

## NAWCC INTERIM BOARD OF DIRECTORS PROCEDURES

### PROCEDURE FOR MOTIONS FOR WHICH A WAIVER OF 30-DAY NOTICE OF MEETING IS REQUESTED (Draft for Approval December 4, 2004)

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#### PREFACE

As provided in Article I Section 6 of the Bylaws, the Chair or a majority of Directors may determine that an item is sufficiently urgent to require a vote within less than the normal 30 day notice of meeting period. While such matters can ordinarily be addressed in the regular monthly electronic meetings of the Board via use of a Suspension of Rules, there may be circumstances that require the use of other means of meeting including Mail, facsimile (Fax), or Teleconference. This procedure shall apply only to such meetings and will not apply for electronic meetings of the Board, for which other means are available.

For the purposes of this procedure, the following definitions apply:

- 1) The term “written” as applied to notices, seconds, replies, and other responses may be via Mail, E-mail, or Fax unless otherwise specified.
- 2) The term “contact” as applied to contacts between Board Members, the Secretary, the Chair, or others, may be by E-mail, Fax, or telephone as appropriate.
- 3) The term “Director” means any voting Director of the Board, including Officers.
- 4) The term “Board Members” means all members of the Board including ex-officio members.

Discussion via Mail or Fax being impractical, all discussions held for these meetings are to be by teleconference. The Chair will schedule and conduct all teleconferences. In the event additional information is needed before conclusion of a teleconference discussion, the discussion will be recessed, the additional information provided to the Board Members by Mail, E-mail, or Fax as appropriate, and the teleconference discussion reconvened at a second scheduled time.

As detailed in Item D. Minutes of Meeting and Effect, the Board must ratify the actions taken in any of the meetings covered under this procedure at the next regular scheduled electronic or physical meeting.

#### A. Meeting by Mail

Following are the steps needed to conduct a vote by mail for waiver of the 30-day notice of meeting, followed by discussion and voting on the motion for which the waiver may be granted. Mail meetings may be needed for reason of requesting a secret ballot, matters for which the volume of material is significantly larger than can be reasonably handled electronically, be in regard to a topic requiring strictly confidential handling, or for other reasons.

- 1) Proposer of motion obtains Chair’s agreement or the agreement of a majority of Directors that waiver is justified (must be written reply so that a copy of approval(s) can be included in the mailing to Board Members).
- 2) Proposer obtains a written second to the waiver motion and to the original motion from any Director other than the Chair. The proposer also requests separate written restatements of the waiver motion and the original motion from the Chair to be included in the mailing.
- 3) Proposer then mails the following materials to all Board Members, certified mail return receipt requested to ensure all members actually receive the material:

- a) Copies of the waiver motion, the approval(s) by the Chair or a majority of Directors, the second, and the Chair's restatement of the waiver motion.
  - b) Copies of the original motion, the second, the Chair's restatement of the original motion, and a full set of backup material. Note that this is only valid if the waiver is approved.
  - c) The Proposer also posts a message to the E-mail Board Forum or otherwise contacts each member to inform that the motion material has been posted by mail.
- 4) Following notice from the Proposer, the Secretary posts a message to NAWCC\_NEWS that a motion for Waiver of 30-Day Notice is being considered by the Board via Mail, also stating the topic for which the waiver is being requested as well as the reasons the waiver and motion vote are being conducted by Mail.
  - 5) On receipt of the mailing (the motion not being debatable) each Director records their vote on the waiver motion restatement page and returns the original copy to the Secretary via certified mail, return receipt requested, for tabulation of the vote. The Chair may impose reasonable time limits for response to the mailing if desired. Approval requires unanimous consent of all Directors including the Chair. If any member votes no, abstains, or does not vote the motion will fail.
  - 6) The Secretary then contacts all Board Members to advise the result of the vote. If the waiver motion fails, no further action is required except the Secretary will post a message on NAWCC\_NEWS that the waiver vote has failed and the subject motion will not be considered. The official record will be a copy of the NAWCC\_NEWS messages to be posted in Motions and Directives of the Board.
  - 7) If the waiver motion passes, discussion (if required) of the original motion will be via teleconference to be scheduled by the Chair. At the conclusion of that teleconference (see Preface note) the Chair will call for a written vote and also contact those members who did not participate in the teleconference to request their vote.
  - 8) On receipt of the call to vote from the Chair, each Director records their vote on the motion topic restatement page and returns the original copy to the Secretary by certified mail, return receipt requested, for tabulation of the vote. The Chair may impose reasonable time limits for response to the mailing if desired. Quorum and required majority rules apply for the motion to be approved, the required number of votes to be stated by the Chair in the call to vote.
  - 9) On the predetermined closing date (if applicable) or on advice from the Secretary that all Directors have voted, whichever occurs first, the Chair contacts all Board Members to declare the voting to be closed.
  - 10) The Secretary tabulates the votes and contacts all Board Members to advise the result.
  - 11) The Secretary shall post the results of the voting, including the Director voting record (unless a secret ballot has been taken), on the NAWCC\_NEWS within four calendar days of the close of voting. A copy of that message shall also be forwarded to the Editor for publication in the next available Bulletin as the official minutes of the meeting.

