

USE OF BASECAMP FOR BOARD DECISION MAKING

Adopted July 19, 2015

In accordance with Section 5.12 of the Bylaws, the Board adopts the following process for using Basecamp to make decisions that otherwise would be required to be made at an in-person meeting of the Board.

In order for a decision to be made via Basecamp (except those decisions excluded under Sections 5.12.1 through 5.12.5 of the Bylaws), the following procedure must be followed:

1. A Director creates a new discussion thread in the BOARD project. In the thread, the Director shall describe the action proposed to be taken and open up the matter for a discussion period that shall last no less than 96 hours. The title of the thread shall start with "BOARD ACTION SOUGHT:" followed by a short descriptor of the topic. E.g. "BOARD ACTION SOUGHT: Nation Builder Email Policy." At the end of thread the closing time/date of the discussion should be noted, e.g. "The Discussion Period shall end on Tuesday, January 5, at 9 pm."
2. If during the discussion thread a Director believes that the topic is particularly complex or ill-suited to Basecamp, he or she may request that the basecamp discussion be tabled for in-person discussion at the next Board meeting. If such a request is joined by 4 more Directors, the discussion shall be tabled and placed on the agenda for the next Board meeting.
3. After the 96 hour period has elapsed, the Director who initiated the discussion may commence voting. In order to commence voting, the Director shall create a new thread in the BOARD VOTE project. In the thread, the Director shall set forth the text of the motion the Director seeks to have approved and shall include a link to the discussion thread that preceded the vote. The Director shall include the following: "Discussion has closed on this topic. This thread is for recording your vote only." The Director shall also add a note in the **discussion thread** that the discussion has been closed and voting has commenced in the BOARD VOTE project.

4. Directors shall vote on Basecamp by responding to the BOARD VOTE thread with Yes (signifying agreement to the motion) or No (signifying non agreement to the motion). No other discussion shall be had on the Board Vote thread.
5. Voting shall remain open for at least 48 hours. After 48 hours has elapsed a motion shall be approved if a majority of all Directors vote Yes for the motion. A motion shall be rejected if a majority of all Directors vote No for the motion. If after 96 hours, there shall not be sufficient votes cast to approve or reject the motion, the motion shall be deemed rejected.
6. The Secretary shall be responsible to monitor the online voting and note on the voting discussion thread when the motion has been approved or rejected, but in no case shall such a declaration be made prior to 48 hours after voting commences.
7. The Secretary shall record the results of the vote in the same manner as votes taken at Board meetings are recorded.

Discussion
