

Email Votes by Board of Directors

The Bylaws of Snowlands Network allow for voting by email per Article 3, Section 16.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING (revised 2001.08.26)

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

In the foregoing paragraph "in writing" shall be interpreted as meaning by postal mail or by e-mail. Voting by e-mail shall require that the following procedure be followed:

- An e-mail message describing the vote, addressed to all members of the Board of Directors, shall be sent by the President of the corporation to the e-mail address shown in the records of the corporation for each member.
- For a member's vote to be considered valid, a reply e-mail to all members of the Board of Directors indicating their vote shall be sent within 10 days of the original notice of a vote.
- Upon receipt of all votes, the President shall send by e-mail to all members of the Board of Directors, at the e-mail address shown in the records of the corporation for each member, a summary of the voting results.
- At the next meeting of the Board of Directors the results of the voting shall be entered into the minutes.