

AMERICAN CHAMBER OF COMMERCE IN SHANGHAI  
**NOMINATIONS & ELECTION PROCESS**

**Revised October 16, 2024  
To be Effective December 31, 2024**

In accordance with the Constitution and By-Laws, and as adopted by the Board of Governors on December 31, 2023, the following is the revised and official Nominations and Election Process of The American Chamber of Commerce in Shanghai.

**I. COMPOSITION OF THE BOARD OF GOVERNORS (BOG)**

A. The Board of Governors of The American Chamber of Commerce in Shanghai (the Chamber) is comprised of eleven (11) elected members:

1. Four (4) Officers – Chair, two Vice Chairs, and Treasurer; and
2. Seven (7) Governors

B. Governors are elected by the general membership at the Annual General Meeting (AGM) in November or December each year for a two-year term beginning the following January. Terms will be staggered, with approximately half of the Board standing for election each year. The position of Chair is elected by the newly elected Board of Governors at its first meeting. The Vice Chairs and Treasurer will be appointed by the Chair with approval by a Board simple majority vote, and will be selected from among the elected members of the Board during the January Board meeting.

C. In order to ensure a fair and open process and the continual introduction of new people while encouraging continuity, each year the number of candidates on the ballot should exceed the number of vacancies by 50 percent. This will help ensure that new Candidates will be brought into the process.

**II. CRITERIA FOR APPLICATIONS AND NOMINATIONS TO THE BOARD OF GOVERNORS**

Throughout this document, the words nomination or nominee shall include application and applicant.

A. Board Nominees must be either Corporate members or Individual members in good standing. Non-Resident and Honorary members will not be eligible to run for the Board. Nominees who are current vendors of the Chamber or who hold other roles that may represent a conflict of interest must follow the guidance of the Ethics Council on measures to resolve the conflict of interest if elected to the Board. From the Nominees, the Nominations and Elections

Committee (NEC) will put forward a slate of Candidates to fill the vacant Board seats.

B. Diversity: The NEC aims to ensure that the Board is representative of the diversity of the Chamber, taking into account age, gender and ethnic factors.

1. Every effort will be made to maintain a balance between:
  - a. Various industries and professions; and
  - b. Large multinationals and smaller companies.
2. Over-representation on the Board by any single industry, profession or corporation will be avoided. For the avoidance of doubt, if a principal member or corporate representative of a Corporate member is serving on the Board, no other principal member or corporate representative of that same Corporate member may serve on the Board or otherwise run for the Board.
3. In the process of selecting Candidates for the ballot, the NEC will slate individuals who:
  - a. Reflect the diversity of the Chamber's company membership, considering such attributes as:
    - 1) The nature of the company's business activity (e.g. manufacturing firms, professional firms, service companies, Wholly Owned Foreign Enterprises (WFOE), joint ventures, representative offices, etc.);
    - 2) The size of the company with emphasis on investment, revenues and number of employees (if this information is publicly available);
    - 3) The geographic scope of the company's business, specifically representation in Shanghai and China;
  - b. Reflect the diversity of members of the Chamber, both as individual members and company representatives, bearing in mind such attributes as the age, gender, ethnicity, social interests and cultural background of individuals who make up the Chamber membership;
  - c. Understand issues related to American business

interests in Shanghai and China, and have the ability to contribute to the advancement of AmCham Shanghai's objectives.

- d. Possess the following personal attributes:
  - 1) Interpersonal, communication and presentation skills;
  - 2) Ability to think strategically and contribute to developing a vision for AmCham Shanghai;
  - 3) Are respected members of the American business community, and exhibit ethical behavior.
  - 4) Do not have any relationship that would materially and negatively impact the Board member's ability to act independently as a Board member, e.g., being a direct subordinate of any other Board member in their day-job.
- e. Have actively and substantially contributed to the advancement of Chamber goals through on-going Committee or Chamber work in the past 12 months.

