SB 302
Bylaw Revision: AB 1233 (Non-voting members)

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” who may act on behalf of the board as delegated) 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 A reflect the President as a voting member of the board due to the fact that the President is a member of the Executive Committee
which, at times, has delegated authority of the Board and therefore must be a voting member of the Board; BE IT FURTHER

RESOLVED: 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; BE IT FURTHER

RESOLVED: Article II, Section 2, Clause 2 (Non-Voting Ex-officio), replace Non-Voting Ex-officio with the wording Administrative, Advisory, and Liaisons (non-voting); BE IT FURTHER

RESOLVED: That non-directors (Advisory liaisons) do not count toward meeting voting or quorum requirements.

Amended and Approved by the Board on 4/8/2011

Approved by: Noted and Recorded by:

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Stephen Muchinyi, ASI President Taren Mulhause, Executive Director