

hospital and other health care providers, social service counseling organizations, and life enrichment organizations such as senior service centers (11%).

**D. Area Wide Stakeholder Board Members** - Open to Stakeholders who are at sixteen (16) years of age and live, work or own property within the DLANC boundaries (9%). Two (2) Area-Wide Directors shall represent any person who lives, works or owns property within the DLANC boundaries.

**E. At-Large Stakeholder Board Member** — Open to Stakeholders at least sixteen (16) years of age. One (1) At-Large Director shall represent any person who claims any type of Stakeholdership in Downtown (5%). The At-Large Director shall be elected by anyone who holds any Stakeholdership in Downtown.

**Alternate Board Directors** -- Each Director shall have the ability to appoint their alternate with approval by the Board. The Alternate will have voting authority when the Director is absent from board. It is the responsibility of each Director to inform his or her Alternate in advance if the Alternate needs to attend any meeting. Alternates are required to meet eligibility requirements for that Director's seat. Upon the resignation of a Director, their seat shall be deemed vacant and their Alternate's status shall be invalidated.

**Section 2: Quorum** — ~~Thirteen (13)~~ **Fourteen (14)** Directors shall constitute a quorum.

**Section 3: Official Actions** - A simple majority vote by the Directors present and voting, not including abstentions, at a meeting at which there is a quorum shall be required to take official action, unless specified otherwise in these Bylaws.

**Section 4: Terms and Term Limits** - Directors shall serve a term of two (2) years or until the next General Election. There are no term limits.

**Section 5: Duties and Powers** - The primary duties of the Board shall be to govern DLANC and to carry out its objectives.

**A. Speaking for the Board** —No individual Director of the Board shall speak for the Board or otherwise publicly represent an unwritten or un-voted upon Board position unless authorized to do so by the President or by official action of the Board. This rule shall only apply when the Director is speaking publicly and has made it known or it is known of his/her position on DLANC.

**1. Official Action** — The President may, delegate to any individual the authority to present before any public body a standing Board position that has been previously adopted or a statement that DLANC has had insufficient time to develop a position or recommendation on a matter before that body. Such authority may be revoked at any time.

**2. Personal Opinion Exemption** — Upon discussing opinion on a topic that has not been voted upon or adopted by the DLANC Board, THEN the Board