

*North Country Trail Association
Western Michigan Chapter*

BYLAWS

Proposed Changes – April 12, 2011

NEWLY PROPOSED TEXT IS IN ALL CAPS.

~~Text to be eliminated is struck through.~~

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Table of Contents

SECTION I – STATEMENT OF PURPOSE

SECTION II – DEFINITIONS

SECTIONS ~~H~~-III - MEMBERSHIP REQUIREMENTS

SECTION IV ~~H~~ - MEETINGS

SECTION V ~~IV~~ – ~~OFFICERS AND THEIR DUTIES~~ BOARD OF DIRECTORS

SECTION VI – ~~ELECTED~~ OFFICERS OF THE BOARD

SECTION VII – COMMITTEES

SECTION V – ~~INTERIM GOVERNANCE~~

SECTION VI – ~~TENURE~~

SECTION VII – ~~ELECTIONS~~

SECTION VIII – BOARD OF DIRECTORS MEETINGS

SECTION IX - FINANCES

SECTION X - CONFLICT OF INTEREST

SECTION ~~IX~~ XI - AMENDMENTS

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SECTION I – STATEMENT OF PURPOSE

The ~~major~~ purpose of the Western Michigan Chapter of the North Country Trail Association is to BUILD AND MAINTAIN THE TRAIL, AND promote the USE OF THE North Country National Scenic Trail ~~and to build and maintain the trail~~ in the counties of Kent and Newaygo in the State of Michigan.

~~In meeting this purpose, the Chapter seeks to:~~

- ~~1. Promote and exchange outdoor educational information relating to but not limited to personal safety and skills, resource use and management and increased individual activities promoting good health;~~
- ~~2. Promote preservation and conservation of our natural resources;~~
- ~~3. Promote responsible outdoor recreation; and~~
- ~~4. Unite persons interested in such activities, by promoting fellowship through wholesome events in a natural environment.~~
- ~~5. Maintain the historic schoolhouse near White Cloud in order to provide a facility for educational and social activities.~~

~~These activities will be promoted through participation and informational, educational and training sessions aimed at increasing individual safety, enjoyment and personal skills.~~

SECTION II – DEFINITIONS

- A. ASSOCIATION – THE NORTH COUNTRY TRAIL ASSOCIATION, A 501(C) 3 ORGANIZATION REGISTERED IN THE STATE OF MICHIGAN.
- B. CHAPTER – THE WESTERN MICHIGAN CHAPTER OF THE NORTH COUNTRY TRAIL ASSOCIATION.

SECTIONS III - MEMBERSHIP REQUIREMENTS

REGULAR MEMBERS

A. ELIGIBILITY:

Any member of the North Country Trail Association ~~will~~CAN become ~~an automatic~~ A member of the West Michigan eChapter by designating such on the Association's application form.

B. DUES:

ANNUAL Dues are collected by the North Country Trail Association and a portion returned to the chapter according to the formula set periodically by the national Board of Directors.

C. MEMBERSHIP YEAR:

The membership year of each member shall coincide with his or her membership year in the Association.

D. VOTING RIGHTS

Voting rights are vested in regular members of the Chapter, whose Association dues are current. A MEMBER IS DEFINED AS A HOUSEHOLD. A HOUSEHOLD HAS A SINGLE VOTE

SECTION IV ~~III~~ - MEETINGS

A. ANNUAL MEMBERSHIP MEETING

The Chapter shall hold an ~~a~~Annual ~~m~~Membership meeting IN OCTOBER. ~~concurrent with its annual Fun Day to review the year, announce plans for the succeeding year, present a~~ THE AGENDA SHALL INCLUDE AN ANNUAL financial report and ~~complete the~~ election of ~~officers~~ BOARD MEMBERS. ~~Location and date of the meeting shall be announced at least 30 days in advance.~~

B. ~~OTHER~~ GENERAL MEMBERSHIP MEETINGS

The Chapter may hold other ~~g~~General ~~m~~Membership meetings as deemed necessary by the Board of Directors. ~~As far as possible, or practical, such meetings shall coincide with traditional, or special events, such as the annual clean-up day usually held in April. .~~

C. NOTICE

NOTICE OF EACH MEETING OF THE MEMBERSHIP SHALL BE GIVEN TO EACH MEMBER IN WRITING NOT LESS THAN THIRTY (30) DAYS PRIOR TO ANY MEETING WHERE OFFICIAL BUSINESS IS TO BE CONDUCTED.

