

VERSION B

MAJORITY OF THOSE IN ATTENDANCE AND ELIGIBLE TO VOTE

(Attendance-Based Voting)

SBCERA By-Laws Article II Meetings

Version B – “In attendance and eligible to vote.”

(4) Decisions

Majority vote of those ~~eligible to attend and vote~~ in attendance and eligible to vote shall govern the decisions of the Board, unless otherwise specifically provided herein or by law. The Chair shall have a vote on all questions to the extent permitted by law.

- a. For the avoidance of doubt, action by the Board shall require a simple majority of affirmative votes of those in attendance and eligible to vote, provided, however, that when seven (7) or fewer Trustees are in attendance at, and eligible to vote on, a matter at a Board meeting, the matter shall not be deemed approved unless it receives at least four (4) affirmative votes. The same is applicable to the adopted Rules of Order.
- b. As used herein, “in attendance and eligible to vote” shall mean any trustee who, by virtue of statute or by operation of their position, possess the legal right to participate in meetings of the Board and to cast a vote on matters before the Board, except to the extent such right is limited or restricted by applicable law or by these By-Laws.
- c. Trustees serving in an alternate capacity shall be deemed “in attendance and eligible to vote” only when, and solely to the extent that, their participation and voting authority are expressly authorized under applicable statutory provisions. Only under such statutorily permitted circumstances shall an alternate trustee’s vote be included in determining the requisite majority.