

# Procedural Rules for Elections

(As Amended and Restated March 28, 2019)

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## FAIR CAMPAIGN PRINCIPLES

The Bylaws of the Confrérie de la Chaîne des Rôtisseurs Bailliage des Etats-Unis (“Chaîne”) require election of officers at the national and provincial levels, as well as for Baillis. Rules were originally adopted by the Board of Directors following recommendations of the Election Committee in or about 2002 and have been modified from time to time. The nature of the Chaîne is that of a social organization and one in which politics is an anathema and damages its fabric and the relationships of members.

Activities of some have damaged the organization and the electoral process and may also have deterred others from seeking office. The nature of some communications and actions in recent years evidences the need for revamping the structure of our election rules, beginning with incorporation of the Fair Campaign Principles and Procedural Rules for Election into a single document in the form of these Procedural Rules for Elections (“Rules”). Additionally, the privacy of National Council Members was not protected by some Candidates and persons supporting them

The changes made in these Rules are to assist in restoring the social fabric of the organization. We need to have those that run for office and lose do so in a manner that they want to remain a vibrant part of the Chaîne and those that won the elections are pleased to have them remain as members. The intent of these Rules is to provide an opportunity for qualified Chaîne members to seek elective office in a positive and equitable environment and that does not damage the social fabric of the organization. Each candidate for National Office will be required to sign a document acknowledging receipt of these Rules, that they will adhere to the principles of benefitting the Chaîne and disclose to voting National Council Members matters that may be important to or affect their choice of candidate for whom to vote as stated in the attachment form. Absent that acknowledgment, a member will be ineligible for candidacy for elective office (those defined as national, regional and local elected officers and Audit Committee Members, all as described in the Bylaws). Also, a breach of the Rules will render his/her candidacy as abandoned and he/she will not be credited with any votes for the office sought.

It is imperative that the Chaîne follow democratic principles, including the rights and freedoms to seek and hold office. No action, written, verbal, or otherwise shall be taken that will interfere with the right of every individual member qualified to seek election to any office at any level of the organization except for circumstances involving one or more breaches of these Rules. In addition, no action shall be taken that will interfere with the right and duty of any local member or voting National Council Member (see Bylaws for definition and those who have votes) to vote solely as his or her conscience and best judgment dictates, and no actions shall be taken which may impinge upon the powers, duties, authority and responsibilities of local, regional, or national officers.

To ensure that the democratic principles are preserved and to protect members, the integrity of the organization itself, and the social nature and camaraderie of the Chaîne:

1. No individual member, bailliage, province or other group shall engage in any activity or campaign by use of threats, restrictions, intimidation, pressure, or other unethical means which may or would prevent or dissuade any individual member from competing in any nomination or election process at any level or from exercising his

or her voting franchise in any particular manner.

2. No person or entity shall state, publish or distribute defamatory remarks, malicious and derogatory charges, or false statements about any member, candidate, or the Chaîne.
3. Campaign speeches and the dissemination of literature relating to a candidacy for office or campaigning/politicking (referred to as electioneering in the Bylaws) are not allowed at Chaîne-sponsored events or trips unless prior written approval has been provided by the Bailli Délégué and all candidates are afforded the same opportunity(ies).

In keeping with the spirit of the Chaîne, campaigning for office at all levels should be positive and forward looking. To have Chaîne political campaigns conducted in such a manner the following guidance is provided. Communications and activities endorsing a candidate (whether by the candidate or his/her supporters) should focus on the candidate's Chaîne vision for the organization along with what he/she has done for it, and personal qualifications for office. They, along with other campaign communications should be presented in a manner depicting a standard of excellence reflecting credit on the Chaîne. Endorsements shall not be used without the prior written permission of the endorser. Ultimately, the candidate should be and is accountable for the conduct of his/her campaign and keeping supporters within the established policies and Rules approved by the Board of Directors of the Chaîne.

Adherence to these Rules is required of every candidate. Any Member that violates the letter or spirit of the Rules, such as untimely electioneering (see definition below), inappropriate campaigning/-politicking, and/or conduct unbefitting the organization is subject to termination of his/her membership and other lesser penalties. Decisions relating to such conduct are the purview of and shall be determined by the Chaîne's Board of Directors pursuant to the provisions of Bylaws Section 4.3 and other provisions that may be applicable.

Absent having a nominating committee, these Rules provide a form of self-vetting of candidates (certification as to certain elements that should be disqualifying) and requiring disclosure of others that may be problematic. To minimize written communications and maintain the social nature and harmony of the organization, non-candidates are discouraged from e-mail and written communications with National Council Members in the form of support or opposition to candidates except in a form approved by the respective Candidate(s) and it is preferred that transmittal on his or her behalf as described below. Members should be mindful of the foregoing, Bylaw Section 6.4(a) limiting and prohibiting electioneering, and the provisions of Bylaw Section 4.3.

The Rules are divided into two Sections, the first relating to the position of Baillis and the second relating to National Officer and Audit Committee elections.

## **Bailli Elections**

### **I. PREAMBLE**

Inasmuch as the majority of Bailli elections are uncontested, the purpose of these Procedural Rules are threefold: (1) To simplify the election process for those bailliages which have only a single candidate for the office of Bailli; (2) To insure fairness where there are contested elections by providing a secret absentee voting procedure and by prohibiting premature solicitation of votes; and (3) By providing a more expeditious method for the national Board of

Directors to deal with unexpected election problems and make corrective changes in the Rules or Principles. All dates are in the election year unless otherwise stated. Elections run on a three-year cycle and the next election year is 2020.

