

FREQUENTLY ASKED QUESTIONS YWCA USA 2017 ANNUAL BUSINESS MEETING

What is required of me as a Voting Delegate?

As a Voting Delegate, you cast votes on behalf of your Local Association. As in past years, voting for the Annual Meeting of the members will be conducted online, using a system administered by the independent online voting firm, Votenet. If you do not attend the Annual Meeting, you can cast your vote online before the Annual Meeting, and at any time up until the close of voting during the Annual Meeting, and your vote will be counted through a proxy mechanism. If you attend the Annual Meeting in person, you will also vote online, and will do so during the Annual Business Meeting being held on Saturday, June 17, 2017.

What is required for me to vote?

Each Local Association votes through two Voting Delegates, and so has two votes for each question being considered at the Annual Meeting. Voting will be conducted online this year, as in past years, through the electronic voting system administered by Votenet, and so electronic voting information, including unique passwords and IDs, will be sent to each Voting Delegate. This information will be sent *only* to the email address provided for the Voting Delegate in the Notice of Voting Delegates form on YWCA's Intranet, completed by each Local Association. This information will *not* be sent to each Local Association office. Accordingly, each Local Association should be proactive and make sure its Voting Delegates have received the necessary voting information.

Can proxies be used for voting?

Yes. Local Associations can vote in person or by proxy. This year, if a Local Association completes a Local Association Proxy form on YWCA Intranet, the Local Association's Voting Delegates will cast ballots online, and their votes will be counted through a proxy mechanism. If a Local Association votes by proxy, it will not be necessary for its Voting Delegate to attend the Annual Business Meeting in person in order to vote.

How are the Notice of Voting Delegates and Local Association Proxy forms returned to the National Office?

These important documents are returned to the national office upon the completion of the forms on YWCA's Intranet by the Local Association's CEO/Executive Director or Board Chair, including providing all required information, and checking the certification box. These documents must be received by the national office by **Thursday May 18 , 2017**

Where will the Voting Delegates register and what are the registration hours?

If you are attending the 2017 Business Meeting in person at the Capital Hilton, registration will be held outside the **Presidential Ballroom** on Saturday, June 17 from **7 A.M. EDT to 9 A.M. EDT**. Photo ID will be required for registration.

How is voting for Board of Directors elections decided?

A candidate shall be elected to the Board if the candidate receives the votes of a plurality of the

Local Associations present, either in person or by proxy, at the Annual Meeting. A quorum of the Local Associations for the transaction of business shall be one-third (1/3) of the Local Associations present, either in person or by proxy.

How is voting for the proposed Bylaws amendments decided?

The proposed YWCA USA Bylaws amendments will be adopted if the amendments are approved by the votes of not less than two-thirds (2/3) of the Local Associations present, either in person or by proxy, at the Annual Meeting; provided that any proposed YWCA USA Bylaws amendments that are to be adopted to address a change in applicable law will be adopted if the amendments are approved by the votes of not less than a majority of the Local Associations present, either in person or by proxy, at the Annual Meeting. A quorum of the Local Associations for the transaction of business shall be one-third (1/3) of the Local Associations present, either in person or by proxy.

How is voting for other matters decided?

For other matters, action by the Local Associations shall be by majority vote of the Local Associations present, either in person or by proxy, at the Annual Meeting. A quorum of the Local Associations for the transaction of business shall be one-third (1/3) of the Local Associations present, either in person or by proxy.

How will the vote be tabulated?

Votenet, a company with expertise in online voting, has been retained, and votes will be cast using personal electronic devices that have Internet access (including, for example, laptops, iPads, iPhones, Blackberries, smartphones, etc.) A limited number of devices will also be made available onsite for Voting Delegates that do not have Internet access. Onsite voting will be administered by Votenet staff to help assure integrity and maintain an independent and professional voting atmosphere.

What are the proposed standing rules for the Annual Business Meeting?

The Proposed Standing Rules are:

- The official nametag issued upon registration is required for on-site admission to the meeting.
- Audible ringtones and alerts on cell phones, smartphones, tablets and other personal electronic devices shall be turned off and not in use during the meeting.
- If you are present in person at the 2017 Annual Business Meeting, to obtain the floor, the meeting participant shall rise, approach a microphone, address the Chair, provide name and status as a Voting Delegate/ non-Voting Delegate, Local Association affiliation, and, upon recognition by the Chair, may speak.
- If you are accessing the meeting via live stream, you will type your questions or comments in the indicated chat box and the question will be recognized and read aloud to the Chair, time permitting.

- A meeting participant may speak from the floor for no longer than two minutes to an issue and discussion will alternate between speakers for and against an issue.
- No meeting participant may speak from the floor on the same issue a second time until each meeting participant wishing to speak on the issue being discussed has been given the opportunity to speak once.
- All comments must be germane to the issue being discussed.
- No single issue may be discussed for longer than twenty minutes.
- A specific rule may be suspended by two-thirds (2/3) affirmative vote for the duration of the meeting.
- No amendments to YWCA USA's Bylaws can be adopted without proper notice to the Local Associations, which YWCA USA's Bylaws specify as at least ninety (90) days before the meeting by first class mail, or, where receipt is acknowledged, by a nationally recognized overnight courier or personal delivery at least forty-five (45) days before the meeting, or by facsimile telecommunications or by electronic mail at least forty-five (45) days before the meeting.
- To assure integrity of the voting process, no general proxies will be accepted and any matter that has been the subject of proxy voting may not be amended during the meeting.