

Change 1 Modification of Definition of Excused

Under the current wording a board member can only be removed for non-attendance if he fails to notify the board. There is no requirement to attend any meeting nor participate in any votes. A post on sjaaboard or other means is sufficient to keep the board members membership current.

This proposal will require the board member to either proxy their vote or cast votes on at least some of the measures to be considered “excused”

I have **bolded** certain unchanged passages for convenience. ~~Deletions are mark thus.~~
[Insertions thus.](#)

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board. If a Director is unable to attend a Regular or Special board meeting, the Director may vote in absentia by one of the following methods:

- (a) The absent Director may designate another voting Director to vote in his or her place. The absent Director shall inform the presiding officer of the proxy before the meeting is called to order.
- (b) The absent Director may designate his or her vote on a specific issue prior to the meeting. The absent Director shall deliver the vote and the issue to be proxied to the presiding officer before the meeting is called to order.
- (c) During a meeting, an absent Director may be contacted by telephone, or other appropriate medium of communication to cast a vote.

In all cases, the absent Director shall be recorded as having cast his or her vote. The Secretary shall record in the minutes of the meeting that the vote was delivered by proxy and the person acting as proxy. A proxy vote will count as

though the absent Director was present. **For the purposes of attendance requirements, the absent Director shall be considered excused.**

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law, or missed three consecutive Board meetings without ~~notification to the Board prior to each meeting~~ being excused as defined in the section "MAJORITY ACTION AS BOARD ACTION". Directors may be removed without cause by vote of a majority of the votes represented at a membership meeting at which a quorum is present. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. ...