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**Quorum and Voting Procedures**

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4 1. Quorum:

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6 A. The majority of all members of the Madison (the “Board”) shall be necessary to constitute a  
7 quorum for the transaction of business.  
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9 B. If, in accordance with applicable law, the Board provides Board members the opportunity to  
10 participate in meetings by means of electronic equipment, the Board is not required to adjourn  
11 or postpone a meeting if a Board member loses the ability to participate because of an  
12 interruption, failure, or degradation of that member’s connection by electronic equipment,  
13 unless the member’s participation is necessary to form a quorum. If a quorum of the Board  
14 members attend a meeting, other than an executive session, by means of electronic equipment  
15 from the same physical location, members of the public must be permitted to attend such  
16 meeting in such physical location.  
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18 C. If, in accordance with applicable law, the Board holds a meeting solely by means of electronic  
19 equipment, and if a quorum of Board members attend a meeting by means of electronic  
20 equipment from the same physical location, the Board shall permit members of the public to  
21 attend such meeting in such physical location.  
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23 2. Voting Procedures:

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25 A. No member can vote on a question in which the Board member has a direct personal or  
26 pecuniary interest.  
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28 B. Members may vote for themselves for any office or other position.  
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30 C. While it is the duty of every member who has an opinion on a question to express it by vote, a  
31 Board member cannot be compelled to do so.  
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33 D. A member may abstain from voting (with the knowledge that the effect is the same as if the  
34 Board member had voted on the prevailing side).  
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36 E. The votes of each member of the Board upon any issue before the Board shall be recorded in  
37 the minutes of the session at which taken.  
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39 F. Board members shall have the opportunity to explain their votes, with the explanation to be  
40 recorded in the minutes.  
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42 G. Any vote taken at a meeting during which a Board member participates by means of electronic  
43 equipment shall be taken by roll call, unless the vote is unanimous.  
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45 Legal References:

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47 Public Act 22-3, “An Act Concerning Remote Meetings Under the Freedom of  
48 Information Act.”  
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