

BCN Email Voting Revisited

I would have written a shorter letter, but I did not have the time. -- Blaise Pascal

This is offered as a simplified replacement for my earlier Motion (see reverse) to revise BCN's Bylaws. – Gordon Certain

Existing:

Section 9. Action by Directors Without a Meeting. Action taken and affirmed by a majority of Directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all the Directors then in office and filed with the minutes of the proceedings of the Board of Directors. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date.

Proposed:

Section 9. Action by Directors Without a Meeting. In the event an urgent issue must be decided by BCN and it is not practical to call a physical Board of Directors meeting:

1. A motion's author must send an email to the Executive Committee including the proposed motion, the reason(s) for proposing it, and the rationale for conducting an email vote.
2. With the concurrence of the Executive Committee, the Secretary will email the motion to the Board asking for two days of discussion by the Board followed by a day of online voting. These time limits may be adjusted as appropriate by the Executive Committee. All email correspondence during an email vote should be in "reply to all" mode. Should revisions to the motion be proposed and agreed to by the motion's author, the change(s) will be referred to the Executive Committee for instructions on how to proceed.
3. The email motion is considered as passed if it receives affirmative votes by the end of the voting period by an absolute majority of all Board members, whether voting or not. To be counted, each association's vote must identify the neighborhood and representative's name.
4. The Secretary will promptly report vote results to the Executive Committee and the Board as well as including a report in the next meeting minutes issued.

Communication alternatives to email, such as a collaborative web page accessible by the Board or a teleconference, may be designated by the Executive Committee for use in lieu of email.

PROPOSED BCN EMAIL/ON-LINE VOTING PROCESS –11/8/2012

I make the motion that the following guidelines for email voting be adopted by BCN. This procedure should be a separate document referenced by the Bylaws. Like the bylaws, it should be approved/changed by a 2/3-majority vote. Gordon Certain

1. **Email/On-line Vote Requested** Any board member may request an email/on-line vote by sending an email to the chairman. The email must include the exact wording of the motion, explain its purpose and background, and explain why immediate action is needed rather than waiting until the next regular board meeting or calling a special board meeting.
2. **Chair Considers Request** The Chair will review the subject of the proposed motion and determine if it is an appropriate email/on-line voting issue. The chair will decide if the situation warrants an electronic vote as opposed to calling a special meeting, waiting for a regular meeting, or doing nothing.
 - a. If the chair determines the request not acceptable, the chair will explain why in a reply to all board members.
 - b. Seconding of the motion will not be required unless the chair requires it.
3. **Board Members Notified of Motion** The secretary, at the direction of the chair, will send an email to all board members:
 - a. announcing the motion, its author, and background information;
 - b. if a second is required, the secretary will ask for it by email and receive it before emailing the following:
 - c. a schedule for discussion of the motion (typically a 24 hour day) during which voting will not be permitted (and any votes cast will be ignored), and
 - d. the schedule for voting (typically, at least two additional 24 hour days).
4. **Board Discussion/Amendments** The board may freely comment on the motion and express reasons for support or opposition.
 - a. All email comments in responses must be made in “reply to all” mode making sure the motion being commented upon is clearly identified.
 - b. If, during discussion (during 3b), friendly amendments or alternate motions are made, the following process will be observed.
 - i. If the board member making the original motion agrees with the amendment, the chair will revise the motion and the secretary send a revised email apprising all board members.
 - ii. If the board member making the original motion disagrees with the friendly amendment, the original motion will continue unchanged and the chair will decide whether to establish a new motion starting at step 1. While it is very unlikely, note that several motions on the same issue could be underway at the same time.
 - c. Friendly amendments will not be permitted after voting has started. Alternate and amendments motions should be considered as to be new motions, starting at step 1.
5. **Voting By Board Members** Board members may vote to approve the motion, disapprove it or abstain. If the voting is via email, use “reply to all” making sure the motion being commented upon is clearly identified. For on-line voting, the secretary will periodically announce the status of the on-line vote and/or tell the board how the vote can be monitored on-line. Only one vote per BCN member neighborhood is permitted, made by the official representative or, if they are not available, by a designated alternate.
6. **Approval/Disapproval** The votes will be officially counted at the end of the voting period set out in 3c. A motion will be considered to be approved if an absolute majority of BCN’s board members has voted for it. Otherwise, the motion is disapproved and consideration of the motion ends.
7. **Minutes of Email/On-line Vote** A summary of the email/on-line motion and vote will be included in the draft minutes to be submitted at the next regular board meeting.
8. **Appeals** If any board member takes issue with decisions related to an email/on-line vote, that issue may be heard and ruled on by a majority of the entire board or a majority of the executive committee, whichever the chair decides can act in a more timely manner.