

BYLAWS OF THE SOUTHERN CALIFORNIA ECUMENICAL COUNCIL

A California Non-Profit Religious Corporation

As adopted on April 23, 1998 and amended November 15, 2001

ARTICLE I: PREAMBLE AND NAME

Section 1: **PREAMBLE** We, a company of the people of God celebrating the one God: Father, Son and Holy Spirit, moving toward the coming Kingdom and seeking in faithfulness to unite under the Gospel for Christ's mission and service in the world, open ourselves individually and corporately to renewal from the Holy Spirit in order to struggle together against racism, poverty, environmental blight, war and other problems of humanity, to minister together to the deep yearning of the human spirit for fullness of life and provide for the common use of the resources and gifts of many traditions in the Southern California Ecumenical Council.

Section 2: **NAME AND PRINCIPAL OFFICE** The name of this corporation is the Southern California Ecumenical Council. The principal office for the transaction of business of the corporation is located at 195 South Hill Avenue, Pasadena, California, 91106. The name Southern California Ecumenical Council was adopted by the Southern California Council of Churches and this corporation continues without break the legal identity of the Southern California Council of Churches.

ARTICLE II: PURPOSE

The purpose of the Council is to bring representatives of Christian communions together:

- A. To affirm their oneness in Jesus Christ
- B. To stand alongside of the oppressed and work for justice
- C. To identify areas of human need
- D. To explore the feasibility of needed ministries
- E. To coordinate and evaluate all related ecumenical ministries
- F. To nurture ecumenical relationships within the region
- G. To encourage interreligious conversation and cooperation

ARTICLE III MEMBERSHIP

Section 1: **COUNCIL MEMBERSHIP** The membership of the Council shall consist of regional judicatories such as conferences, conventions, diocese, districts and synods which concur with the preamble and purpose of the Council and which elect representatives to its board of directors and accept responsibility for providing a portion of the resources needed for its Life.

Section 2: **COMMUNIONS JOINING THE COUNCIL** All applications for membership in the Council shall be received by the board of directors. A two-thirds vote of the board shall be necessary for election to membership in the Southern California Ecumenical Council.

Section 3: **REPRESENTATION OF MEMBER COMMUNIONS** Each member communion shall have three voting members on the board of directors: the denomination's regional executive and/or a person the executive designates who shall vote in the executive's absence: one lay person and one pastor who shall each serve a term of three years, which can be extended at the discretion of the board member, his/her judicatory and the Executive Council. In addition, communions with over 20,000 members in Southern California shall have an additional member who shall be selected from among ethnic and minority persons within that communion. And in addition to that, communions with over 50,000 members in Southern California shall have an additional member selected from ethnic and racial minority persons.

ARTICLE IV: RELATIONSHIPS AND MANNER OF MINISTRY

The Council shall implement its purposes in part through direct activity of its board *and* board committees and its executive director; in part through establishing task forces and program units; in part through a variety of relationships with other organizations; in part by activities of its member communions.

Section 1: **TASK FORCES** Either the board of directors or the executive committee may by resolution establish task forces for specific projects or goals. The executive committee shall review each task force when established and during the first five months of each year to assure that all task forces meet the following five characteristics:

- A. Operate within a clear written statement of purpose approved by the board or executive committee.
- B. Have a defined membership which includes persons known by the executive board to be active in and responsibly representative of the interests of at least two member communions. If this criteria is in doubt, an inquiry as to "active in" and "representative of" will be made to the regional executive by the Council's executive director.
- C. Agree to provide annual program reports in January and other progress reports on request.
- D. Has the executive director or a delegate of the council as an ex-officio member.
- E. Does not maintain a separate bank account or have its own employees. Needed staff and funds for task forces shall be controlled by the board of directors as part of the regular Council accounts and work force with advice from the relevant task force, or shall be provided as an in-kind donation of services by other organizations.

Section 2: **PROGRAM UNITS** The board of directors may by resolution establish program units to engage in ecumenical ministries which will help fulfill the Council's purpose.

