



Book	Policy Manual
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Title	Revised Bylaw - Special Update - Emergency and Electronic Meetings - June 2021 - VOTING
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0166.1 - **VOTING**

To the extent that the Cooperative agreement establishes the voting procedure and required number of votes needed for the Board of Managers to take formal action, that procedure governs Board operations and overrules any provision herein that is inconsistent with the terms of the Cooperative agreement.

All regular and those special meetings of the Board of Managers at which the Board is authorized to take official action shall be conducted in compliance with the Indiana Open Door Law (I.C. 5-14-1.5). Except with respect to the approval or modification of a contract, no action shall be valid unless approved at a public meeting of the Board by a majority vote of a quorum of the Board and a proper record made of the vote. Board action to approve or modify a contract shall require an affirmative vote of a majority of all members of the Board. A Board member must be physically present in order to cast a valid vote unless otherwise permitted to participate in and vote during Board meetings remotely or virtually pursuant to an Executive Order ('EO') of the Governor or guidance issued by the Public Access Counselor ('PAC') or as provided in Bylaw 0164.5 or Bylaw 0164.6.

A Board member who is not physically present at a meeting of the Board, ~~but who communicates with members of the Board during the meeting by telephone, computer, videoconferencing, or any other electronic means of communication that permits the member to hear and be heard by the Board members and public present at the meeting, may participate in any Board discussion, but may not participate in a vote taken at the meeting and may not be considered to be present at the meeting for purposes of the existence of a quorum unless otherwise permitted to participate in and vote during Board meetings remotely or virtually pursuant to an EO of the Governor or guidance issued by the PAC.~~ may participate in the meeting through electronic communications in accordance with Bylaw 0164.5. A member participating electronically shall be considered present for purposes of establishing a quorum, but may participate in any final action taken at the meeting only if the member can be seen and heard, except for meetings authorized by Bylaw 0164.6. All votes taken during a meeting conducted with at least one member participating through electronic communication shall be by roll call.

The minutes of a meeting must state each member who was physically present, each member who participated by using electronic means of communication, and each member who was absent.

Abstentions shall not be counted as votes, but shall be recorded in the minutes of a meeting and are deemed to acquiesce in the outcome of the vote. In situations in which a specific number of affirmative votes are required and abstentions have been recorded, the motion shall fail if the specified number of affirmative votes have not been cast. In the case of a tie vote in which a member abstains, the motion shall fail for lack of a majority.

All actions requiring a vote ~~(-) shall be conducted by roll call~~ (**x**) may be conducted by voice, show of hands, or roll call **[END OF OPTION]** provided that the vote of each member be recorded; however, when Board members are permitted to participate in and vote during Board meetings remotely or virtually pursuant to an EO of the Governor or guidance issued by the PAC, voting shall be conducted as required by the Governor's EO or PAC's guidance. **Additionally, voting must comply with Bylaw 0164.5 or Bylaw 0164.6 if one of those bylaws is implicated.** Proxy voting shall not be permitted. Any member may request that the Board be polled.

I.C. 5-14-1.5 Open Door Law notice to the public and news media of regular, emergency and special meetings

I.C. 20-26-4-8

I.C. 20-26-4-3 Notice of meetings to Board members

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