## II. TIMETABLE

- a. In early January of each election year, the National Office shall send a letter to each Bailli inquiring whether he/she intends to run again or whether the then serving Bailli will nominate another. Responses must be sent to the respective Bailli Provincial and National Office within 14 days of the date of mailing the letter, naming the nominee, if any, in which case it must be with the nominee's consent. The Bailli Provincial shall then promptly notify the National Office of the local Bailli's decision.
- b. All responses of Baillis stating an intention to run for re-election or that of the proposed nominee for Bailli must be received by the Bailli Provincial of the respective province and in the National Office no later than January 31 of the election year.
- c. In early February of the election year, the National Office shall notify all members of a bailliage of their Bailli's intent and that any of them can nominate another (with that person's consent), which nomination must be in writing, signed by the person proposing the nomination and bearing the written consent of the nominee to stand for election, and sent to the Bailli Provincial no later than February 20. The Bailli Provincial shall then notify the National Office *before* March 1 of the election year of all nominations or whether there are no additional nominations.
- d. Any person seeking election/re-election to the position of Bailli shall send to the National Office a certification in accordance with the form attached to these rules and make disclosures as required on that form. This certification shall be coincident with the communication about re-election or statement of candidacy for office of Bailli and shall be deemed re-stated as of the date his or her election becomes effective. The Bailli candidate has an obligation to disclose to the members anything to which he/she cannot certify as required.
- e. As of March 1 of the election year:
  - i. If there is only one candidate for Bailli, the National Office shall send a letter to the members of the Bailliage notifying them that no formal election will take place in the bailliage, the single candidate being deemed elected with his or her new term to commence on the next succeeding July 1 and run for three (3) years.
  - ii. If there are two or more candidates, the National Office shall notify all members of the bailliage of the names of the candidates and the fact that a formal election will take place in April of that year, and that solicitation of votes is prohibited until a specified date allowing members to be made aware of all candidates prior to solicitations for votes, and all solicitations must be in conformity with the Rules.

## III. ELECTION PROCEDURE

- a. Promptly after notification that there will be a formal election, the Bailli Provincial and Bailli, with the consent of each candidate, will select the date, time and place of the election. In absence of an agreement the Bailli Provincial shall make the determination. The date so determined must be communicated to the Bailli Délégué and Executive Director no later than March 31 of the election year.

- b. Each candidate shall have the right to appoint one Inspector of Election and that appointment must be communicated to the Bailli Provincial of the respective region and the Executive Director no later than April 7 of the election year.
- c. Approximately March 15th of the election year, the National Office shall notify all members of the date, time and place of their bailliage's election, enclosing the official forms of proxy/absentee ballot (to comply with New York law) and appropriate special envelopes and providing instructions regarding how they are to be transmitted to the National organization. Only the official forms of proxy/absentee ballot which are duly returned to the National Office in accordance with those instructions will be valid. They may not be returned by other means to the site of the election.

The notification from the National Office shall advise the members of the deadline for receipt by the National Office of the official forms of proxy/absentee ballot. For voting purposes, the date for determining National membership in good standing shall coincide with the day preceding mailing by the National Office of the proxy/absentee ballots to the members of the Bailliage. Any proxy/absentee ballots received by the National Office after the deadline shall be invalid as proxy votes, the members' sole recourse being to vote in person at the place of the election, provided they were members in good standing on the aforesaid membership determination date. The deadline for receipt by the National Office of the completed proxy/absentee ballots shall be set at approximately seven (7) days prior to the date of the election. All special mailing envelopes, containing completed proxy/absentee ballots, received on or before the stated deadline will be sent by the National Office, still sealed, by overnight delivery to the appropriate Bailli Provincial, who shall have the responsibility for delivering the sealed mailing envelopes to the Inspectors of Election at the site of the election. If the Bailli Provincial cannot personally deliver (via hand delivery or an overnight delivery service such as FedEx) the sealed mailing envelopes to the site of the election, he/she may delegate this responsibility to another National Officer or Provincial Officer in his/her province. The sealed mailing envelopes are to remain unopened when they are delivered to the Inspectors of Election at the site of the election. To the extent practicable, the National Office should assemble and send the sealed mailing envelopes to the Bailli Provincial immediately after receipt by the stated deadline along with a list of the names of the members eligible to vote.

- i. Under New York law, in a New York Not-For-Profit Corporation, members may vote only in person or by proxy.
  - ii. Therefore, an absentee ballot may **not** be voted by a member not attending the election in person unless structured as a proxy (here naming the Inspectors of Election as proxies). The completed ballot is placed in a special Ballot Envelope and sealed. The sealed Ballot Envelope, together with a separate restricted proxy form signed by the member, is then placed in an outer envelope addressed and mailed or delivered via an overnight delivery service (i.e. FedEx and UPS) to the National Office. The restricted proxy requires the proxies to cast the member's vote according to his or her choice as indicated in the sealed Ballot Envelope.
- d. At the formal election, after all persons voting in person have cast their ballots and deposited them in the ballot box, the Inspectors of Election shall open the outer envelopes, checking to make sure that the absentee ballot is not from one who has voted in person. The proxy form with the voting member's signature is then set aside to evidence the fact that his or her vote is being cast as instructed by the proxy form. The special Ballot Envelopes, still sealed, are then placed in the ballot box. The Inspectors of

Election open the ballot box, remove the ballots from their Ballot Envelopes and count the absentee votes together with votes cast in person. When all votes have been tallied, the Inspectors of Election announce the results of the election.

