

# AGENDA ITEM SUBMISSION FORM

**Proposal:** I move the Board add new NPGA Rules and Regulations, Para 2 as follows:

## 2. MOTIONS BY MAIL

### A. Procedures for a Director's Motion by Mail.

1. Only a clearly stated original main motion on a single, specific topic written on an Agenda Item Submission Form with supporting rationale, advantages and disadvantages, and properly seconded, may be initiated. It must be transmitted by mail, electronic-aided mail (e-mail) or facsimile (fax) to the NPGA Secretary to become actionable.

2. On receiving a motion by mail and establishing its validity, the Secretary will promptly transmit the complete motion, supporting documents and Consent Form to each Director. All transmissions, except the Consent Form, will be copied to the Business Manager. If the motion is received via US Mail, the Secretary will make every practicable attempt to convert the entire submission to electronic format for all further processing.

3. If transmission is by e-mail or fax the Secretary will set the due date for e-mail or fax return of the completed Consent Form by each Director to the Secretary 5 days after sending. If the motion and Consent Form must be sent via US Mail, the Secretary will ask for immediate consideration of the motion and immediate return of the Consent Form.

4. Each Director must execute a Consent Form for each motion. Execution is accomplished when the Director has in any way opened, electronically altered or made a clearly distinguishable and unmistakable statement approving the motion and transmitted that to the Secretary. If emailed, forms will be returned with "Reply to All" function.

5. Within 3 days after the return due date, the Secretary will tally the returned consent forms and transmit the results to the President and Business Manager. Late Consent Form returns are not accepted. A signed, timely Consent Form from each Director eligible to vote on the matter at hand is required for the motion to pass.

6. The Secretary shall establish and maintain a record of all Consent Forms in the same manner as any meeting minutes.

7. The Secretary shall create and maintain appropriate forms to facilitate this procedure. At minimum, this includes:

a. Motion Submission Form. This form may include provisions for obtaining a motion's second from a director.

b. Director's Consent Form. The Consent Form will contain the actual wording of the motion and the acknowledgment that by signing, the Director understands the consent shall have the same force and effect as a unanimous vote. This form will include a statement that late consent forms are considered abstentions which result in an automatic failure of the motion.

8. The President, with approval of a majority of the Executive Committee, may extend any deadline up to double that specified.

9. Failed motions may be resubmitted.

**Reasons:** WA Statutes, Sect 24.03.465 allows non-profit corporations to conduct business without meetings of any sort under certain limited circumstances. Where a motion is likely to receive unanimous support, it can be enacted via electronic means and it will be just as effective as if a meeting had occurred. All specific, detailed requirements of the statute are met or exceeded by these proposed procedures.

**Advantages:** Takes full advantage of newly-added, streamlined procedures in WA statutes. Provides an expedited procedure for those issues which are likely to pass unanimously. Provides the Board the opportunity to address non-controversial issues via email or fax, thus relieving normal Board meetings of covering them via teleconference.

**Disadvantages:** Reduces time available for thoughtful reflection prior to voting. However, a "circuit breaker" clause is included to delay voting in unusual circumstances. Further, any single director can squelch the motion with a no vote.

Requires prior execution of a consent form by each Director before the procedure can be used.

**Financial Implications:** Minimal. If mailing required, it would most likely apply to only a rare director's situation. Cost would be less than current system. Fax and email should incur no cost.

**Submitted by:** Stettler