

Policy on Action Without a Meeting (Email and Electronic Consent)

1. Authority

Pursuant to Section 5.5 of the Bylaws and **13-B M.R.S. §708**, Trustees may consent to or take action without a formal meeting by written or electronic consent.

2. Default Rule: Unanimous Consent

Unless otherwise permitted by law and the Bylaws, any action taken without a meeting shall require the unanimous written or electronic consent of all Trustees in office at the time the action is taken.

3. Majority Action Subject to Objection (Section 708(1)(C))

To the extent permitted by **13-B M.R.S. §708(1)(C)** and consistent with the Bylaws, the Board may take action without a meeting upon approval by a majority of Trustees, provided that all Trustees are given notice and an opportunity to object.

4. Notice and Opportunity to Object

Written or electronic notice of the proposed action shall be provided to all Trustees and shall include:

- The full text of the proposed action
- The deadline for objection to taking action outside a meeting and approval

5. Definition of “Prompt Objection”

For purposes of this policy, a “prompt objection” means a written or electronic communication from a Trustee expressly objecting to the proposed action being taken without a meeting.

- Unless otherwise stated in the notice, a prompt objection must be received within forty-eight (48) hours after the notice is transmitted.
- The objection must clearly state that the Trustee objects to action without a meeting.
- Silence or failure to respond does not constitute an objection to the action being taken.

If a prompt objection is received from any Trustee, the proposed action shall not be taken without a meeting and shall instead be considered at a duly called meeting of the Board.

6. Effectiveness

An action taken without a meeting becomes effective when:

- A majority of Trustees have stated their approval of the action itself, and

- The period for prompt objection has expired without objection, unless a later effective date is specified.

7. Recordkeeping

All consents, approvals, objections, and notices shall be retained with the minutes of the Board and shall have the same force and effect as action taken at a meeting.

Adopted 2/23/26