

POLICY/PROCEDURE NUMBER: **B – 2.2**

DATE:            December 2013	SUBJECT:
ISSUE: <b>Board of Directors</b>	<b>Meetings – Quorum, Conduct of Meetings, Conflict of Interest</b>
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**1. Quorum:**

- 1.1 The quorum for a membership meeting, annual or special, shall be of twenty-five (25) members present and in good standing. A member in the Regular Membership, Associate Membership, Lifetime Membership, or Emeritus Membership classification shall be entitled to move or second motions at any such meetings and shall have one vote. Proxy voting and absentee voting will not be permitted.
- 1.2 A quorum of the Board of Directors present at the meeting shall consist of eight (8) directors of whom at least two (2) must be Executive Officers.
- 1.3 A quorum of a CHES National Committee meeting shall consist of five (5) members of whom at least one (1) must be the Chair or Vice-Chair of the committee.

**2. Conduct of Meetings:**

- 2.1 At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the act, be determined by a majority of the votes cast on the questions.
- 2.2 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.

**3. Conflict of Interest:**

- 3.1 At all meetings of the board of directors, officers shall be provided with an opportunity for a declaration of conflict of interest on topics to be addressed during the Board of Directors meeting.
- 3.2 At all meetings of CHES National committees, members shall be provided with an opportunity for a declaration of conflict of interest on topics to be addressed during the committee meeting.