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**ASSOCIATION OF RETIREES
OF THE
INTER-AMERICAN DEVELOPMENT BANK**

VOTING RULES AND REGULATIONS¹

A. GENERAL VOTING

ARTICLE 1 General Elections are those involving the election of the Association Executive Offices and the other members of the Board of Directors, as well as referendums and amendments of the By-laws. All General Elections are to be carried out by mail. The dates and deadlines to carry out the necessary activities relating to General Elections are those established in the By-laws or are determined by the Board of Directors, when they are not stated in the By-laws (Art. 5 (c) of the By-laws).²

ARTICLE 2 Only active members are allowed to vote. The Association's active members are those persons who: (i) receive pension payments or have opted for a deferred pension in any of the Bank's Staff Retirement Plans; (ii) have affiliated as members of the Association; and (iii) are up-to-date in the payment of the annual dues of the Association, in accordance with Article 4 (c) of the By-laws.

ARTICLE 3 In order for a General Election to be considered valid, at least twenty per cent (20%) of the active members of the Association must cast **valid votes**, as established by Article 15 of these Rules and Regulations. At least, sixty (60) consecutive days must elapse between two voting processes.

¹ Annex I of these Rules and Regulations lists definitions of terms employed.

² In order to facilitate the identification of the appropriate dispositions, these Rules and Regulations refer to the corresponding articles of the Association's By-Laws.

B. THE ELECTION OF DIRECTORS AND OFFICERS

ARTICLE 4 Candidate Selection. The voting process begins with the appointment of the Nominating Committee, composed of five (5) active members, selected by the President, who will submit their names to the Board of Directors for its approval.

ARTICLE 5 The Nominating Committee will submit to the President, a report with the results of its activity within the established deadline. The Committee will attempt to select at least two (2) candidates for each executive position that is vacant.

ARTICLE 6 The President will submit the list of candidates for the vacant positions to the Board of Directors for its approval. That list is to be mailed to active members, at least ninety (90) days before the established date for the elections, which is to be the last day that votes can be received. (Art. 8, a) of the By-laws).

ARTICLE 7 Active members of the Association may propose other candidates up to seventy (70) days before the established date for the elections. The proposal should be addressed to the Secretary of the Association, together with the candidate's acceptance, and must be signed by at least ten (10) active members for each candidate. (Art. 8, a) of the By-laws).

ARTICLE 8 The President will report to the Board of Directors on the new proposed candidates whose names are to be added to the ballot.

ARTICLE 9 Call to Elections. Following approval of the Board of Directors, the President will make the official announcement of the elections. Announcement of the call to elections will be made by mail to all active members, with at least sixty (60) consecutive days between the call to elections and the date the elections are to take place. (Art. 8, a) of the By-laws). The following documents will be sent:

- (a) A memorandum from the President, informing the active members of the official announcement of the elections.
- (b) Identification cards where the voter will write his/her complete name, and sign.
- (c) A ballot indicating the names, in alphabetical order, of the candidates for the Board of Directors for each position to be filled, and on which the voter is to indicate the candidate(s) of his or her choice. The ballot will be unique for every election and

will neither include nor be combined with any other consultation to the active members.³

- (d) Biographical data of the candidates and their photographs, whenever possible.
- (e) A white envelope marked “**Elections,**” in which only the ballot will be placed.
- (f) An envelope with the Association’s address in which will be included only: (i) the voter’s identification card and (ii) the sealed envelope marked “**Elections**” with the ballot inside.
- (g) A list of instructions indicating, among other details, the deadline established to receive the envelopes, the number of vacant positions to be filled, the way in which to complete the identification card and the ballot, and the conditions for a vote to be valid.

C. REFERENDUMS AND AMENDMENTS OF BY-LAWS (Art. 9 AND 12 of the By-laws)

ARTICLE 10 The Board of Directors may submit by mail, for the consideration of the active members, any urgent matter or subject of common interest to the Association, including the amendment of the By-laws. Moreover, the Board should submit for the consideration of the active members, written resolution proposals which bear the signature of at least five per cent (5%) of active members at the date when the petition is presented to the Secretariat. Said consultation should be made by mail within the thirty (30) consecutive days from the date of its presentation to the Board of Directors. There is no obligation to proceed with the consultation if the petition from active members refers to a matter which is within the Board’s jurisdiction and with which is in agreement.

ARTICLE 11 The President of the Association, with the Board of Directors’ approval, will submit such proposals to the membership, following a procedure similar to that applied for the elections of Directors and the Executive Officers, as specified in these Rules and Regulations. The period during which votes may be cast is to be no less than sixty (60) days and no more than ninety (90) consecutive days following the mailing date of the consultation.