SECTION V ~~IV~~ – OFFICERS AND THEIR DUTIES BOARD OF DIRECTORS

A. POWERS AND DUTIES.

THE BUSINESS AND AFFAIRS OF THE CHAPTER SHALL BE UNDER THE DIRECTION AND CONTROL OF A BOARD OF DIRECTORS. WITHOUT LIMITING THE GENERAL NATURE OF THE FOREGOING STATEMENT, THE BOARD OF DIRECTORS SHALL BE RESPONSIBLE FOR: (A) THE INTERNAL AFFAIRS OF THE CHAPTER; (B) THE ADOPTION OF POLICIES TO GOVERN THE MANNER IN WHICH THE CHAPTER CONDUCTS ITS AFFAIRS; (C) THE RATIFICATION, OVERSIGHT, AND APPROVAL OF THE ANNUAL BUDGET AND QUARTERLY FINANCIAL STATEMENTS OF THE CHAPTER; AND (D) SUCH OTHER FUNCTIONS AS ARE CONSISTENT WITH THE PURPOSES AND MISSION OF THE CHAPTER. ADDITIONALLY, THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO ACCEPT OR REFUSE TO ACCEPT ANY BEQUESTS, DEVISES, GIFTS OR GRANTS WHICH ARE PROPOSED TO BE MADE TO THIS CHAPTER BASED UPON THE DISCRETION AND JUDGMENT OF THE DIRECTORS TAKING INTO CONSIDERATION THE NATURE OF THE PROPOSED GIFT, ANY CONDITIONS OR RESTRICTIONS PLACED UPON THE GIFT AND THE APPROPRIATENESS OF SUCH GIFT TO THE PURPOSES OF THIS CHAPTER.

B. NUMBER OF DIRECTORS.

THE BOARD OF DIRECTORS SHALL BE COMPOSED OF NOT LESS THAN EIGHT (8) AND NOT MORE THAN TWELVE (12) MEMBERS, AS DESIGNATED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

C. TERM OF OFFICE.

TERMS ON THE BOARD OF DIRECTORS SHALL BE FOR TWO (2) YEARS. TERMS OF ONE-HALF (1/2) OF THE DIRECTORS OF THE BOARD SHALL EXPIRE EACH YEAR. TERMS SHALL COMMENCE AT THE COMPLETION OF THE ANNUAL MEMBERSHIP MEETING.

D. SELECTION OF DIRECTORS.

MEMBERS OF THE BOARD OF DIRECTORS SHALL BE NOMINATED BY THE CURRENTLY SEATED BOARD OF DIRECTORS AND ELECTED BY A SIMPLE MAJORITY VOTE OF THE VOTING MEMBERSHIP PRESENT AT THE ANNUAL MEMBERSHIP MEETING. MEMBERS PRESENT AT THE ANNUAL MEMBERSHIP MEETING MAY ALSO MAKE NOMINATIONS FROM THE FLOOR.

E. QUALIFICATIONS OF DIRECTORS.

DIRECTORS WILL BE CHOSEN BY VIRTUE OF THE SKILLS THE BOARD NEEDS TO ACCOMPLISH ITS PURPOSE AND MUST BE A CHAPTER MEMBER IN GOOD STANDING. CARE SHOULD BE TAKEN TO ASSURE THAT THE BOARD OF DIRECTORS REFLECTS THE DIVERSITY OF THE INDIVIDUAL AND ORGANIZATIONAL MEMBERSHIP.

F. REMOVAL.

ANY DIRECTOR MAY BE REMOVED FROM OFFICE, WITH OR WITHOUT CAUSE, BY VOTE OF TWO-THIRDS (2/3) OF THE DIRECTORS THEN HOLDING OFFICE, SUCH REMOVAL BEING EFFECTIVE IMMEDIATELY.