- e. In the event there are more than two (2) candidates for an office and no one candidate garners more than 50% of the total vote, then there shall be a run-off election between the two candidates who have secured the most votes. A run-off election shall require new ballots and voting proxies being transmitted and scheduling appropriate dates for receipt and counting of ballots as above-described. However, the eligible voters shall be the same as those determined in accordance with the rules stated above.
- f. Immediately following the election of the Bailli, the Inspectors of Election, together with one other bailliage officer, shall file with the Argentier des Etats-Unis and with the pertinent Bailli Provincial a certificate designating the elected Bailli and confirming that the election was held in accordance with these Procedural Rules.
- g. The above procedures relate to the election of Baillis that occurs every third year during the normal election process. However, there are interim situations that occur from time to time where changes in Bailli have and will occur and different procedures are applicable and need to be stated.
  - i. In the event of the death of a Bailli, the actions to be taken are as follows:
    - 1. The Bailli Provincial of the Region in which the Bailliage is located shall recommend to the Bailli Délégué and discuss with him/her a person to be appointed to the position of Acting Bailli, and shall have obtained certification (such as for a candidate for election) and the required disclosures;
    - 2. The Bailli Délégué shall appoint an Acting Bailli and provide directions to the National Office regarding mailing notice to all members of the Bailliage about the appointment and the election process;
    - 3. Under ordinary circumstances, the time allowed following the initial mailing of notice is 21 days, although it may be shortened by the Bailli Délégué to 10 days to satisfy exigent circumstances or approval to the process described in III below may be given by him/her; and
    - 4. Absent nomination of another member (other than the person appointed by the Bailli Délégué as the Acting Bailli), after the expiration of the time stated in 3. above, the title of the Acting Bailli shall change to Bailli and notice shall be sent to members of the Bailliage regarding same.
  - ii. In the event of the resignation of a Bailli with an immediate effective date or a date other than the expiration of his/her term of office, or the removal of a Bailli by the Board of Directors, the procedures identified in i. above, numbered 1 – 4 shall be followed.
  - iii. If authorized by the Bailli Délégué, an alternative procedure for either i. or ii. above is that a vote may be taken at a meeting of the members (which may precede an induction event and have immediate effect), following the below listed procedures:
    - 1. A notice letter shall be sent to the members of the Bailliage stating that the Bailli has died or resigned and that an election will be held immediately preceding the induction event of the Bailliage and identifying the candidate to be promoted to Bailli and that the unanimous consent of members is desired;

2. The notice to Bailliage members shall state that absent written objection to the person named in the notice that he/she shall become Bailli via unanimous consent of the members immediately preceding the scheduled induction event and the vote of each member is deemed to be an affirmative vote for the election of the identified person absent written objection being received by the Bailli Provincial, National Office, or Bailli Délégué more than 24 hours in advance of the induction date and time; and
3. The named person shall become the Bailli and be deemed elected and promoted to fill the balance of the term of the deceased or resigned Bailli.

Upon expiration of the time stated in i., ii., or iii. above, as applicable, the title of the Acting Bailli shall automatically change to Bailli.

# National Officer Elections

## I. PREAMBLE

In order to achieve the same degree of fairness as provided for the election of baillis, the Board of Directors believes that substantially similar rules should exist for the election of National Officers. It will simplify the election process where there is only a single candidate for an office and should ensure fairness where there are contested elections by providing secret absentee voting procedures. It should provide a more expeditious method for the National Board of Directors to deal with unexpected election problems and make corrective changes in the Rules. All dates are in the respective election year unless otherwise stated. Elections run on a three-year cycle and the next will be 2020.

Bylaw Section 6.4 speaks to procedures relating to elections and subsection (a) speaks to issues relating to electioneering. It states:

Candidates shall be nominated for the designated National Offices [Bailli Délégué, Chancelier and Argentier] and Members of the Audit Committee (designated in section 6.10 of these By-Laws) by Members of the National Council, . . . Such nominations shall be by petition in written form and submitted to the Chairman of the Elections Committee and the Bailli Délégué, both of whom must receive such nomination at least forty-five (45) days prior to the noticed date of the Meeting of the National Council at which elected National Officers and Audit Committee Members are to be elected. Such petition shall be signed by not less than five (5) National Council Members. Petitions may be executed in counterparts, each of which will be deemed to be an original and all of which, taken together, will be deemed to be one petition. Execution of such petition by any party will not become effective until a counterpart has been executed by the required number of petitioning parties. Other than solicitation of signatures for petitions, candidates seeking National Office shall refrain from general electioneering until proper petitions are duly filed. A Candidate for Bailli Provincial must maintain a residence within the Region that he/she administers. Anything herein to the contrary notwithstanding, only the Baillis of Bailliages within the geographical jurisdiction of a Bailli Provincial, and eligible to vote at National Council meetings, shall nominate, vote upon and elect their said Bailli Provincial. All other provisions of subsection (c) hereof and Procedural Rules for National Officer Elections shall be substantially followed.

To comply with New York law, absentee ballots must be structured as restricted proxies. Also, to avoid any implication of "strong-arming," only the official forms of proxy/absentee ballots which are returned by mail or an overnight delivery service (i.e. FedEx and UPS) by the voting National Council Member directly to the National Office (or its Certified Public Accountant or a location unanimously agreed to by the candidates) will be valid. They may **not** be returned by other means or persons to the site of the election. Therefore, votes may only be cast by eligible voting members of the National Council present and in person at the site of the election or by the special mailed proxy/absentee ballot. No other form of proxy will be permitted.

Candidates for the offices of Bailli Délégué, Chancelier, and Argentier are reminded that you cannot be a candidate for re-election for Bailli or Bailli Provincial and National Officer position at the same time. Should you hold such a position and lose in the national election, you will be replaced in the position of Bailli or Bailli Provincial. Please make sure that there is a candidate in the election for the position that you are vacating.

## II. **TIMETABLE, CERTIFICATIONS AND DISCLOSURES**

By January 15 of each election year (i.e. January 15, 2020), the National Office shall send an email notification to all National Council Members advising them of the date of the National Election, including names of the then nominees for office and reminding them that under the By-Laws all nominations must be made not less than 45 days prior to the election, and stating the Election Date (typically in April of the election year). In order to provide dates certain, Nominations may be sought and obtained between January 1 and January 31 of the year in which a National Election is to occur (i.e. 2020).

