

Procedure for Conducting Electronic Votes

As amended by Board Resolution 2021-07 on 4 March 2021.

The basic working procedures for the Board of Trustees are defined in the ISOC bylaws. These internal procedures provide additional rules for the conduct of the Board.

The Board of Trustees may take actions, such as approving resolutions, between board meetings by providing unanimous written consent. Only actions approved by all current trustees can be taken without a meeting.

1. Calling for an electronic vote

Any Board Trustee or Board Officer can act as the Vote Administrator (“VA”) for an electronic vote. The VA is responsible for posting a call for an electronic vote to the board email list in the form of a motion to be considered.

2. Voting

Following the call for an electronic vote, all trustees will be provided with a copy of the proposed resolution, via DocuSign, and asked to provide written consent by adding their electronic signature to the resolution. This is considered a "yes" vote.

To withhold consent and thereby terminate the electronic vote, a trustee should select the "Decline" option for the resolution in DocuSign. This is considered a "no" vote.

Abstaining is not an option for electronic votes. If abstaining due to a conflict of interest, the electronic vote will not be possible, and the decision will be made in the next board meeting instead.

3. Time limit

Calls for electronic votes must include a time limit of seven (7) days, during which votes will be accepted. The vote shall end at the earlier of the time limit, or upon the last trustee’s vote. Any trustee may withdraw their written consent until the vote ends.

4. Withdrawing written consent

After providing written consent, any trustee may withdraw consent by stating so in an email to the board email list before the vote ends.

5. Conditions for positive vote

A resolution passes if all trustees provide their written consent by the time limit. The effective date of a resolution shall be set forth in the proposed resolution. If any trustee does not provide written consent or withdraws their consent, the resolution cannot be passed as an electronic vote. Only actions approved by all current trustees can be taken between meetings of the board by electronic vote.

6. Announcing the results

The VA will announce the result of the electronic vote to the board mailing list. Announcements of positive votes should include the date and time each signature was provided.

7. Recording at a board meeting

All resolutions passed by electronic vote shall be noted in the minutes of the next board meeting.