C. Nominees will be required to:

- 1. Have two (2) references from the current Chamber voting membership. These references will not only support the Nominee's application, they may be contacted by the NEC and should have knowledge of the Nominee's contributions to and involvement with the Chamber;
- 2. Be a Corporate member or Individual member of good standing. (Non-resident and Honorary members will not be eligible to run for the Board.) Non-voting Associate members under a corporate membership may hold elective office in the Chamber and serve on the Board of Governors;
- 3. Be willing to follow the guidance of the Ethics Council on measures to resolve any potential conflict of interest that may include but not limited to relinquishment of the nominee's current role that may represent a potential conflict of interest and recusal from discussions that may represent a potential conflict of interest; and

4. Be willing to serve on the Board for two years, taking into consideration the level of commitment required, as indicated in the Agreement of Responsibility, which must be signed by all Nominees.

### **III. ADDITIONAL REQUIREMENTS FOR OFFICER POSITIONS**

- A. The Chair and Vice Chairs must be the principal corporate member under a Corporate membership;
- B. The Vice Chairs and Treasurer must be elected members of the Board; and
- C. Candidates must meet all other qualifications as required for the Board of Governors.

### **IV. TERMS OF OFFICE**

- A. All Officers, including the Chair, will serve a one-year term. All Governors serve two-year terms.
- B. Subject to Section IV.D below, individuals may only serve a maximum of two consecutive terms as a member of the Board of Governors. Subject to Section IV.D below, a Governor seeking to be elected to the Board after two consecutive terms needs a twelve (12) month hiatus before seeking re-election.
- C. An incumbent Officer may be re-elected to the same position so long as that person's term would not extend past the term limit in Section IV.B.
- D. For purposes of Section IV. B above, (i) Board service for a partial year over six months in length will count as a full year; (ii) Board service for one year or less (usually by appointment as a replacement Governor) shall NOT count as service for one whole Term; and (iii) Board service for more than one year, but less than the regular two-year term shall count as one whole Term.
- E. Notwithstanding any other provision in this Section IV, no Governor shall be eligible to stand for election if upon such election, such Governor would serve consecutively for a period of more than 5 years.

### **V. PROCESS FOR NOMINATIONS**

- A. Nominations may be submitted by any voting member of the Chamber using only the official American Chamber of Commerce in Shanghai nomination form. Within the official form, items to be covered must include:

1. A signed copy of the Selection Criteria for Candidacy, acknowledging having read the criteria for candidacy;
  2. A brief description of the individual's understanding of issues related to American business interests in Shanghai and China;
  3. A brief description of the individual's personal attributes; with particular reference to the criteria identified in Article II above;
  4. A list of contributions to the advancement of Chamber goals through on-going Committee or Chamber event work during the past 12 months;
  5. A brief description of the company at which the Nominee is employed;
  6. A signed copy of the Agreement of Responsibility, committing to participation and time requirements;
  7. An indication of willingness or inability to serve as an Officer; and
  8. Two (2) reference signatures of current voting Chamber members.
  9. A color portrait style photo.
  10. A professional curriculum vitae updated to the time of submission (maximum of two pages);
- B. Using the information provided, the NEC will prepare a consistently formatted background on each candidate including Candidate name / title / company, short biography, vision for the Chamber, and contribution to the Chamber. This information will be forwarded to the general membership together with the ballots. The individual background will begin with the Candidate's contributions to the Chamber. The aim of the NEC is to ensure transparency and fair opportunity for all Candidates.

## **VI. PROCESS FOR INVITING NOMINATIONS**

- A. The NEC will announce a call for nominations to the general Chamber membership approximately ninety (90) days before elections. Specific dates will be released by July each year.

## **VII. ELECTION PROCEDURES**

- A. The election by Chamber voting members will be held at the

Annual General Meeting convened in November or December each year for the vacant Governor seats.