The form of Nomination Petition or something substantially similar will be as prescribed by the Elections Committee. Requests for signatures for a Nomination Petition *may only be made between January 1 and January 31 of an Election Year*. All Nomination Petitions for National elective office (Bailli Délégué, Chancelier, Argentier or Audit Committee Member) must be delivered to the then serving Bailli Délégué *and* Election Committee Chairperson no later than 5:00 p.m. Eastern Time on January 31 of the Election Year for a candidacy to be effective and the person eligible to be a candidate for office. Concurrently, a copy of the Nomination Petition shall be sent to the Chaîne's Executive Director at the National Office. Delivery by email is acceptable conditioned on the candidate receiving a receipt of same from either the Bailli Délégué or Election Committee Chair. To the extent that signatures are affixed on a Nomination Petition via multiple documents, the candidate shall be responsible to assemble them and transmit them together as one document. The Candidate shall also concurrently submit his or her Certification in the form attached to these Rules and required disclosure.

As there is no Nominating Committee, a self-vetting process for eligibility for office has been approved. This is to protect the reputation of the Chaîne from what may otherwise involve situations where the integrity of a person may be called into question or the organization may be subjected to embarrassing publicity. This will afford National Council Members full disclosure as to matters that may be important to them in determining for whom to vote; hence the Certification form and disclosures referenced above and attached to these Rules must be completed and submitted by a candidate for any elected National Office, Bailli Provincial and Audit Committee, contemporaneous with his or her Nomination Petition. Absent same, a person's name will not be placed on a ballot.

Absence of timely delivery of the Certification or the failure to make disclosures as required shall render the Nomination Petition void as of the date submitted. The Election Committee shall determine any failure to meet a time deadline and shall act in accordance with any determination made by the Board of Directors. Determination of disqualifying matters as described in these Rules shall be by the Board of Directors and, should an issue arise as to whether full disclosure obligations have been satisfied shall also be subject to its decision. If disqualifying information is learned after the election, it may result in the office of that person being declared vacant by majority vote of the Board of Directors. Similarly, should the Election Committee learn information regarding any certification that may indicate falsity, the information shall be reported to the Bailli Délégué and Executive Director so that the procedure described in these Rules may be followed and the candidacy of the individual shall be immediately terminated and notice of same promptly sent by the Executive Director to the Candidate, Members of the Election Committee, and thereafter to the National Council. By submitting a Nomination Petition, the Candidate agrees to the above procedure and acknowledges that transmittal of notices as required by these Rules to Directors, Election Committee Members and National Council Members is proper and shall not give rise to any cause of action or right to recover damages for same having occurred. Candidates also agree by submitting a Nomination Petition to immediately provide to the Bailli Délégué and Executive Director within 48 hours after a written request for same (via email or otherwise) any and all information that may be requested of him or her needed by the Election Committee or the Board of Directors to ascertain

the validity of any complaint received regarding a breach in the Certifications so made or the lack of full disclosure. Time is of the essence in all such communications and responses from the respective Candidate.

The Election Committee shall determine what information is to be obtained, how it is to be reviewed and considered, and how and in what manner an investigation is to occur, and decision-making shall happen.

The Board of Directors has no obligation to make independent inquiry or investigate the veracity of the Candidate's Certification, except following receipt of a written complaint of a duly paid National Council Member. The investigation shall be conducted in a manner approved by the Bailli Délégué (if ineligible to run for re-election) and Executive Director. They shall determine what information shall be provided by the Candidate and/or others.

Should the Board of Directors determine that a breach of Certification or disclosure obligations has occurred or the falsity of any Certification or disclosure, or the Election Committee determines that a Candidate has failed to meet the timing deadlines stated above, and a determination is made that a candidacy shall end, it will be reported to the Candidate and Board of Directors. If not already voted upon by the Board, it shall meet as soon thereafter as possible and vote regarding same. By majority vote of the Board of Directors, the candidacy may be terminated. Disqualified from participating in the meeting shall be any Director charged with inappropriate electioneering or that is the Candidate for office as to whom the charge has been made.

Not stated above are the type of experience or past offices held in the Chaîne as it is up to the voting National Council Members to determine whether past offices and experience of a candidate are appropriate to vote for him or her.

The Bylaws specifically state "Other than solicitation of signatures for petitions, candidates seeking National Office shall refrain from general electioneering until proper petitions are duly filed." The Bylaws do not define the term "electioneering". The Board exercising the power of Bylaw Section 13.1, interprets electioneering as referred to in Bylaw Section 6.4(a) as actions or communications of any kind that reasonably appear to be relating to seeking an elective office or the support of a person that may be seeking office or that may choose to seek same. Listed below are examples of electioneering in the form of campaigning/politicking and inappropriate campaign practices of the past, to assist prospective Candidates, the Election Committee, Board of Directors and National Council to be aware of actions that are premature electioneering. And, any one of the below examples of electioneering prior to January 1 of an election year would and will make a person ineligible for candidacy, include the following:

1. Group email communications by Candidates seeking support preceding the actual date of filing of a Nomination Petition;
2. Organizing or conducting a meeting during a National Event Weekend (e.g. Grand Chapitre, Mondiale, Culinary) that appears to be primarily for the purpose of seeking supporters for candidacy or election of potential officers;
3. Organizing or conducting a meeting during a National Event Weekend (e.g. Grand Chapitre, Mondiale, Culinary) under the guise of gauging support for candidacy of an individual, whether created by the prospective candidate or a person supporting the candidacy of him/her or another;
4. Providing "talking points" or similar text to people to advance or support election of a candidate;
5. Communications with the employer of a Candidate at any time for the purpose of causing injury to that individual and/or loss of position;
6. Distribution of email communication(s) by an individual addressed and/or transmitted to National Council Members and/or other members, and that was not distributed by the National Office; or

7. Communications that are sent by one or more individuals that reveal contact information of recipients (i.e. email addresses) when transmitted to 10 or more members in a single distribution (the privacy of contact information relating to members must be maintained).