G. RESIGNATION.

ANY DIRECTOR MAY RESIGN AT ANY TIME BY GIVING WRITTEN NOTICE OF SUCH RESIGNATION TO THE SECRETARY OF THE CHAPTER. THE RESIGNATION SHALL BECOME EFFECTIVE UPON THE DATE SPECIFIED IN THE NOTICE, OR, IF NO DATE IS SPECIFIED, UPON RECEIPT OF THE NOTICE BY THE SECRETARY. ACCEPTANCE BY THE BOARD SHALL NOT BE NECESSARY TO RENDER THE RESIGNATION EFFECTIVE.

H. VACANCIES AND ADDITIONAL DIRECTORS.

IN THE EVENT OF A VACANCY ON THE BOARD OF DIRECTORS FOR ANY REASON (INCLUDING A VACANCY CAUSED BY AN INCREASE IN THE NUMBER OF DIRECTORS), THE REMAINING DIRECTORS OF THE CHAPTER, BY MAJORITY VOTE, MAY ELECT AN INDIVIDUAL TO FILL THE VACANCY UNTIL THE NEXT ANNUAL MEMBERSHIP MEETING AND UNTIL A SUCCESSOR HAS BEEN DULY ELECTED AND QUALIFIED. SUCH ELECTION SHALL BE FOR A TERM EQUAL TO THAT REMAINING OF THE DIRECTOR WHOSE DEATH, RESIGNATION OR REMOVAL HAS CREATED THE VACANCY.

SECTION VI - ELECTED OFFICERS OF THE BOARD

A. PRINCIPAL OFFICERS.

THE PRINCIPAL OFFICERS OF THE CHAPTER SHALL CONSIST OF A PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER. THE OFFICERS SHALL BE ELECTED BY THE DIRECTORS AT THE FIRST MEETING OF THE BOARD FOLLOWING ANNUAL MEMBERSHIP MEETING, SHALL BE SELECTED FROM THE CURRENTLY SEATED BOARD MEMBERS, AND SHALL SERVE FOR A ONE (1) YEAR TERM. ANY TWO (2) OFFICES, EXCEPT FOR PRESIDENT OR VICE PRESIDENT, CAN BE HELD BY THE SAME PERSON.

AB. President

DUTIES: The President shall preside over meetings, ~~appoint members to non-elective offices with the advice of the nominating committee; review funding requests to outside agencies;~~ represent the chapter at official meetings or appoint a representative as needed and promote

the aim and purpose of the chapter to the public. ~~The President also has the authority to appoint a Chapter member to fill a vacant officer's position or vacant board position until the next election.~~

BC. Vice President

DUTIES: The Vice President shall preside over CHAPTER meetings in the absence of the President, AND SHALL assist the President AS REASONABLY REQUESTED, ~~and be responsible for the promotion of the club membership.~~ The Vice President will assume the duties of the President if the office of the President becomes vacant.

CD. Secretary

DUTIES: The Secretary shall take the minutes and keep a record of ~~Chapter~~ THE ANNUAL, GENERAL MEMBERSHIP, and Board meetings, and CAUSE SUCH MINUTES TO BE PUBLISHED ON THE CHAPTER WEBSITE. THE SECRETARY SHALL ATTEND TO ~~assist with e~~Chapter correspondence ON BEHALF OF THE BOARD. The Secretary, IN COOPERATION WITH THE ASSOCIATION, shall ~~also be responsible for maintaining a MEMBERSHIP database of member e-mail addresses and manage e-mail correspondence to the general membership.~~

DE. Treasurer

DUTIES: The Treasurer, ~~after receiving proposals from the incumbents of the non-elected offices, shall prepare from these proposals a yearly AN ANNUAL budget to present to the~~ FOR THE APPROVAL OF THE Board of Directors ~~for approval.~~ The Treasurer shall be responsible for PROVIDING TIMELY AND ACCURATE financial reportingS AT ALL ~~to the Board of Directors and GENERAL m~~Membership MEETINGS. ~~and~~ THE TREASURER SHALL BE RESPONSIBLE for the handling of moneys and the filing of financial reports in accordance with the rules established by the North Country Trail Association AND THE STATE OF MICHIGAN. The Treasurer shall be responsible for ~~i~~Ensuring the payment of those expenditures ~~that fall within the budget approved by the Board of Directors, and/or those expenditures, outside the budget,~~ approved by the Board. ALL BOOKS, RECORDS AND VOUCHERS OF THE CHAPTER SHALL BE OPEN TO THE INSPECTION OF ANY DIRECTOR OR MEMBER UPON REQUEST AND SHALL BE PROVIDED IN NO LESS THAN 14 DAYS.

