**REGIONAL CENTER OF ORANGE COUNTY**  
**SPECIAL BOARD OF DIRECTORS’ MEETING**  
**AGENDA**

**Date:** Tuesday, April 28, 2020  
**Time:** 3:00 – 3:15 p.m.  
**Place:** RCOC Board Room, 1525 North Tustin Avenue, Santa Ana, California 92705

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<th>I.</th>
<th>General Session</th>
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<td>A.</td>
<td>Executive Committee</td>
<td>John “Chip” Wright</td>
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<td>1.</td>
<td>Approval of Revisions to RCOC’s Bylaws*</td>
<td>David Lester</td>
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<td>B.</td>
<td>Community Forum**</td>
<td>John “Chip” Wright</td>
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<td>II.</td>
<td>Adjournment</td>
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*Attachments for Board members in Board packet.*  
**This is an opportunity for the public to comment on issues of interest. Speakers should complete the "Request to Speak" form located at the entrance to the meeting room and return the form to the Recording Secretary. Each person's presentation is limited to a maximum of five minutes.
DATE: April 28, 2020

TO: Board of Directors

FROM: John “Chip” Wright, Chair
Executive Committee

SUBJECT: Approval of Revisions to RCOC’s Bylaws

BACKGROUND:

The Executive Committee is responsible for reviewing and/or recommending changes to RCOC’s Bylaws. At its meeting on April 20, 2020, the Executive Committee reviewed the Bylaws and discussed revisions with RCOC’s Corporate Counsel, David Lester, Esq., which would allow for quorum count, participation and voting by electronic means.

REASON FOR CURRENT ITEM:

The Executive Committee recommends for the Board’s approval revisions to RCOC’s Bylaws as presented in the attachment.

FISCAL IMPACT:

None.

RECOMMENDATIONS:

That the Board approve the Bylaws as presented.
D. **Conduct of Meetings**

The Chairperson is charged with keeping order, preserving decorum, and deciding all questions of order subject to the action of a majority of the Board. The Vice Chairperson will preside in the absence of the Chairperson. In the event neither of these officers is in attendance, but a quorum is present, the members present shall select a Chairperson Pro Tem who shall conduct the affairs of the meeting, and who shall have the powers attendant to the Chairperson for the conduct of the meeting.

E. **Quorum**

A quorum shall be required for the Board to act or to make a decision. Only members who can speak and be heard whether in person or by electronic means such as a conference telephone, conference video, or similar communication equipment physically present, as opposed to participating via telephone, shall count towards a quorum and a quorum shall consist of a majority of the Board members who can be heard and can hear business being conducted are actually present at a Board meeting.

F. **Director Participation/Voting**

Directors may participate in a Board meeting by being physically present or through use of conference telephone, conference video, or similar communication equipment so long as the following conditions are met:

A. Each Director participating in the meeting can communicate with all other Directors concurrently.

B. Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose, an objection to a specific action to be taken by the Board.
meeting through use of conference telephone or electronic video screen
communication pursuant to this section constitutes presence in person at the
meeting for quorum and all other purposes as long as all Board members
participating in the meeting are able to hear one another.

G. Director Voting

A Director may participate and vote in a Board meeting by being physically
present or by electronic means such as use of a conference telephone, conference
video, or similar communication equipment where the Director can be heard and hear
others speaking. Every act or decision shall require a quorum and the affirmative vote
of a majority of the Directors voting on the matter. Every act or decision is an act of the
Board, unless the law, the Articles of Incorporation or these Bylaws require a greater
number.

H. Adjournment

A majority of the Directors present, whether or not a quorum is present, may
adjourn any meeting to another time and place.

I. Closed Session

The Board may hold a closed session during a regular, special or emergency
meeting to consider or hear any matter authorized by State law to be heard in closed
session. If a closed session is included on the agenda, the description of the item need
only include the statutory basis for the closed session.

Section 2.09 Decorum in Debate

Each Director shall address his/her remarks to the Chairperson and confine the