Appropriate communications seeking support for a Candidate may occur after a Nomination Petition has been timely and properly filed. However, communications that create a political atmosphere amongst National Council, the work of its officers, or what can and should be done to benefit members and/or the organization, and those that damage the social nature of the Chaîne are inappropriate at any time.

Activities that are deemed to be Electioneering may result in a person being determined ineligible as a candidate for elective office in the election cycle that immediately follows his/her activity. To avoid ambiguity, seeking of signatures on a Nomination Petition is inappropriate Electioneering if done prior to January 1 of an Election Year. The Election Committee shall review and consider complaints received by any of its members, the Bailli Délégué or Executive Director relating to assertions of Electioneering that occurs/has occurred prior to January 1, and their inappropriate nature, or that puts in jeopardy the candidacy for office of any person. For those that appear to be meritorious by the Election Committee Chair, Bailli Délégué or Executive Director, the Election Committee Chair shall put the Candidate on notice of having received a complaint and ask the Candidate to Immediately (within 48 hours after notice via email and telephonic by the Election Committee Chairperson, Executive Director or Bailli Délégué is given) respond in writing to the claims/assertions made and, if as to actions of a non-Candidate then to that person, and the complaint received and response(s) received shall be promptly delivered to the Bailli Délégué and the Executive Director. Following receipt, the Bailli Délégué shall notice a special meeting of the Board to review and consider the complaint(s) made and the actions to be taken, if any. If the Bailli Délégué is a candidate for office, then he/she shall not be present at or preside over the meeting at which the complaint is to be reviewed and considered by the Board. In such a circumstance, the Chancellor shall preside over the meeting if he/she is not a candidate for the office as to which a complaint was made. And, if both the Bailli Délégué and Chancellor are candidates for the same office, then the meeting shall be presided over by the Argentier if he/she is not a candidate for the office. Any currently serving Director that is a candidate in the race for which a complaint is made shall recuse himself/herself from participation in the meeting.

The Election Committee has the ability to inquire of others in its fact gathering prior to or concurrent with forwarding the complaint to the Board of Directors for review and consideration in its decision-making. The Board shall determine by a majority vote of those participating in the meeting if a Candidate has violated the Rules. The same shall also apply as to non-candidates. There shall be no appeal of a decision of the Board of Directors and once made, they are final and not subject to review or appeal. Meetings by the Board as to these type of election matters shall be conducted in Executive Session with a notation on the record as to who is being reviewed, that his/her actions are being reviewed by the Board, and the reporting of decisions and actions taken. The Board shall have the ability to terminate a candidacy for violation of these Rules. The Board also has the ability by a majority vote to impose sanctions as allowed under Bylaw Section 4.3 in its sole discretion as to any Candidate, as well as non-candidates, and any actions so taken shall be final and not subject to appeal.

As soon as practicable after the date for closing nominations has passed:

1. If there is only one candidate for an elected office, a letter shall issue from the National Office notifying all National Council Members of that fact and advising them that no formal election will take place for that office, the single candidate being deemed elected.
2. If there are two or more candidates for an office, the National Office will notify all members of the National Council of the names of the candidates and the fact that a formal election will take place.

The provisions regarding Nomination Petitions, Certification, and the like, shall similarly apply to candidates for a position as Bailli Provincial. And, the interpretation of the Board relating to nomination of a person to be Bailli Provincial may be satisfied by a Nomination Petition signed by a Bailli, other than the candidate, within the region where he/she seeks election and the timing for submittal and provisions otherwise stated above for National Officers shall apply to those seeking the office of Bailli Provincial.

The determination of National Council Members eligible to vote shall be made by the Executive Director on March 1 of the election year. Only those eligible to vote as referenced in the Bylaws and whose dues are paid current on or before the last day of February for that election year shall be eligible to receive voting ballots, proxies and be entitled to vote. Should any National Council Member otherwise eligible to vote resign from office or be removed from office between March 1 and the date that ballots are counted, his or her votes shall not be counted.

### **III. ELECTION COMMUNICATIONS**

In accordance with the Bylaws, there shall be no electioneering communications (as defined above) of any kind by a potential candidate, or person acting or speaking for or supporting a potential candidate prior to the candidate submitting his or her Nomination Petition and that occurs on or after January 1 of the election year in which an election for National Officers, Baillis Provinciaux, and Audit Committee Members will occur (e.g. 2020). For the purposes of election communications described below, the term "Candidate" shall refer to those persons running for the positions of Bailli Délégué, Chancelier or Argentier, unless otherwise indicated. Election communications shall be subject to the conditions stated below.

1. Communications by a potential Candidate seeking signatures on a Nomination Petition or in support of his/her candidacy for office shall not occur prior to January 1 of the Election Year as any others are inappropriate electioneering as referred to in the Bylaws.
2. Candidate electioneering may occur only after his/her Nomination Petition and Certification has been delivered as described above.
3. Candidates are allowed up to four (4) written communications to National Council Members (i.e. in the form of emails, letters, or others), during the period from February 1 of the election year until the special National Council Meeting at which votes are to be counted. Communications via email will be distributed by the National Office on behalf of Candidates on four different dates between February 1 and March 15 of the election year as National Council contact information will not be distributed to protect the privacy of members.
4. Candidate communications should address the vision of the Candidate for the Chaîne, his/her plans for improvement, and experience that he/she can bring to the position and should be forward looking. Candidates should not engage in inappropriate communications nor those that may cause injury to the Chaîne or any Member(s).
5. Endorsement or support letters (preferably not more than two of them) may be transmitted as part of the Candidate's communications described in 3. Above.
6. Factual statements must be accurate in all Candidate communications and those relating to any candidate or elective office.
7. Written communications not authored by the Candidate should be approved in writing by him/her prior to transmittal as meeting the requirements of these Rules and must include a statement evidencing his/her approval of the communication prior to transmittal.
8. The dates when the National Office will send Candidate communications shall be published to Candidates soon after receipt of his/her Nomination Petition and Certification. The Candidate communications will be transmitted in the form provided by the Candidate (no proof reading, editing or action by the National Office) via email to voting National Council Members on the published dates conditioned upon receipt in the