ARTICLE 12 The following documents are to be mailed for such consultations:

- (a) A memorandum from the President informing the active members about the proposal being considered. In the case of amendments to the By-laws the memorandum should include a double-column document detailing the current By-laws and the By-laws as they would be with the proposed amendments. The memorandums should identify the changes that would be made, including both what is to be eliminated and what is to be added.
- (b) A voter's identification card on which the voter is to write his/her complete name and include his/her signature.
- (c) The ballot with the options that the voter is asked to approve or reject the proposals. In the case of amendments to the By-laws, the options can be presented globally or individually, for each item or group of proposals. The ballot will deal with a single proposal and will not be combined with other proposals or matters to be voted on.
- (d) An envelope with the word "**Proposal**" within which only the ballot duly filled out will be placed.
- (e) An envelope with the Association's address, in which will be enclosed: (i) the voter's identification card and (ii) the envelope marked "**Proposal**" with the ballot.
- (f) A list of instructions indicating the deadline to receive envelopes, the way in which to complete the identification card and the ballot, and the conditions for a vote to be considered valid.

D. COUNTING OF VOTES

ARTICLE 13 The President will appoint a Tally Committee with the Board of Directors' approval, composed of seven (7) or more active members who will count and classify the votes cast by the active members. To fulfill its task, this Committee will meet on the first working day after the election date or as soon as possible thereafter. (Art. 9 of these Rules and Regulations).

ARTICLE 14 The Secretary will keep the envelopes with the ballots and the identification cards received in the Association's Headquarters in a secure place without opening them until the day established for the Tally Committee's meeting. That day, the Secretary will turn over all the envelopes received within the legal period to the Tally Committee before having count them. Moreover, the Secretary will give them the alphabetical list of the Association's active members eligible to participate in the voting process.

ARTICLE 15 To expedite and ensure the adequate counting and classification of votes, the Committee may divide the work among its members, establishing separate work groups. The sequence and characteristics of each phase of the work are detailed as follows:

(1) First, after opening each envelope received from the Secretary of the Association it should be verified whether it contains: (a) the voter's identification card duly filled out; and (b) the envelope marked "**Elections**" or "**Proposals**". If either of these conditions is not met, the corresponding envelope is to be discarded with all its contents. If two or more votes are received from one member, the votes are to be discarded.

(2) Second, each member's status as active is to be verified by checking the voter's identification card against the list of the Association's active members, discarding the ones not fulfilling this requirement.

(3) Third, the envelopes with the notice "**Elections**" or "**Proposals**" are opened and the following envelopes are discarded: (a) those not containing a ballot; (b) those having a blank ballot or (c) those having the ballot with additional written comments which prevent the Tally Committee from determining the intention of the voter. The envelopes that have not been discarded are the ones containing the **valid votes** for the purpose of counting the votes.

(4) Fourth, in the case of the Election of Directors and/or Officers, the votes of each candidate for the corresponding vacant post are to be counted. If the ballot contains various positions to be filled and some have not been indicated, the vote is considered valid for those posts that are correctly completed; but if more candidates are indicated than can be elected to a particular position, then the vote for that post is annulled. In the case of votes for Referendums and Amendments of By-laws, the votes for each option are counted.

ARTICLE 16 The Committee should present its report to the President at least three (3) days prior to the date of the General Assembly. That meeting will be guided by "Robert's Rules of Order" (pg. 411), attached as Annex III of these Rules and Regulations.

E. VOTING TALLY RESULTS

ARTICLE 17 If the total of votes is not at least twenty per cent (20%) of the active members, the Board of Directors is obliged to annul the election. If that happens in the case of election of Directors and Executive

Officers, the Board of Directors will either request the incumbent Directors to remain in their positions or appoint temporary members until the next election called for in the By-laws.

ARTICLE 18 The candidates elected will be determined by simple majority as long as the votes for each candidate constitute no less than twenty-five per cent (25%) of the total valid votes. If the election results indicate that one of the candidates does not have at least twenty-five per cent (25%) of the valid votes, the Board of Directors will decide whether to approve the election or call a new election for that position. In the case that there is more than one candidate for a multiple person category such as Director who does not obtain at least twenty-five per cent (25%) of the valid votes, then the Board of Directors should call a new voting process for only those candidates who do not have the minimum percentage of required votes.

ARTICLE 19 In the case of a tie between candidates for the same position, the Board of Directors will decide between the two candidates at random.

ARTICLE 20 The options in a Referendum will be determined by absolute majority of valid votes.

ARTICLE 21 In order to be approved, amendments to the By-laws require a favorable vote of at least two thirds (2/3) of the valid votes, provided that these represent at least thirty per cent (30%) of the active members. (Art. 12 of the By-laws).

F. VOTING IN THE GENERAL ASSEMBLY

ARTICLE 22 The Association's General Assembly will adopt its decisions by an absolute majority of votes cast by the active members present at the meeting. A quorum of five per cent (5%) of the total of active members in the General Assembly is required for the meeting to be valid. (Art. 5 a) and Art. 10 b) of the By-laws).

