

THREE SETS OF PROPOSED BYLAW CHANGES – January 18, 2022

Note: The existing language is ~~crossed-out~~ and the new substitute language is *italicized*.

First Proposed Amendment to Article 3 Board of Directors,

Section 8 Regular and Annual Meetings:

SECTION 8. REGULAR AND ANNUAL MEETINGS

At the beginning of each fiscal year, the board shall set the minimum number of meetings to be held during the year, which number shall not be less than five. ~~The first regular meeting of the corporation's fiscal year shall be the annual meeting.~~ *The annual meeting of the corporation shall be held in April of each fiscal year.*

~~At the annual meeting the board shall undertake the election of directors~~ *any regular or special meetings of the board in which a majority of current board members are present there may occur an election of new directors* and the transaction of other business. Directors shall be elected by the board of directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

Second Proposed Amendment to Article 6 Execution of Instruments, Deposits and Funds,

Section 2 Checks and Notes:

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer ~~and countersigned~~ *or* by the president of the corporation.

Third Proposed Amendment to Article 7 Corporate Records, Reports, and Seal,

Section 1. Maintenance of Corporate Records:

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep ~~records~~ *electronic records on its website: <http://www.bayareahearingvoices.org/> with appropriate backup documents* at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.