



ELECTRONIC DEVICE MEETING PROCEDURES

Adopted Sept. 2011

REGULAR BUSINESS

Regular meetings of the Board of Directors and Committees may take place via regularly scheduled conference calls, with the calendar of meetings determined in advance. These meetings will follow Robert's Rules of Order and will be recorded electronically if means are available.

URGENT BUSINESS

The Board of Directors and all committees shall be permitted to conduct urgent business by electronic device of any kind, including conference call, email and mobile phone. Urgent business is defined as a topic or item that the Board Chair or the Committee Chair deems necessary to put before the Board of Directors or Committee prior to a regularly scheduled meeting (i.e., an emergency or time-sensitive opportunity). Only the Board or Committee Chair, or Executive Committee, shall have the authority to call an electronic meeting to consider an urgent matter. No item with a cost of more than \$2,000 will be considered without a majority vote of the Executive Committee.

1. Meeting Announcement and Motion
 - a. The Board Chair or Committee Chair shall send the notice of the meeting to all members of the Board of Directors or Committee, as well as to the Executive Director. Any Foundation member, staff member or guest able to supply information pertinent to the topic may be included in the invitation.
 - b. In the meeting notice, the Chair shall clearly state:
 - Why the item must be discussed now.
 - A full description of the item, including its cost, if any, and background as pertaining to the Foundation.
 - A deadline for the casting of votes.
 - A deadline for ending discussion.
 - A call for a motion.
 - A reminder to participants to include all members in each communication they send.
 - c. Any attachment pertinent to the item shall be included.
2. Discussion and Voting
 - a. Once a motion is made, the Chair will call for second. Having achieved a second, the Chair will open the discussion. NOTE: If no motion is made prior to the deadline for discussion, the Chair may declare the matter dead and adjourn the meeting.
 - b. The Chair will ensure a quorum of members and moderate the discussion and ensure the Executive Director; invited guests, members and staff, and all members of the Board or Committee receive all communications.

- c. At the designated time, the Chair will call for a vote.
 - i. Members will cast their votes one of three ways: Yes, No or Abstain.
- d. Votes will be counted by the Chair after the voting deadline has passed, and the Chair shall report to the Board or Committee that the motion is passed or defeated.
- e. If the motion passes, the Chair will adjourn the meeting.
- f. If the motion is defeated, the Chair may call for another motion and, having none, adjourn the meeting.

NOTE: Deadlines for discussion and voting may be extended by the Chair if warranted by the length of discussion or secondary motions.

3. Record-keeping

- a. The Secretary or another appointed Board Member or Committee Member will record the minutes of the electronic meeting. All electronic records pertaining to members' votes shall be part of that record.
- b. Meeting minutes and actions therein shall be presented for ratification at the next regularly scheduled meeting of the Board or Committee.
- c. To authenticate the vote, the Chair may instruct the Secretary to conduct a telephone audit of voting Board or Committee Members to confirm votes.