

**Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings**

The Board may hold special meetings, but not regular meetings, by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

- A. Each Director participating in the meeting can communicate concurrently with all other Directors.
- B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.
- C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

PROPOSED CHANGES TO EXISTING TEXT (strike through of deleted text, added text in CAPS):

**Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings**

The Board may hold ~~REGULAR AND~~ special meetings ~~but not regular meetings~~, by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

- A. Each Director participating in the meeting can communicate concurrently with all other Directors.
- B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.
- C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

AMENDED TEXT WOULD READ:

**Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings**

The Board may hold regular and special meetings by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

- A. Each Director participating in the meeting can communicate concurrently with all other Directors.
- B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.

C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

Bylaws amendment proposed by the following Pacifica National Board Directors:

Lydia Brazon, Jim Brown, Adriana Casenave, Benito Diaz, Brenda Medina, Lawrence Reyes, Margy Wilkinson