

Proposed Change to the Star Island Corporation Bylaws

The Board of Directors recommends that the members approve the following changes to the Corporation's bylaws, which will explicitly authorize attendance and voting at annual meetings by electronic means (new language in *italics*):

Article IV, Section 3: At all meetings of the corporation 20% or more of the voting members determined as of the date notice is given of the meeting to the membership shall constitute a quorum, *in person or by electronic means. Members attending electronically may vote electronically during the meeting.*

Article X: These bylaws may be amended at any annual or special meeting of the corporation by the affirmative vote of not less than two-thirds of the members present and voting at such a meeting *in person or by electronic means*, provided notice of the proposed amendment or amendments or of the substance thereof shall have been included in the call for the meeting.

The Corporation is a Massachusetts non-profit corporation and was explicitly allowed to meet electronically under a state of emergency declared by the Governor of Massachusetts during the pandemic. While a case can be made that meeting electronically or in hybrid form is permitted, implicitly, by the current wording of the bylaws, it would be advisable to make the power to continue to do so explicit in the Corporation's bylaws.