- National Office at least 48 hours prior to the transmittal time and date (based upon business days, not weekends or holidays) following receipt. The National Office may send each individually or group more than one communication with another as part of one distribution. Should the latter occur, they shall be as PDF attachments to a cover email so it is clear they are different communications from more than one candidate.
9. If an election communication authored by a person other than the Candidate is to be transmitted by the National Office, it must be transmitted to the National Office by the Candidate for distribution with an acknowledgment that it will count as one of those authorized and counted for him or her.
  10. If there is a run-off election between two candidates, each shall have the right to have one additional written communication sent to National Council Members from the National Office. It may be written by the Candidate or it may be an endorsement communication subject to his/her written approval and one communication limit.
  11. Should written election communications occur that violate these Rules they may be grounds for termination of candidacy as stated above.
  12. Failure of a Candidate to follow these guidelines is subject to actions being taken relating to his/her candidacy as stated in these Rules which may include loss of candidacy or removal from office following election.
  13. The Executive Director shall determine whether to send communications relating to candidacy for one office to be grouped together or whether to send communications relating to all candidates for all offices grouped together.
  14. Failure of a Member to observe and act in accordance with the Rules may cause his or her actions to be considered by the Board pursuant to the provisions of Bylaw Section 4.3 and can result in sanctions as allowed therein and those stated in these Rules.

Should Candidate communications contain inaccurate factual statements, correction of same may be made by a communication by another Candidate, another Member, or the Executive Director.

It is possible that non-candidates may communicate to National Council Members relating to one or more candidates for office and must be factually accurate. Should a Member send any communication that is factually inaccurate, in part or in whole, or statements that may be inappropriate in a social organization such as the Chaine, he or she shall be subject to the review of membership status and termination of membership or a lesser sanction as may occur in accordance with Bylaw Section 4.3 and as referred to these Rules.

Because of privacy concerns, lists of National Council Members will not be provided to Candidates for office or others desiring to communicate with them. Candidates for office have an ability to have communications sent to National Council Members during the election period as stated above.

**National Council Members should consider inappropriate communications by a Candidate or a person(s) supporting a Candidate as a reason to vote for another person for the respective office.** It is our hope that this will cause Candidates and others to carefully consider the tenor, text and nature of their communications.

#### IV. ELECTION PROCEDURE

On or before January 31 of the election year, the Bailli Délégué and Executive Director shall select the date (in April of the election year), time and place of the special National Council Meeting at which votes will be counted and it shall be within the month of April of the election year.

Each Candidate may appoint one Inspector of Election who will be permitted to attend the election (the meeting at which votes are counted). The inspector is allowed to be present to watch the handling of ballots and vote tallying to observe that the protocols for counting and tabulating votes are properly handled.

As soon as practicable after the date for closing nominations has passed, but not less than 30 days prior to the date of the election, the National Office shall notify all members of the National Council of the date, time and place of the election, enclosing the official forms of proxy/absentee ballot (to comply with New York law) and appropriate special envelopes. Candidates for an office shall be listed alphabetically on the ballot. Only the sealed official forms of proxy/absentee ballot which are duly returned by mail to the National Office (the Certified Public Accountant of the Chaîne or a location unanimously agreed to by the candidates for Bailli Délégué) will be valid. They may not be returned by other means to the site of the election. Notwithstanding the foregoing, National Council Members residing in other countries shall have the ability to return his or her proxy and ballot in other envelopes as prescribed in instructions to them if transmittal of the ballots and envelopes to them is less than 21 days in advance of the Special National Council Meeting Date.

- a. Under New York law, members of a New York Not-For-Profit Corporation may vote only in person or by proxy. Therefore, an absentee ballot may not be voted by a member not attending the election in person unless structured as a proxy (here naming the Members of the Elections Committee as proxies). The completed ballot is placed in a special Ballot Envelope and sealed. The sealed Ballot Envelope, together with a separate restricted proxy form signed by the member, is then placed in an outer envelope addressed and mailed to the National Office (or a location unanimously agreed to by the candidates). The restricted proxy requires the proxies to cast the member's vote according to his or her choice as indicated in the sealed Ballot Envelope.
- b. At the formal election, after all persons voting in person have cast their ballots and deposited them in the ballot box, the Members of the Elections Committee shall open the outer envelopes, checking to make sure that the absentee ballot is not from one who has voted in person. The proxy form with the voting member's signature is then set aside to evidence the fact that his or her vote is being cast as instructed by the proxy form. The envelopes (still sealed and with the Ballot Envelope enclosed and unopened) shall be reviewed to determine if there are any duplications (more than one such envelope from a voting National Council Member). If more than one is found from a National Council Member(s), that bearing the later postmark shall be retained as the one containing the Ballot Envelope and the earlier envelope(s) from that person shall be shredded without being opened. The special Ballot Envelopes, still sealed, are then placed in the ballot box. The Members of the Elections Committee open the ballot box, remove the ballots from their Ballot Envelopes and count the absentee votes together with votes cast in person. When all votes have been tallied, the Chairman of the Elections Committee announces the results of the election.
- c. Once results are announced, a Certification of the election results is to be completed by the person serving as Chair of the Election Committee evidencing the votes for each

office. At least one other Election Committee Member shall also sign the Certification. Once signed by the two (or all) Committee Members, the Election results will be final.

