

## **December 8, 2016 Amendment to the Mt. Diablo Audubon Society Articles of Incorporation**

### Overview:

At the December 8, 2016 MDAS Board meeting, the Board voted to amend Article VI of the Articles of Incorporation of the Mt. Diablo Audubon Society. In order to complete the amendment process, the MDAS membership also needs to approve this amendment at a membership meeting. Prior to this meeting, this amendment statement will be posted on the MDAS website, along with the current version of the Articles of Incorporation, for review by members.

After approval by the membership, the MDAS Secretary (Carol Pachl) will file this amendment in a Certificate of Amendment of Articles of Incorporation document with the California Secretary of State.

### Content and Purpose of Amendment:

Article VI in the current December 1970 version of the MDAS Articles of Incorporation states the following:

The number of persons above named, to wit, eight (8), shall constitute the number of directors of the corporation until changed by amendment of these Articles or by a by-law duly and regularly adopted.

The proposed December 8, 2016 amendment to Articles of Incorporation changes Article VI as follows:

The number of authorized Board members shall be neither less than 12 nor more than 20, with the exact number of authorized directors to be fixed by the Board from time to time.

The purpose of this amendment is to revise Article VI of the Articles of Incorporation to reflect the current size of the MDAS Board of Directors (16 members) and to align the Articles of Incorporation with Article VI, Section 2 of the MDAS Bylaws (Dec. 6, 2016 version) which also states that “the number of authorized Board members shall be neither less than 12 nor more than 20, with the exact number of authorized directors to be fixed by the Board from time”.