

Friends of Niños Adelante By-Law amendments proposal

Proposed language to give proper notice and effect to proposed amendments to Article III, Sections 3.8 and 3.3 of the Bylaws:

Amend Article III, Section 3.8 “Regular Meetings” of the Bylaws by deleting the last sentence of Article III, Section 3.8 in its entirety and replacing same with the following:

“There shall be at least two (2) meetings a year in addition to the annual meeting.”

Amend Article III, Section 3.3 “Election and Term of Office” of the Bylaws by deleting the fifth (5th) sentence of Article III, Section 3.3 in its entirety and replacing same with the following:

“ No Director shall serve for a period of more than six (6) consecutive years; provided, however, that any Director who shall have completed six (6) consecutive years of service on the Board of Directors and then, for a period of at least three (3) months following such service, remains off of the Board of Directors, that Director shall again be eligible for nomination as a Director to the Board of Directors for such term as is deemed appropriate, applying anew the Corporation’s “term limitation” and “staggered term” policies.

Amend Article III, Section 3.3 (a) of the Bylaws by adding after the term “ballot” the following:

“except when such election is held during the course of a telephonic meeting in which case the vote shall be taken by roll call of all Directors present”

Jim Moe, 5/7/16