

Glastonbury Landowners Association, Inc.
Board of Director Email Vote Policy & Procedure
Adopted April 3, 2020

PURPOSE: The purpose of this policy is to preserve the integrity of the Board of Directors' email vote process that takes place between monthly in-person board meetings, allowing for vigorous discussion and exchange of ideas, and resulting in a legal document that contains all of the pertinent information including everyone's vote.

Policy

Pursuant to the second amendment of the Bylaws, voted upon by the members on April 14, 2014 and adopted by the Board of Directors at their monthly meeting on June 9, 2014, the Board of Directors interprets the amendment to allow for email communication among board members between monthly meetings, including to vote on the ongoing business of the association in the following manner:

- A director presents a motion to the entire board
- Another director seconds the motion
- Discussion commences after a motion has been made and seconded
- When discussion ceases, the director who made the motion calls for the vote
- A maximum period of 3 days is allotted for board members to vote
- Each director may signify Yes, No or Abstain
- Each director receives one vote and may not change that vote after it is submitted
- Two-thirds majority is required for an email vote to be adopted
- The admin or secretary summarizes the status of the vote at the end of the vote period
- The record of the vote is published in the next month's meeting minutes

Procedure

- A director writes a motion that is precise and concise but with enough detail that a future board would have no trouble discerning what was voted on and why.¹
- That director presents the motion to the entire board via its internal email address with the word VOTE NEEDED in the subject line of the email followed by key words to identify the topic.² The mover may choose at that time to vote yes upon a second.

¹ Instead of moving that the board send out the attached letters, include the following detail: "that the board send out the attached (landowner name) and (landowner name) letters written by (attorney's name)." Likewise instead of moving that the board conduct meetings by phone until further notice, include information as to why and what type of meetings: "Due to Montana State mandates to not meet in groups to avoid the spread of the COVID-19 virus, I move that the board and all of its committees meet by phone until further notice."

² Such as VOTE NEEDED re: landowner and landowner letters or re: phone meetings until further notice.

- In the same thread, another director seconds the motion and votes.
- Board members discuss the issue(s) back and forth in the same thread for a period of up to two days
- Directors may submit amended motions during the discussion period. If the amendment is favorable to mover, discussion of the amendment will take place in that same thread. If the amendment is not favorable to the mover, then discussion and vote of that amendment will take place in a different thread.
- When it is clear discussion has ended, the original mover calls for members to vote.
- Each director must vote in that thread “I vote yes/no/abstain.” Support in private emails between parties does not constitute a vote nor does a vote in committee.³
- When all have voted or at the end of three days, the admin or secretary tallies the responses and reports the results to the board in the vote thread
- A motion will be carried/adopted by two-thirds majority of the sitting board members, 8 when there are 12 directors, 7 when there are 10, etc.
- The board action shall be reported in the Finished Business section of the next month’s meeting minutes, including the following information – date the motion was made and seconded to when the vote concluded (such as July 1-4), the motion, whether it carried or failed, the number and names of those in favor, opposed, and abstained as well as those that didn’t vote.
- To withdraw a motion, the maker of the motion must ask for it to be withdrawn during the discussion period and the board must vote to allow or not allow it.

³ Robert’s Rules of Order allows for three votes – Yes, No, Abstain. In private corporations, there is no recusal. The abstain vote serves that purpose.