

PROPOSED GUIDANCE CODE AMENDMENT

(NEW) ARTICLE XIII, Section 11

Section 11: Board of Regent Elections for Virtual Trustee Meeting Venues

(a) Applicability. In any odd year in which the Spring Board of Trustees meeting is convened in a virtual format, the election of the Board of Regents shall be conducted in accordance with this Section 11. All provisions of Sections 9 and 10 not expressly modified herein shall remain in full force and effect.

(b) Notice of Format and Voting Options. The determination that the Spring Board of Trustees meeting will be held in a virtual format shall be made and communicated in writing to all Trustees no later than February 1st of the odd year, with the ballot distributed pursuant to Section 10. Such notice shall identify the voting platform to be used, state the deadline for receipt of absentee ballots, and advise each Trustee that a Trustee who submits an absentee ballot will not be issued a voting credential and may not vote electronically for Board of Regents officers. Voting privileges shall be preserved for all other functions of the Board of Trustees meeting.

(c) Nominations and Ballot Preparation. Nominations shall be submitted, verified, and compiled in accordance with Section 9. The International Executive Secretary shall prepare and distribute the ballot, together with any candidate biographies and phone numbers, to the Trustees on or before March 1st of the odd year in the same manner prescribed by Section 10. Distribution of the ballot under this Section 11 shall not constitute the casting of a vote.

(d) Method of Voting. Each Trustee shall be entitled to cast one (1) ballot, which shall reflect the opinion of the fellowship that they serve, and shall select no more than nine (9) Regents from the ballot. A Trustee may cast that ballot by one, and only one, of the following methods: (i) by absentee written ballot mailed to the International Service Office in accordance with subsection (e); or (ii) electronically through the secure voting platform during the virtual Spring Board of Trustees meeting in accordance with subsections (f) through (i). No Trustee shall vote by both methods, and no ballot shall be hand delivered.

(e) Absentee Ballots. A Trustee electing to vote by absentee ballot shall mark the official ballot, sign it, seal it in an envelope marked "BALLOT," and mail it to the International Service Office. Absentee ballots must be received by the

International Service Office no later than seven (7) days prior to the start of the Spring Board of Trustees meeting. Sealed absentee ballots shall remain unopened and shall be presented to the Chairman of the Board of Trustees during the first session of the meeting. An absentee ballot, once received by the International Service Office, is final and may not be withdrawn, amended, or superseded.

(f) Issuance of Voting Credentials. Following the absentee ballot deadline set forth in subsection (e), and no later than three (3) days prior to the start of the meeting, the International Service Office shall issue a unique, non-transferable voting credential to each Trustee from whom no absentee ballot has been received. No voting credential shall be issued to any Trustee who has submitted an absentee ballot. The International Executive Secretary shall maintain a record of absentee ballots received and credentials issued and shall reconcile the two prior to the opening of the polls. In the event a credential is issued in error to a Trustee who has submitted an absentee ballot, the International Service Office shall void that credential before the polls open; should any electronic ballot nonetheless be cast by such a Trustee, the absentee ballot shall control and the electronic ballot shall be voided.

(g) Authentication. Authentication of a Trustee's credential by the voting platform shall satisfy the signature requirement of Section 10, and the platform shall record the identity of each Trustee casting a ballot.

(h) Voting Platform Requirements. The voting platform utilized (in accordance with the Virtual Trustee Meeting Rules & Procedures) shall, at a minimum: (i) authenticate the identity of each Trustee; (ii) permit no more than one ballot per credential; (iii) prevent the selection of more than nine (9) nominees; (iv) transmit and store ballots in encrypted form; (v) withhold tabulated results from disclosure until the polls have closed; and (vi) generate a complete, unalterable record of all ballots cast, which shall be retained by the International Service Office.

(i) Opening and Closing of Voting. The Chairman of the Board of Trustees shall declare the polls open during the first session of the virtual Spring Board of Trustees meeting and shall declare the polls closed at a time announced in advance and prior to the end of the meeting. Electronic ballots submitted before the polls open or after the polls close shall not be counted.

(j) Tabulation. Upon the closing of the polls, three (3) former Trustees or former Regents designated by the Chairman of the Board of Trustees shall open and count the absentee ballots, review the tabulation generated by the voting

platform, combine the two into a single total, and certify the result. Any member who is a candidate shall be excluded from the tabulation and certification process. Tabulation shall be completed prior to the end of the meeting.

(k) Confirmation, Ties, and Results. After the tabulation has been certified, each newly elected Board of Regents member will be asked by the International Executive Secretary to confirm their election. Any ties shall be broken by a second electronic vote conducted on the same platform during the same meeting by the Trustees in attendance. The order in which the nominees finished shall be kept by the International Executive Secretary. The results of said election shall be announced immediately after the tabulation is certified and shall be published in the minutes of the Spring Board of Trustees meeting.

(l) Contingency. In the event of a failure of the voting platform that prevents the completion of electronic voting or tabulation, the Chairman of the Board of Trustees may recess the meeting for a reasonable period to permit restoration of service. If electronic voting cannot be completed during the meeting, the Chairman shall schedule a continued session for the sole purpose of completing the election, to be held no later than thirty (30) days thereafter. Absentee ballots duly received under subsection (e) shall remain valid and shall be counted as part of the election so completed. The sitting Board of Regents shall continue in office until the election is completed.