



BOARD OF DIRECTORS MEETING ACTION FORM

DATE: August 7th, 2025

FROM: Bylaws and Resolutions Committee

CHAIR: Kristen DePaul

SUBJECT: Request up to \$1,000 for counsel to review and possibly update the CAA bylaws to potentially include the ability of the standing committees to vote by email, if the chair desires.

RECOMMENDED ACTION(S): Approve expenditure of up to \$1,000 to hire Joshua Nelson of Best, Best and Krieger to review and update the bylaws document, if needed, to include the ability to vote by email in our standing committees.

BACKGROUND/DISCUSSION: The issue of whether voting by email in our standing committees, including the Board of Directors meeting, was allowable was brought to our attention and is not specifically addressed in the bylaws. We would like to have the attorney that helped us draft this final version of the bylaws review them and potentially add a provision to vote by email, if allowable under California Nonprofit Corporation Law. Bylaws changes would still need to be presented to the membership and approved by the Board of Directors before adoption. We are unsure of how much Mr. Nelson will charge for this service but don't anticipate his fee to be greater than \$1,000.

EXECUTIVE COMMITTEE MOTION and ACTION:

Moved by: _____



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Second by: _____

Passed: Yes ____ No ____

Unanimous: Yes ____ No ____