

Proposed Bylaws Amendment: ARTICLE XI-BOARD OF DIRECTORS

<b>Article XI, Section 1</b>	
<p>Proposed Amendment: To amend, Article XI, Section 1 by striking the word “chairman” and inserting the word “chair” in first sentence. Add second sentence that states “The Executive Director has the right to attend and participate at all Board of Directors meetings, except when the Board enters into executive session, but shall have no voting power.”</p>	
<b>Current Version</b>	<b>Proposed Version</b>
<p>Section 1. The Board of Directors of this corporation shall consist of the elected officers of the State PTA, the parliamentarian, the director of legislation and the chairman chair of the district PTA presidents.</p>	<p>Section 1. The Board of Directors of this corporation shall consist of the elected officers of the State PTA, the parliamentarian, the director of legislation, and the <del>chairman</del> <b>chair</b> of the district PTA presidents. <b>The Executive Director has the right to attend and participate at all Board of Directors meetings, except when the Board enters into executive session, but shall have no voting power</b></p>
<p><b>Rationale:</b> <i>Upon the advice of legal counsel, we added this section to our bylaws to conform with existing law eliminating non-voting membership designation. This clarifies that our Executive Director has the right to participate and attend meetings of the Board of Directors.</i></p>	

**Article XI, Section 3-**

Proposed Amendment: To amend Article XI, Section 3 by striking the comma after secretary and inserting a period after secretary. Striking words “provided written notice has been” and inserting before “sent to” the following to state “Written notice of the time set for a special meeting must be “. The second sentence is amended by striking the phrase “ fifteen days (15)” after the word “directors” and adding “at least four days (4)” before the words “in advance.” This is followed by the newly added phrase “by first class mail or at least 48 hours’ notice in advance when delivered by voice messaging system and electronic transmission.”

<b>Current Version</b>	<b>Proposed Version</b>
<p>Section 3. The Board of Directors of this corporation shall meet before or during each regular meeting of the Board of Managers, or in special session at the call of the president, or upon written request signed by a quorum of the Board and filed with the secretary, provided written notice has been sent to all directors fifteen (15) days in advance of the meeting. The president shall fix the time and place of special meetings of the Board of Directors. A majority of the Board of Directors shall constitute a quorum.</p>	<p>Section 3. The Board of Directors of this corporation shall meet before or during each regular meeting of the Board of Managers, or in special session at the call of the president, or upon written request signed by a quorum of the Board and filed with the <del>secretary,</del> <b>secretary.</b> <del>provided written notice has been</del> <b>Written notice of the time set for a special meeting must be</b> sent to all directors <del>fifteen (15) days</del> <b>at least four (4) days</b> in advance of the meeting. <b>by first class mail or at least 48 hours' notice in advance when delivered by voice messaging system and electronic transmission.</b> The president shall fix the time and place of special meetings of the Board of Directors. A majority of the Board of Directors shall constitute a quorum.</p>

**Rationale:** *The newly proposed language is based on the advice of our legal counsel, in order to provide greater clarity of our notice requirements in respect to special meetings*

<b>Article XI, Section 4</b>	
Proposed Amendment: To amend Article XI, Section 4 by inserting the words “or electronic video screen communication” after the word “teleconferencing” and before the word “using.”	
<b>Current Version</b>	<b>Proposed Version</b>
Section 4. Directors may participate in and act at any meeting of the Board of Directors via teleconferencing using equipment with which all directors participating in the meeting can communicate with each other at the same time. Participation in such meeting shall constitute attendance and presence in person at the meeting. Quorum shall be established by roll call of individual directors	Section 4. Directors may participate in and act at any meeting of the Board of Directors via teleconferencing <b>or electronic video screen communication</b> using equipment with which all directors participating in the meeting can communicate with each other at the same time. Participation in such meeting shall constitute attendance and presence in person at the meeting. Quorum shall be established by roll call of individual directors
Rationale: <i>This amendment conforms with California non-profit wording that uses the phrase “electronic video screen communication” in addition to “teleconferencing” as methods of communication that is allowed in the meeting.</i>	

<b>Article XI, Section 8</b>	
Proposed Amendment: To amend, by striking the words and inserting the following to state	
<b>Current Version</b>	<b>Proposed Version</b>
<p>Section 8. Nonliability of Directors and certain Officers and Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer director or volunteer president, vice president, secretary, treasurer, or parliamentarian of the State PTA (the “corporation”) caused by the director’s or officer’s negligent act or omission in the performance of that person’s duties as a director or officer, if all the following conditions are met:</p> <p>(1) The act or omission was within the scope of the director’s or officer’s duties;</p> <p>(2) The act of omission was performed in good faith;</p> <p>Law of the State of California in any action or proceeding brought by the Attorney General.</p>	<p>Section 8. Nonliability of Directors and certain Officers and Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer director or volunteer president, <b>president-elect</b>, vice president, secretary, treasurer, <b>director of legislation</b> or parliamentarian of the State PTA (the “corporation”) caused by the director’s or officer’s negligent act or omission in the performance of that person’s duties as a director or officer, if all the following conditions are met:</p> <p>(1) The act or omission was within the scope of the director’s or officer’s duties;</p> <p>(2) The act of omission was performed in good faith;</p> <p>Law of the State of California in any action or proceeding brought by the Attorney General.</p>
<p>Rationale: <i>This section requires the addition of the president-elect and director of legislation to be included as members of the Board of Directors.</i></p>	

**Article XI, Section 13-NEWLY ADDED SECTION REGARDING EMERGENCY PROVISIONS**

Proposed Amendment: To add new section 13 to Article XI, Section 13

Current Version	Proposed Version
	<p>13. Emergency Provisions: Pursuant to Section 5151 of the Non Profit Public Benefit Corporation Law of the State of California, in anticipation of or during an emergency, the Board of Directors may take the following actions necessary to conduct the California PTA's ordinary business operations and affairs:</p> <ul style="list-style-type: none"><li>a. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency.</li><li>b. Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.</li><li>c. Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the board cannot be given to that director or directors in the manner prescribed by the bylaws.</li><li>d. Deem that one or more officers of the corporation present at a board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum for that meeting.</li></ul> <p>In anticipation of or during an emergency, the board may not take any action that requires the vote of the members or is not in the corporation's ordinary course of business, unless the required vote of the members was obtained prior to the emergency.</p> <p>Any actions taken in good faith in anticipation of or during an emergency bind the corporation and may not be used to impose liability</p>

on a corporate director, officer, employee, or agent.

For purposes of this section as defined in Section 5140 of the Non-Profit Public Benefit Corporation Law of State of California, "emergency" means any of the following events or circumstances as a result of which, and only so long as, a quorum of the corporation's board of directors cannot be readily convened for action:

(A) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion.

(B) An attack on this state or nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent.

(C) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations.

(D) A state of emergency proclaimed by a governor or by the President.

**Rationale:** *Although codified in California Non-profit Code Sections 515, this new bylaw section would make clear that in cases of emergency, the board of directors can carry out business during the course of such stated emergency.*