B. Elections will be carried out according to the following procedures:

1. Election Auditor: An external Election Auditor (such as a professional consulting or law firm that routinely provides corporate secretarial services) will be identified and hired sixty (60) days before the annual elections. The NEC will oversee the selection of the Election Auditor, which will be approved by the Board of Governors. The Election Auditor must have an office located in Shanghai and may not have any employees running for the Board during the election in question. The Election Auditor need not necessarily be an AmCham member. The Board of Governors will allocate sufficient funds to compensate the Election Auditor reasonably.

a. Responsibilities of the Election Auditor: The Election Auditor will be required to receive, store and tabulate the election ballots. The Election Auditor must agree to appoint a team of at least three people for this work, and this team must be fully briefed on the AmCham election rules by the President, the NEC Chair, and any AmCham staffers involved in handling election-related matters. The Election Auditor must also agree to keep all information related to the AmCham elections in the strictest confidence.

b. Independence of the Election Auditor: The Election Auditor will not interact with any AmCham member or AmCham office staff member on any issue related to the Election Auditor's work specifically or the AmCham elections in general, with the exception of the President and the NEC Chair. Any issues that the Election Auditor must or would like to discuss with AmCham will be communicated only to the President, the NEC Chair and if necessary, the Chair of the Ethics Council. The President and NEC Chair may appoint one or more AmCham office staffers to address such issues, as per their good judgment.

c. Auditor Irregularities: Any irregularities involving the Election Auditor will be brought to the attention of the NEC. Should the NEC find that the independence of the Election Auditor has been

compromised, inappropriate information has been released by the Election Auditor or if the Election Auditor is found incompetent, the NEC will, in a timely fashion, investigate, confer and make a recommendation to the Board of Governors. The Board of Governors will then discuss and vote on a course of action. Depending on the severity of the situation, recommendations may include dismissal of the Election Auditor, postponing of elections, selection of a new Election Auditor, and/or calling of new elections.

2. Register of Voters: A voting register will be prepared by the AmCham staff for the Election Auditor. This will be a list of all voting Principal Corporate members, Associate Corporate members and Individual members in good standing. Each Corporate member shall designate which two Associate members shall have voting rights.

3. Closing of the Register of Voters: At least fifteen (15) days before the AGM, changes to the register of voters will be closed, and the register of voters will be passed to the Election Auditor. An announcement will be made to the general membership that the register of voters has been closed. In the event that any new voting members join the Chamber after this date, but before the AGM, they will be informed in writing that they will not be able to vote until the following year.

4. Design of the Ballot: The ballot will be designed and finalized by the NEC (with the exception of Nominee details) at least forty-five (45) days before the AGM. The NEC will arrange for the ballot to be reviewed by a lawyer before authorizing the AmCham office to distribute it to the membership.

5. Distribution of the Ballot & Nominee Information: The ballot and AmCham prepared Candidate background information will be distributed to all voting members at least fourteen (14) days before the AGM. The ballot and Candidate information will also be made widely available at AmCham events, at the AmCham office and on the AmCham website. Each year, the NEC will decide on the method of distribution of information.

6. AmCham Office Staff: The majority of the AmCham office staff will be removed from activities relating to the nominations and election process. No person, member or

otherwise, may seek assistance or guidance from any AmCham staff, unless expressly approved in writing by the President and/or the NEC Chair.

7. Spoiled or Invalid Ballots: Should the Election Auditor discover spoiled, duplicate or invalid ballots, the Election Auditor will inform both the President and the NEC Chair of the circumstances surrounding the irregularity. Spoiled or invalid ballots will be discounted.

8. Confidentiality of Voting Information: At no time prior to the AGM will any ballot tabulation information be revealed by the Election Auditor to any AmCham member, AmCham office staffer or member of the general public - including the President, the NEC Chair, or the Nominees appearing on the ballot. Two exceptions will be permitted: the Election Auditor will inform the President and the NEC Chair when quorum has been reached, OR if it appears unlikely that quorum will be reached before the AGM.

9. Quorum: Quorum will be reached when ten percent (10%) of the registered voters have cast their votes, either in person at the AGM or by absentee vote.

a. Action to Reach Quorum: Should the Election Auditor inform the President and the NEC Chair that quorum is unlikely to be reached, the President and NEC Chair will inform the Officers of the Board of the situation, after which the Officers and/or the Board may choose to initiate additional efforts to encourage members to vote.

b. In the event there is no quorum at the AGM, the meeting shall be adjourned and reconvened at a place, date and time to be appointed, and should the number then present, including proxy and absentee votes, be insufficient to form a quorum, those present shall be considered a quorum.

c. In the event of a second meeting, all ballots cast in the first election are carried over and anyone who had not voted in the first election may vote either in person or by absentee ballot.

