Proposed Revisions to FSDPL Bylaws 2022

**Delete ex-officio members section and references:**

1.3.

**f. Board of Directors (ex-officio members)** includes past Presidents of the Friends, the Director of the San Diego Public Library (or designated representative), and other members appointed by the Board at its discretion. Ex-officio members are not directors and do not have voting rights on the Board.

**g.f. President’s Advisory Council** (PAC) includes the elected Officers and Directors, the Executive Director, the ex-officio members of the Board, the President or designated representative from Affiliate Chapters, and the President or designated representative of the Associate Chapters, and may also include Past Presidents of FSDPL, the Director of the San Diego Public Library (or designated representative), and other members appointed by the Board at its discretion (as described in Article 5.4).

**Clarify relationship of Past Presidents and others previously classified as ex-officio members of the board with added section (5.4):**

5.4 Advisors to the Board: Past Presidents of FSDPL, the Director of the San Diego Public Library (or designated representative), and other members appointed by the Board at its discretion may serve in an advisory capacity to the Board.

**Clarify non in-person meetings to include language specifically permitting Zoom (video screen) meetings:**

5.56 Place of meetings: Meetings of the Board of Directors shall be held at the principal office of the Corporation unless otherwise provided by the Board at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone, electronic video screen communications, or similar communication equipment permitted by the California Nonprofit Public Benefit Corporation Law by and to the Board, so long as all Directors participating in such meeting can hear one another. All such Directors shall be deemed present in person at such meetings.