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Policy on Nomination and Election of Board Members and Chairman

Goals

It is the goal of the Advanced Television Systems Committee, Inc. (ATSC) to attain a Board of Directors that shall be comprised of executives knowledgeable about and involved in digital television, DTV Standards, and related issues. It is the further goal of the ATSC that the members of the ATSC Board of Directors represent a balance among related industry segments.

Responsibilities of Directors

- Directors have a fiduciary responsibility to act in the best interest of the ATSC.
- Directors must be able to exercise independent judgment
- Directors must have the time, resources and willingness to participate in a positive and constructive way in the work of the Board.
- Directors are expected to attend or participate in all Board meetings (typically, five to six per year) and may not grant a proxy vote to another individual.
- Directors must be willing and able to lead and participate in Board ad hoc groups and subcommittees. Board members undertaking to lead such groups shall be expected to execute assigned tasks in an efficient manner.
- Directors should be familiar with ATSC due process and technical activities.
- Directors must be in a position to provide leadership and support of ATSC efforts to advance digital television technology.

Annual Nomination and Election Process

Board Members:

- Nominations for vacant positions on the Board of Directors shall be solicited from the entire ATSC membership with a "Call for Nominations".
- Nominees must confirm that they are bona fide employees or officers of Voting Members of ATSC, in good standing, and that they are willing and able to carry out the responsibilities of Directors as described above.
- ATSC Voting Class Members may nominate an employee or officer of their own organization or of another Voting Class Member.
- The list of nominations shall be presented to the Nominating Committee. The Nominating Committee shall review the nominees' qualifications and may reduce the number of candidates to help achieve the goals described above.

- In the event a sufficient number of nominees is not achieved via the above “Call for Nominations” process, the Nominating Committee may seek additional candidates at its own discretion.
- The final list of nominees, including at least one write-in option, shall be issued in a four week ballot to the ATSC membership. The ballot shall be issued after September 1st and close before December 1st.

Chairperson:

Following the annual election of members of the Board of Directors, the Nominating Committee shall nominate up to two candidates for Chairperson. The candidates for Chairperson must be Board members with continuing terms or those who have been elected to serve on the Board in the coming New Year.

- The Nominating Committee shall consider previous experience on the Board when selecting nominees for Chairperson.
- During its first meeting of the New Year, the Board of Directors shall elect a Chairperson from the candidates nominated by the Nominating Committee by a confidential ballot administered by an independent organization retained for that purpose by the ATSC President.
 - Directors not able to attend the meeting may vote by a phone call or email to the third party during the time of the ballot or during a period prior to the ballot as determined by the President in consultation with the independent organization.
 - In the event of a tie vote, a second ballot shall be administered by the independent organization. The second ballot shall be conducted during the same meeting as the first unless it is determined by the representative of the independent organization and the ATSC President that it be delayed for a time period no greater than ten days. If the second vote results in a tie, the Board shall conduct subsequent ballots until a Chairperson is elected. These ballots shall be administered with minimal delay as determined by the representative of the independent organization and the ATSC President.