

Procedure for voting on a motion without a meeting.

Bylaw section 3.3.5:

For purposes of taking action without a meeting, electronic voting is permitted as follows: The President may request an electronic vote on any matter deemed urgent. The President must request an electronic vote if requested to do so by a majority of Directors. The vote is initiated by the President's electronic request to all Directors that includes the motion wording and all related materials for consideration. Each Director may either vote for or against the motion, but may not suggest changes to the wording of the motion. If the motion fails, then a majority of Directors may request in writing that the President initiate a new vote with new motion wording requested by a majority of Directors in writing. The deadline for receipt of electronic votes is two (2) business days from the electronic request. The motion is carried if a two-thirds (2/3) majority of Directors votes to approve the motion within the two business days. The motion will be entered in the board meeting minutes at the next meeting.

Clarification:

1. The president may request an E-mail vote on a motion outside a formal board meeting, included with the request have to be the wording of the motion and grounds for the motion, including all relevant information. The Secretary can send the request under direction of the President. The heading of the Email subject should start with the words "URGENT, Email vote requested".
2. A majority of board members can request that the president initiates a motion for a vote without a board meeting.
3. No amending of the motion is possible, only voting for or against the motion is allowed.
4. Every board member uses "reply all" on the original email to register their vote. If voting against the motion, it is expected that the reason for voting against is stated in the email vote response to all board members.
5. Within the two business days deadline, any board member can upon reconsideration change their vote.
6. For the motion to be carried, 2/3 or more of the current board members have to vote in favour of the motion **within two business days of the motion being sent out for voting**. If the 2/3 majority requirement is met before the 2 business days, it is advised to wait for the voting deadline to pass before irreversible action is taken. A board member may bring up a valid (legal or policy) reason, that the motion should not be acted upon, or a board member changes their vote.
7. After the deadline the President announces whether the motion is carried or defeated via email.
8. The motion and result of the vote will be documented in the next board meeting minutes.

Approved: Sept 13, 2021