

**Florida Institute for Human and Machine Cognition, Inc.**

June 6, 2016

**Issue:** Election -- Chair and Vice Chair

**Proposed action:** Election

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**Background information:**

The bylaws provide for the following regarding the election of a Chair and Vice Chair:

The officers of the Board of Directors are the Chair and Vice-Chair. The Chair and Vice-Chair shall be selected by majority vote of the Board of Directors, a quorum being present, at its first meeting and shall serve for a 2 year term to begin immediately upon selection. Bi-annually thereafter, the Board shall select the Chair and Vice-Chair at its Annual meeting. The Chair and Vice-Chair shall be eligible for reselection for one additional consecutive term. Vacancies may be filled at any time by a majority vote of the members of the Board, but election or reelection shall normally take place at the designated Annual meeting.

The Chair shall preside at all meetings of the Board of Directors, call special meetings of the Board when necessary, and attest to actions of the Board. The Chair shall serve as an ex-officio member of all Board committees. The Vice-Chair shall act as Chair and perform duties of the Chair during the absence or disability of the Chair.

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**Attachments:** None