

## **Article V**

### **Board of Directors**

Section 4. Election of officers shall be at the annual meeting, which shall coincide with the spring meeting of the CASSAR. The officers shall be elected by the membership for a term of one year. They shall take office directly after the election. No individual shall be eligible to hold the same office for more than three year successive terms.

#### **Proposed Change:**

Election of officers shall be at the annual meeting, which shall coincide with the spring meeting of the CASSAR. The officers shall be elected by the membership for a term of one year **or until their successors have been elected and qualified.** They shall take office directly after the election.

**Delete: No individual shall be eligible to hold the same office for more than three year successive terms.**

Reason: Few members are willing to become a Board of Directors member. It is very difficult for the nominating committee to fill all positions. The 3 term limit is not workable.

#### **New By Law:**

Section 9. An e-mail vote of the Board of Directors is permitted for routine, non-controversial issues, not elections. A controversial issue requires a teleconference discussion or a discussion at the Board of Directors's meeting. The initial e-mail must contain sufficient information as to why consent is being solicited, and a specific motion. Prior to the e-mail vote, there must time for exchange of ideas and debate, for at least 72 hours. The vote must be unanimous by the President, Vice President, Secretary, Treasurer and Registrar. Any decision decided by the e-mail vote must be ratified at the next general membership meeting. The signed e-mail by each officer must be printed and included in the minutes of the next board of director's meeting.

Reason: California Corporations Code does not allow non-profit organization to

hold board of director meetings by telecommuting and vote on all issues by e-mail, instead of holding scheduled in-person meetings. However, if an issue is routine or non-controversial, then an e-mail vote may be allowed if the initial e-mail to all board members indicates specifically why their consent is being solicited. The email must contain a very specific motion. All elected board of directors must participate and vote. There must be a specific time for discussion and debate, and cut-off time. The vote must be unanimous. Each member must include an "I consent." The e-mail chain must be printed and placed in the minutes at the next board of directors meeting. The decision must be ratified by the members at the next general membership meeting.