



smOdyssey, Inc. Board Meeting Policy and Procedures

- I. Agenda: The president of the Board of Directors (or a meeting chair appointed by the president) shall prepare the meeting agenda in advance:
 - a. Call for agenda items from the board, officers, and membership
 - b. Organize suggestions into a meeting agenda:
 - c. Each meeting should begin with a 15 minute informal “open forum” available to any one who might wish to bring matters for future consideration by the board to the boards attention.
 - i. This is an open forum and everyone is allowed to attend
 - ii. Visitors who are not members of smOdyssey, Inc. wishing to attend the entire meeting, must petition the Board of Directors at this time to be allowed to attend the entire meeting. Petitions will only be granted for those whom have specific business on the agenda that the wish to be present for.
 - iii. At the end of the open forum, all non-smOdyssey, Inc. members will be asked to leave the premises. The rest of the meeting is a business meeting reserved for smO members only unless otherwise approved by the BOD.
 - d. Basic agenda format:

0.	Open Forum
I.	Call to Order
II.	Roll Call
III.	Additions to the agenda
IV.	Approval of Minutes
V.	Committee/Officer reports
VI.	(previous action item follow-ups)
VII.	Detail follow-up on reports/events
VIII.	Other old business
IX.	New business
X.	Adjourn (to executive session if necessary)
 - e. Whenever possible, the agenda should be prepared several days in advance for review by the board/public
 - f. Whenever possible, agendas should be limited to the amount of business that can be reasonably conducted in the time allotted for the meeting.

Adopted: 9/7/07

- II. Meetings : The president (or meeting chair) shall conduct the board meeting according to a modified “Robert’s Rules of Order”. In the absence of another appointed sergeant at arms or parliamentarian, the meeting chair shall act in that role as well.
- a. The primary role of the meeting chair is to facilitate the performance of the board’s necessary business in an efficient and civil manner. To that end, the chair controls who has “the floor” to speak, guides discussion towards closure/decision by the board, or where that is not possible, sets reasonable time limits on such discussion so the meeting may move on to the next item of business.
 - b. Some discussions may be in the nature of discovery or questions in response to reports, where no decision is to be made at that particular meeting. Wherever possible, as much of such discovery as is possible should be done in advance and delivered to smOdyssey board and officers prior to the meeting in writing or via its electronic distribution systems.
 - c. Procedure for decisions: Business requiring decision by the board: Decision by the board requires a properly made and seconded motion, and approval/disapproval by a majority of the meeting quorum. As done in smOdyssey meetings, this “modified Robert’s rules” procedure is as follows:
 - i. A motion is made by a smOdyssey board member. The meeting chair may facilitate this step during discussion by such statements as “I will entertain a motion to xxx”, but may not actually make the motion.
 - ii. The motion is seconded by another smOdyssey board member.
 - iii. The meeting chair may call for any further discussion on the question. During this time, the originating board member may choose to amend or withdraw the motion. This period of discussion should be as brief as possible.
 - iv. Any board member, including the meeting chair, may terminate discussion by “calling the question”. At this time, the meeting chair must put the question to a vote. If the motion was amended and re-seconded, it is put to a vote “as amended”.
 - v. Vote is by voice vote: yea, nay or abstentions. The outcome of the vote is recorded in the minutes by the secretary. Important or salient points brought up in discussion may also be included in the minutes
 - d. The board may also choose to table a particular matter for further discovery and later decision.
 - e. Some business (in particular, matters dealing with confidential or personal information inappropriate for discussion in a public venue) should be dealt with in executive session. The voting process in executive session is identical to that in general session, however for decisions made in executive session only the essential decision should be recorded in the minutes.
- III. “Fast Track” decision process
- a. The smOdyssey bylaws also specify a “fast track” process for board decisions independent of a formal meeting:
 - i. Any board member may post a proposal to the SM Odyssey Board email list. The proposal must include a date/time expiration timer of not less than 1

Adopted: 9/7/07

week from the date/time of posted proposal and not more than the day before the next scheduled board meeting.

- ii. To be considered approved, at least 50% of the remaining board members must post an approval vote
- iii. To be derailed, 2 or more additional board members must post a non-approval vote. An abstention vote will be acknowledged as awareness of the issue, but having no standing one way or another. An abstention vote will only be counted towards meeting quorum.
- iv. If by the expiration timer the proposal has received the required number of approvals and has not been derailed it will be considered approved. If it has been derailed and the issues of the non-approving board members cannot be resolved the proposal will be tabled until a Board meeting.