

Special Meeting of the SSF Board 2 May 2011

Minutes

Special Meeting of the Board was held on 2 May 2011 @ 0100 UTC. The meeting was called by SSF President Mark Prutsalis on 29 April 2011 @ 2235 UTC in accordance with SSF bylaws section 4.3.

In attendance: Brent Woodworth, Mark Prutsalis, David Bitner, Gavin Treadgold, Louiqa Raschid.

A quorum was present and the meeting called to order.

Louiqa moved for a vote on the following changes to the SSF bylaws. Brent seconded the motion. The following votes were taken to change the bylaws as follows:

SECTION 3.2

Present language:

Section 3.2: Qualification. Members of the Board of Directors (“Directors”) need to be Members of the Foundation. Directors need not be residents of California or of the United States.

Proposed change (changes in **bold**):

Section 3.2: Qualification. Members of the Board of Directors (“Directors”) need **not** be Members of the Foundation. Directors need not be residents of California or of the United States.

Vote: Change passes by a vote of 5-0

SECTION 3.3

Present language:

Section 3.3: Number of Directors. The Foundation shall initially have nine (9) Directors. Thereafter, the number of Directors shall be fixed by the Members at each annual meeting of Members but shall number no less than five (5) and no more than fifteen

(15) until changed by a duly adopted amendment to these bylaws. No reduction of the authorized number of Directors shall have the effect of shortening the term of any incumbent Director.

Proposed change (changes in **bold**):

Section 3.3: Number of Directors. The Foundation shall initially have nine (9) Directors. Thereafter, the number of Directors shall be fixed by the **Directors** at each annual meeting of Members **or at any Regular or Special meeting of the Board of Directors**, but shall number no less than five (5) and no more than fifteen (15) until changed by a duly adopted amendment to these bylaws. No reduction of the authorized number of Directors shall have the effect of shortening the term of any incumbent Director.

Vote: Change passes by a vote of 5-0

SECTION 3.5

Present language:

Section 3.5: Election of Directors and Term. At the first annual meeting of Members, the Members shall elect nine (9) Directors to hold office as follows: three to serve a one-year term; three to serve for a two-year term; and three to serve for a three-year term. At each successive meeting, Members shall elect Directors for those seats on the Board whose term is expiring for three-year terms. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified or until his or her resignation, removal or death. Directors may succeed themselves in office. Nominations for candidates for election to the Board shall come from Members at least 14 days in advance of the annual meeting.

Proposed change (changes in **bold**):

Section 3.5: Election of Directors and Term. At the first annual meeting of Members, the Members shall elect nine (9) Directors to hold office as follows: three to serve a one-year term; three to serve for a two-year term; and three to serve for a three-year term. At each successive meeting, **Directors** shall elect Directors for those seats on the Board whose term is expiring for three-year terms. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified or until his or her resignation, removal or death. Directors may succeed themselves in office. ~~Nominations for candidates for election to the Board~~

~~shall come from Members at least 14 days in advance of the annual meeting.~~

Vote: The first change (“Members” to “Directors”) passes by a vote of 4-1 (Gavin)

Vote: The second change (deleting last line) passes by a vote of 5-0

SECTION 3.7

Present language:

Section 3.7: Removal of Directors. Any Director may be removed from office, with or without cause, by the affirmative vote of two-thirds of the Members of the Foundation.

Proposed change (changes in **bold**):

Section 3.7: Removal of Directors. Any Director may be removed from office, with or without cause, by the affirmative vote of two-thirds of the **Directors or** Members of the Foundation.

Vote: The change was put to a vote and passes by a vote of 5-0

Meeting adjourned