



## **CALIFORNIA RETAILERS ASSOCIATION PROCEDURES FOR NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS**

The California Retailers Association (hereinafter "CRA") hereby establishes the following Procedures for Nomination and Election of Directors and Officers ("Procedures").

### **1. Composition of Board of Directors**

The authorized number of directors will be not less than fifteen (15) and not more than fifty-four (54), the exact number to be determined by resolution of the board from time to time.

### **2. Qualifications for Election as a Director**

All directors shall be elected by the regular voting members. All directors must be members of CRA in good standing. Every director must be interested in and committed to the mission and purposes of CRA. At least 80% of the authorized number of directors shall be elected by and from among the regular voting members. Up to 20% may be elected from among the nonvoting associate members. While non-voting associate members may be elected to a voting seat on the board, non-voting associate members do not vote in the elections for directors. CRA employees may not serve on the board.

### **3. Terms of Office and Term Limits for Directors**

The term of office for all directors shall be 3 years and all directors shall serve until expiration of the term for which elected and until a successor has been elected and qualified. There shall be no limit on the number of terms a director may serve if he or she remains qualified and elected. The board may stagger the terms of directors using any reasonable method.

### **4. Nomination Procedures**

- a. At least 90 days prior to the annual membership meeting, the president shall cause to be announced to all voting and associate members of CRA a solicitation for nominations to the available director positions on the Board. Members may suggest themselves or another member for available director seats on the Board. The announcement shall clearly state what seats are available and the date by which suggested nominations must be received by CRA in order to be considered for the ballot. In no event shall the deadline for receiving suggested nominations be later than 60 days before the annual membership meeting.

### **5. Balloting for the Election of Directors**

- a. At least 30 days prior to the annual membership meeting, official ballots listing the available director position(s) and the names of the eligible nominee(s) shall be mailed to all regular voting members along with a cover memo. The ballot and cover memo shall comply with Section 7513 of the California Mutual Benefit Corporation Law. Ballots shall be sent the most recent address provided by the regular voting member. The failure of any regular voting member to receive a ballot does not invalidate the election.

- b. Each ballot shall clearly indicate the date of the annual membership meeting as well as the date by which completed ballot must be received by CRA in order to be counted in the election.
- c. Write-in candidates shall be permitted on the ballot. If a write-in candidate wins the election, he or she will not be seated until all eligibility requirements and qualifications under these procedures have been verified to the satisfaction of CRA.
- d. The president and at least two members (Board members who are not running for election and/or members who are not on the Board), shall count the ballots at the annual membership meeting.
- e. Only valid ballots will be counted, and each voting member shall be entitled to only one (1) vote. A “valid ballot” means a ballot which is filled-out legibly and completely, signed, and received at the annual membership meeting or by mail on or before the date specified on the ballot. A postmark will not be accepted.
- f. The nominee(s) receiving the highest number of votes shall be elected to the available seat(s). The president shall cause an announcement regarding the winners of the election to be posted on the CRA website and sent to all members no later than 10 days following the annual membership meeting.
- g. In the event of a tie for an elected director position, the winner shall be determined by a coin toss or any other reasonable random method witnessed by at least two CRA members who are not directors/officers on the Board and who are not running in the election.
- h. The term of office for each new director shall begin at the annual meeting after the votes are counted.

## **6. Deadlines**

The deadlines listed in paragraphs 4 and 5 above may be modified or extended by the president or Chair(s) of CRA if such change is necessary to provide a fair election process to the members.

## **7. Election of Officers**

Elected officers shall be nominated and elected at the annual Board meeting each year after the seating of new Board members. Elected officers are elected by the directors. However, associate members serving on the board are not eligible to serve as officers. Elected officers serve at the pleasure of the Board for one (1) year terms. There is no limit on the number of terms an elected officer may serve if he or she is a director and continues to be qualified and elected by the Board.

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