WHEREAS: The California Legislature enacted AB 1233 amending several provisions of the Non-Profit Corporation Law. Many non-profit corporations give titles to “advisors” or “liaisons” that suggest or are listed as directors. Most non-profit corporations have “non-voting directors” that have the same rights and responsibilities as the other directors, except the power to vote; AND

WHEREAS: AB 1233 amended the Non-Profit Corporation Law to clarify the definition and authority of a board of directors and its members, as well as the board’s ability to delegate authority to committees; AND

WHEREAS: This clarification includes the term "ex-officio," which means by virtue or position that an individual holds. Board of directors may have ex-officio members because of the position they have, but must have the same rights and responsibilities including the right to vote; AND

WHEREAS: In brief, AB 1233 does not allow for non-voting “directors,” and committees with delegated board authority must be composed entirely of board members; AND

WHEREAS: That AB 1233 clarifies existing law by expressly prohibiting any committee exercising the authority of the board (a “board committee”) from including persons who are not directors as voting members of the committee; THEREFORE BE IT

RESOLVED: The ASI bylaws reflect the following amendments:

Article II, Section 2 (Composition of the Board), Clause 1 (Voting), Item K (Antelope Valley Liaison) Item L (Greek Liaison) and Item M (SAAC Liaison) be changed to remove the word liaison and replace with the word Director.
Article II, Section 2, Clause 2 (Non-Voting Ex-officio), replace Non-Voting Ex-officio with the wording Advisory Liaisons (non-voting) positions; BE IT FURTHER

RESOLVED: That non-directors (Advisory liaisons) do not count toward meeting voting or quorum requirements and are not required to follow the ASI Attendance Policy; BE IT FURTHER

RESOLVED: That the ASI standing committees (Internal, External, Finance, and Programming) reflect the above changes and only board directors serving on those committees shall have a vote; BE IT FURTHER

RESOLVED: That the standing committees may have other participants/advisors/liaisons on their committees, but those individuals may not have a vote or count toward quorum.