

RESOLUTION NO. 10-002

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ANAHEIM TRANSPORTATION NETWORK DECLARING THE EXISTENCE OF BY-LAW SECTION 5.7 ON AUTOMATIC VACANCY POSITIONS IN THE BOARD OF DIRECTORS AND ESTABLISHING A PROCEDURE TO FILL AUTOMATIC VACANCIES THEREFROM

WHEREAS, Section 5.7 of the by-laws of the Anaheim Transportation Network (“ATN”) provides that if any officer is absent without excuse from three consecutive, noticed regular or special meetings of the Executive Committee or the Board, or any combination thereof, the office held by such person shall be deemed vacant and shall be filled in the manner provided in the by-laws; and

WHEREAS, the ATN Board of Directors intends to establish procedures to deem and fill a vacancy in the Board due to the automatic vacancy provision of Section 5.7 of the ATN by-laws.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE ANAHEIM TRANSPORTATION NETWORK DOES HEREBY FIND, RESOLVE, AND DETERMINE AS FOLLOWS:

Section 1. Upon three consecutive absences without excuse of any member from noticed regular or special meetings of the Executive Committee or the Board, or any combination thereof, the Board, at its next noticed regular or special meeting, shall by resolution deem the position vacant.

Section 2. In the event a position on the Executive Committee has been deemed vacant by resolution of the Board, the vacancy shall be filled by majority vote of the Board members present and voting at a noticed regular meeting or a special meeting called for the purpose of filling the vacancy. A person appointed thereby to fill a vacancy shall hold office for the unexpired term of his or her predecessor or until his or her removal or resignation, or as otherwise provided in the ATN by-laws.

Section 3. In the event a position on the Board has been deemed vacant by resolution of the Board, the vacancy shall be filled, pursuant to Section 4.5 of the ATN by-laws, by majority vote of the Members present and voting at a special meeting called for the purpose of filling the vacancy; provided that if a vacancy occurs less than one month, but more than ten days, before a scheduled regular meeting of the Members, the election to fill that vacancy shall be held at that regular meeting. A person appointed thereby to fill a vacancy shall hold office for the unexpired term of his or her predecessor or until his or her removal or resignation, or as otherwise provided in the ATN by-laws.

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss.
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I, Diana Kotler, Executive Director of the Anaheim Transportation Network, DO HEREBY CERTIFY that the foregoing Resolution Number _____ was duly adopted by the Board of Directors of the Anaheim Transportation Network, a non-profit corporation, at a regular meeting of said Board on the 23rd day of June, 2010, and that it was so adopted by the following vote:

AYES:
NOES:
ABSENT:




Diana Kotler
Executive Director

ADOPTED, SIGNED and APPROVED this 23rd day of June, 2010.



Paul Sanford, Chairman of the Board

Attest:



Diana Kotler
Executive Director