

Kings Community Action Organization

Board Bylaw

BB 1040

Board Bylaw: MEETINGS AND NOTICES OF THE BOARD OF DIRECTORS

SECTION 1

MEETINGS

ANNUAL MEETINGS: The annual organizational meeting of the Board of Directors shall be held in January.

SECTION 2

REGULAR MEETINGS:

Regular meetings of the KCAO Board of Directors shall be held monthly at such time and place as decided by the Board of Directors at their annual organizational meeting provided, however, that the public meeting shall be announced in accordance with Board Bylaw 1040, SECTION 4 of these By-Laws. A regular meeting of the KCAO Board of Directors may be cancelled due to the lack of agency business. The meetings shall be at a location convenient for attendance by Directors representing low-income sectors.

SECTION 3

SPECIAL MEETINGS:

Special meetings may be called by the Chairperson of the Board or by written request of any four (4) Directors. Special meetings of committees may be called by the committee chairperson or by written request of any two (2) committee members.

EMERGENCY MEETINGS:

Emergency meetings may be called by the Chairperson of the Board or by written request of any four (4) Directors. Emergency meetings of committees may be called by the committee chairperson or by written request of any two (2) committee members

SECTION 4

NOTICES

REGULAR MEETINGS:

Written notice stating the place, time, date and location of any regular meeting of the Board of Directors shall be delivered personally, by mail or electronic mail to the Directors at the addresses shown by corporate records not less than five (5) days prior to regular Board meetings in person or by telephone (including voice message system or other system designed to record and

communicate messages), facsimile, electronic mail, or other electronic means. Notice of the meetings shall be posted in a minimum of two (2) locations at least seventy two (72) hours before the meeting. Notice of the meetings should include the location where the meeting will be held and KCAO's website. The method of notice used should reasonably ensure that interested members of the public at large would be apprised of the meeting.

SPECIAL MEETINGS:

Notice of special meetings of the board of directors, committees, and advisory boards shall specify the business to be transacted. Directors shall be notified at least twenty four (24) hours before the date of such meetings in person or by telephone (including voice message system or other system designed to record and communicate messages), facsimile, electronic mail, or other electronic means to the Directors at the addresses shown by corporate records. Notice of the meetings shall be posted in a minimum of two (2) locations and the local newspaper. The method of notice used should reasonably ensure that interested members of the public at large would be apprised of the meeting.

EMERGENCY MEETINGS:

Notice of emergency meetings of the board of directors, committees, and advisory boards shall specify the business to be transacted. Emergency meetings shall be scheduled only in cases of work stoppage or crippling activity, except in the case of a dire emergency. The method of notice used should reasonably ensure that interested members of the public at large would be apprised of the meeting.

SECTION 5

QUORUM REQUIREMENTS

- A. Quorum requirements for meetings of the Board of Directors and all committees shall be at least a majority of the current total Board seats. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law including but not limited to California Corporations Code Section 310, 311, and 317 (e) or these By-laws.
- B. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting.
- C. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of the holding of the adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case such notice shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 6

RULES OF PROCEDURE

The rules of procedure at meetings of the Directors shall be according to Robert's Rules of Order (latest book) on parliamentary procedure, so far as applicable and when not inconsistent with these By-laws. The rules of procedure may be suspended by majority vote of those present and voting at any meeting.

SECTION 7

OPEN MEETINGS

All meetings of the Board of Directors shall be open to the public and conducted in accordance with the provisions of California Government code section 54950 et seq. (commonly referred to as the Brown Act).

References: California Government Code Section 54950 et seq.
California Corporations Code Section 310, 311, and 317(e)

Approved by Board of Directors:	May 21, 1980
Revised by Board of Directors:	December 19, 1990
Revised by Board of Directors:	September 20, 2006
Revised by Board of Directors:	May 18, 2011
Revised by Board of Directors:	January 16, 2013
Revised by Board of Directors:	January 18, 2017
Revised by Board of Directors:	August 19, 2020
Revised by Board of Directors:	April 19, 2023