



Chaîne des Rôtisseurs

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NATIONAL OFFICER AND BAILLI ELECTIONS

Introduction

Article VI of the Society's By-Laws, as well as the Procedural Rules in this elections section, govern national officer and bailli elections.

The four sections of Article VI that pertain to elections are:

6.4 Nominations and Elections of the Board of Directors/National Officers and Audit Committee Members

6.5 Terms of Office

6.6 Removal, Death or Resignation

6.7 Baillis - Nominations, Elections, Term and Removal

Procedural Rules for Elections

(As Amended October 29, 2016)

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.

II. TIMETABLE

a. In early January of each election year, a letter shall issue from the National Office to each Bailli inquiring whether the Bailli intends to run again or whether he/she intends to nominate another. Responses must be sent to the respective Bailli Provincial within 14 days, 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. In early February of the election year, the National Office shall notify all members of a bailliage of their Bailli's intent and shall advise them that any of them can nominate another (with that other's consent), which nomination must be in writing, signed by the one proposing the nomination, and sent to the Bailli Provincial no later than February 20. The Bailli Provincial shall then promptly notify the National Office of all nominations or whether there are no additional nominations.

c. As of March 1st of the election year:



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- i. If there is only one candidate for Bailli, a letter shall issue from the National Office notifying all the members of a bailliage of that fact and advising them that no formal election will take place in the bailliage, the single candidate being deemed elected.
- ii. If there are two or more candidates, the National Office will notify all the members of the bailliage of the names of the candidates and the fact that a formal election will take place in April, and further that solicitation of votes are prohibited until the members solicited are made aware of all candidates.

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.
- b. Each candidate shall promptly appoint one Inspector of Election.
- 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 NY law) and appropriate special envelopes. Only the official forms of proxy/absentee ballot which are duly returned to the National Office 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 date the proxy/absentee ballots are mailed from the National Office 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 that 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 the sealed mailing envelopes to the site of the election, he/she may delegate this responsibility to another National Officer or Regional Officer in his/her region. 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.

It should be pointed out that, under New York law, in a New York Not-For-Profit Corporation, members 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 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 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.



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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 that 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.

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.

National Officer Elections

I. PREAMBLE

In order to achieve the same degree of fairness as presently provided for the election of baillis, the Board of Directors believes that substantially similar rules should be established for the election of National Officers. It will simplify the election process where there is only a single candidate for an office and it will insure fairness where there are contested elections by providing a secret absentee voting procedure. Furthermore, it will provide a more expeditious method for the National Board of Directors to deal with unexpected election problems and make corrective changes in the rules.

To comply with New York law, the 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 duly returned by mail to the National Office (or a location unanimously agreed to by the candidates) will be valid. They may not be returned by other means to the site of the election. Therefore, votes may only be cast by members of the National Council in person at the site of the election or by the special mailed proxy/absentee ballot. No other form of proxy will be permitted.

II. TIMETABLE

In early January of each election year, the National Office shall notify all members of the National Council of the date of the National Election, advising them of the 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.

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

i. If there is only one candidate for an elected office, a letter shall issue from the National Office notifying all the members of the National Council of that fact and advising them that no formal election will take place for that office, the single candidate being deemed elected.



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ii. If there are two or more candidates for an office, the National Office will notify all the members of the National Council of the names of the candidates and the fact that a formal election will take place.

III. ELECTION PROCEDURE

Promptly after notification that there will be a formal election, the Bailli Délégué, with the consent of each candidate for Bailli Délégué, if any, will select the time and place of the election. In absence of an agreement, the Bailli Délégué shall make the determination.

Each candidate may appoint one Inspector of Election who will be permitted to attend the election.

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 NY 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 (or a location unanimously agreed to by the candidates) will be valid. They may not be returned by other means to the site of the election.

i. It should be pointed out that, under New York law, in a New York Not-For-Profit Corporation, members 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.

ii. 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 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.

In the event that 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 the votes in the run-off election between the two candidates shall be the winner.

IV. 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.