



VOTING PROCEDURES 2017 YWCA USA ANNUAL BUSINESS MEETING

The Annual Business Meeting (the “Meeting”) of the members of YWCA USA is to be held on June 17, 2017, commencing at 10 A.M. EDT at the Capital Hilton, 1001 16th St NW, Washington, DC 20036. With respect to voting procedures, among other things the Meeting’s informational packet provides Local Associations with links to two important forms on YWCA’s Intranet: A Notice of Voting Delegates form and a Local Association Proxy Form. This Voting Procedures fact sheet describes these two forms and summarizes key Local Association voting procedures.

NOTICE OF VOTING DELEGATES

YWCA USA Bylaws designate each Local Association as a voting member of YWCA USA, and state that the Local Association expresses this right to vote through appointing two voting delegates, each of whom is entitled to cast one vote on behalf of the Local Association on all voting matters. The Local Association designates its two voting delegates on the Notice of Voting Delegates form. **Most importantly, this form serves to notify YWCA USA of the names and email addresses of those individuals authorized to vote for the Local Association.**

This year, as in past years, voting for the Meeting will be conducted online, using a system administered by the independent online voting firm, Votenet. **The Notice of Voting Delegates form gives each designated Voting Delegate the authority to cast an electronic ballot for the Local Association on all voting matters, and gives the national office the information it needs to provide unique voting passwords and IDs to each Voting Delegate. Accordingly, all Local Associations must complete this online form on YWCA’s Intranet by Thursday, May 18, 2017.** The Notice of Voting Delegates form must be completed on YWCA’s Intranet by the local association Executive Director, CEO or Board Chair.

LOCAL ASSOCIATION PROXY

YWCA USA Bylaws allow Local Associations to vote without their Voting Delegates being physically present at a meeting. This is accomplished by means of a Local Association Proxy form completed by an officer of the Local Association, and filed with the national office. For a Local Association to vote by proxy, it must complete the Local Association Proxy form found on YWCA’s Intranet. Please note that since all votes cast by Voting Delegates will be recorded online, whether the Voting Delegate personally attends the Meeting, or whether the Local Association’s proxy is used and the Voting Delegate does not personally attend the meeting, all votes cast by Voting Delegates will be recorded through an online process administered by the online voting firm, Votenet. Once the Local Association submits the Local Association Proxy form to the national office, the Local Association’s Voting Delegates will be permitted to vote online from a few weeks *before* the Meeting, until the actual close of Local Association voting on June 17th. Also, until the actual close of voting on June 17th, all Voting Delegates will also be able to *change* their votes online. Specific details about voting times and processes will be provided directly to Voting Delegates as the time approaches for the Meeting and its voting

period.

- (1) If one or both Voting Delegates will not be present at the Annual Business Meeting, we urge that the online Local Association Proxy form be completed. It is important because a quorum must be met. A quorum of the Local Associations needed to elect members of YWCA USA's Board of Directors and to transact any other business is one-third of all Local Associations. The Local Association's attendance at the meeting, in person or by proxy, determines quorum. This means that either the Local Association must be personally represented at the meeting by its Voting Delegates, or else the Local Association must have completed and submitted the Local Association Proxy form. Therefore, if Voting Delegates are not attending the meeting in person, appointing a proxy is vital to help YWCA USA achieve the quorum needed for the election of the members of YWCA's Board of Directors and for the transaction of other business. Also, the proxy authorization will be deemed revoked onsite with respect to any Voting Delegate who personally attends the Meeting, and that Voting Delegate's votes will be those votes recorded in the Meeting's electronic voting system at the official close of the Meeting's Local Association voting.
- (2) If the Local Association is not sending any Voting Delegates to the Annual meeting, we urge that the Local Association vote by proxy, by taking the following actions:
 - The Local Association must complete the online Notice of Voting Delegates form to ensure that YWCA USA has been officially notified of the names and email addresses of the two Voting Delegates authorized to vote on behalf of the Local Association. **The deadline for the online submission of this form is Thursday, May 18, 2017.**
 - The Local Association must complete the online Local Association Proxy form. **The deadline for the online submission of this form is Thursday, May 18, 2017.**
- (3) If the Local Association is sending one Voting Delegate to vote in person and one Voting Delegate will vote by proxy, the following should occur:
 - The Local Association must complete the online Notice of Voting Delegates form to ensure that YWCA USA has been officially notified of the names and email addresses of the two Voting Delegates authorized to vote on behalf of the Local Association. **The deadline for the online submission of this form is Thursday, May 18, 2017.**
 - The Local Association must complete the online Local Association Proxy form. **The deadline for the online submission of this form is Thursday, May 18, 2017.**
 - The proxy authorization will be deemed revoked onsite with respect to the Voting Delegate who personally attends the Meeting, as demonstrated by the Voting
 - Delegate's onsite Meeting registration. The votes cast by the Voting Delegate who personally attends the meeting will be those votes recorded in the Meeting's

electronic voting system at the official close of the Meeting's Local Association voting.

GENERAL INFORMATION

Registration of Voting Delegates for the Meeting will be held outside the Presidential Ballroom from **7 A.M. EDT to 9 A.M. EDT** at the Capital Hilton, 1001 16th St NW, Washington, DC 20036 on June 17.