

Bylaws Amendment to produce Minutes to Include Roll Call, Record Lack of Quorum and Next Meeting of the PNB.

Robert's already allows for the setting of the next meeting as the only piece of business absent a quorum. As long as a meeting is properly noticed, it seems only logical that in order to determine if there is a quorum, that roll would need to be taken and therefore should be recorded and minutes produced which reflect the roll call and the lack of quorum achieved and the setting of another PNB meeting if those in attendance do so. This bylaws amendment is proposed by the Pacifica National Board Directors listed below the proposed text.

Article Six, [Meetings of the Board of Directors](#), Section 5: Quorum and Approval

A quorum at any meeting of the Board of Directors shall consist of a majority of the then serving Directors. If after a quorum has been established at a meeting of the Directors some Directors leave the meeting and there is no longer a quorum present, those Directors remaining may continue to take action so long as a resolution receives at least that number of affirmative votes as would constitute a majority of a quorum. (E.g., if the quorum is 12 Directors, and a majority of a quorum is 7 Directors, then so long as 7 Directors remain present and vote in the affirmative the resolution shall be adopted.) Except as otherwise expressly provided herein, the approval of a majority of the Board present and voting shall be required for any action of the Board.

Proposed Bylaws amended text:

In the event quorum is not achieved, roll shall be taken to establish quorum or lack thereof and minutes shall be produced to reflect the roll call vote. Those present may also schedule the next meeting.

Bylaws Amendment would then read:

Article Six, [Meetings of the Board of Directors](#), Section 5: Quorum and Approval

A quorum at any meeting of the Board of Directors shall consist of a majority of the then serving Directors. If after a quorum has been established at a meeting of the Directors some Directors leave the meeting and there is no longer a quorum present, those Directors remaining may continue to take action so long as a resolution receives at least that number of affirmative votes as would constitute a majority of a quorum. (E.g., if the quorum is 12 Directors, and a majority of a quorum is 7 Directors, then so long as 7 Directors remain present and vote in the affirmative the resolution shall be adopted.) Except as otherwise expressly provided herein, the approval of a majority of the Board present and voting shall be required for any action of the Board.

In the event quorum is not achieved, roll shall be taken to establish quorum or lack thereof and minutes shall be produced to reflect the roll call vote. Those present may also schedule the next meeting.

Bylaws amendment proposed by the following Pacifica National Board Directors:

Lydia Brazon, Jim Brown, Adriana Casenave, Benito Diaz, Janet Kobren, Brenda Medina,
Lawrence Reyes