A. The board shall determine, both at the time of the initial resolution and at regular intervals, that all program units meet the following five characteristics:

1. Operate within a clear written statement of purpose and annual work plan approved by the steering committee of the program unit and by the board or executive committee of the Council.
2. Have a supervising board whose number, terms and manner of selection have been approved by the Council, and which has persons known to the board to be active in and responsibly representative of the interests of at least three member communions. If *the* criteria are in doubt, an inquiry as to "active in" and "representative of" will be made to the regional denominational executive by the Council's executive director.
3. Operate within all limits imposed on the Council by law as a chartered corporation.
4. Agree to provide annual program and financial reports in January and other progress reports on request.
5. Has the executive director or a delegate of the Council as an ex-officio member.

B. A program unit may maintain a separate budget, bank accounts and possibly staff with personnel policies and bookkeeping practices which are consistent with the policies of the Council.

Section 3: **RELATED MOVEMENTS** By board action the Council shall designate for special cooperation and solidarity certain organizations which have related purposes, but are independent entities. This relationship shall be defined separately for each related movement. It may, but need not, include representation on each other's boards, promotion of each other's activities, or providing various forms of mutual support.

Section 4: **MEMBERSHIP IN ORGANIZATIONS** To fulfill the Council's purposes, the board may authorize membership of the Council in other entities, under terms defined by the bylaws of the other organization. The board of the Council may place various limits on the authority of the other organization to commit the Council to a position or to speak out on behalf of the Council.

Section 5: **SPONSORED ORGANIZATIONS OR EVENTS** The board, the executive committee, the executive director or the steering committee of a program unit may vote to endorse or sponsor an event or an organization, or participate in an ad-hoc coalition. All parts of the Council shall exercise caution to establish limits of commitment and responsibility when this is done, and to assure that the action is understood to represent only that part of the Council taking the action.

Section 6: **FISCAL AGENT** The Council or its program unit may carry out part of its purpose by serving as a fiscal agent for a project or group. Article VIII, Section 6 defines procedures and criteria for this relationship.

Section 7: **REVOKING OF RESOLUTIONS** The Board of Directors of the Council shall retain the authority at all times to modify or sever its relationship with task-forces, program units, related movements, sponsored organizations, and its membership in organizations.

ARTICLE V: BOARD OF DIRECTORS

Section 1: **MEMBER CATEGORIES** The Board of Directors shall be composed of no fewer than 20 nor more than 60 persons. in five categories of membership:

- A. Delegates of each council "member communion" as defined in article III.
- B. Any of the four Council officers elected at the annual meeting.
- C. The President of Church Women United of Southern California/Southern Nevada, or a person the president designates who shall vote in the president's absence.
- D. Five delegates each representing a local area council of churches or similar ecumenical or interfaith group in Southern California. The groups to be represented and the length of time they shall serve in this capacity are to be determined by resolution of the Board of Directors.
- E. The three delegates of the Southern California Orthodox Clergy Association.

Section 2: **COLLEAGUE DELEGATE** Upon approval of the board, regular non-voting participation in the meetings of the board and the work of the Council may be extended to a maximum of 15 individuals who have been selected to meet one of these criteria:

- A. Representing a non-member communion or local congregation of a non-member communion which seeks to be in this degree of fellowship with the Council.
- B. Representing leadership of a faith group other than Christian, with which the Council has close bonds of cooperation and respect.
- C. Representing a grouping of religious people with which the Council seeks a special ongoing relationship, such as an ethnic Council of Churches or a ministerial organization.

Section 3: **TERM OF OFFICE AND FILLING OF VACANCIES** The term of office for all directors shall be until his or her successor has been elected or appointed by the relevant judicatory, Church Women United membership or, for board officers, by the board of directors. In the event a director dies, resigns, or is removed by the body which *elected* or appointed the director, the vacancy shall be filled by the same body which elected or appointed the previous director.