10. Voting: Eligible voting members may vote by submitting a signed official ballot in person at any designated locale or at the Annual General Meeting or by any of the methods described in the following subsection



11.

a. Voting for Members of the Board of Governors: Members will vote for Candidates for the Board of Governor position. Members may only cast the number of votes equal to the number of vacancies on the Board. The Nominees who receive the highest number of votes shall be elected to the Board of Governors.

b. Members need not cast all of their allotted votes.

c. Selecting the Chair: the newly elected Board of Governors will elect the Chair at its first Board meeting.

11. Absentee Voting: Eligible voting members may also vote by any of the following means: (1) giving a signed, written proxy to another member who will exercise that proxy at the Annual General Meeting; (2) voting by facsimile, mail, online, or any other officially authorized method. Ballots submitted in person, by facsimile, or by mail must be signed by the eligible voter. Each authorized method requires verification of the voter's eligibility. All ballots and proxies must be received by AmCham Shanghai seventy two (72) hours before the Annual General Meeting so as to allow time to verify the voter's eligibility.

12. Vote Tally: The Candidates who receive the highest number of votes will be elected to the Board of Governors. The Election Auditor will supervise the process. Each Candidate must have a minimum number of votes (20% of the total votes cast) to be confirmed. In the event that the vacant Governor seats are not filled due to the minimum vote requirement, the open seats will be considered vacant, and the procedures for filling vacancies will apply.

13. Delivering the Voting Results: After all valid ballots have been accepted and tabulated, the Election Auditor will pass the results to the President and the NEC Chair. Election results will be read out loud at the AGM in alphabetical order.

14. Release of Detailed Voting Results: The tally of votes by Candidate will not be released at the AGM. However, written requests to the President and the NEC Chair for details of the vote count will be entertained on an individual basis. At no time will the vote tally be published or publicly announced.

15. Tied Election: In the event of a tie, the tie vote will be announced at the AGM along with the date and process for a run-off election. The run-off election will be concluded within thirty (30) days of the AGM. Votes may be submitted in any form set forth in these NEC procedures, except there will be no meeting at which members may vote.

16. Maintenance of Election Results: The final register of voters and the total vote tally will be maintained in a confidential file by the President in the AmCham office and by the Election Auditor, for a period of three (3) years.

17. Contesting of Election Results: Should the election results be contested, a written petition may be submitted to the Ethics Council.

## **VIII. CAMPAIGNING**

- A. Candidates for the Board of Governors, should they choose to actively campaign for office, will do so in such a manner as to maintain decorum and the dignity of the Chamber.
- B. Statements by Candidates or their supporters should maintain a positive air.
- C. No monetary or in-kind consideration may be provided to voting members in return for their votes.
- D. Incumbent Officers and Governors may not endorse Candidates in an official capacity. Should AmCham members or officials choose to support Candidates in a personal capacity, this would not constitute endorsement by the Chamber.
- E. Members of the NEC and employees of AmCham may not endorse or assist Candidates in any way.
- F. The AmCham office, in liaison with the NEC, will ensure that all Candidates are entitled to and have equal access to information and members' contact details. Each year, the NEC will decide on the method of ensuring Candidates' equal access to such information.
- G. AmCham Shanghai will provide the following channels and platforms to candidates as the main vehicles for campaigns. Candidates should rely on these mechanisms for their campaigns:

1. AmCham Shanghai will create an election website where candidates will be able to post campaign material pre-approved by AmCham Shanghai.
  2. AmCham Shanghai will organize a “meet the candidates” event before voting begins.
  3. At AmCham Shanghai events during the election season, the event emcee will introduce candidates attending that event. Candidates can attend free of charge those events which current Board members can do likewise.
  4. AmCham Shanghai will set up an election table at major events where candidates can place campaign materials.
  5. AmCham Shanghai will create a special campaign insert for *Insight* magazine which will be available for candidates.
- H. The NEC may review any disputes or issues that arise with respect to campaigning during the course of an election. The NEC Chair will keep the Board of Governors informed of such issues. The Board of Governors will decide on any necessary action to be taken. Issues of ethics or integrity will be addressed to the Ethics Council.

