

Means of Voting on Matters of Substance (Adopted 3/23/15)

Although many decisions regarding YaleWomen actions or activities may be made informally after a committee discussion or by consensus of the Council, certain actions, such as those to adopt new policies or amend the Bylaws, require a formal vote. The procedures for a formal vote will depend on the setting in which the vote occurs. YW Bylaws allow voting in-person, via teleconference, or via electronic means.

Voting in-person at a Council meeting:

- The secretary or her delegate will first establish whether a quorum exists.
- The matter to be decided will be clearly presented either orally or in written form, and in sufficient detail so as to allow members to cast an informed vote. If the matter to be decided involves lengthy written material, the material should be distributed in advance of the meeting at which the vote is to occur.
- The matter will be put to a vote only after a member has made a formal motion and a different member has seconded the motion. The exact wording of the motion will be recorded.
- Members will be given the opportunity to comment and ask questions on the matter prior to a vote.
- The motion will or will not carry at the will of the majority, or supermajority, or other threshold that may be required by the Bylaws for a particular type of decision.
The precise motion as well as the number of members voting yes, no, or abstaining will be recorded and made part of the minutes

Voting during a teleconference meeting of the Council:

- Voting procedure should follow the same format as the procedure for voting at an in-person meeting, with the following exceptions:
- Once a quorum for the teleconference meeting has been established by roll call, usually at the start of the meeting, for a simple voice vote, the secretary or her delegate may presume that the quorum continues to exist without the need to call roll again.
- The secretary or her delegate may conduct the vote either by calling on those present individually, or by asking all those present, as a group, to say yay or nay or abstain in a simple voice vote. In the latter case, if no member indicates a no vote or abstention, the person conducting the vote may assume that the vote of those present was unanimous.
- However, if the proposed action involves an amendment to the Bylaws or adoption of policy, or if a Council member specifically requests it, a roll call vote will be taken. If the roll call vote reveals that the number of members still present on a call has slipped below the number needed to approve the motion, the teleconference vote will be considered null and void. The motion may be re-submitted to members via electronic means or re-

proposed at a subsequent in-person or teleconference meeting of the Council.

- Additionally, should the number of members on a call be such that unanimity of all those present would be required to approve a motion, and in the event that such a motion narrowly fails in a teleconference vote, the motion may be re-submitted to the full Council via electronic means in order to allow every member to cast a vote. The decision to convert a narrowly defeated teleconference vote to an electronic vote shall be made by the officers, at their discretion, and only after careful consideration.

Voting asynchronously via website, email, or other electronic means:

- All Council members must be accessible via email and have a valid email address on file with the Secretary. As materials concerning any vote will be emailed to the entire Council (as attachments or via a link to website), via a message sent to a Council email group or to each member individually, a quorum is presumed to exist.
- Because electronic votes will be conducted asynchronously over a reasonable period of time, all members, as part of their Council duties, are expected to record a vote.
- The matter to be decided will be clearly presented in written form, and in sufficient detail so as to allow members to cast an informed vote.
- Material to be voted upon should be distributed in timely fashion and a reasonable period for comments or questions provided prior to a vote. The time for the comment/question period will be clearly communicated. In most circumstances, the comment/question period will include a weekend to ensure that members have adequate time to review materials.
- The proposed material may be amended pursuant to members' comments. However, if any changes of substance are made, a corrected version of the material, showing changes from the base document, will be sent prior to the vote so that members possess the exact wording on which they are to vote and are clearly informed of amendments, if any.
- The matter will be put to a vote only after a member has made a formal motion to adopt and a member has seconded the motion. In the case of electronic voting, the members motioning and seconding will typically be YW officers. The exact wording of the motion will be included in distributed materials.
- The opening and closing date for casting an electronic vote will be communicated at the time an actual poll is presented to members. No decision will be announced until the end of the voting period.
- However, if participation during the defined voting period is not sufficient, the officers, in their sole discretion, may either extend the period for voting to achieve the required threshold for passage or rejection, or may let the motion die for lack of interest. If the voting period is extended, Council members will be so informed and a new closing date for voting will be communicated. When voting electronically, individual votes will be recorded. For the purposes of this requirement, a screen shot of the

voting poll or the preservation of copies of the emails, as applicable, is sufficient.

- The number of votes required to adopt or reject a motion will be in keeping with the threshold as specified in the bylaws, as these may be amended from time to time. When a decision has been rendered, the secretary or her delegate will record the decision in the next Council minutes.

Confidentiality of a vote:

In keeping with principles of transparency and accountability, as well as the practice of good government across a wide array of organizations, the names of members and their voting decisions should generally be available to other members of the Council, the Executive Committee, and the Governance Committee, though not typically to individuals outside the YaleWomen governance structure. However, in certain cases, as may be determined from time to time by the Governance Committee or the officers, YaleWomen reserves the right to report only the number voting for, against, or abstaining on a particular motion, without revealing which members cast particular votes.

As casting a vote on matters of substance is considered a basic duty of Council members, and as all members are considered present during an asynchronous electronic vote, the names of those members casting or not casting a vote (though not necessarily the content of the vote) will be recorded and will not be confidential.