

ABAA Policy for Balloting

Official ABAA Documents

November 2018

The following is the policy which ABAA shall follow for voting on and approving any document that will become an official ABAA document.

1. Committee Voting

All documents shall be balloted electronically to the members of the committee.

- a. Three options are available to the member when voting on a document:
 - i. Affirmative (with or without comments)
 - ii. Abstain (with or without comments)
 - iii. Negative with comments. Negative votes shall include a reason for the negative as well as proposal of how to modify the wording.

Each official voting member is obligated to vote on every ballot they receive.

2. Closing Date of Committee Votes

A thirty (30) day calendar time period shall be scheduled from the time of the issuance of a ballot to its closing unless a different closing date is established by the committee and stated on the ballot form. All votes on the ballot item shall be accepted until 11:59 pm of the date stated on the ballot document as the closing date. Should the voting deadline close on a weekend or National holidays, ballots will be accepted the following business day until 11:59 pm.

3. Official committee voting members

Official committee voting members are ABAA members that are in good standing and have not had their voting privileges suspended. Voting privileges shall be suspended if two committee votes are missed out of five consecutive committee ballots. Only members in good standing with ABAA shall be counted in the total number of official voting members on a committee vote.

Each ABAA member shall identify an individual in their organization who shall submit the ballot on behalf of the member company. Different individuals may represent the voting member on different committees. Each ABAA member company is allowed to submit one committee vote.

If the member has their voting privileges suspended, ballots shall not be circulated to them.

If the member company is no longer a member of the association or is not in good standing with ABAA, they shall be removed from the committee and shall have no voting rights.

Where the member company has had their rights suspended, their voting rights shall not be returned for that specific committee for a period of six months from the date of suspension.

4. Procedures for committee balloting

The following balloting process shall be followed:

Step 1: Each ballot shall have at least 60% of the committee members in good standing at the time of circulating a ballot, submit a vote on a balloted item. All ballots (affirmative, negative or abstention) are counted for determining whether the 60% requirement has been met. In the case of failure to meet this requirement, the document shall be returned to the committee. The committee may re-submit a revised document for voting but this would be considered a new vote.

Step 2: If the ballot has met the requirements in step 1, a voting summary along with the comments received shall be compiled by the ABAA office and forward to the committee voting members for information.

Step 3: For each negative vote that is accompanied by comments, the ABAA office shall communicate with the voting member to try to resolve the negative which may include the following:

- a. Accepting the comment and modifying the document as proposed.
- b. Accepting the comment in principle and modify the document with alternative language.
- c. Clarify with the voting member, the rationale for the requirement.

Affirmative votes with comments shall be considered and may be handled by:

- a. Accepting the comment and modifying the document as proposed.
- b. Accepting the comment in principle and modify the document with alternative language.

Step 4: Based on modifications made to the document, the negative voting member shall be asked whether they are willing to change their negative to an affirmative or abstention. This decision shall be recorded in the voting summary form.

Step 5: The official vote on that ballot shall be calculated based on the final votes which may have been revised from their initial vote. For the vote to be successful, there shall be 2/3rd affirmative votes, not counting abstentions (affirmative and negative only).

Step 6: In case of failing to meet the requirements step 5, the document shall be returned to the committee. This closes that particular vote.

Step 7: When the vote has met the requirements of 2/3rd affirmative votes, the modified document, along with the voting summary shall be circulated to the committee for a second ballot. There shall be a voting period of fifteen (15) calendar days from the time of the issuance of a ballot to the closing of

voting on the ballot. The voting summary shall include the comments from the voting member(s) and the responses to these comments and shall indicate which members have modified their vote.

Step 8: The second ballot shall follow Steps 1 to 5.

Step 9: In case of failing to meet the requirements step 5, the document shall be returned to the committee. This closes that particular vote.

Step 10: If negatives have not been able to be resolved with the voting member after the second ballot process, that specific item or issue shall be balloted to the committee. The ballot shall be worded in such a way to determine whether they agree with the proposal made by the negative voting member or not. The vote shall be affirmative or negative only, without comments. If a number of negatives need to be resolved, each item shall be balloted separately. There shall be a fifteen (15) calendar day voting period from the time of the issuance of a ballot to the closing of the ballot.

Step 11: If the vote on a specific negative meets the 2/3 affirmative votes required for members voting either affirmative or negative (abstentions not included), then the proposal shall be incorporated into the document. If the vote does not meet the 2/3 requirements, then the document shall remain unchanged. If quorum is not achieved, the document shall remain unchanged.

Step 12: The final document along with the voting results shall be circulated to the committee for information purposes.

Step 13: At the same time, the document shall be sent to the ABAA board for approval.

The Directors shall be requested to vote affirmative, negative or abstain. A fifteen (15) calendar day time period shall be scheduled from the time of the issuance of a ballot to its closing unless a different closing date is established by the Board and stated on the ballot form. All votes on the ballot item shall be accepted until 11:59 pm of the date stated on the ballot document as the closing date. Should the voting deadline close on a weekend or National holidays, ballots will be accepted the following business day until 11:59 pm.

All negatives votes are required to provide a rationale. All comments shall be forwarded to the committee for future consideration but the Board shall not resolve the comments.

The document will be approved and published when a majority of the directors cast their vote and the majority of the votes (51%) are affirmative.

Should the vote not be successful, the document shall be returned to the committee.