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**Proposed Bylaws Amendment 2**

To amend Article XV, Section 1 to revise the authority of the Board of Directors to approve amendments to the Bylaws.

**Summary:** This amendment will allow for flexibility, efficiency and be cost-effective for Bay East Bylaws time-sensitive changes.

**Background:** Granting the Bay East Board of Directors authority to change Bylaws by a majority vote is cost-effective and allows more flexibility with time-sensitive changes without having seek approval via a vote of the general membership. If this amendment is approved, Bay East members will be provided advance notice of a Bay East Board of Directors’ meeting during which a Bylaws amendment(s) would be discussed. Any Bay East member opposed to the amendment(s) may submit a petition.

Substantial financial impact amendments will still need to be voted on by general membership such as:

* the disposition of all or substantially all of the assets of Bay East.
* a merger and its principal terms or any amendment thereof.
* Any election to dissolve Bay East/

**Section from the Bylaws for Amendment #2:**

Red denotes additional text, blue strike through denotes deleted text.

**SECTION 1- AMENDMENT**

~~The Board may adopt new Bylaws or adopt, amend or repeal these Bylaws, provided, however the Board may not adopt, amend or repeal Bylaw provisions in accordance with the California Corporate Code, concerning the following subjects without the approval of the Members:~~ Subject to the requirements of the California Corporations Code these Bylaws may be amended by a majority vote of the Directors present at any regular or special meetings at which a quorum is present, provided the substance of such proposed amendment(s) shall be plainly stated in the call for the meeting and the membership has been notified at least ten days in advance of the Board of Directors meeting to consider the proposed amendment(s). The Directors may, at any regular or special meetings of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy or set forth in the C.A.R. Model Bylaws. The Board may not adopt, amend or repeal Bylaws provisions concerning the following subjects without the approval of the Members:

~~a) the election of the Board.~~

~~b) alter or impact the number of members or membership class.~~

~~c) alter the number of or change the term of director seats.~~

~~d) changes to quorum.~~

~~e)~~ a) the disposition of all or substantially all of the assets of Bay East.

~~f)~~ b) a merger and its principal terms or any amendment thereof.

~~g)~~ c) any election to dissolve Bay East.

~~h) alter proxy rights or cumulative votin~~