ARTICLE 23 In all General Assemblies, the active members present will be registered. Only the registered active members will be allowed to vote. The registration will be carried out by having every member entering the meeting room sign the Association's official list of active members.

ARTICLE 24 Voting on procedures. When the decisions to be adopted by the General Assembly are procedural matters, e.g., approval of the Agenda or the Board's reports, they are to be approved by simple majority of votes from present active members. Other subjects require a qualified special majority as stated in Art. 5 (a) of the By-laws.

ARTICLE 25 Voting Procedure. The President will inform the General Assembly of the voting procedure to be followed, in view of the kind of decision to be taken. The general rule will be a voice vote. The Secretary will call the names of the active members present and they will reply (Yes) if in favor or (No) if they are against the proposal to be voted upon. They can also say, “present” or “abstain”, if they wish.

ARTICLE 26 In votes on procedures, the consensus method can be employed. With this method the President would submit the proposal to the General Assembly. If none of the active members present object, the motion is approved. If there are objections, then the procedure stated in the previous article is to be applied.

ARTICLE 27 A secret vote with sealed envelopes will be carried out only when there is an agreement by an absolute majority of the active members present in the General Assembly. In this case the Association’s Secretary and Deputy Secretary will open and count the votes during the course of the meeting.

ARTICLE 28 When it is necessary to determine rules for voting details, the President will follow the orientations established in the “Robert’s Rules of Order”.

ARTICLE 29 The General Assembly cannot modify, annul or reject the results of the elections, referendums, amendments to the By-laws or any other general voting procedures if those votes were carried out in accordance with these Rules and Regulations.

Note: In **Annex III** there is a calendar indicating dates and deadlines for the voting to be called to elect Directors and/or Officers.

VOTING RULES AND REGULATIONS

DEFINITIONS

GENERAL VOTING:	ART. 1
ACTIVE MEMBERS:	ART. 2
VALID VOTES:	ART. 15, #3
TALLY COMMITTEE:	ART. 5
ELECTION DATE:	ART. 8
VOICE VOTE:	ART. 25

CONTENIDO DEL INFORME DE ESCRUTINIO

Tellers' report and chair's declaration of result. The chairman of tellers, standing, addresses the chair, reads the tellers' report, and hands it to the chair without declaring the result. In the case of an election, the report should follow this form:

TELLERS' REPORT

Number of votes cast.....97
Necessary for election.....49
Mr. Miller received.....51
Mr. Wilson received.....24
Mr. Strong received.....
Illegal votes
Mr. Friend (inelegible).....7
One ballot containing two for
Mr. Wilson folded together, rejected.....1

In the case of balloting on a motion, the tellers' report is as follows:

TELLERS' REPORT

Number of votes cast102
Necessary for adoption (majority).....52
Votes for motion.....69
Votes against.....32
Illegal votes
One ballot containing two no votes, rejected.....1

The tellers' report should not include the number of members eligible to vote. In a local society or other body in which membership continues on a long-terms basis, only the officer responsible for maintaining the membership roll, and in a convention only an immediate updated report of the credentials committee, can validly determine this figure if it becomes needed. The reporting teller never declares the result of a ballot cote. The result is always before he does so. In an election, the chair separately declares de election of each officer (see also 45).In balloting on a motion, the chair announces the result.

The tellers' report is entered in full in the minutes, becoming a part of the official records of the organization. Under no circumstance should this be omitted in an election or in a vote on a critical motion out of a mistaken deference to the feeling of unsuccessful candidates or members of the losing side.

After completion of an election or balloting on a motion, id there is no possibility that assembly may order a recount (which requires a majority vote unless a special rules permits a lesser number to do so), the ballots can be ordered to ne destroyed or to be filed for a certain length of time with the secretary (such as a month) before being destroyed.

BOARD OF DIRECTOR ELECTIONS

VOTING AND TALLY CALENDAR

<u>EVENT</u>	<u>TO BE HELD WEEK AND MONTH</u>	<u>ACCORDING TO BY-LAWS</u>
Tally Committee; approval by the Board.	3rd week, October	
Presentation of Candidates to the President by the Tally Committee	3rd week, December	
Presentation of Candidates by the President for the approval by the Board	1st week, January	
Mailing of the List of Candidates to active members	2nd week, January	Minimum 90 days prior to election date
Proposal of Candidates from active members	4th week, January	Minimum 70 days prior to election date
Call to elections, mailing (6 days are allowed for postal delays)	1st week, February	Minimum 60 days prior to election date
Appointment of the Tally Committee by the Board	2nd week, February	
Elections: deadline to receive votes	2nd week, April	
Tally Committee meeting and report to the President	2nd week, April	
Annual Meeting	4th week, April	March or April