.1. *A Director At-Large must be a current member in good standing.*
 - 1.2. *A nominee for the Board of Directors must have been an active member of the Society for at least two (2) consecutive years. This requirement may be waived by 2/3 majority vote of the Board of Directors.*
 - 1.3. *Members of the Board of Directors shall exercise the responsibilities specified in the bylaws for the Board of Directors.*

- 1.4. *There must be a minimum of three (3) elected voting Directors at Large except as stipulated Article V, Section 3, Part 3.1.*
- 1.5. *There may be up to six (6) appointed voting Directors at Large. This maximum may be exceeded in circumstances where an elected Director at Large vacates his/her position; however the position will be retained as an elected position once the original vacated term is completed.*
- 1.6. *The Corporate representative will be a two (2) year appointment to be served by the Chair of the Corporate Roundtable or a representative selected by the Corporate Roundtable and approved by the Executive Committee. No person shall serve consecutively for more than two years.*
 - 1.6.1. *The Corporate Roundtable representative will be ineligible to be an Officer during their term.*

Secretary

1. *The Secretary shall assure accurate recordings of the proceedings of the meetings of the Board of Directors, of the executive committee, and of the members of the Society.*
2. *The Secretary is responsible for assuring any recorded transcript of meetings will be used only as an aid for preparing minutes and are to be destroyed after the minutes of a given meeting have been approved according to a record retention/destruction policy.*

Officer Eligibility Requirements:

1. *Each candidate for secretary or treasurer must be a current member in good standing of the Society for at least two (2) consecutive years prior to nomination. This requirement may be waived by 2/3 majority vote of the Board of Directors.*

Officer Responsibilities:

1. *Each officer shall exercise the duties and responsibilities as a member of the Board of Directors.*
2. *Each officer shall serve as a voting member of the Executive Committee exercising all responsibilities specified by the bylaws and assigned by the Board of Directors.*
3. *Each officer shall make every reasonable effort to be present for Executive Committee meetings. Failure to attend three (3) consecutive meetings will result in a review of circumstances and performance by the Board of Directors. Review may result in the recommendation for removal from the Board of Directors. Formal removal from the Board of Directors will follow procedures outlined in Article V, Section 5, Part 2.*

Terms of Office

1. *Elected Officers:*
 - 1.1. *President: One (1) year*
 - 1.2. *President Elect: One (1) year*
 - 1.3. *Immediate Past-president: One (1) year*
 - 1.4. *Secretary: Two (2) years*
 - 1.5. *Treasurer: Two (2) years*
2. *Any individual elected to any Board of Directors position is expected to serve on the Board of Directors for a total of three (3) years, after which the individual may be eligible for re-election to the Board of Directors.*
3. *Terms of office for secretary and treasurer shall be two years, after which they will serve a one-year term as Directors at Large.*
4. *Elected directors shall serve for a three (3) year term, unless otherwise specified, to commence the day following the close of the International Meeting on Simulation in Healthcare.*

5. *Appointed directors term duration shall be specified in their letter of appointment and shall not exceed three (3) years. The term shall commence the day following the close of the International Meeting on Simulation in Healthcare.*
6. *Elections for the Secretary and Treasurer positions shall be held on an alternating basis.*
7. *Any person cannot serve consecutively for more than six (6) years on the Board of Directors. This requirement may be waived by a 2/3 majority vote of the Board of Directors.*

Elections

1. *Elections shall be held annually, facilitated by the Society's administration/management with oversight by the Executive Director and the Nomination Committee.*
2. *Nominations Committee shall prepare a slate of qualified nominees to be presented for ratification by the Executive Committee, such slate shall include no more than three (3) nominees for each office for At-Large and Secretary or Treasurer. The SSH Board of Directors shall prepare a slate of no more than two (2) individuals for the office of President-Elect. The slate must account for all possible outcomes to ensure proper compliance with Society bylaws.*
3. *Electoral Process:*
 - 3.1. *Nominees for Treasurer, Secretary or At-Large may be self-nominated or nominated by an active and current member of the Society.*
 - 3.2. *Nominees for President-Elect must be nominated by the Board of Directors.*
 - 3.3. *Elections must be complete by August 31 of a Calendar year unless waived by a majority vote of the Board of Directors*
 - 3.4. *The process for nominations for elected position shall be posted on the Society's website for a minimum of thirty (30) calendar days.*
 - 3.5. *The electoral process shall be conducted in accordance with policies and procedures approved by the Board of Directors.*
 - 3.6. *Polling shall be conducted electronically for a minimum of thirty (30) calendar days.*
4. *Active Members of the Society shall elect Directors and Officers by ballot, as determined by the Board of Directors.*
5. *Candidates receiving the highest number of votes for a given position shall be declared elected after ratification of the process by the Executive Committee. A candidate receiving the highest number of votes shall not have declaration of election withheld without reasonable cause and review by the full Board of Directors.*
6. *In the event of a tie vote for the position of President-Elect, Secretary, Treasurer, or for the Director-at-Large positions, there shall be a second balloting of the Society's active members.*
7. *A candidate for an elected position who is currently a member of the Board of Directors and who is not elected shall continue to serve the remaining un-expired years of the original term.*