## **B. Meeting by Fax**

Following are the steps needed to conduct a vote by facsimile (Fax) for waiver of the 30-day notice of meeting, followed by discussion and voting on the motion for which the waiver may be granted. Fax meetings may be needed for reason of requesting a secret ballot, matters for which the volume of material to be considered is significantly larger than can be handled electronically, or for other reasons. All Board Members must have access to a Fax machine for this procedure to apply.

- 1) Proposer of motion obtains Chair's agreement or the agreement of a majority of Directors that waiver is justified (by written reply so a copy of approval(s) can be included in the material sent to Board Members).
- 2) Proposer obtains a written second to the waiver motion and the original motion from any

- Director other than the Chair, and a written restatement of the waiver motion including a call to vote from the Chair.
- 3) Proposer then sends copies of the waiver motion, its second, and the restatement of the waiver motion and call to vote by the Chair via Fax to all Board Members. The proposer also posts a notice to the E-mail Board Forum that the waiver motion material has been Faxed.
  - 4) Following the notice from the Proposer the Secretary posts a message to NAWCC\_NEWS that a motion for Waiver of 30-Day Notice is being considered by the Board via Fax, and also states the topic for which the waiver is being requested as well as the reasons the waiver and motion vote are being conducted by Fax.
  - 5) On receipt of the Fax notice, each Director records their vote on the waiver motion restatement page and sends that document by Fax to the Secretary for tabulation of the vote. The Secretary must receive all votes within five calendar days of the date mark on the original Fax from the proposer. Approval requires unanimous consent of all Directors including the Chair. If any member votes no, abstains, or does not vote the motion will fail.
  - 6) The Secretary then contacts all Board Members to advise the result of the vote. If the waiver motion fails, no further action is required except the Secretary will post a message on NAWCC\_NEWS that the waiver vote has failed and the subject motion will not be considered. The official record will be a copy of the NAWCC\_NEWS messages to be posted in Motions and Directives of the Board.
  - 7) If the waiver motion passes, the Chair will Fax copies to all Board Members of the original motion, its second, and a restatement of the original motion including a call to open discussion (if required) via teleconference to be scheduled by the Chair. At the conclusion of that teleconference (see Preface note) the Chair will call for a Fax vote and also contact those members who did not participate in the teleconference to request their vote.
  - 8) On receipt of the call to vote from the Chair, each Director records their vote on the original motion restatement page, and returns that copy to the Secretary by Fax for tabulation of the vote. The Secretary must receive all votes within five calendar days of the date of the final teleconference (or Fax of the call to vote from the Chair if no discussion is held). Quorum and required majority rules apply for the motion to be approved, the required number of votes to be stated by the Chair in the call to vote.
  - 9) At the close of the voting period the Chair contacts all Board members to declare the voting to be closed.
  - 10) The Secretary tabulates the votes and contacts all Board members to advise the result.
  - 11) The Secretary shall post the results of the voting, including the Director voting record (unless a secret ballot has been taken), on the NAWCC\_NEWS within four calendar days of the close of voting. A copy of that message shall also be forwarded to the Editor for publication in the next available Bulletin as the official minutes of the meeting.

