

USHJA POLICY STATEMENT

Subject: BOD Voting Between Meetings

Policy Number: BOD101

Date of Board Adoption: July 10, 2023

Board Approved Effective Date: July 10, 2023

Purpose:

The policy of allowing Board votes between meetings is subject to the NY not-for-profit law, which requires unanimous vote of the Board for an issue to pass.

As such, unless otherwise restricted by the certificate of incorporation or the by-laws, any action required or permitted to be taken by the Board thereof may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the director authorized the transmission.

The resolution and the written consents thereto by the members of the Board must be unanimous by those present at the meeting at which consent to adopt a resolution by electronic means was authorized. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.