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## **POLICY ON MAKING DECISIONS BETWEEN BOARD MEETINGS**

04/27/2024 - amended and re-adopted by Democracy Maine and LWWME.

Purpose: The purpose of this policy is to establish procedures allowing the Boards of Directors or Trustees, as appropriate, of Democracy Maine and LWWME (collectively, or as to each organization, the Board of Directors) to conduct votes by email on matters where it is necessary or advantageous to make a decision prior to the next regular meeting.

1. **Email Vote Authorization:** Any member of a Board of Directors may move a vote by email between meetings. Such votes shall be subject to the rules and procedures outlined in this policy.
2. **Quorum:** A quorum for an email vote shall consist of a majority of the Board of Directors eligible to vote. The presence of a quorum shall be determined by the number of members of the Board of Directors who cast a vote as set forth in this policy.
3. **Notice:** Once a member of a Board of Directors has raised a matter for email consideration, the president shall provide notice of the proposed action to be taken by email, including the text of the proposed motion or resolution, the date and time by which votes must be cast, the reason why prompt action is requested, and any other relevant information. Email messages calling for a vote will include the word "VOTE" in capital letters in the subject line. The notice shall also specify that failure to vote by the specified deadline shall be considered an abstention. If any member objects to a vote by email, the vote is not taken and the matter is deferred until the next in-person meeting.

4. Discussion: Prior to opening a vote, the president shall poll the members of the Board of Directors whether they wish an opportunity for clarifying questions and discussion of the proposed action by email. If no such opportunity is requested, the president shall proceed to conduct a vote using these procedures. If a request for questions or discussion is made, the president shall afford the members an opportunity to exchange questions or information by email or video conference. Any member of the Board of Directors may call the question.

5. Voting Procedure: Members of the Board of Directors shall cast their votes by replying to the email notice. They shall “reply all” when voting. If any member of the Board of Directors neglects to “reply all” when voting, the president shall forward their reply to all other members of the Board of Directors. Each member of the Board of Directors’ email vote shall be counted as if cast at a regular meeting. The president shall maintain a record of all email votes cast.

6. Deadline for Voting: The deadline for casting votes shall be specified in the email notice, which shall allow a reasonable period for members of the Board of Directors to consider the matter and cast their votes.

7. Tabulation of Votes: For email votes, as for in person (or video) votes, the president acts as presiding officer regardless of which member of the Board of Directors calls for the vote. The presiding officer does not vote except in the case of a tie or failure otherwise to achieve a quorum. Upon the expiration of the voting period or the receipt of replies from all members of the Board of Directors, whichever occurs first, the president shall close the vote, tabulate the votes and report the results to the Board of Directors. A member of the Board of Directors may change their vote at any time prior to the closing of the vote following the voting procedure above.

8. Effect of Email Vote: If a quorum is present, an action taken by email vote shall be as valid as if it had been approved at a regular meeting.

9. Recording of Votes: The minutes of the next regular meeting shall reflect the action taken by email vote, including the text of the motion or resolution, the names of members of the Board of Directors voting for, against, or abstaining, and the result of the vote.

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9. Reconsideration: A motion to reconsider an email vote is timely if made at the next regular meeting of the Board of Directors when the email vote is reported.

10. Confidentiality: Any confidentiality or disclosure requirements applicable to a regular vote of the Board of Directors shall also apply to a vote by email.

11. Amendment of Policy: This policy may be amended by a majority vote at any regular meeting.

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