

Regulations of the Annual General Meeting

Announcing the Annual General Meeting

A letter announcing the upcoming annual meeting is e-mailed from the Chamber to the members at least four weeks before the meeting. At a minimum, the letter outlines how many board positions are up for voting, who is eligible to run and the steps for declaring candidacy. Such notice shall also contain an agenda of all items to be discussed at the AGM. The letter is signed by the President.

The board members who are up to for election resign prior to the AGM.

Agenda

The agenda of each Annual Meeting will include:

- a) election of four Elected Directors of the Board;
- b) election of the Nominating Committee;
- c) election of the auditor of the Chamber; and
- d) statutory changes and any other matters.

Quorum

More than fifty percent of the Members, present or represented by proxy or completed electronic ballot, shall constitute a quorum to hold the AGM.

Election of the Board

Election of the Elected Directors of the Board is staggered, such that four of the eight Elected Director positions are elected at each Annual Meeting.

Board members are elected to serve two-year term, renewable twice. After having served continuous six-year period, such person for one year is not eligible to be elected to the Board.

In the event that a Board member is elected by the Nominating Committee, such Board member fills the position of the previously elected Director for the remainder of his/her original term.

Declaring Candidacy

Candidacy is declared by self-nomination.

A member must send his or her biography of up to 200 words to the Chamber office. The biography includes a statement of qualifications and intent, career highlights, and what contribution he or she can make to the Chamber. To be included in the next related mailing to members, this information must be received by the Chamber office two weeks prior to the election.

The Annual Meeting is organized as an in-person event. If the event that in-person gatherings are not possible, the Annual Meeting is held online.

If the Annual Meeting is organized as an in-person event, two weeks prior to the election, the Chamber office will send packages to the members by e-mail. Included in the package are: 1) the proxy form, 2) candidate bios and 3) a letter. Included in the letter are details as to how to assign a proxy or submit a ballot. Ballot is sent to members on request to ensure larger representation at the AGM. The letter is signed by the President or Executive Director. Nominations from the floor at the AGM are also accepted.

If the Annual Meeting is organized remotely, information about the candidates should be submitted two weeks prior to the start of the advance electronic voting. The Chamber office will send out candidate bios and videos (if available) with an explanation how to cast a vote electronically.

Advance electronic voting should be available for at least one week, including one day before the online Annual Meeting.

Campaigning

Campaigning is allowed by phone, email or written letter. All campaigning must be done professionally following American practices (i.e. no gift-giving).

Voting

In the event of in-person Annual Meeting, voting may be done by casting a ballot at the meeting as a voting member, using an assigned proxy or sending an e-mailed or ballot prior to the AGM to the Chamber office. If the member sends an e-mailed ballot prior to the AGM, member's name and company must be indicated, so it is clear who the ballot is coming from.

Voting may be performed openly or by secret ballot, if requested by ten percent of the Members present or represented at the AGM.

In the event of an online Annual Meeting, voting takes place in advance of the meeting by submitting an electronic ballot.

Proxies

In the event of in-person Annual Meeting, voting members may assign proxies. There is no limit to the number of proxies a voting member may have. Any member in good standing or Board member is eligible to receive proxy votes. The proxy can be mailed or e-mailed to the Chamber office by 5 p.m. the day before the meeting.

In the event of an online Annual Meeting, no proxies are accepted.

Recount

A recount of the votes may take place if 20% of the voting constituency requests within seven days of the AGM.

To challenge the vote, any member may send a letter with his or her reasons for the challenge to the Board.

Tie vote

In the event of a tie, matters to be voted upon will be once again reviewed and/or presented, and a second vote of said Members shall be taken, and repeated if necessary, until no such tie exists.

Resignation of a Board Member

If a Board member leaves his or her position at his or her company where the company is the Chamber member then the board member has 90 days to obtain the status of member or representative of another member, otherwise the Board member must resign from the board.

If a board member leaves before the end of his or her term, another member shall be appointed by a vote of the Nomination Committee to fulfill the remainder of the departing Board member's original term.

Election of the Nominating Committee

The Nominating Committee is elected by members at the Annual Meeting. Each Nominator of the Nominating Committee is elected for a one-year term.

In the case of an online Annual Meeting, the Nominating Committee is elected in advance electronic voting concurrently with the election of the Board.

At the Annual General Meeting (in-person)

The Chamber staff checks in the members as they arrive. Members are given a colored card for each vote. For example, if the member has three proxy votes in addition to his or her own vote, four voting cards will be issued.

Non-election voting may be conducted by show of voting cards.

Just prior to the vacant board member vote, Chamber staff will distribute one ballot for every card.

Each candidate will be given a 2-5 minute opportunity to present himself to the membership. The presentation of the candidates will proceed in alphabetical order.

Members will place their completed ballots in a sealed election box, which will be monitored by at least one member of the staff.

The votes will be counted by the Chamber staff.

The members of the new board will be announced in alphabetical order by the Executive Director. The number of votes each candidate receives will remain confidential.

The ballots will be kept in the AmCham office for six months.

At the Annual General Meeting (online)

The Chamber staff will create and circulate an online voting form which will contain all matters to be voted upon at the Annual Meeting (consent of electronic voting, member identification, candidates for the Board and Nominating Committee election, statutory changes and/or other issues).

The votes will be collected until the day of the Annual Meeting. The last day of voting shall be the day before the Annual Meeting (COB).

No proxies will be accepted at the online Annual Meeting.

Each candidate will be given the opportunity to record and circulate a short video before the Meeting. At the meeting each candidate will be provided a chance to greet members and state their motivation for running.

At the Meeting the election results will be announced and confirmed.

Annual Meeting Format (in-person)

The AGM may be chaired by the Ambassador of the United States as an Honorary Chairman of the Board. The presentation parts of the meeting should be conducted with visual aids.

The agenda should consist of the following:

- Call to Order by the U.S. Ambassador
- Highlights of the past year by AmCham President
- Goals for the upcoming year by AmCham President
- Finances by AmCham CFO (includes a summary of the audit report/financial statement that may be circulated to members ahead of the meeting)
- Q&A by President or Executive Director
- Non-Election issues discussion/voting by President or Executive Director
- Presentation of Candidates by Executive Director
- Voting of the Board of Directors and Nominating Committee
- Results by Executive Director

Additional recommendations include theater seating, complimentary beverages provided during the counting of the votes and a ballot prepared especially for the purpose of counting the votes.

Annual Meeting (online format)

- Call to Order by AmCham President
- Remarks by the U.S. Ambassador
- Highlights of the past year by AmCham President and Vice Presidents
- Goals for the upcoming year by AmCham President
- Finances by AmCham Finance VP (includes a summary of the audit report/financial statement)
- Q&A by President or Executive Director
- Non-Election issues discussion/voting by President or Executive Director
- Presentation of Candidates by Executive Director

- Announcement of the Board and Nominating election results by Executive Director
- Breakout discussions on 3-4 topics members have identified in the electronic voting form moderated by Board members (optional).

These revised Election Regulations were approved at the Board meeting, February 9, 2021.

On behalf of the Board of Directors:



Zinta Jansons
President