

***Amendment 4***

**Intent**

The intent of this Amendment is to change the number of sitting Directors on the Board of Directors. It is also the intent of this Amendment to change the 2/3 requirements necessary to achieve a quorum of the Board of Directors.

**Purpose**

To change Bylaws to reflect an increase in the number of sitting Directors from five (5) to six (6), and to change the quorum necessary based on the increased number of Board of Directors from six (6) to ten (10).

**Name of the Maker**

Randy Hagar and Angela Azevedo

**Deficiencies of current, or need of added language**

Currently there are five (5) Directors representing the No. CA Chapter of APCO. It is anticipated that an additional Director position will ensure a more balanced representation on the Board for Northern CA. This amendment will also change the number necessary to achieve quorum on the No. CA Chapter of APCO Board of Directors from six (6) to ten (10).

**Gains and benefits to be made**

Amending the Bylaws to change the number of Directors to six (6) will provide for a more balanced representation, thus allowing the Board to seek members from the two largest Northern CA cities: San Jose or San Francisco, to serve on the No. CA Chapter of APCO Board of Directors. By virtue of Resolution to Amend Bylaws, Amendment 3, approved by the general membership, gave full voting privileges to the Secretary, Treasurer, Commercial Activities Coordinator and Public Information Officer. That increased the number of voting members from ten (10) to fourteen (14). This current Resolution to Amend the Bylaws will increase the number of voting members on the Board of Directors to fifteen (15), making a quorum of the full Board of Directors 2/3 of those present and voting to ten (10).

**Article(s), Section(s), and Paragraph(s) to be amended in order to correct such deficiencies and enjoy such gains and benefits**

Bylaws:       ARTICLE IV – BOARD OF DIRECTORS, Section 2. Meetings, 2.3 and  
                  Section 3. Terms of Office, 3.1.5

*Amendment 4 (Continued)*

Constitution: ARTICLE II – ORGANIZATION, Section 4. Board of Directors, 4.1

**Narrative of the methods and/or language for the proposed amendment**

**BYLAWS**

**ARTICLE IV – BOARD OF DIRECTORS**

**Section 2. Meetings**

***2.3 A quorum of the Board of Directors shall be ten (10).***

**Section 3. Terms of Office**

***3.1.5 The No. CA Chapter of APCO Directors shall be six (6). Three elected ACTIVE No. CA Chapter of APCO members shall be elected at the Annual Meeting occurring in odd years and three (3) elected ACTIVE No. CA Chapter of APCO members shall be elected at the Annual Meeting occurring in even years.***

**CONSTITUTION**

**ARTICLE II – ORGANIZATION**

**Section 4. Board of Directors**

**4.1 There shall be a Board of Directors consisting of the following:**

- 4.1.1 President
- 4.1.2 Immediate Past President
- 4.1.3 President-Elect
- 4.1.4 Vice-President
- 4.1.5 APCO Executive Council Member
- 4.1.6 Six (6) elected ACTIVE members**
- 4.1.7 Secretary**
- 4.1.8 Treasurer**
- 4.1.9 Commercial Activities Coordinator**
- 4.1.10 Public Information Officer**