

GOA Standard Operating Procedure (SOP)

Title: Board Decision Without Meeting (Email Voting)

Version: 00

Status: Approved, Jan 2023

Description: This policy describes the process for the GOA board to consent to decide without meeting, discuss and vote on an issue via email, conference call, or other communication.

Relevant Bylaws:

(dated April 19, 2022)

ARTICLE VI (Board of Directors)

Section 6.2. Powers and Duties: The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by these bylaws directed to be exercised and done by the majority of lot owners.

Background Information: Maryland Corporations and Associations Section 2-409 states: *(d) (1) Unless restricted by the charter or bylaws of the corporation, members of the board of directors or a committee of the board may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time.*

Email does not meet the criteria of allowing all persons to hear each other at the same time; however, many (if not all) board's members communicate and make decisions via email on a regular basis. It is likely that Maryland will soon address board voting via email. In the interim, GOA will permit the board to decide without meeting (vote via email) by following this policy (using policies of other boards as a guide) and restricting voting to those issues which are urgent (cannot wait until the next board meeting) and fairly routine.

Process Steps:

Any current board member (or officer designee) can initiate an email vote on an issue; they are herein referred to as the 'initiating board member'. The following decisions cannot be made via email:

- Remove a board member with or without cause
- Elect a GOA member to the board
- Dissolve, merge or disband GOA, Inc.
- Take out a loan on behalf of GOA
- Any decision that would require a ballot (private) vote rather than voice (public) vote

Typical decisions made without meeting (via email) include:

- Approving communications to the general membership
- Special request use of amenities (e.g., private pool party application)
- Proposed date/time/place/agendas of board meetings and annual meetings
- Follow-up decisions to assigned action item responses

STEP 0) Initiating Event– Initiating board member shall read and follow this email voting policy.

STEP 1) Initiating board member shall make an initial determination whether the issue can wait until the next regular board meeting. If the issue can wait, it is preferable to get the issue on the agenda for the regular meeting. If the issue cannot wait, go to step 2.

STEP 2) Initiating board member shall make an initial determination whether the issue is a routine decision that will require little discussion. If the issue requires foreseeable discussion, then a special meeting should be called in accordance with the bylaws, or a teleconference should be scheduled. If the issue does not have much foreseeable discussion, go to step 3.

STEP 3) Initiating board member shall send out a "Consent to Decide Without Meeting" email to all voting board members with the following attributes:

- a) Consent to Decide Without Meeting shall be in the subject line.
- b) All board members shall be addressed in the To line.
- c) Non-voting officers who regularly attend board meetings should be addressed in the CC line so they may participate in later discussions. They do not give consent to decide.
- d) The issue to be decided shall be presented as a motion in the body of the message. The issue shall be limited to a single decision or a series of closely related decisions. The wording of the motion shall allow a response of 'yes' or 'no' once a vote is on the table. Enough detail shall be given so that board members can give written (email) consent to decide without a meeting. The initiating board member shall give rationale for why the decision is time critical and why it does not have much foreseeable discussion. However, this is not the discussion period for the issue. Pros and cons for the issue shall not be listed.
- e) Time of day for the email shall be noted and there shall be 24 hours for all voting board members to give written (email) consent to decide without meeting. The expiration time shall be noted in the body of the email.
- f) The email shall inform the board members how to give written consent to decide. In general, they shall respond within 24 hours by 'replying to all' that they give consent to decide. Board members should be prompted to notify in their response if they will not be reachable via email over the next 48 hours. Note, written consent to decide does not mean you are seconding a motion or that you agree or disagree with the issue on the table. It simply means that you agree the decision is time critical and can be made without a regular meeting, special meeting, or teleconference. Note: The initiating board member, by virtue of bringing the motion, already gives written consent to decide without meeting.
- g) Voting buttons shall not be used to give written consent to decide as not all email applications are compatible.
- h) This email voting policy shall be attached to the Consent to Decide email, or a link to the policy on the GOA website shall be provided.
- i) All board members must give written consent to decide before a decision can be made without a meeting.
- j) Once all board members have responded in writing that they give consent to decide without meeting, go to step 4. There is no need to wait the full 24 hours.

Note: If all board members do not respond within 24 hours, then the motion is no longer before the board. The initiating board member may re-introduce the motion at any time and the 24-hour clock shall begin anew. All board members must then give written (email) consent to decide without meeting on the current motion (even if they already consented before). If any board member expressly does not give consent to decide without meeting, then the issue must be brought before the board in either a regular meeting, special meeting, or teleconference, or be dropped.

