

# Instruction for board members on the email voting policy

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Most board meetings are conducted based on the instructions given in Robert's Rules of Order. However, considering the date of the book's first publication in 1876, many rules are fairly outdated. That's why the book is regularly revised.

The latest Robert's Rules of Order Newly Revised 12th Edition, published in 2020, highlights the order of conducting electronic meetings and provides several sample rules. This is an important addition to the book since most board meetings are now held online.

Email board voting is one of the possible scenarios of an electronic board meeting. Below, we provide sample rules for how email board voting should be conducted. These can be used **as examples by customizing them to the organization's bylaws** or other corporate requirements.

## General rules

1. All voting board members should have access to the necessary equipment or software required for voting. If any board member doesn't have the appropriate software, email voting can't take place.
2. The board chair creates the time frame for voting to take place. The board secretary clearly states this time frame with a deadline in a letter every voting participant receives.
3. All voting board members should be provided with a minimum (hours or days) notice. This notice must include the motion that is to be voted on and all related documentation required for voting.
4. If an issue to be voted on is complex and requires extra discussion, then email voting isn't an appropriate option.

In this situation, email voting is withdrawn, and a board meeting is scheduled to have an appropriate discussion for a particular motion.

5. A minimum of six affirmative votes are required to consider the email voting valid.
6. All board members on [yourcompanyemail@gmail.com](mailto:yourcompanyemail@gmail.com) are assumed to have received the email with a motion and all the related documentation required for a vote.
7. If particular board members aren't able to vote due to personal or technical issues, they should inform the chair of the board or the secretary. Then, the time frame for email voting can be changed, and the vote postponed.

## Voting

1. During email voting, one letter is used for only one motion. It's prohibited to include more than one motion to be voted on in a single letter. It's also prohibited to open any new threads in this motion email thread.
2. A board secretary creates an email where:
  - a. The subject line includes the word "Motion" and its number, for example: "Motion 1."
  - b. The letter begins with "It is moved that...". If the motion is suggested by a particular board member, then it should be stated as "(name of a board member) moves that...".
3. To cast a vote, voting participants should use the "Reply All" feature so that all the voting participants see their vote and the thread related to a particular motion is kept consistent.
4. Board members should start their reply letters with "I vote Yes" or "I vote No".

5. Motions submitted for email voting can only be voted as “yes” or “no” and can’t be amended.
6. If, during an email vote, a particular board member considers that the motion requires to be discussed in person, they state this in a reply letter by using the “Reply All” feature.
7. If particular board directors don’t provide their votes by the specified deadline, their votes are considered “Abstained”.
8. If the motion doesn’t receive the required six affirmative votes, it’s considered “Failed”.
9. If the motion doesn’t receive the required six affirmative votes and fails, it still can be re-introduced for email voting at the next board meeting.

## Post-voting

1. After the deadline, the email voting is considered closed. Then the secretary counts the votes and reports the results to the participants. The Secretary informs participants about the number of “Yes”/“No”/“Abstained” votes and the results.
2. After the voting for “Motion 1” is closed, the secretary can open another email thread for “Motion 2” voting or declare the voting is closed.

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## Minutes recording

1. The secretary ensures that the motion and votes are recorded in the minutes for the next formal board meeting.
2. The secretary prepares the voting minutes and distributes them to all voting participants as a “Draft”.
3. Any board member has a right to request a copy of the voting minutes.
4. Voting minutes are discussed at the next formal board meeting.

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