

Electronic Voting Policy for Board of Trustees

Policy Name	WEF Electronic Voting Policy for Board of Trustees
Policy Category	Legal
Policy Number	2006-003
Policy Origination and Review Dates	April, 2006; July, 2016; April, 2019; May, 2022; February, 2025
Requirements	No legal requirements
Review Cycle	5 years
Legal Review Required	Yes

A. General Policy Statement

Illinois law (805 Ill. Comp. Stat 105/108.45(b)), the WEF Articles of Incorporation (Article 9), and the WEF Bylaws permits electronic voting on any action that may be taken by the WEF Board of Trustees. This policy sets forth the requirements under which the Board of Trustees ("Board") may utilize electronic voting to transact WEF business.

B. Electronic Voting With a Board Meeting

During any meeting of the Board, Trustees may vote electronically on any Motion made during the meeting, and approved by the President for an electronic vote, provided the following requirements are met:

1. Only those Trustees present at the meeting may vote on the Motion;
2. Votes must be cast during the meeting or within two (2) hours following the meeting; and
3. All votes must be received by the Secretary or WEF Legal Counsel in a manner which permits the verification of the sender's identity and validation of their vote.

Unless a higher margin is required by the WEF Bylaws, a majority vote of the Trustees present at the meeting is required to adopt the Motion.

C. Electronic Voting Without a Board Meeting

Should the Board seek action on any Motion without a meeting, Trustees may vote electronically provided the following requirements are met and the President has approved the Motion for an electronic vote:

1. The Motion involves a matter which is appropriate to be brought before the Board without a meeting. This includes matters of a perfunctory nature such as approval of previously discussed matters, authorization for action for previously determined matters and the like. Any substantive matters which require discussion, debate and additional consideration are not appropriate for consideration outside of a meeting;
2. The materials used for the electronic vote will clearly state the Motion;
3. All Trustees must cast a vote on the Motion;
4. All votes on the Motion must be unanimous – that is either all in favor of the Motion or all opposed to the Motion - as to the Board action on the matter. If votes on the Motion are not unanimous, the matter will be brought before the Board at a meeting; and
5. All votes must be received by the Secretary or WEF Legal Counsel in a manner which permits the verification of the sender's identity and validation of their vote.