

**NATIONAL ASSOCIATION OF HEALTH UNDERWRITERS
POLICY & PROCEDURES**

POLICY TITLE:	Email for Discussion & Decisions
CLASSIFICATION:	Board
POLICY NUMBER:	04-02-B
DEPARTMENT COORDINATOR:	Board of Trustees
MOTION:	Steve Selinsky
DATE APPROVED:	May 14, 2007
SUNSET DATE:	2019

PURPOSE: To establish procedures for the Board of Trustees to follow when discussing or voting on matters by electronic means, and to maintain a record of such matters for the records of the Association.

POLICY: The Board of Trustees shall adopt and adhere to specific procedures to regulate the transaction of business by electronic means.

PROCEDURE: This procedure is permitted for two purposes:

1. Presentation of a Topic for Informal Consideration: The president may present a topic or issue for discussion without presenting a motion on which a vote must be taken. He/she may do this electronically by distributing the topic to the entire Board of Trustees, using the agreed upon distribution list maintained by the National office. The president shall set a time limit of no less than 24 hours for the discussion. At the end of this period, the president may seek to extend the discussion period, refer the issue to a committee or working group, invite a motion from a member of the Board, close discussion or take other appropriate action.

All Board members are encouraged to participate in the discussion, observing the same rules of order and courtesy as apply to formal Board meetings. All contributions to the discussion should be posted to all Board members, again using the National distribution list or other approved electronic means. Members are encouraged to use a means that allows for collection and dissemination of comments in an organized manner rather than rely exclusively on email given the difficulty in maintaining threads of responses and replies. This may include but not be limited to an online forum such as B2B or other such tool as the Board may select.

At the end of the time period for informal consideration, or at any time before, a member of the Board may make a formal motion for action, based on the direction of the discussion up to that point. This may be voted upon electronically, in accordance with Bylaws Article VIII, Section 4 and the procedures of this policy, or may be carried forward for action on the next Board teleconference, if placed on the agenda by the President.

2. Presentation of a Motion for Consideration: All motions to be voted upon electronically shall be submitted in the same form as a motion made during a formally convened Board meeting; the motion shall be in writing, a second shall be secured and discussion shall be allowed for

no less than 24 hours before a vote is taken. All further discussion shall again include all members of the Board of Trustees. Members are encouraged to use a means that allows for collection and dissemination of comments in an organized manner rather than rely exclusively on email given the difficulty in maintaining threads of responses and replies. This may include but not be limited to an online forum such as B2B or other such tool as the Board may select.

At the end of the specified discussion period, votes may be cast by all eligible Board members. Because an electronic vote prevents the assurance of a quorum, NAHU's bylaws require that two-thirds of all Board members vote affirmatively for an electronic motion to pass; at this time, with 16 voting Board members, a minimum of 11 votes is required. Unless otherwise specified by the president, Board members shall cast their vote using the approved distribution list, to be received by all Board members, and recorded by the Secretary. Failure to cast a ballot by the deadline shall be considered a vote against the motion.

At the conclusion of the voting period, the Secretary shall tabulate the votes to ensure that the voting threshold has been met; failure to meet the threshold, regardless of the outcome of the votes cast, shall defeat the motion. The Secretary shall formally announce the results of the vote to the entire Board of Trustees, and shall record the vote in the minutes of the subsequent formal Board meeting.

If a motion fails because a significant number of Board members did not cast a vote on the issue, the president may, at his/her sole discretion, extend the voting deadline or add the underlying topic from which the motion was made to the next Board meeting. However, he/she may not take both actions (i.e. if the deadline is extended and there are still insufficient votes, the matter may not be carried over to the next board meeting except as a newly introduced agenda item).

NOTE: Inclusion of all Board members is dependent on their access to messages from other Board members. Each Board member shall ensure that his/her correct contact information is on file with the National office. The Executive Vice President shall establish and maintain an official distribution list with electronic addresses for all Board members.

FINANCIAL IMPACT: None.