F. REMOVAL

ANY OFFICER OF THE CHAPTER MAY BE REMOVED AT ANY TIME, WITH OR WITHOUT CAUSE, BY VOTE OF TWO-THIRDS (2/3) OF THE DIRECTORS THEN HOLDING OFFICE.

G. VACANCIES

ANY VACANCY IN ANY OFFICE OF THE CHAPTER MAY BE FILLED FOR THE UNEXPIRED PORTION OF THE TERM BY MAJORITY VOTE OF THE DIRECTORS PRESENT AT A MEETING OF THE DIRECTORS CALLED FOR SUCH PURPOSE. IF ANY OFFICER IS ABSENT OR UNABLE TO PERFORM THE DUTIES ASSIGNED TO THAT OFFICE, THE DIRECTORS MAY DELEGATE THE POWERS AND DUTIES OF THAT OFFICE, DURING THE PERIOD OF SUCH ABSENCE OR DISABILITY, TO ANOTHER PERSON.

H. RESIGNATION

ANY OFFICER MAY RESIGN SUCH OFFICE AT ANY TIME BY GIVING WRITTEN NOTICE OF SUCH RESIGNATION TO THE SECRETARY OF THE CHAPTER. THE RESIGNATION SHALL BECOME EFFECTIVE UPON THE DATE SPECIFIED IN SUCH NOTICE OR, IF NO DATE IS SPECIFIED, UPON RECEIPT OF THE NOTICE BY THE SECRETARY. ACCEPTANCE BY THE BOARD SHALL NOT BE NECESSARY TO RENDER THE RESIGNATION EFFECTIVE.

~~E. Board of Directors~~

~~MEMBERS: The Board of Directors of the Chapter shall consist of the following:~~

- ~~• President, Vice President, Secretary and Treasurer;~~
- ~~• the immediate past president;~~
- ~~• up to five directors elected at large;~~
- ~~• the incumbents of the non-elective offices defined in Section F~~

~~DUTIES:~~

- ~~1. Shall approve a yearly budget for the Chapter and approve expenditures not specifically covered by the budget.~~
- ~~2. Shall be responsible for conducting the business of the chapter and advising the officers in the execution of their duties.~~

~~F. Non-Elected Board Members~~

~~MEMBERS: There shall be at least four non-elective board members, appointed by the President after consultation with the nominating committee. These board members should include, but need not be limited to, trail manager, membership chair, communications chair, and manager of the Birch Grove schoolhouse in White Cloud. The trail and schoolhouse managers and other chairs may appoint other members to their committees who may not necessarily be current board members. All chairs and managers shall be responsible for proposing a budget to fund their activities and shall have the authority to spend the amount allocated to their offices in the yearly budget approved by the board. They also may develop requests for grants from the National Park Service, the North Country Trail Association, including its Land Trust fund. These shall be approved by the President before submission to~~

~~the appropriate agencies or organizations. There will be no term limits for non-elected board members.~~

~~Trail Manager:~~

~~DUTIES: Prepares a yearly plan for construction of new trail and maintaining present trail; works with the appropriate agencies to determine feasible routes and reroutes; Establishes and administers a program to contact and work with private land owners to create easements for the trail; directs the acquisition and storage of trail tools and supplies; is responsible for the recruitment and scheduling of volunteer trail workers; directs the scheduling of trail projects; is responsible for maintaining and reporting volunteer hours, creates a yearly budget for trail acquisitions and expenses and is responsible for administrating the trail budget; and maintains relationships with Western Michigan foundations who have an interest in trails. He or she may appoint trail coordinators, as deemed desirable, to manage specific sections of the trail.~~

~~Membership Chairperson:~~

~~DUTIES: Responsible for maintaining membership rosters, assists in the recruitment of new members and the retention of current members, handles requests for membership information, and creates a yearly budget for funds needed to support these activities.~~

~~Communications Chairperson:~~

~~DUTIES: The Communication chairperson shall be responsible for communicating with the members and the public through the chapter's newsletter, the chapter's website, the secretary's email distribution list, and such contacts with news media as seem appropriate. The communications chairperson will either perform these duties or delegate to a newsletter editor or a webmaster as needed. The communication chair creates a yearly budget for funds needed to support these activities.~~