## **IX. VACANCIES**

- A. In accordance with Article 17 of the Chamber’s By-Laws, vacancies occurring between Annual General Meetings among Officers or the Board of Governors shall be filled by the Board of Governors.
- B. A Board position will be considered vacant if the individual:
  1. Resigns their post of Governor;
  2. Is no longer a resident of Shanghai or China;
  3. Is a Corporate member and leaves the employ of the company they were with when elected to the Board and does not join another member company in good standing or does not become an Individual member in good standing within sixty (60) days;
  4. Holds the office of Chair or Vice Chair and is no longer the designated corporate principal member under a corporate membership;
  5. Is required by the Board to surrender their position due to lack of participation/performance of duties as outlined in the Agreement of Responsibility document.

### C. Procedures for Filling Board Vacancies

1. The NEC Chair will initiate the review process within one (1) week of a vacancy arising. Should the NEC Chair no longer be an active member of the Chamber or a resident of Shanghai, the Chair of the Board will appoint a new NEC Chair.
2. If a Board vacancy arises six months or more before the Board member's term of office expires, the results of the election will be revisited and the Candidate with the next highest votes will be automatically elected as the replacement Governor, provided the votes achieved the minimum for election into office which is twenty per cent (20%) of the total votes cast.
  - a. Should no Candidate be qualified or available, the NEC Chair, in discussion with the AmCham Board, will consider and identify a new slate of candidates. Proposed candidates will be voted on by the Board and must be approved by a Board simple majority vote.
3. If the vacancy arises within six months of the termination of the Board member's term of office, the NEC Chair, in discussion with the AmCham Board, will consider the remaining slate of candidates from the previous election, plus any other candidates that have been identified during the course of the half-year. The group will then make a recommendation to the Board, which must be passed by a Board simple majority vote. The vacancy should be filled at the next Board meeting provided there is a two (2) week deliberation period.
4. A Board position filled as a result of a vacancy becomes open at the next election for the Board of Governors.

### **X. CHANGES TO THE NOMINATIONS AND ELECTION PROCESS**

Any changes to the nominations and/or election process must be approved by a simple majority vote of the entire Board five (5) months before the Annual General Meeting.

## **XI. NOMINATIONS AND ELECTION COMMITTEE (NEC)**

### **A. MISSION**

The mission of the NEC is to nominate a qualified, ethical and diverse slate of Candidates for election to the Board of Governors, in order to provide balanced and effective representation of the membership of the Chamber.

### **B. JURISDICTION**

The NEC's jurisdiction also includes the supervision and implementation of the entire nominations and elections process, with exception of the Nominee recruiting process, which will be managed by a non-running member of the Board of Governors. Should substantial concerns or disputes arise, the NEC will bring these issues to the Ethics Council. Issues must be dealt with by the Ethics Council in a timely fashion.

### **C. FORMATION OF THE NEC**

#### **1. Selection of the NEC Chair**

The Board of Governors will select the NEC Chair by April of each year. The NEC Chair must be either a past Chair of the Board; a past or current, non-running member of the Board; or a past or incumbent, non-running Committee Chair.

#### **2. Formation of the NEC**

The NEC is composed of a total of five (5) individuals, and must be formed by June of each year. The NEC will serve a 12-month appointment through April the following year and will consist of:

- a. The NEC Chair;
- b. Two members to be chosen by the NEC Chair from among:
  - Past or non-running Chairs of the Board;
  - Past or non-running incumbent members of the Board;
  - Past or incumbent, non-running Committee Chairs;
- c. Two (2) voting members from the Chamber Membership.

1). Each Chamber Committee Chair will be asked to approach and put forward two (2) individuals. The last two (2) members of the NEC will be selected from the proposed individuals by a vote of the Committee Chairs.

3. Briefing of the NEC

Once formed, the incoming NEC will receive a formal briefing by the incumbent Board to ensure consistency in interpretation of the Bylaws governing the Nomination and Election Process. Past Board and/or NEC members may also be invited to participate in this briefing.