Section 4: **AUTHORITY** The board shall exercise all corporate authority as provided by law in conducting the affairs of the Council.

Section 5: **SCHEDULING MEETINGS AND QUORUM** The board shall meet at least once in each calendar quarter, but customarily meets every other month. Special, unscheduled meetings may be called by the president, or upon written petition of five board members, who are delegates from at least three Council member communions, presented to the president or secretary.

Seven delegates representing at least three Council member communions shall constitute a quorum.

Section 6: **NOTICE** Written meeting notices and anticipated agendas and proposed actions shall be mailed first-class or delivered to all board members no less than five days in advance of the dates of any board meeting. With the consent of at least 67% of the total board membership the five day notice requirements can be waived. With the consent of at least 67% of those present at a duly called and announced meeting, an item not listed on the notice can be acted upon.

Section 7: **NOTICE BOARD STATEMENTS ON PUBLIC POLICY ISSUES** An issue before the board is declared "potentially controversial" when it deals with public policy, is intended for public distribution as a position of the board, and any two members of the board ask that it be considered "potentially controversial." In such cases the proposed action must be announced at the previous board meeting or mailed out at least 20 days in advance of the meeting at which it is to be discussed. This requirement can be waived only by the affirmative vote of 80% of the board present and voting at a regularly scheduled meeting. The board may establish additional procedures for making public statements and pronouncements.

Section 8: **RULES AND PROCEDURE** While the board will customarily proceed by informal consensus, whenever there is disagreement as to how to proceed, the actions of the board shall be governed by the rules of procedure in the latest available edition of Robert's Rules of Order.

Section 9: **DELEGATION OF AUTHORITY** The board may by resolution delegate operating authority to the steering committees of its program units and to its executive committee and other committees except as limited by these bylaws, or by law.

Section 10: **ANNUAL MEETING** The last scheduled meeting of each calendar year or the first scheduled meeting of the following year shall be designated by the President to be the annual meeting. At this meeting the board shall elect officers and adopt a budget for the year. Should no annual meeting be called by the officers it shall *be* held on the third Wednesday of January at 10 a.m. at the principal office of the corporation.

Section 11: **CORPORATE MEMBERS** Those persons constituting the directors of the corporation shall be also the members of the corporation for all purposes, and shall exercise all the rights and powers of members so long as such persons are directors of the corporations. A meeting of the board of directors shall constitute a meeting of the members of this corporation. Whenever the action of the members is required in any matter, it shall be deemed to have been taken when said matter has been duly acted upon by the board of directors.

ARTICLE VI: OFFICERS AND STAFF

Section 1: **OFFICERS** The officers of the corporation shall be a President, Vice-President, a Secretary, a Treasurer, and such other officers as the board of directors shall determine from time to time. Each such officer shall be elected by the board of directors at its annual meeting. The officers may, but need not be, directors.

Section 2: **PRESIDENT** The President shall be the chief executive officer of the corporation, and shall, subject to the control of the board of directors, have general supervision, direction and control of the affairs and officers of the corporation. She or he shall preside at all meetings of the members or the directors. She or he shall be *ex-officio* a member of all program units, task forces and committees (*except* the nominating committee), and shall have the general powers and duties of management usually vested in the office of president of a nonprofit corporation.

Section 3: **VICE-PRESIDENT** In the absence or disability of the President, the Vice-President shall perform all the duties of the President and have all the powers of and be subject to all the restrictions upon the President.

Section 4: **SECRETARY** The Secretary shall be responsible for:
There being a book of minutes of all meetings of directors or members.
There being a register, showing the names of the directors, their addresses and their telephone numbers, and the member communion or agency by reason of which each director holds her or his directorship.
There being notice of all meetings of the members and of the board of directors required by the bylaws or by law to be given. Provided, however, that if the Secretary should refuse or it should be impractical to carry out these functions, any other officer may substitute.

