

Article VI. Board of Directors- Election

Section 6.04 Election of Directors

Unless an alternative process is adopted or implemented by the Board, candidates shall be nominated, evaluated and elected as follows:

- a. The Board will appoint an advisory committee to identify qualified candidates for election to the Board and will endeavor to appoint the committee at least thirty (30) days before any election of Director(s). The committee will prepare and provide the Board a list of qualified candidates nominated by the committee and will endeavor to complete and provide the Board such list at least seven (7) days before the election or at such other time as the Board may direct. If available at the time, the Secretary shall also provide the Board with a copy of the list when sending notice of the meeting at which the election will be held, or as soon as possible thereafter.
- b. Directors shall be elected by a majority vote of the Directors then in office, typically at the Board's annual meeting. All Directors shall have full voting rights.

Article VI. Board of Directors - Terms & Vacancies

Section 6.05 Terms of Office

With the exception of the initial Board that served five-year terms, each Director shall hold office for a three-year term, but the Board may designate a particular Director to serve a one-, two- or three-year term in order to maintain staggered terms on the Board. Each incumbent Director shall serve until a successor has been elected and seated by the Board. There shall be no limitation on the number of consecutive terms to which a Director may be re-elected.

Section 6.06 Events Causing Vacancies on Board

A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly elected and seated by the Board.

Section 6.07 Removal

Any Director may be removed at any time by a majority vote of the Board, with or without cause.

Article VI. Board of Directors - Resignations

Section 6.08 Resignation

Subject to Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the Superintendent/Chief Executive Officer and the Board President, or the Board as a whole, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before then to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without at least one (1) Director in charge of its affairs.