

**APPROVED BY  
THE BOARD OF DIRECTORS  
OF THE AMERICAM CHAMBER OF COMMERCE IN MOLDOVA**

**(Minutes of the e-meeting dated March 17, 2011)**

**AMENDED BY  
THE BOARD OF DIRECTORS  
OF THE AMERICAM CHAMBER OF COMMERCE IN MOLDOVA**

**(Minutes of the e-meeting dated September 30, 2016)**

## **Board Elections Guidelines**

These guidelines are recommended in order to establish a formal procedure for nominations and elections in AmCham Board of Directors and to ensure proper transparency and equal access to serving on the Board by all qualified members:

### **Nominations**

- Executive Office will inform 4 weeks in advance all AmCham members on organization of Annual General Meeting (AGM) and opening of nominations, and will send out AmCham official nomination form.
- Any AmCham member or Committee, developing its activity within AmCham, can nominate a candidate to run for one of the 11 seats proposed on AmCham Board of Directors (the Board). Potential candidates will have to submit their applications as according to the requirements set by the Board and announced in advance by the Executive Office (i.e. list of documents to be submitted, submission deadlines, etc).

#### Nominees will be required to:

- Represent a member company in good standing.
- Have at least three (3) references from the current AmCham members. These signatories should have knowledge of the Nominee's contributions to and involvement with the AmCham (*this requirement is not applicable for current Board members running for re-election and for candidates nominated by an AmCham Committee*).
- Be willing to serve on the Board for one term, taking into consideration the level of commitment required, as indicated in AmCham Charter and Nomination Form, which must be signed by all Nominees.

### **The Ballot**

- The ballot will feature all eligible Nominees for 11 Board positions, including the position of AmCham president. It will include all Board members running for re-election and new candidates that succeeded to receive the requisite number of nominations.
- The Ballot will be split into two lists: (1) List of Candidates for Presidency, and (2) List of Candidates for Board of Directors. All Candidates running for a president seat should have served in the Board of Directors for at least 1 term. The name of the candidates running for a president seat should be replicated in both lists, in order to be considered as a nominee for the Board of Directors.

- All candidates on the ballot will be listed in the order of Nominees for Presidency first and then other candidates in alphabetical order by name. The ballot will also specify each candidate's position and company.
- The ballot will not contain more than one representative from a member company.

## **Voting**

- Using the information provided by the Candidates, the Executive office will put together an overview of all Nominees including Candidate name / title / company, photo, short biography, motivation for serving on AmCham Board. This information will be forwarded to the general membership together with the ballots minimum one week in advance to the day of AGM.

- The election by AmCham members will be held at the Annual General Meeting, for the:

- AmCham President

Ideally, there will be at least two (2) Candidates for the position of AmCham President; however, the elections will go on if there is at least one potential candidate for President position. Members will first of all cast a vote for the position of President. The Candidate who receives the most votes will be appointed the President of the Board/AmCham. In case there is only one candidate running for the AmCham Presidency, he/she should receive votes of a simple majority of members in attendance.

- AmCham Regular Board Members

After casting a vote for the position of President, Members will cast a vote for Candidates for the remaining 10 regular Board positions. The Nominees who receive the highest number of votes shall be elected to the Board of Directors.

- The Executive office highly encourages member participation and voting at the AGM. Members who are unable to attend the AGM may vote absentee by submitting a ballot in advance by email, fax or hand delivery until the day of the AGM. Such early ballots must have a signature and company stamp. The Executive office will make every effort to ensure that such identification is acquired.

- Ballots will be signed by the members (representatives) attending the AGM, collected and passed to an Office staffer. Election results will be read out loud at the AGM in the order of President and then Directors in alphabetical order.

- In the event of a tie, the Candidates in contention will be advised of the situation prior to a re-ballot. Should Candidates all agree to continue their candidacy, a secret ballot will be held immediately at the AGM amongst those voting members present. Should any of the tied Candidates withdraw, the remaining Candidate will be considered elected to the Board/as the President.

## **Replacement**

- In case of unavailability (e.g.: health, transfer, relocation, resignation) of the representative of a Company that has been elected as a member of the Board, the position is filled by the candidate who accumulated the next highest number of votes at the previous Board elections, but not less than half of all votes. In case there are not any candidates who run for the Board, the Company whose representative cannot serve anymore on the Board, shall designate another representative, who will perform as a member of the Board until the next elections.

- In case of unavailability (e.g.: health, transfer, relocation, resignation) of the representative of a Company that has been elected as AmCham President, an Acting President is approved to exercise the same powers, authorities, and duties as the President until the next General Member Meeting where the President shall be elected by all members. In order to identify and approve the candidate, the Board, assisted by the Executive team, may:
  - Launch the nomination process for candidates to fill in the position of Acting President and call for an extraordinary General Member Meeting to hold elections
  - Or, otherwise, shall the unavailability of the President occur 9 months prior to the next General Member Meeting, for efficiency reasons, the Board elects an Acting President from among Board members.

Shall the Board decide upon the second option, the Board member having received the largest number of votes in the most recent General Member Meeting shall become the Acting President of AmCham. If the appropriate candidate refuses this position, the next candidate on the list is proposed, and, so on, until the position is filled in.