

## 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
Requirements	No legal requirements
Review Cycle	3 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 WEF. This policy sets forth the requirements under which the Board of Trustees (“Board”) may utilize electronic voting.

### B. Electronic Voting With a Board Meeting

During any meeting of the Board, Trustees may vote electronically on any motion made during the meeting 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 written 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:

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. All Trustees must respond to the electronic voting request on such matter;
3. All votes on the motion must be unanimous as to the Board action on the matter (If votes are not unanimous, the matter will be brought before the Board at a meeting);  
and
4. All written 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.