~~White Cloud Schoolhouse Manager:~~

~~DUTIES: Shall be responsible for promoting the use of the facility, directing the maintenance of the building, managing, in conjunction with the treasurer, the income and expenses associated with the facility, recommending major repairs or changes to the Board of Directors and preparing an annual report as to the physical and financial status of the facility.~~

SECTION VII – COMMITTEES

A. COMMITTEES

THE BOARD OF DIRECTORS MAY AUTHORIZE THE APPOINTMENT OF ONE (1) OR MORE AD HOC COMMITTEES, SHALL SELECT THE COMMITTEE'S CHAIRPERSON, AND SHALL DEFINE THE COMMITTEE'S RESPONSIBILITIES. THE CHAIRPERSON OF A COMMITTEE AUTHORIZED BY THE BOARD OF

DIRECTORS MAY BE APPOINTED AS AN EX-OFFICIO NON-VOTING MEMBER OF THE BOARD OF DIRECTORS IF THE CHAIRPERSON IS NOT ALREADY A MEMBER OF THE BOARD OF DIRECTORS.

B. NOTIFICATION

UNLESS OTHERWISE PROVIDED FOR IN THESE BY-LAWS, THE CHAIRPERSON OF EACH COMMITTEE SHALL CALL COMMITTEE MEETINGS WITH AT LEAST FIVE (5) DAYS NOTIFICATION TO ALL COMMITTEE MEMBERS.

C. REMOVAL OF A COMMITTEE MEMBER

AN INDIVIDUAL COMMITTEE MEMBER MAY BE REMOVED FROM A COMMITTEE, WITH OR WITHOUT CAUSE, BY A SIMPLE MAJORITY VOTE OF THE BOARD OF DIRECTORS, SUCH REMOVAL BEING EFFECTIVE IMMEDIATELY.

SECTION V — INTERIM GOVERNANCE

- ~~1. If neither a President nor a Vice President is holding office, the Board of Directors shall hold an annual directors meeting no later than Feb. 15 each year to accomplish the tasks set forth above. The actual date shall be set by the Treasurer after receipt of the final financial report from the previous year submitted by the national office and by the receipt of budget requests for the new year by the chapter's standing committees: trail, communications, schoolhouse and membership.~~
- ~~2. Directors collectively will approve the budget for the current year, appoint or re-appoint the trail manager, schoolhouse manager and membership and communications chairs.~~
- ~~3. Directors collectively shall set dates for regular events such as Clean-Up Day, Fun Day or the Holiday Party; propose chapter activities, such as hikes and other outings, and recruit coordinators for each of these events and activities. At large directors are encouraged to volunteer for these positions. If no coordinator is found for such purposes, the event will be cancelled.~~
- ~~4. The Board shall appoint a nominating committee to recruit members for the various offices and in particular seek to identify and nominate potential officers, especially President and Vice President.~~
- ~~5. After the annual Board meeting, the day-to-date affairs of the chapter shall be conducted variously by the committee chairs and by an executive committee consisting of the Secretary, Treasurer and Trail Manager. Each executive committee member shall have the authority to call a Board or general membership meeting as needed and to create an agenda.~~

- ~~6. Communication between the national office and the chapter shall be the responsibility of the various committee chairs and the Secretary.~~
- ~~7. These provisions of, Section V are considered temporary and stay in effect only until a President or Vice President is elected by the chapter. At such time, governance of the chapter reverts to the previous bylaws.~~

~~SECTION VI – TENURE~~

- ~~1. Officers and Board members will be elected or appointed for two year terms but may be re-elected or reappointed when their terms expire.~~
- ~~2. The President and Treasurer shall be elected at the last meeting of even fiscal years and the Vice President and Secretary at the last meeting of odd fiscal years.~~
- ~~3. At each election cycle, half of the at large directors will be elected.~~
- ~~4. If the President's position becomes vacant, the Vice President will assume the Presidency until the end of the President's term. A new Vice President will be elected at the first membership meeting after the President's position becomes vacant.~~
- ~~5. All other officers and Board member vacancies will be filled for the balance of the vacated term at the next annual membership meeting after such vacancy. The President shall be empowered to nominate a temporary replacement to serve until such meeting takes place. The appointee shall be one candidate at the subsequent annual membership meeting. Other candidates may also be nominated from the floor.~~