## **XII. NOMINEE RECRUITMENT**

- A. The role of Nominee solicitation falls outside of the jurisdiction of the NEC. Each year the AmCham Chair will identify a Board member to champion the Nominee recruitment process. The Board member in turn may form a small team (excluding members of the NEC) to work on the project.
- B. In order to ensure a meaningful nomination process selecting the best qualified Candidates, there must be a substantially larger Nominee pool. As a rule of thumb, there should be an attempt to recruit at least twice as many Nominees as there are Board seats.
- C. Each year, the NEC in conjunction with the Board Nominee Recruitment Champion and the AmCham Office, will plan and coordinate a multiple media communications program to publicize the elections and recruit Nominees.

## **XIII. BOG CANDIDATE SELECTION CRITERIA**

- A. From the Nominees, the NEC will put forward a slate of Candidates to fill the vacant Board seats. Ideally, this slate should include at least five (5) more Candidates than there are Board seats.
- B. Nominees will be judged ONLY by the following criteria.
  - 1. Meets basic objective criteria as discussed in detail in Sections II and III above (e.g. member in good standing, etc.);
  - 2. Understanding of issues related to American business interests in Shanghai and China, and the ability to contribute to the advancement of AmCham Shanghai's objectives;

3. Diversity — as discussed in detail in Section II above;
4. Personal attributes — as discussed in detail in Section II above;
5. Have actively and substantially contributed to the advancement of Chamber goals through on-going Committee or Chamber work in the past twelve (12) months.

#### **XIV. INTERVIEW & SLATING PROCESS**

- A. The NEC has full discretion to decide which nominees the NEC believes need to be interviewed by the NEC. Due to time constraints and the difficulty of organizing these meetings, special sessions will be held (potentially several all-day Saturday sessions) wherein each Nominee will have a thirty-minute interview with the NEC. Best efforts will be made to accommodate the candidate's schedule on at least three (3) pre-set interview dates. If the candidate cannot appear before the committee on these dates, the candidate forfeits the opportunity to have an interview and will be considered to have withdrawn from the nomination process.
- B. The NEC will slate the best-qualified Nominees to the Board election ballot based only on the consistent application of the requirements for Nominees and selection criteria stated above to ensure equal and fair treatment of all candidates.
- C. In order to ensure transparency, the NEC will advise the Board of the total number of nominations received, the number of Nominees interviewed, and the final slate of Candidates at least thirty (30) days prior to the AGM. The NEC is charged with maintaining confidentiality regarding the interview process and information discussed, however, at the end of each yearly interview process, the NEC will submit to the incoming Board an anonymous list of any relevant issues — positive or negative — as raised by Nominees.
- D. Individuals who do not make the slate will receive a letter thanking them for their time. Whether or not further details are given is at the discretion of the NEC. Individuals who wish to know why they were not included on the slate have the right to a verbal discussion with the NEC Chair covering the reason that he or she did not make the slate. This will remain confidential, unless the candidate chooses to make this information public.

**XV. VETO BY ETHICS COUNCIL**

- A. The slate of Candidates will be circulated to the Board at least thirty (30) days before the election, and in any event at least 5 business days before the candidate slate is announced to the Membership. The Board will have four (4) days to discuss the slate. The slate of Candidates will then be circulated to the Chamber's voting members at least fourteen (14) days before the election.
- B. Upon viewing the final slate, if the Board or any member of AmCham has basis to suspect impropriety in the nomination and election process, the Board or members can refer the issue to the Ethics Council for review. Impropriety may consist of unethical behavior relating to the nomination and elections process on the part of the NEC, or an incorrect implementation of the process as written in the Bylaws.
- C. If the Ethics Council determines that impropriety occurred due to unethical behavior of the NEC, the NEC will be disbanded and a new NEC formed.
- D. If the Ethics Council determines that there was an incorrect implementation of the process, the Ethics Council will try to reach an agreement with the NEC on a resolution to the issue. Failing an agreement within five (5) days before the scheduled AGM, the NEC will be disbanded and a new NEC formed.
- E. If the NEC is disbanded and there is not sufficient time before the elections to begin the process over, the incumbent Board will have their term extended for up to a maximum of three (3) months or until a new AGM can be arranged. The process timeline will take this eventuality into consideration.

**\*\* END \*\***