

North Tillamook Library Board
Proposed Amendment I to Bylaws
(Approved by Board 12.12.22)

Under Article IV, the following new paragraphs J and K are added. Existing paragraphs J through M are relabeled accordingly.

J. Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone, video conferencing, or any telecommunications in which all Directors participating may hear each other and respond to one another. Participation in such a meeting shall constitute presence in person at the meeting.

K. Action by Electronic Voting. The Board of Directors may, without a meeting, use email or other electronic means to take action the Board of Directors usually takes at a Board of Directors meeting if before taking an action, the Corporation sends to the email address that each Director provided to the Corporation for receiving communications from the Corporation an email announcement that states that the Board of Directors will take the action. The email announcement must include a description of the matter on which the Board of Directors will take action. The email announcement must specify a deadline of not less than 48 hours after the time the Corporation sends the announcement in which a Director may record the Director's vote. The Corporation shall include the email announcement and a record of the Directors' votes in the minutes for the Directors' meeting or shall file the announcement and record of the Directors' votes in documents that reflect the action that the Board took. The Corporation's Board of Directors may not use email or other electronic means to take action if the Corporation does not have a record of an email address for a Director. A Director may change the Director's vote at any time before the deadline set forth in the email announcement. An affirmative vote of the majority of the Directors who hold office at the time the Board of Directors takes an action by means of email or by other electronic means is an act of the Board. The Board's action under this subsection has the effect of a meeting vote and the Corporation may describe the action as a meeting vote in any document. The Board of Directors' action is effective on the deadline specified in the email announcement, unless the announcement specifies a different effective date or time. The Board of Directors may, without complying with all of

these requirements, use email to discuss, but not take action on, an issue that comes before the Board.