Note: The response time periods of 24 hours for Consent, 24 hours for Discussion, and 24 hours for Voting are given as the preferred timeframe but are subject to change so long as all board members consent to the change.

STEP 4) Initiating board member shall send out a “Discussion Via Email Regarding XYZ” email to all voting members with the following attributes:

- a) Discussion Via Email Regarding XYZ shall be in the subject line.
- b) All board members shall be addressed in the To line.
- c) Non-voting officers who regularly attend board meetings should be addressed in the CC line so they may participate in discussions. They do not vote, however.
- d) The issue to be discussed shall be presented as a motion in the body of the message. The issue shall have the same wording as the Consent to Decide Without Meeting email message. The issue shall be limited to a single decision or a series of closely related decisions. Pros and cons for the issue, from the initiating board member’s perspective, shall be listed.
- e) Time of day for the email shall be noted and there shall be 24 hours for all voting board members to give discussion points prior to voting via email. The expiration time shall be noted in the body of the email.
- f) The email shall inform the board members and officers how to give discussion points. In general, they shall respond within 24 hours by ‘replying to all’ with their discussion points. Discussion points are not required from board members or officers; however, all are encouraged to discuss as it is important that all voices be heard before a vote.
- g) The first board member to reply with discussion points shall be considered the one who ‘seconds the motion’ on the table. It does not mean they support the motion, just that it is worthy of consideration.
- h) All discussions shall take place using the same email thread without changing the subject line. It is important to keep all discussion points in one place as they will become part of the record for the vote. All members are encouraged to limit their discussion points only to the issue before the board – using the same respectful manner that would be used if the discussion points were made in person.
- i) The initiating board member may amend the original motion as a result of discussions. It is the initiating board member’s responsibility to socialize any changes to the original motion via the same email thread.
- j) Unless new relevant information comes to light, there shall be no attempt by any member to squelch discussion or revert back to “Consent to Decide Without Meeting” status. Members who have such new information shall immediately contact the President.
- k) No board members shall cast a vote during the discussion period.
- l) The 24-hour discussion period may end early (or later) if all board members reply to a request to end discussion early (or later) in the affirmative- keeping on the same email thread. The revised expiration time must be given.
- m) Once the discussion period has expired, the president shall call for a vote; go to step 5.

STEP 5) The president (or designee) shall send out a “Vote Via Email Regarding XYZ” email to all voting members with the following attributes:

- a) Vote Via Email Regarding XYZ shall be in the subject line.
- b) All board members shall be addressed in the To line.
- c) Non-voting officers who regularly attend board meetings should be addressed in the CC line so they may observe the vote. They do not vote, however.

d) The motion shall be presented in the body of the message. The motion shall have the amended wording as socialized in the discussion period. The mover and seconder shall be listed.

e) Time of day for the email shall be noted and there shall be 24 hours for all board members to vote in favor or against the motion. The expiration time shall be noted in the body of the email.

f) The email shall inform the board members how to cast a vote. In general, they shall respond within 24 hours by 'replying to all' with their vote of 'yes', 'no', or 'abstain'. There shall be no conditions attached to the vote, such as "yes, only if we can find a backup generator." There shall be no further discussion points entertained.

g) Voting buttons shall not be used as not all email applications are compatible.

h) All voting shall take place using the same email thread without changing the subject line. It is important to keep all the votes in one thread as they will become part of the record for the vote.

i) Once either the 24-hour voting period has expired or all board members have voted, the president shall count the votes; go to step 6.

STEP 6) The president shall count the yes, no, abstain votes.

a) A board member who does not vote within 24 hours shall be counted as abstaining.

b) Motions carry according to the bylaws; in general, a majority vote is required to carry a motion.

c) The president shall immediately send out an email to all board members and officers with the results of the vote and whether the motion was carried. Go to step 7.

STEP 7) The president shall advise the secretary

a) To store the Consent to Decide Without Meeting, discussion, and vote threads in an electronic file (such as word) within three days and keep with GOA records / archives.

b) To document the email vote in the next regular meeting minutes.

Required Forms: None

Amendments: Any GOA member can draft an amendment to this procedure, to be discussed and voted on by the board at a regular board meeting.