

# CAMP DANMARK, INC.

## PROCESSES FOR CONDUCTING SPECIAL MEETINGS

Article II of Camp's Bylaws calls for the business of Camp Danmark, Inc. to be transacted at its Annual Meeting. The Bylaws also allow for conducting business using a Special Meeting. Three types of Special Meetings are defined in the Bylaws:

- **Special Meeting of the Members** (Article II, Section 2)
- **Special Meeting of the Board of Governors** (Article III, Section 5)
- **Special Meeting for Election** (Article II, Section 2 and Article III, Section 3)

Use of electronic discussion and voting for Camp's Special Meetings is intended to allow a greater number of family members to participate in the official business and decision-making of the meeting.

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### **SPECIAL MEETING OF THE MEMBERS**

#### **INITIATION AND NOTICE**

A Special Meeting of the Members may be called by the Secretary upon request of the Board or upon written request of eight Regular Members. The written request, composed by the person(s) who are asking for the meeting, is to provide the topic, pertinent background information, the question(s) to be voted on (phrased to allow one or more yes/no votes), and an indication of whether electronic voting will be used.

If the Board determines that a Special Meeting request meets the Bylaws' requirements, they authorize holding the Special Meeting and direct the Secretary to send a Special Meeting Notice to family members via the Camp website's Message Board. (Family members who are eligible to vote but are not Message Board participants will be contacted directly by the Secretary.)

#### **TIMING REQUIREMENTS**

Notice of the meeting must be sent at least 20 days in advance of the meeting.

A Discussion Period begins when the Notice is sent to family members. It lasts 21 days and is followed by a 7-day Voting Period.

Only one Special Meeting/Annual Meeting may be in process at any time. Therefore, Special Meetings that include a vote will not be initiated between February 15<sup>th</sup> and the Annual Meeting. Instead, the requested topic will be included in the agenda and proxy for the next Annual Meeting.

#### **DISCUSSION PERIOD**

All family members and spouses, regardless of their membership status, may participate in discussion of the meeting's topic(s). Discussion will occur through postings on the Camp website's Message Board. Family members who are not Message Board participants may submit their comments to the Secretary, who will post the comments on their behalf.

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## **CAMP DANMARK, INC.**

The person(s) requesting the Special Meeting may withdraw the request at any time during the Discussion Period. (This might occur, for example, if the discussion identifies a worthy option that was not included in the original question to be voted.) The mechanism for modifying the Special Meeting Notice in some way is to cancel the existing Special Meeting and, if desired, request a new Special Meeting with a new/revised question to be voted and a revised timeline.

### **ELIGIBILITY TO VOTE**

Eligible voters are Regular and Emeritus Members who have paid all amounts due by April 30<sup>th</sup> of the most recently ended fiscal year. One vote may be cast by each Regular and Emeritus Member.

### **VOTING PERIOD**

The Notice defines the 7-day Voting Period. Unless otherwise indicated, electronic voting will be utilized. At the beginning of the Voting Period, the Treasurer provides the Secretary with a list of members who are eligible to vote, and the Secretary arranges for the website to cease accepting comments about the Special Meeting topic(s).

The Secretary notifies eligible voters that the Voting Period has begun and provides instruction on how to submit a vote. Members who are unable/unwilling to vote electronically may contact the Secretary about how to vote using an alternative method. During the Voting Period, if needed, the Secretary will ensure that voting reminders are sent to eligible voters who have not yet submitted a vote.

### **QUORUM FOR VOTING**

The Quorum is one third of the eligible members, or 20 of those eligible to vote, whichever is less. If a Quorum is not reached by the end of the Voting Period, the Bylaws require that the meeting be adjourned, but for not more than 60 days. Unless the requestors ask that a new Special Meeting be scheduled, the meeting request is considered to be withdrawn.

If the requestors do wish to schedule a new vote, the Secretary will schedule the vote to occur within the required 60-day window. If timing of that vote would mean that the Voting Period could not be completed by February 15<sup>th</sup>, then the Board will include the topic in the agenda and proxy for the next Annual Meeting.

### **CONCLUSION OF VOTING**

Passage of a vote requires a two-thirds “yes” vote from the Quorum, except for amendments to the Bylaws which require a three-quarters “yes” vote.

At the end of the Voting Period, the Secretary will report the voting results to the Board, and the Board will announce results to the membership via the Message Board within 30 days of the meeting adjournment.

# CAMP DANMARK, INC.

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## **SPECIAL MEETING OF THE BOARD OF GOVERNORS**

### **INITIATION AND NOTICE**

Special Meetings of the Board of Governors may be called by the President or a Governor. Notice of the meeting shall state the purpose of the meeting and be communicated to each Governor by telephone, electronically, or in person.

### **TIMING CONSTRAINTS**

Notice of the meeting shall be communicated at least 7 days in advance of the meeting.

### **DISCUSSION PERIOD/VOTING PERIOD**

Discussion and voting will take place during the meeting.

### **ELIGIBILITY TO VOTE**

Eligible voters are the members of the Board of Governors who have paid all amounts due by April 30<sup>th</sup> of the most recently ended fiscal year.

### **QUORUM FOR VOTING**

Six members of the Board of Governors present in person and/or electronically shall constitute a Quorum.

### **CONCLUSION OF VOTING**

Following the meeting, the Secretary will report the meeting discussion and voting results to the membership via the Message Board within 30 days of the meeting adjournment.

# CAMP DANMARK, INC.

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## **SPECIAL MEETING FOR ELECTION**

### **INITIATION AND NOTICE**

A Special Meeting for Election may be called by the President for the purpose of electing a member to fill a vacancy on the Board of Governors. Notice of the meeting must state the purpose of the election and the candidate(s). The Secretary sends the Notice to family members via the Camp website's Message Board. (Family members who are eligible to vote but are not Message Board participants will be contacted directly by the Secretary.)

### **TIMING REQUIREMENTS**

Notice of the meeting shall be communicated at least 20 days in advance of the meeting.

### **DISCUSSION PERIOD**

This type of Special Meeting has no Discussion Period, in conformance with the way elections are conducted for the Annual Meeting.

### **ELIGIBILITY TO VOTE**

Eligible voters are the Regular and Emeritus Members who have paid all amounts due by April 30<sup>th</sup> of the most recently ended fiscal year. One vote may be cast by each Regular and Emeritus Member.

### **VOTING PERIOD**

The Notice defines the 7-day period during which votes may be cast. Unless otherwise indicated, electronic voting will be utilized. At the start of the Voting Period, the Treasurer provides the Secretary with a list of members who are eligible to vote.

The Secretary notifies eligible voters that the Voting Period has begun and provides instruction on how to submit a vote. Members who are unable/unwilling to vote electronically may contact the Secretary about how to vote using an alternative method. During the Voting Period, if needed, the Secretary will ensure that reminders are sent to eligible voters who have not yet submitted a vote.

### **QUORUM FOR VOTING**

The Quorum is one third of the eligible members, or 20 of those eligible to vote, whichever is less.

### **CONCLUSION OF VOTING**

Passage of a vote requires a "yes" vote from a simple majority of the Quorum.

At the end of the Voting Period, the Secretary will report the voting results to the Board, and the Board will announce results to the membership via the Message Board within 30 days of the meeting adjournment. Per Bylaws Article II Section 5, announcement of voting results will provide results but will not specify the count of votes submitted for each candidate.