

**EMAIL VOTING POLICY**  
**WATERSHED ALLIANCE OF YORK (WAY), INC.**

**ARTICLE I**

**Purpose**

The purpose of the email voting policy is to clearly define procedures for adopting written consents and resolutions of the Corporation's Board of Directors using email voting procedures. This policy is deemed in the best interests of the Corporation because current technology makes voting by email a reliable and efficient means for conducting the business of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

**ARTICLE II**

**Definitions**

1. Corporation

The Watershed Alliance of York, Inc., which may also be referred to from time to time as WAY.

2. Email

Electronic mail which may be sent and received through designated electronic mail addresses provided to the Corporation by each Director.

**ARTICLE III**

**Procedures**

1. Intended Uses

It is intended that email voting will be used to approve actions of the Corporation which must be taken between Board of Director meetings. Email voting is not intended to supplant or replace Board of Director meetings and should only be used in circumstances where a regular meeting is not scheduled prior to the time in which action of the Corporation must be taken. The President of the Corporation will decide when email voting as outlined in this policy will be appropriate.

October 6, 2004

2. Circulation of Proposed Resolution or Consent

Any resolution or consent which is proposed for adoption and approval by email voting will be sent electronically to the designated email addresses of all Directors with a request for automatic delivery confirmation. Directors will be given 48 hours to reply to the proposal with comments and suggestions.

The email containing the resolution or consent shall clearly state it is being sent for review prior to an email vote and that comments must be sent to the reply address in the email within 48 hours of when the email was sent. Delivery confirmations (either automatic or by reply email) must be received for all Directors. A reply with comments will be considered a confirmation of delivery.

3. Revisions Following Comment Period

The executive committee will review any comments received within the 48 hour comment period and make any changes to the resolution or consent they deem to be appropriate in light of the comments.

4. Voting on Resolution or Consent.

Following the 48 hour comment period, the resolution or consent or a revised resolution or revised consent will be sent electronically to the designated email addresses of all Directors with a request for automatic delivery confirmation. Delivery confirmations (either automatic or by reply email) must be received for all Directors.

The email will be enabled with an automatic voting function and will provide instructions to alternatively vote by reply email. Directors will be given 72 hours from the time the email is sent to cast their vote. When voting by reply email, any conditional approvals will be deemed disapprovals. For example, a response stating that "I approve the resolution if I see" will be a deemed disapproval.

5. Approval of Resolution or Consent.

A resolution or consent voted on through email will be deemed approved or denied in accordance with the provisions for actions by written consent in lieu of writing and all Directors voting in favor of the resolution or consent will be deemed to have electronically signed such resolution or consent. A copy of the resolution or consent with electronic signatures of all Directors voting in favor thereof will be filed with the records of the Corporation.

## ARTICLE IV

### **Actions which may not be approved by email voting**

October 6, 2004

The following actions may not be approved by email vote:

1. Amendment of Articles of Incorporation or Bylaws.
2. Merger or dissolution of the Corporation.
3. Election of officers or directors of the Corporation.
4. Waiver of a conflict of interest.
5. Amendment of this email voting policy.

#### **ARTICLE V**

##### **Records of proceedings**

A copy of the resolution or consent with electronic signatures of all Directors voting in favor thereof will be filed with the records of the Corporation. All votes taken by such means will be announced at the next regularly scheduled meeting of the Board of Directors and recorded in the minutes of such meeting. No motion will be necessary to approve or ratify email votes.

#### **ARTICLE VI**

##### **Acknowledgment of Policy**

Each Director authorized to vote under the Corporation's bylaws shall be given this email voting policy and shall execute an acknowledgment thereof upon adoption of the policy or upon election as a Director, whichever is later.

#### **ARTICLE VI**

##### **Amendment**

This email voting policy may be amended by a majority vote of the Board of Directors at a duly convened regular or special meeting.

October 6, 2004

**CONFLICTS OF INTEREST POLICY  
ACKNOWLEDGEMENT FORM**

I, \_\_\_\_\_ declare that I have received a copy of the  
Email Voting Policy of the Watershed Alliance of York and have read and fully  
understand the policy.

Date: \_\_\_\_\_