Section 5: **TREASURER** The Treasurer shall be responsible for there being maintained adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director. The Treasurer is responsible for seeing to the deposit of all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors, with other persons designated by the board, she or he shall disburse the funds of the corporation as may be ordered by the board of directors, shall render a financial report to the president and directors, whenever they request it.

Section 6: **TENURE** All elected officers are to serve for a term of one year. Each, with the exception of the Treasurer, may be re-elected for two successive terms of a year but at least one year must elapse before election to any additional terms. The Treasurer may be reelected for five successive terms, but at least one year must elapse before election to any additional terms. An officer is subject to removal by a majority of the board of directors. In the case of a resignation or removal, the office will be filled by vote at the next regular board meeting.

Section 7: **EXECUTIVE DIRECTOR** The executive director shall be responsible for administering the Southern California Ecumenical Council by:

- A. Assuming primary responsibility for assisting the Board in implementing the purposes of the corporation;
- B. Setting up agendas in cooperation with presiding officer;
- C. Keeping a file of the minutes of the board of directors, the executive committee and the task forces, program units and other committees;
- D. Employing and supervising the office staff;
- E. Performing such other duties as the board of directors or the appropriate committees shall determine from time to time.

Section 8: **OTHER STAFF** Other staff employees may be employed by the Council in accord with written personnel policies which shall be reviewed annually by the executive committee to ascertain needed revisions and compliance of the Council with its policies. The authority to employ, supervise, and discipline the staff shall be delineated in the personnel policies.

ARTICLE VII: COMMITTEES

Section 1: **EXECUTIVE COMMITTEE** There shall be an executive committee consisting of the four officers of the Council and eight members-at-large elected by the board for a term of one year. The committee shall be so constituted as to be representative and diverse in its composition. All authority of the board of directors shall be delegated to the executive committee when the board of directors is not in session except with respect to the approval of any action for which the California Nonprofit Religious Corporation Law requires approval of the members of any action reserved to the board alone by board action. Among duties of the Executive Committee are:

- A. To examine such proposals and recommendations for action of the board of directors as may be requested by officers and program units in advance of presentation to the board or by reference from the board for its own information.
- B. To take the initiative in budget planning, financial cultivation and arranging for adequate financial management overseeing the Council's affairs.
- C. To recommend to the board of directors the appropriate share of financial support which the various communions in the membership of the Council shall be asked to assume.

Section 2: **NOMINATING COMMITTEE** The nominating committee shall consist of six persons, each of whom shall serve for a period of three years, beginning at the end of the annual meeting in which he or she is elected. Members may not succeed themselves. Their election shall be arranged so that the terms of two persons shall expire each year. No two members may be chosen from the same denomination.

The nominating committee shall place in nomination one or more names for all offices and shall present them at the annual meeting of the board of directors.

Section 3: **OTHER COMMITTEES** The board of directors may by resolution appoint other committees and delegate to such committees authority and responsibility as the board may decide.

ARTICLE VIII: OTHER PROVISIONS

Section 1: **CONSENT OF ABSENTEES** The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote, not present at the meeting, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be made a part of the minutes of the meeting, or filed with the minutes.

Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the California Nonprofit Religious Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting.

Neither the business to be transacted at nor the purpose of any regular or Special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as provided in Section 9411 (e) of the California Nonprofit Religious Corporation Law.

Section 2: **ACTION WITHOUT MEETING** Any action which may be taken by the members or directors may be taken without a meeting if:

- A. The written consent of every director is solicited by the corporation by a written communication which sets forth the action to be taken and states the deadline by which a response must be returned to be counted;
- B. The number of responses made on or before the time the responses must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and
- C. The number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of members present was the same as the number of response returned.

Section 3: **PROXIES** Members may only vote in person. Voting rights may not be exercised by proxies except for the representatives of the executives of member communions and the president of Church Women United, who may be represented by an alternate.

Section 4: **INSPECTORS** The chairman of any board meeting may and on the request of any member shall, appoint inspectors of election. The number of inspectors shall be either one or three. if appointed at a meeting on the request of one or more members, the majority of members represented at the meeting shall determine whether one or three inspectors are to be appointed.

