

**BALLOT for BY-LAWS AND CONSTITUTION CHANGES**

The Board of Directors, by majority vote on May 13, 2025 approved the following Amendment to be placed on a ballot and presented to the Membership for approval at the 2025 Annual Election to be held on Saturday, September 13, 2025.

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**Adding below language in blue to Article VIII – Meetings & Attendance, Section 2:**

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**ARTICLE VIII – Meetings and Attendance**

**Section 2:** The Board of Directors shall hold regular board meeting at least bi-monthly and on such dates as deemed advisable by the Board of Directors in the best interest of the Society.

**1. Virtual Meetings Policy**

**2. Policy Guidelines**

- **Legal Equivalency:** Virtual meetings shall have the same legal status and effect as in-person meetings.
- **Quorum and Voting:** Directors, employees, and committee members participating virtually shall count toward quorum and may vote on all matters.
- **Effective Date:** This policy shall take effect only upon majority approval by the voting Membership during the September 2025 election.
- **Notice Requirements:**
  - Regular virtual meetings require a minimum of 72 hours' notice, including time, agenda, and participation details.
  - Emergency meetings may be called with immediate notice, where urgent action is required.
- **Virtual Participation Notification:** Members must notify the meeting chairperson at least 48 hours in advance of their intent to participate virtually, except in emergencies.
- **Access and Connectivity:**
  - Secure, reliable virtual platforms must be used.
  - All participants must be visible and audible throughout the meeting.
  - The public must have simultaneous audio and visual access.
- **Public Engagement:** Public and employee interaction must be permitted where required, including public comments, Q&A or feedback sessions.
- **Third-Party Consent:** If meetings include external stakeholders (e.g., vendors, regulators), virtual participation requires prior consent from all involved parties.
- **Voting Procedure:**
  - Roll-call votes are required unless a unanimous vote is clearly recorded.
  - All voting outcomes must be documented in meeting minutes.
- **Matters Requiring In-Person Sessions:**

The following matters shall not be conducted virtually and require in-person meetings:

  - Non-routine financial decisions (e.g., tax matters).  
(approving the annual financial report is acceptable in a virtual meeting)
  - Hiring or appointment of executive personnel.
  - Actions requiring direct handling of documents or in-person engagement.
  - When requested by 10% of attendees or two board members, whichever is greater.
- **Multi-Department or External Meetings:**

Virtual meetings involving external or multi-department participants may be held but may not include significant voting or decisions on financial, regulatory, or personnel issues unless followed by an in-person session.

**3. Recordkeeping**

A copy of this resolution shall be recorded in the official Resolution Binder maintained in the MCAS Administrative Office and made available for public inspection upon request.

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**Article VIII – CIRCLE ONE**

**APPROVE**

**DISAPPROVE**