WELLS MEMORIAL ELECTRONIC VOTING POLICY

On November 15, 2007, the Board of Directors of Wells Memorial, Inc. (“Wells Memorial”) adopted an amendment to its Articles of Incorporation, providing as follows:

ARTICLE VII

An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, by a majority of the directors, or such greater number as is required by law or by the corporation’s articles of incorporation or bylaws.

The following policy states how electronic voting contemplated in Article VII should be conducted.

1. Any member of the Board who wishes to make a motion by e-mail shall so inform the Secretary of his or her motion. The Secretary shall send the proposed motion to all members of the Board of Directors via e-mail. If the Secretary is unavailable, any member of the Executive Committee may act as Secretary to fulfill any function described in this policy.

2. The motion should be seconded via e-mail prior to any votes being cast. A time period for discussion on the motion shall be established by the Secretary, but shall be no less than five business days.

3. Comments circulated should be clearly marked as relating to the pending motion. This ensures that Board members will clearly understand which messages have been submitted as discussion of the issue under consideration. Comments may be made by using the “reply all” feature, or by providing comments to the Secretary who will distribute them.

4. On the date upon which discussion is scheduled to end, the Secretary shall send an e-mail to all Board members which restates the motion, including any friendly amendments. This e-mail shall request that votes now be cast. Two business days shall be allotted for voting. Each person should respond to the motion with the vote of YES, NO or ABSTAIN. A Board member who will be unavailable during the voting period may cast his or her vote in advance via e-mail to the Secretary. A Board member who does not vote will be counted as a NO vote.

5. The Secretary of the Board will record the discussion and the votes. The Secretary will follow up with one e-mail and one telephone call with those not recording a vote for the record within one business day of the close of voting, allowing a vote to be cast as long as it is no later than four business days after the voting commenced. Such vote may be cast verbally or via e-mail.

6. All votes completed by e-mail will be reconfirmed at the next meeting of the Board and recorded in the minutes of that meeting.
7. E-mail voting is appropriate when the proposed action is not controversial and does not require extensive background and explanation or when the matter is urgent and requires prompt Board action. If the President, in consultation with the Board, believes that the proposed action might require extensive discussion, and the matter can be deferred, he or she will defer voting until the next meeting. If any Board member wishes to request that voting on a particular issue be at a regular meeting and not via e-mail, they should inform the President. The President, in his or her discretion, may determine that voting on the motion should take place during the next regularly scheduled Board meeting.

8. Upon request of any Board member, the identity of the persons voting and their votes shall be disclosed to the Board.

9. Any member of the Board may challenge whether the procedures described herein were followed with respect to a particular vote, and in response the Secretary shall provide the entire Board with an explanation of the procedures used, and whatever documentation is readily available. However, a motion for reconsideration of a vote, whether based upon a failure to follow proper procedures or any other reason, may be made only by a Board member who voted YES to the original motion.

10. Any member of the Board who is unable to participate in the procedures describes above due to either a temporary or permanent lack of access to e-mail should so inform the Secretary verbally or in writing as soon as practicable after the condition occurs. The Secretary will provide reasonable accommodation to allow the member to participate in the vote through communication by telephone or regular mail.