The duties of such inspectors shall be those prescribed by Section 5615 (b) of the California Nonprofit Public Benefit Corporation Law and shall include: Determining the number of memberships outstanding and the voting power of each; determining the memberships represented at the meeting; determining the existence of a quorum; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close, determining the result; and doing such acts as may be proper to conduct the election or vote with fairness to all members. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.

Section 5: **CORPORATE RESTRICTIONS** Notwithstanding anything else herein contained, in the matter of purely temporal and secular matters, as distinct from matters partly or wholly ecclesiastical, the Civil Law of the State of California and particularly the Nonprofit Corporation Law, as contained in the Corporations Code, is and shall *be*, binding upon this corporation.

Section 6: **CONTRACT, ETC., HOW EXECUTED** The board of directors, except as in the bylaws otherwise provided, may authorize any officer or officers, including officers of the steering committees of program units, or any agent or agents, to enter into any contract, deed or lease or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contractor engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 7: FISCAL OR SPONSORING AGENT REGULATIONS

- A. The group which asks the Council to be its fiscal agent must be able to demonstrate a need in its community not at the time being met by another agency. Objectives of the group and/or goals of its program should be in general agreement with the goals and efforts of the Southern California Ecumenical Council.
- B. Agencies or programs asking the Council to be a fiscal agent must have duly approved bylaws and a governing body that is in keeping with the bylaws and that is representative of the community or sector that is to be served.
- C. Copies of the grant or terms of contract or a letter of understanding from the funding agency or group to whom the Council will be responsible must be on file in the office of the Council.
- D. Previously agreed and approved office procedures must be followed for the disbursement of all funds.
- E. Each agency or group, however funded, must submit a written statement as to the goals and aims of the project.
- F. The executive director of the Council shall negotiate administrative charges for services rendered by the Council as fiscal agent and/or sponsoring agency.
- G. The Council may adopt additional rules and specific criteria not contained herein to suit a special program or fiscal situation.
- H. The board or executive committee shall review applications for fiscal service relationships, *and* reserves the right to terminate the relationship.

ARTICLE IX: INDEMNIFICATION

Section 1: **DEFINITIONS** For the purposes of this Article, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation, which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5 (c) of this Article.

Section 2: **INDEMNIFICATION IN ACTIONS BY THIRD PARTIES** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgement in its favor, an action brought under Section 9243 of the California Nonprofit Religious Corporation Law, or an action brought by the Attorney General pursuant to Section 9230 of the California Nonprofit Religious Corporation Law) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgements, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person believed to be in the best interests of the corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3: **INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 9243 of the California Nonprofit Religious Corporation Law, or brought by the Attorney General pursuant to Section 9230 of the California Nonprofit Religious Corporation Law, to procure a judgement in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- A. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine
- B. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- C. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 4: **INDEMNIFICATION AGAINST EXPENSES** To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall *be* indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5: **REQUIRED DETERMINATION** Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article by:

- A. A majority vote of a quorum consisting of directors who are not parties to such proceeding;
- B. Approval of the members with the persons to be indemnified not being entitled to vote thereon; or
- C. The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Section 6: **ADVANCE OR EXPENSES** Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7: **OTHER INDEMNIFICATION** No provision made by a corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8: **FORMS OF INDEMNIFICATION NOT PERMITTED** No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5, in any circumstance where it appears that:

- A. It would *be* inconsistent with a provision of the Articles, Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- B. It would *be* inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9 **INSURANCE** The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 9243 of the California Nonprofit Religious Corporation Law.

ARTICLE X: AMENDMENTS

These bylaws may be amended at any meeting of the board of directors by a two-thirds vote of those present and voting, provided:

- A. That notice and proposed text of such amendment shall have been given at the last meeting of the board, or
- B. That notice and proposed text amendment shall have been sent to members of the board at least one month in advance of the meeting.