### **C. Meeting by Teleconference**

Following are the steps needed to conduct a vote by teleconference for waiver of the 30-day notice of meeting, followed by discussion and voting on the motion for which the waiver may be granted. Teleconference meetings will generally be used only for extremely urgent matters, and their use to be carefully considered before requesting this type of meeting. All Directors must of necessity participate at least in the waiver motion voting.

- 1) Proposer of motion obtains Chair's agreement or the agreement of a majority of Directors that waiver is justified, AND that a Teleconference meeting is justified. These agreements may be made on the General Discussion Forum of the BOD Message Board so that a record exists, or via written means to later be sent to Board Members. If in agreement, the Chair will also schedule the Teleconference meeting allowing time for the Proposer to send notices and backup

materials to all Board Members.

- 2) Proposer obtains a written second to the waiver motion and the original motion from any Director other than the Chair.
- 3) Proposer forwards all materials including backup to all Board Members via Express Mail, Fax, or E-Mail as appropriate, so these can be studied prior to the scheduled Teleconference meeting.
- 4) On receipt of notice from the Proposer, the Secretary posts a message to NAWCC\_NEWS that the Board is considering a motion via Teleconference for Waiver of 30-Day Notice, and also states the topic for which the waiver is being requested as well as the reasons the waiver and motion vote are being conducted by Teleconference.
- 5) At the beginning of the scheduled Teleconference meeting the Secretary will conduct a roll call. ALL Directors MUST be present, or the waiver motion will automatically fail. Assuming all Directors are present, the Chair restates the waiver motion and calls for the vote. The Secretary will then call Directors by name and record their vote as it is given. Approval requires unanimous consent of all Directors including the Chair. If any member votes no, abstains, or does not vote the motion will fail.
- 6) If the waiver motion fails, no further action is required except the Secretary will post a message on NAWCC\_NEWS that the waiver vote has failed and the subject motion will not be considered. The official record will be a copy of the NAWCC\_NEWS messages to be posted in Motions and Directives of the Board.
- 7) If the waiver motion passes, the Chair then restates the original motion and calls for discussion to begin. Discussion will proceed first by the Proposer and then alphabetically until all Directors have spoken. The Chair may determine if any Director may speak more than once or call on the Proposer to answer questions as in a regular meeting. When discussion is completed (see Preface note) the Chair will close discussion and call for the vote.
- 8) On statement of the call to vote by the Chair, the Secretary will call Directors by name and record their vote as it is given. All Directors do not have to be present for this vote, however quorum and required majority rules apply for the motion to be approved, the required number of votes to be stated by the Chair in the call to vote.
- 9) Once voting is completed, the Chair will declare voting closed and request the Secretary to state the voting result. The Teleconference meeting will then be adjourned.
- 10) The Secretary shall post the results of the voting, including the Director voting record, on the NAWCC\_NEWS within four calendar days of the close of voting. A copy of that message shall also be forwarded to the Editor for publication in the next available Bulletin as the official minutes of the meeting.

#### **D. Minutes of Meeting and Effect**

##### **1) Minutes of Meeting**

The proceedings of each meeting as reported by the Secretary to NAWCC\_NEWS are the official minutes of the meeting. In addition to NAWCC\_NEWS these minutes are to be published in the next available Bulletin as official acts of the Board.

##### **2) Effect of Approved Motions**

All motions passed following these procedures become effective immediately on close of voting. However, due to waiver of the normal voting process, all actions taken by this procedure must be later ratified by the Board at the next available regular electronic or physical meeting of the Board.