

- a. Approving any action that is required by statute to have approval of the Board ~~or approval of a majority of all Directors.~~
 - b. Approval of reimbursement of expenses incurred by Board or Committee members.
 - c. Recommending adopting, amending or repealing bylaws for the membership's approval.
 - d. Amending or repealing any Board resolution.
 - e. Appointing ~~Creating~~ Committees of the Board ~~or members of such Committees and specifying their missions, as necessary.~~
 - f. Self-policing as necessary.
 - g. Filling vacancies on the Board according to Paragraph IV.F
 - h. Appointing an Editor of JAGazette, who shall have executive responsibility for editorial and routine publishing operations.
- C. ~~The presiding officer (President or successor) shall have the power with the advice of the Board to appoint permanent and temporary committee chairpersons as necessary, and to appoint the Club's representative to JCNA.~~

Responsibilities of the Officers include but are not limited to the following:

- a. The President shall have overall executive responsibility for management of the Club.
- b. The Vice-Presidents shall deputize for the President, as necessary, and shall be jointly responsible for arranging and supervising the Club's driving and social events, dividing and delegating the tasks as they see fit.
- c. The Secretary shall be responsible for taking and distributing minutes of Board meetings, maintaining the Club's records and taking custody of the Club's corporate seal.
- d. The Treasurer shall be responsible for the Club's financial transactions, operation of its bank accounts, and regularly presenting financial reports to the Board as it sees fit.
- e. The President at all times or the ~~p~~Presiding ~~e~~Officer (President's ~~or successor deputy~~) at a Board meeting shall have the responsibility and power with the advice and consent of the Board to appoint permanent and temporary committee chairpersons, as necessary, and to appoint the Club's representative/s to JCNA."

The committee chairperson with the advice of the President shall have the power to appoint the members of the committee.

- B D. Should a President serve another consecutive term, the immediate Past President shall also continue in office for another consecutive term. Should the immediate Past President decline to serve, the Board shall appoint another previous President to serve for that term.
- W.H. E. If the President is for any reason unable to act, the First Vice-President shall assume the duties of the President until the President is able to resume the performance of duties or, if the President is unable to resume his/her duties, for the remainder of that term. If the First Vice-President is for any reason unable to act, the Second Vice-President shall likewise assume the duties of the President.

- ~~W.F.~~ F. If the office of First or Second Vice-President, Secretary, Treasurer, Director-at-Large or immediate Past President should become vacant by reason of death, resignation, disability or any other reason, the Board, by a majority vote, shall fill such vacancy by electing a successor to such office to serve during that ~~Officer~~ Director's remaining term. Only an Regular Eligible Member in good standing may be so elected, except that an ~~I~~ Immediate Past President shall be replaced only by another Past President.
- E. G. Conflict of Interest: To protect the integrity of the ~~Officers and~~ Directors, situations of actual or potential conflict of interest are to be avoided by all ~~noted parties~~ Directors. All Board members are to make a full, written disclosure of interests, relationships and holdings that could potentially result in a conflict of interest. All financial transactions between the Club and ~~M~~members of its Board should be duly noted and voted upon by the Board.
- F. H. Removal Of Officers: Any Officer or Director-at-Large elected by the membership or appointed by the Board of Directors may be expelled or censured by a 75% majority of votes of the Board of Directors, not including the person in question, for conduct unbecoming to the position in question. Board votes on this issue may not be made *in absentia*. No such expulsion or censure shall occur until a 10-day written notice by the Secretary (or designee) and opportunity for a hearing are afforded the person in question. The accused Officer or Director-at-Large shall not act in the capacity of the office for the duration of the investigation until appropriate action has been taken.

ARTICLE V - BOARD MEETINGS

- A. The Board of Directors shall meet periodically as deemed necessary by the President or ~~the Board~~ by any three (3) other Directors but not less frequently than once per quarter. Directors requesting a meeting should notify the Secretary, including a statement of the topic(s) for discussion, who shall then issue the call to all Directors simultaneously. A quorum shall consist of a majority of the Board (5). No regular Mmeeting of the Board shall be held unless the date, time and place are announced in advance to, and the meeting is open to, all Members.
- B. In case of EMERGENCY ONLY, notice to ~~m~~Members may be dispensed with; however, the ~~e~~Emergency Board mMeeting shall be open to all ~~m~~Members. An EMERGENCY is defined for the purposes of this ~~sub-article Paragraph~~ as business of such importance and urgency that it must be transacted immediately leaving insufficient time to notify all ~~m~~Members. In such a case, the President shall report briefly on the transactions of the Emergency Board Meeting at the next Club meeting. Also, an announcement shall be published in the JAGazette that an Emergency Board Meeting was held. ~~so that a~~ Any interested ~~m~~Member may request in writing a copy of such Emergency Board Meeting minutes.
- C. No Board ~~M~~meeting or Club meeting at which Club business is to be transacted shall be held outside the area bounded by the Counties of San Francisco, San Mateo, Santa Clara, Santa Cruz, Alameda, Contra Costa, Solano, Napa, Sonoma and Marin, in the State of California.
- D. While a Board ~~M~~meeting is in session, ~~m~~Members other than Board ~~M~~members may speak only when recognized by the President (or ~~Presiding Officer deputy~~), unless they have made a prior request to be included on the Meeting Agenda, in which case they may speak when their item is called before the Board.