

Proposed Bylaws Amendments
Authorizing Email and Electronic Communications to Members and Electronic Voting by Members

Overall Explanation

The Board of Directors, at a meeting held on July 21, 2015, approved the following proposed amendments and asked that they be submitted to the membership for a vote.

These amendments authorize the use of email for official communications between Clearwater and its members. The rationales for the amendments are:

- *To make the elections more accessible and democratic, by making the voting process easier;*
- *To increase the number and percentage of members who vote in elections and participate in other membership decisions;*
- *To allow for email communications, while assuring that those members who wish to receive and send paper ballots through the mail can continue to do so;*
- *To save Clearwater an estimated \$1,500 a year in mailing and printing costs;*
- *To decrease the number of trees and carbon footprint now involved in sending paper ballots and having them returned by mail.*

In the text below, language to be deleted is indicated by being stricken through and new language is indicated by being underscored.

At the end of each of the proposed amendments is a further explanation, in italics, of the changes to the individual sections. These explanations are not part of the amendments themselves and will not be part of the Bylaws.

The proposed amendments and explanations are as follows:

1. In ARTICLE VIII, Sections 2, 4 and 5 are amended as follows:

Section 2. It shall be the duty of ~~this committee~~ the Nominating Committee to nominate candidates for Directors to fill vacancies on the Board of Directors for the ensuing three-year term. The general membership shall be notified ~~in the Navigator~~ that the Committee is seeking suggestions for nominations. All members of the Corporation are eligible for nomination. Additional nominations may be submitted to the Committee by petition of any five members of the Board of Directors, or any thirty members of the Corporation, up until ten weeks prior to the election.

Section 4. A ballot containing the names of the nominees in alphabetical order shall be ~~printed and mailed~~ distributed to each member of the Corporation at least four weeks before the date of the annual election. The ballot shall have two (2) blank spaces for the convenient insertion of additional names.

Section 5. The Nominating Committee must prepare a brief fair statement concerning each nominee ~~upon contacting nominees~~, and those statements shall be ~~printed and enclosed~~ distributed with the ballots.

Explanation

These changes use the word "distributed" instead of "printed," "mailed," etc. The operative language of the effect of these changes is in the new Section 2 of Article XI, below.

2. In ARTICLE IX, the last sentence in Section 1 is amended as follows:

Official ballots which are completed and ~~mailed~~ returned to the office of the Corporation by United States Postal Service mail (US Mail) or in such manner as may be specified in instructions distributed with the ballots will be accepted if they are received no later than the day before the election.

Explanation

Later, in the proposed addition of Section 4 to Article XI, a means is permitted of tabulating votes without use of the US Mail for those members who wish to do it that way. This language simply permits that language to work.

3. In ARTICLE X, the penultimate sentence in Section 1 is amended as follows:

All members must be notified ~~with agenda by mail delivered to the Post Office of the~~ time, date and location and proposed agenda by US Mail or by email or other electronic means, in accordance with the provisions of Section 2 of ARTICLE XI, below, at least three weeks in advance of Corporation meetings.

Explanation

Later, in the proposed addition of Section 2 to Article XI, a means is permitted for sending notices, etc. without use of the US Mail for those members who wish to do it that way. This language simply permits that language to work.

4. In ARTICLE XI:

ARTICLE XI is amended in its entirety (including the addition of new sections) to read as follows:

Section 1. Whenever the Board of Directors shall decide that a question submitted for its decision is of such importance that it should be submitted to a vote of the Corporation, the Board shall: submit to the Secretary, in writing, such question, formatted and worded precisely as it is to be finally presented; direct the Secretary to include such question on the regular ballot for comment or direction; or, if the Board should ~~order such a question to be printed~~ included on the ballot for vote, the Board should direct the Secretary to ~~mail~~ distribute the ballot and canvass the vote in the same manner as for the annual election of Directors. A majority vote of all ballots shall decide the question. The Board shall upon the written request of fifty members of the Corporation submit to vote any question they propose.

Section 2. Whenever the Board, the Nominating Committee or the Corporation is required by these Bylaws to distribute a ballot, notification or other document, instrument or communication to the membership or notify the membership of any matter or action, such distribution or notification may be by email addressed to that member at the most recent email listed for that member in the Corporation's membership records, except that such distribution or notification may not be by email (but shall be by US Mail) to any member who has not been notified in person or by US Mail that he or she has the option of receiving communications and notifications by US Mail or to any person who has elected that option.

Section 3. Whenever a communication, including a completed ballot, is to be sent or conveyed by a member to the Corporation pursuant to these Bylaws, such communication may be made either by US Mail or at the option of the member by email or other electronic means established and authorized by the Board for such purpose, provided that the Corporation has notified the member (by US Mail or email, in accordance with Section 2 of this Article XI) of the email address or other means so established for such purpose.

Section 4. In the case of any communication by members to the Corporation that, under these Bylaws, constitutes a vote by the membership, the Board shall authorize a means of email or other electronic voting only if the Board is satisfied that such means includes functionality designed to prevent duplicate and unauthorized balloting. Furthermore, in the case of any communication by members to the Corporation that, under these Bylaws is to be by secret ballot, the Board shall authorize a means of email or other electronic voting only if the Board is satisfied that such means affords members either the ability to submit such ballots anonymously or the ability to submit them to a third party designated and deemed trustworthy by the Board, which third party will tabulate the results and report them to the Judges of Election (without disclosing the votes of individual members), who in turn will combine such votes with those received through the US Mail and include them in the report to the President and Secretary delivered by the Judges of Election pursuant to Section 1 of Article IX, above.

Explanation

The changes in Section 1 enable the new Sections 2, 3 and 4 to be operative..

The new Section 2 deals with communications from Clearwater to members and permits email communications except for those members who wish to continue receiving theirs through the US mail.

The new Section 3 deals with communications from the membership to Clearwater and permits email communications from those members who wish to use email.

The new Section 4 contains additional provisions addressing situations involving voting by the membership. It makes clear that the means provided (such as Survey Monkey, for example) must have functionality to assure the integrity and, in the case of secret ballots, the anonymity of the voting. The results of that will be sent to the Judges of Election, who will combine them with paper ballots and report the overall tallies.