**Telephonic and Electronic Board Special Meetings**

**KILA Policy Number 01**

**Adopted by Board 08/17/2019**

**Authorized by: KILA Bylaws Article IV, 3. (f), Article III, 2. b. and R.C. 1702.31**

The President of the Board is authorized as necessary to schedule special meetings of the Board pursuant to KILA Bylaws. These meetings may be scheduled to be conducted in person by the Board, or by telephonic or electronic means.

1. If a meeting is to be conducted by telephonic means, notice shall be made by the President or his designee to all Board members by members’ reported email, and where no email is reported, to their last known phone number. The Notice shall include the time and call-in number for the meeting, along with the subject matters to be considered during the meeting. Members are responsible for confirming by email or return phone call receipt of the notice.

The call shall be conducted by the President or his designee, and a roll call shall be taken of the members present to ensure there is a quorum on the call. Minutes shall be taken of the call. Any actions taken by the Board during the call shall be done by additional roll call votes of the members participating on the call.

2. If a meeting is to be conducted through email exchange, the meeting shall be initiated by the President by email to all Board members. If a Board member does not have a reported email, this option will not be available to the President.

The initial email shall include what is the subject of the meeting, board action sought by the President and a summary of the reasons for the action. The president may also attach additional documents as necessary, which further explain the subject matter. The notice shall include a specific date by which Board members shall initially respond to confirm receipt of notice and to provide initial comments, questions or position on the issue.

 All Board members shall copy all Members on any email which is sought to be included in the official record of the meeting. After initial confirmation of a quorum, any participating member may make a motion regarding the subject matter and also second another’s motion. The President or his designee upon receipt of the motion and second shall notify all members participating as to the action before the Board and call for the members to vote on the motion by email, including a date and time by which the email must be received. Any motion not having received a majority vote of the quorum, by the designated time and date to vote, will be considered defeated by the Board. All emails exchanged during the special meeting shall be retained by the recording secretary and treated as part of the official record of the meeting.

From Bylaws authorization for special meetings.

**2. REGULAR MEETINGS-
a. Board meetings shall be held on the third Saturday during the months of April through October or as otherwise determined by the Board. For the purpose of electing officers, a meeting of the Board shall be held immediately following the annual meeting. The terms of Officers shall commence on October 1st.
b. Special meetings of the Board may be called by the President.
c. Any meeting of the Board shall require the presence of more than one-half (1/2) of the membership of the Board. This shall constitute a quorum. In the event a quorum is not present, the Board may continue the meeting as a work session, however, no decisions requiring a vote may be made and minutes of the work session shall be kept. A work session may also be called for fact gathering, assignment of tasks for an upcoming event, or to gather information for presentation at the next regular or special meeting at which a quorum is present.**

**Ohio Revised Code provision dealing with meetings.**

[**1702.31 Meetings of directors - notice.**](http://codes.ohio.gov/orc/1702.31v1)

Unless otherwise provided in the articles, regulations, or bylaws, and subject to the exceptions applicable during an emergency for which provision is made in division (G) of section [1702.11](http://codes.ohio.gov/orc/1702.11) of the Revised Code:

(A) Meetings of the directors may be called by the chairperson of the board, the president, any vice-president, or any two directors.

(B) Meetings of the directors may be held at any place within or without the state, including by means of authorized communications equipment, unless the articles or regulations prohibit participation by directors at a meeting by means of authorized communications equipment. Participation in a meeting pursuant to this division constitutes presence at that meeting.

(C) Notice of the place, if any, and time of each meeting of the directors shall be given to each director either by personal delivery or by mail, by overnight delivery service, or by means of authorized communications equipment at least two days before the meeting. That notice need not specify the purposes of the meeting.

(D) Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at that meeting.