



This article presents general guidelines for Georgia nonprofit organizations as of September 2011 and should not be construed as legal advice. Always consult an attorney to address your particular situation.

Electronic Voting for a Nonprofit Board of Directors

Can the board of directors of a nonprofit organization vote electronically on matters? Electronic voting can include voting by fax, email, or text. Under Georgia law, a board can take action without a meeting (including by taking an electronic vote) provided that all of the directors consent by voting in favor of the action. An organization's articles or bylaws may specifically allow for this type of vote to be taken by less than all of the directors, but in no event shall *less than a majority* of the Board be able to take action without a meeting.

Does a Nonprofit Have to Make a Special Rule Allowing Electronic Voting?

While the law says that electronic voting is allowed unless otherwise stated in the nonprofit's governing documents, it is probably best to put this into the bylaws or articles so that there is no confusion.

How Many Board Members Must Vote in Favor?

Unless otherwise stated in a nonprofit's articles or bylaws, all Board members must vote in favor of the action in order for the electronic vote to be valid. If a nonprofit's articles or bylaws specifically state that all Board members are not required to vote in favor in order for an electronic vote to be valid, Georgia law still requires *at least a majority* of Board members approve when voting electronically.

How do I Record the Vote?

There must be a record of the vote including:

- The action taken; and
- Signatures – either electronic or physical – by no fewer than the required number of directors.

This record must be filed in the nonprofit's records. The record must be filed *in paper form* if the minutes are maintained in paper form, and electronically if they are maintained electronically.

When is the Action Effective?

The action is effective when the last director necessary to vote in favor does so.

Do I Also Need to Get a Hard Copy of a Director's Vote?

Under Georgia law, if you get an email from a Board member's email address, and it contains their name and vote, you can assume it was from the member, and not from someone else just using their computer. As long as you have no reason to believe it was not from the member, the vote is valid. A hard copy vote is not needed in addition to the electronic vote. Some organizations, however, require Board members to mail or scan and fax in a signed ballot along with their email. This is a good idea, especially with more important votes, like agreeing to loans or large purchases. Ideally, a director could vote immediately using email, if the vote is time sensitive, and follow up as soon as possible with a fax or scan of their signed vote.

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