~~SECTION VII VIII – ELECTIONS~~

~~Election of Officers and Directors, who will begin their new tenure on January 1, shall be held each year at the annual general membership meeting and conducted as follows:~~

- ~~1. Every member in good standing will be given the opportunity to vote for Officers and Board members. A member is defined as a household. A household has a single vote for each office. Members will vote for the new Officers and Board members using a printed ballot. The names of candidates for office will be printed in the chapter's newsletter. Other candidates may be nominated from the floor at the annual meeting.~~
- ~~2. The winner of the election will be determined by the most votes. A majority of eligible voters is not required.~~

~~SECTION VIII – BOARD OF DIRECTORS MEETINGS~~

The Board of Directors shall meet QUARTERLY. THE BOARD MAY MEET MORE OFTEN AS IS DEEMED NECESSARY. THE PRESIDENT SHALL CALL BOARD MEETINGS WITH AT LEAST THIRTY (30) DAYS NOTIFICATION TO ALL BOARD MEMBERS.

~~no later than Feb. 15 each year to review the financial report from the previous year, establish a budget for the current year and hear reports from the standing committees on events planned for the current year. The Board will meet at least one more time each year at a date or dates it decides is appropriate, to conduct the Chapter's business and at such other dates, called by the President or requested by any Director, that may be needed to conduct additional business.~~

~~Except for occasions of urgent need, Directors shall be given at least one month's notice of a meeting date. In rare cases of urgency, the meeting notification requirement could be reduced to five days.~~

SECTION IX - FINANCES

A. BOOKS AND RECORDS.

BOOKS AND RECORDS OF THE CHAPTER SHALL BE SET UP IN A MANNER WHICH SHALL PRODUCE PROPER RECORDS FOR REPORTS TO THE ASSOCIATION AND TO THE BOARD OF DIRECTORS. ALL PROPER EXPENSES OF THE CHAPTER ARE SUBJECT TO THE APPROVAL OF THE BOARD OF DIRECTORS. UPON SUCH APPROVAL, THE EXPENSES SHALL BE PAID FROM THE FUNDS OF THE CHAPTER.

B. FISCAL YEAR.

THE FISCAL YEAR OF THE CHAPTER SHALL BE AS DESIGNATED BY THE BOARD OF DIRECTORS.

C. CHECKS, ETC.

THE TREASURER OR ANOTHER OFFICER AS DESIGNATED BY THE BOARD OF DIRECTORS SHALL SIGN ALL CHECKS, DRAFTS, AND ORDERS FOR PAYMENT OF MONEY.

D. FINANCIAL INSTITUTIONS

SELECTION OF FINANCIAL INSTITUTIONS FOR THE CHAPTER SHALL BE THE RESPONSIBILITY OF THE BOARD OF DIRECTORS.

SECTION X - CONFLICT OF INTEREST

PRIOR TO TAKING ACTION ON A PROPOSAL OR ISSUE, MEMBERS OF THE BOARD OF DIRECTORS AND COMMITTEES SHALL DECLARE WHETHER THEY HAVE A

CONFLICT OF INTEREST ON SUCH PROPOSAL OR ISSUE, AND/OR WHETHER THEY HAVE BEEN SUBJECT TO LOBBYING BY OUTSIDE INDIVIDUALS OR ORGANIZATIONS. DECLARATION OF A CONFLICT OF INTEREST OR LOBBYING WILL BE BASED ON POLICIES ESTABLISHED BY THE CHAPTER.

SECTION ~~IX~~ XI - AMENDMENTS

These bylaws may be amended as follows:

- A. Changes can be proposed by any member and submitted to the Board of Directors.
- B. The proposed change will be described in ~~the chapter's newsletter and the chapter's website~~ WRITING TO THE MEMBERSHIP and comments ~~from the membership~~ about the proposed change will be solicited FOR NO LESS THAN 60 DAYS and directed to ~~be sent to~~ the Secretary.
- C. After NOTIFICATION ~~publication in the newsletter and the website~~, the ~~d~~Directors will consider the comments of the membership and WILL vote to approve or reject the proposed amendment(s). ~~Voting can be accomplished at a board meeting or by e-mail.~~