If there are more than two (2) candidates for an office and no one candidate garners more than 50% of the total vote, then there shall be a run-off election between the two candidates who have secured the most votes. The person that receives a majority of votes in the run-off election between the two candidates shall be the winner. The run-off election shall be noticed within ten (10) days following the original vote counting and ballots mailed in the fashion described above, with a requirement for their return within fourteen (14) days after transmittal so that a second Special Meeting of the National Council to count the ballots may timely occur. The Bailli Délégué shall provide instructions to the Executive Director regarding dates to be utilized and authorizing the mailing of the new proxies and ballots.

To the extent that decisions of the Election Committee are to be made, they require a 2/3 vote if it has 3 or more members and a unanimous vote if there are two members. At no time shall the Election Committee take actions when it is comprised of only one person. In the event that the Election Committee makes a determination of violation of the Rules by a Candidate, he/she shall be responsible to pay all fees and costs reasonably incurred by the Chaîne relating to its review of the situation, its meetings and deliberations, and those incurred subsequent to same relating to enforcement or that arise out of or relate to the enforcement, including any attorney fees that it may incur.

If a certification by a Candidate is false at the time made his/her candidacy may be terminated by the Board of Directors or, if voting has started, votes for him/her will not be valid. If learned after the counting of votes, the Candidate shall not take office or may be removed from office by a majority vote of the Board of Directors. Full disclosure must be made by the Candidate contemporaneous with the filing of his/her Nomination Petition by the signing and delivery of the attached Certification and making and satisfying all disclosure obligations as stated on the attached Certification form. Any Candidate that fails to make the required Certifications shall not be eligible as a Candidate and his/her disclosures on the attached Certification are not made or found to be false, or any item certified is found to be false at the time made, his or her candidacy shall be terminated upon a majority vote of the Board of Directors. If there is a belief that the required disclosures have not been made, the Candidate will be advised of same and he or she shall provide a written statement to the Bailli Délégué and Executive Director within 48 hours thereafter responding to the concerns voiced with factual statements only. A copy of same shall be sent by the Executive Director to all Directors who may consider the information provided by the Candidate during their meeting and vote relating to termination of a candidacy. The meeting is not a "hearing" and the Candidate shall have no right to be present or heard during it, nor the right to present any evidence or testimony. His or her right to statements shall be limited to the communication he or she provides in response to the complaint as described in these Rules.

Should action by the Board be needed relating to a failure to certify or false certification, or the failure to make full and complete disclosures as required that shall render him or her ineligible to be a candidate for elective office in the Chaîne. If evidence is obtained during the election process (prior to votes being counted) as to any of the certifications being untruthful then it shall be provided to the Bailli Délégué and Executive Director. One of them shall inform the Election Committee and the Board of Directors of the information obtained and a Special Meeting of the Board of Directors shall be immediately noticed with a single agenda item, disqualification of a candidate for office (or for more than one candidate), if necessary, with no other matters on the agenda). The Board shall have the ability to affirmatively determine that the evidence is adequate to show the breach of certification and, absent such a vote, the candidacy of the individual shall be deemed terminated coincident with the conclusion of the meeting. A candidate for office, if a Director, shall not be a participant in the meeting as it is not a hearing, nor shall that person be entitled to vote during the meeting. A majority vote of Board Members shall be required to prevent disqualification, and if the candidate is a currently serving Director, he/she shall not be

present and will be deemed to have cast an affirmative vote for himself/herself. Only Directors that are present at the meeting (if in person) or on the call (if by teleconference) may vote.

## **V. ELECTED AUDIT COMMITTEE MEMBERS**

The three elected members of the Audit Committee, not technically officers, shall be elected based on a plurality vote. The three candidates receiving the highest votes shall be deemed elected. The voting for same shall be part of the original meeting and vote counting as described above.

## **VI. ACCOUNTABILITY**

If, after a candidate has completed the nomination process above-described, facts are learned evidencing that Electioneering occurred prior to January 1 of the Election Year, of any violation of the Rules, or that any matter to which certification has been made by the candidate is found to be false, his or her candidacy may be terminated by action of the Board of Directors. A complaint regarding a violation may be made by any Member and shall be subject to review by the Board of Directors as stated above. The Election Committee shall follow the processes needed to timely obtain information and cause it to be transmitted to the Bailli Délégué and Executive Director, who in turn will provide it to Directors so the Board may then review and act on such claims. This includes claims made against an individual that is not a Candidate. Decisions may be made finding that untimely or inappropriate Electioneering did or did not occur. If a finding by the Board is made that such occurred, then a candidacy of an individual shall be terminated immediately and notice via email of same given by the Election Committee Chairperson to the candidate, Bailli Délégué, and Executive Director. Similarly, if the Election Committee receives evidence indicating that a certification made by a candidate was false when made, then upon a finding of the same by the Board the candidacy of the individual shall similarly terminate and notice of same shall be given by the Election Committee Chairperson to the candidate, Bailli Délégué, and Executive Director.

In the event of a violation of these Rules for Election by a non-candidate that is a member of the Chaîne, he/she shall be subject to such disciplinary actions as may be allowed under Bylaw Section 4.3 including termination of membership or lesser action, as may be determined at a meeting of the Board of Directors pursuant to the Bylaws. If sanctions are determined by the Board of Directors as above stated, then the member that has been sanctioned shall be responsible to pay all fees and costs reasonably incurred by the Chaîne relating to the improper action and the impact of same.

