

# BOARD OF DIRECTORS ELECTION PROCEDURES

## Overview

1. Elections are governed by AmCham's bylaws
2. The board has nine members elected for staggered two-year terms starting from the Annual General Meeting (AGM). There are no term limits
3. The executive director arranges elections
4. Each member company has three votes, and each individual one vote

## Nominations

1. People from member companies can nominate themselves or others from member companies
2. Only one person member per company can serve on the board. In the event of more than one person from a single company being nominated, the executive director will ask the member company to select just one
3. Deadline for nominations is December 20<sup>th</sup> of the preceding year
4. An on-line candidate forum is held in early to mid-January.
1. Nominees submit their CVs and answer two questions in writing, in advance
  - a. What makes you a good candidate for the board?
  - b. What will you contribute to the board?

## Voting

Only members who have paid their dues (with a one-month grace period), are eligible to vote. If a member is in arrears and states its intention to pay, it may vote.

### Number of votes per member

1. Per the bylaws, corporate members have 3 votes and individual members have 1 vote.
2. Member companies should cast three ballots OR indicate that the ballot should be counted three times.
3. The AmCham election clerk (office manager) marks received ballots against a company's quota.



### Period

1. Elections are open from the on-line candidate forum to the Annual General Meeting

### Ballots

1. The executive director prepares ballots including all nominees
2. The ballot instructs the voter to choose up to the number of candidates equal to the open seats, i.e. if 4 seats are open, the ballot says, "choose 4 candidates"
3. Ballots will be distributed 1) electronically in advance, 2) by request at the AmCham office, and 3) at the AGM. CVs, the questionnaire and a link to the recorded candidate forum will be included.
4. Ballots will include instructions to fold for anonymity, in the case of hard copy
5. Voters should not indicate their company or identity on the ballot.
6. Received ballots shall have the AmCham-Kazakhstan stamp affixed to the back side of the ballot.

### Advance voting

1. Members can vote in advance, in hard copy or electronically
2. Hard copy: The ballot shall be completed, folded and placed inside an envelope. The member company's name shall be written on the envelope only; and they should indicate whether the vote should be counted 3 times on the envelope. The clerk will stamp the ballot, mark the company as having voted and put the folded ballot in the box.
3. Electronic: Ballots can be submitted electronically by e-mail attachment to [info@amcham.kz](mailto:info@amcham.kz), with the subject line "board ballot." The office manager will print the ballot, apply the AmCham stamp and mark the company as having voted; if a corporate member company indicates, a single electronic submission can be counted 3 times. The office manager shall not tell anyone how the member voted.

### Voting at the AGM

1. Ballots will be available at the AGM. They should be folded and handed to the clerk, who will check the voter list, stamp the ballot, and place in the urn.
2. The clerk marks ballots received against the member list, to ensure no member votes more than its allotment.

## Count

1. Only ballots with the AmCham stamp are counted.
2. The count will be conducted during the AGM, in plain view of all in attendance
3. AmCham staff conducts the count.
4. After being counted, the ballot is marked with a red marker
5. The count is recorded and announced at the AGM
6. Candidates with a plurality of votes are elected with their term beginning immediately.

## Troubleshooting and disputes

1. More than three ballots per company. After the first 3 have been registered, subsequent ballots will be marked as "invalid" and not counted.
2. Spoiled ballots. If a ballot isn't readable, or has more than the allowable votes cast, it will be set aside until after the remaining count is made. If needed to break a tie, its validity will be determined by the incumbent board members present at the AGM.
3. Observing and Recount. Members may observe the count and conduct a physical recount if desired.
4. Preservation of records. Ballots and all other election materials will be preserved at the AmCham office for one year.
5. Late nominations. The executive director has the discretion to allow late nominations submitted before the end of the prior year, if the lateness is due to a technical issue
6. Other. If other problems arise, the incumbent board members present at the AGM will adjudicate.