

Amendment to By-Laws

5.05 A majority of the total members of the Board of Directors, representing participating governments as defined in Section 5.02, Subsection c, shall constitute a quorum for the transaction of business, provided that this number of Board members includes representatives of at least two participating governments from Maryland and two from participating governments from Virginia and one representative of the District of Columbia.

(a) A member who has been recognized as participating electronically counts toward the quorum as if the member was physically present.

(b) If, however, such a quorum shall not be present at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. At any resumption of the adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally called.

Amendment to Rules of Procedure

ADD 4.01 f) A Board Member may attend a Board of Directors meeting through electronic communication means from a remote location that is not open to the public only as follows. The Member shall give at least three (3)-days' notice to the Executive Director by either email or telephone, and indicate the remote location, acceptable to the COG staff, from which the Member will participate. Upon receipt of such notice, the Executive Director shall advise the Board of Directors by email or telephone, or the Chair shall announce electronic participation at the beginning of the Board meeting.

[1] Such participation by the Member shall be limited each calendar year to two meetings or 25 percent of the meetings of the Board, whichever is fewer;

[2] Electronic participation is contingent upon the ability of COG staff to make arrangements for the voice of the remote participant Member to be heard by all persons at the central meeting location.

[3] The following procedures shall apply when a Member is attending electronically:

- The Member shall verbally identify at the beginning of the meeting that the Member is present electronically; and announce if the Member is departing from the meeting, unless the meeting has adjourned.
- The Member attending electronically shall verbally ask for recognition from the Chair if the Member desires to speak.

- Votes taken during any meeting, when a Member is attending electronically, shall be recorded by name in roll-call fashion and included in the minutes. The Member attending electronically shall indicate his/her vote verbally when requested by the Chair or Clerk.
- The Member attending electronically shall not have a right to attend any executive session during the meeting.
- All other Rules of Procedure shall apply.

[4] The Chair may determine that no electronic attendance is permitted at certain meetings of the Board of Directors.