In the event of a violation of these Procedural Rules for Election by a non-candidate and non-member of the Chaîne as determined by the Board or the Election Committee, the Board may also determine a monetary penalty for his/her conduct which at a minimum will be all the fees and costs incurred by the organization and those of the candidates for the elected position (other than the person supported by said person) that suffered injury or damages. The Board shall determine the amount of same as well as to whom they are to be paid (i.e. Chaîne, aggrieved candidate, another person) and determine the enforcement actions to be taken.

## **VII. POLICY/BYLAW INTERPRETATION**

Bylaw Article XIII allows the Board of Directors to adopt policies that are interpretations of the Bylaws and Bylaw Section 6.7 (a) specifically refers to the Board adopting and circulating Procedural Rules. Accordingly, the Board has Procedural Rules relating to elections and adopted a policy to interpret the signatures required for Baillis Provincial to be that the signature of one Bailli in the region is sufficient to satisfy the Nomination Petition requirement. The Election Committee has from time to time made recommendations to the Board of Directors and it has approved the Principles and Rules to which reference has been made. Accordingly, these Principles and Rules are similarly policies interpreting the Bylaws and in furtherance of them adopted by the Board of Directors.

## CERTIFICATION

The Chaîne does not have a Nominating Committee to select candidates for office. Accordingly, Candidates for Chaîne elected officer positions are required to certify to some items and make disclosures of information that may be important to National Council Members in determining for whom to vote. To address these areas, and because the organization does not utilize a nominating committee for vetting of candidates, a list of items requiring Candidate Certification follows. Below is a list of items that require full disclosure by Candidates. The Certification and Disclosures must be received in the National Office by January 31 of the election year. A copy of the Certification and Disclosure responses of all Candidates will be sent on or soon after February 1 of the election year to all National Council Members eligible to vote as of January 31 of that year. As noted below, false certification by a Candidate or his/her failure to make full disclosure as required may result in termination of his/her candidacy or, if elected, removal from office.

**Certification.** The undersigned candidate for office certifies the accuracy of the statements indicated below:

1. I have submitted a Nomination Petition to be a Candidate for office as indicated contemporaneous with this Certification and, if elected, will serve in the office for which I have been nominated.
2. All disclosures required of me as a Candidate have been fully made so that National Council Members are provided with all information about each of the listed items so they may have complete knowledge of pertinent facts prior to voting.
3. I have not and will not communicate in a manner that discloses the email addresses of National Council Members to the recipients of my communications (other than the email address of the singular person to whom a message is sent) and the same shall be true of any person communicating supportive of my candidacy.
4. I have not asked for nor directed electioneering by any person on my behalf prior to submitting my Nomination Petition for the office I now seek.
5. I have not done any electioneering in the Chaîne for the office I now seek prior to submitting my Nomination Petition and am not aware of any potential claim/assertion that may be made that such has occurred.
6. If during the period prior to counting of votes any of the disclosures made with my Petition need to be updated to remain accurate, I agree to deliver to the Bailli Délégué, Election Committee Chairperson, and Executive Director factual statements needed to make them complete and correct.
7. I acknowledge that all the certifications stated shall be deemed made anew as of the date that is the day prior to the Special Meeting of the National Council to count ballots.

**Disclosure Obligations.** The undersigned candidate for office has provided complete disclosure as to information needed to make National Council Members aware of all facts that make any of the statements below untrue as of the date of this certification and for items 1 – 7 below, the statements relate to the 7-year period that precedes the submittal of this document.

1. I have not been found guilty of or pleaded guilty to any crime (other than minor automobile infractions) nor entered a plea of *nolo contendere* to any criminal charge. True.
2. I have not been adjudged as being responsible for domestic abuse (civil, domestic or criminal). True.
3. I have not had a court order, judgment or determination/finding of fraud made against me. True.

4. If professionally licensed (e.g. attorney, MD., DDS, engineer, architect, etc.), I have not had disciplinary action ordered against me that has resulted in a suspension from practice or termination of my license. True.
5. I have not had any action taken nor order issued against me by the Securities and Exchange Commission or any other securities administrative agency (federal or state), or FIDRA. True.
6. I have not been the subject of a sexual harassment or workplace harassment claim where a determination of inappropriate conduct has been made by any Court or administrative agency. True.
7. I have not been a debtor in a bankruptcy proceeding nor had a court make a finding of bankruptcy regarding me, individually. True.
8. I am not now a defendant in any Court proceeding in which a complaint of fraud, misrepresentation, sexual harassment, workplace harassment, or domestic abuse is now pending nor in any bankruptcy adversary proceeding. True.
9. I am not aware of a claim of inappropriate conduct or touching regarding me having been made to the Bailli Délégué or Executive Director of the Chaîne prior to submitting my Nomination Petition. True.
10. If I have any action pending that may create concern to National Council Members or cause embarrassment to the Chaîne if I am elected to the office I am seeking, then the facts relating to same shall also be fully disclosed.

All Certifications are deemed to be made anew as of the day prior to the Special National Council Meeting at which ballots will be counted. The Disclosure statements are all indicated as "True". If for any reason any of them is untrue, strike through the word True, write the word "Untrue" and then attach to this form a full disclosure of facts relating to same explaining in a form understandable to National Council Members with details and why this should not be an encumbrance on your candidacy so they can cast an informed vote as to your acceptability for office.

The undersigned acknowledges that his/her inability to certify as to all certification items, a false certification as to any of them, or the failure to provide complete and accurate information as to the disclosure matters, shall result in immediate disqualification of his or her candidacy for office, and should a false certification be made, the candidate/then an elected officer may be removed from office by a majority vote of the Board of Directors and its decision is not subject to appeal. The undersigned has read the Rules and this Certification, the statements set forth above are accurate as of the date of signing, and that all required disclosures have been made via attachments to this instrument.

Dated: \_\_\_\_\_

\_\_\_\_\_  
 \_\_\_\_\_  
 [Candidate to sign on first line and print name on second line.]