



Automotive Service Councils of California

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Proposed Amendments to Article XII: Meetings

Purpose and Rationale

The proposed amendments will reorganize Article XII: Meetings, provide clarification between board meetings and meetings of the membership, include missing provisions regarding membership meetings, special meetings, meeting notification requirements, and what constitutes a quorum during a membership meeting.

Proposed Amendments

Article XII: Meetings

Section: 12-01. The frequency and dates of regular meetings of the Board of Directors shall be set by the President and approved by the Board; however, such frequency shall not be less than quarterly.

Section: 12-02. Special meetings of the Board of Directors may be called by the President, Vice President, or shall be called by the Secretary, at the written request of eight voting Directors, or by a minimum of ten percent (10%) of the voting membership.

Section: 12-03. Action by the Board of Directors may be taken without a meeting, in the event of, with signed unanimous, written consent, setting forth the action so taken.

Section: 12-04. Remote Meetings

Members of the Board or any committee may participate in a meeting through the use of conference telephone or similar remote communication so long as all members participating in such meeting can hear one another. Minutes of these meetings must be kept and submitted for approval at the next meeting of the Board or committee. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting.

Section: 12-05. Notice of regular Board meetings shall be given at least 10 days prior to the date of the meeting. Written notice of special meetings shall be sent to each Director by telephone, email, or other electronic communications system, not less than two days prior to the date of such meetings.

Section: 12-06. Notwithstanding the provisions of any of the foregoing section(s), a meeting of the Board of Directors may be held at such time and place, within or outside the State of California, as the Board of Directors shall designate, and any action may be taken there, if notice thereof is waived in writing by every Director having the right to vote at the meeting.

Section: 12-07. Unless provided for differently elsewhere in these By-laws, a majority of the Directors then serving shall constitute a quorum for all meetings of the Board of Directors. In the absence of a quorum, a majority of the Directors present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is not present, then reconvened, any business may be transacted which

might have been transacted at the meeting as originally called. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such a meeting.

Section: 12-08. At any meeting of the Directors, every voting Director present at such meeting shall be entitled to one vote and except as otherwise provided by law or by these By-laws, the act of the majority of the Directors present at any duly constituted meeting shall be the act of the Board of Directors.

Section: 12-09. Annual Membership Meeting. The Association shall hold an annual meeting of the regular membership at the place and on the date that the Board determines. At the annual meeting, Directors shall be elected, the Board shall report the activities of the Association to the members, and other business shall be transacted as may be properly brought before the meeting.

Section 12-10. Special Meetings. The President, the Board or twenty (20) percent or more of the members may call special meetings of the regular membership.

Section 12-11. Notice. The Board must give Association members reasonable notice of all annual and special meetings. The notice shall include a general description of the business to be discussed and shall be given at least 30 days (but not more than 90 days) before the meeting.

Section 12-12. Quorum. A quorum shall consist of the number of voting members that appear in person or by proxy, at a minimum of 10% of the total eligible voting members, at a duly called membership meeting. The membership may act by majority vote of the quorum present at a duly convened membership meeting, except as may otherwise required by these Bylaws.

Section 12-13. Action by Written Ballot. Any action which may be taken at any regular or special meetings of members, including the election of directors, may be taken without a meeting by written ballot in accordance with the requirements of law.

Section 12-14. Rules and Procedures. The Board of Directors may adopt written rules, procedures, and policies applicable to membership meetings, provided said rules are not in conflict with these Bylaws.