

THE AMERICAN CHAMBER OF COMMERCE IN MOLDOVA

**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 of the AmCham Board of Directors and to ensure proper transparency and equal access to serving on the Board by all qualified members:

Nominations

- The Executive Office will inform all AmCham members 4 weeks in advance of the organization of the Annual General Meeting (AGM) and the opening of nominations, and will send out AmCham official nomination forms.
- Any AmCham member or Committee developing its activity within AmCham, can nominate a candidate to run for one of the 11 seats proposed on The 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 current AmCham members. These signatories should have knowledge of the Nominee's contributions to and involvement with 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 the 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 in receiving 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 The Board of Directors. All Candidates running for the seat of president should have served in the Board of Directors for at least 1 term. The name of the candidates running for the seat of president 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, followed by the 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, and motivation for serving on the AmCham Board. This information will be forwarded to the general membership together with the ballots a minimum of one week in advance of 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 the Presidential position. Members will firstly cast a vote for the position of President. The Candidate who receives the most votes will be appointed President of the Board/AmCham. In case there is only one candidate running for the AmCham Presidency, he/she should receive a simple majority of votes of attending members.

- 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 in absentee by submitting a ballot in advance by email, fax or hand delivery up 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 all Candidates 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

** The wording of the „Replacement“ section of the Board Elections Guidelines became inapplicable as a result of the amendments made to the Association’s Charter on March 10, 2020 by the General Assembly of Members.*

The board elections guidelines have been adjusted to the provisions of the amended Association’s Charter.

- If one of the Board of Directors’ members can no longer exercise his mandate, the position left vacant is undertaken by the suppliant candidate who has registered for the election of the Board of Directors’ members, with the maximum number of accumulated votes, but insufficient for election. In the absence of suppliant candidates, the vacant position shall be undertaken by another representative of the member company whose previous representative can no longer serve on the Board of Directors (point 5.6 (2) of the Association’s Charter).
- In case of termination of the mandate of the President of the Association, regardless of the cause (death, resignation, revocation, etc.), for the remaining period of the mandate of the President his duties shall be exercised by the Vice-President of the Association (point 5.11 (2) of the Association’s Charter).

- In case of termination of Vice-President's mandate, regardless of the cause (death, resignation, revocation, etc.), the Board of Directors shall appoint a new Vice-President for the remaining period of the Board mandate, as soon as possible (point 5.15 (2) of the Association's Charter).
- In case the Vice-President takes over the duties of the President of the Association according to the provisions of the point 5.11(2) of the Association's Charter, the vacancy of position of member of the Board of Directors shall be filled in according to the provisions of point 5.6(2) and point 5.8(k) of the Association's Charter (point 5.15 (3) of the Association's Charter).