

# Agenda Item Number 11.B.

## Bylaw Amendments—30 Day Notice

**Presenter:** George Kloeppe

**Action Recommended:** Review and Discuss, Action in December

### **Background:**

Amendments to the LCOG Bylaws are recommended in two areas: the process and timing of the annual election of officers and the annual formation of the agency's Executive Committee. In both cases, the proposed amendments would formalize the "experiment" that was authorized by the Board in February 2006 by the adoption of Resolutions 2006-1 and 2006-2. Then, as now, the fundamental intent was to make more efficient the prescribed timing of elections and to expand the membership of the Executive Committee by adding two additional members, to be elected by the full Board of Directors. LCOG has applied the provisions of the two February resolutions during the past year, and approval of the recommended Bylaw amendments would make the changes part of our formal structure.

Amendments to the agency's Bylaws require a two thirds (2/3) affirmative vote of Board members present at a regular meeting, "provided (1) that a quorum is present and (2) that written notice of such meeting, setting forth the proposed Bylaw revisions, is given to all Board members not less than thirty (30) days prior to such meeting." With the Board's concurrence under this agenda item, the proposed changes can come before the Board at the December 14 meeting for action. Formal 30-day advance notice, including the precise text of the proposed changes, would be provided to all Board members.

### **Proposed Changes:**

Election of Officers The current Bylaws call for the appointment of a Nominating Committee in September, and an election of a Chair and Vice Chair in December. A newly elected Chair would be expected to make four Executive Committee appointments "immediately following the election" or at the next regular meeting. That schedule has proved difficult and has at times resulted in a significant delay in the formation of the new year's Executive Committee.

The proposed amendment would have the Nominating Committee appointed in June, an election of the Chair and Vice Chair conducted in September, and the formation of the Executive Committee confirmed in December. The new officers and Executive Committee would still assume their respective duties at the beginning of the calendar year. Text for the first paragraph of the revised Section 5 of the Bylaws would read as follows:

## **5. Officers**

Nomination and Election: At the regular June Board meeting of each calendar year, the Chair of the Board of Directors appoints a Nominating Committee, comprised of not less than three members of the Board, and seeks Board confirmation, by motion, of that appointed body. At the regular September Board meeting, the Nominating Committee places in nomination the names of Board members for the positions of Chair and Vice Chair. Further nominations from the Board members present are sought, and an election held for the positions of Chair and Vice Chair. All duly designated voting members of the LCOG Board of Directors, including present and past office holders, are eligible to be nominated and elected to office. Officers elected at the September meeting assume their respective duties as of January 1.

Composition of Executive Committee The current Bylaws call for a six-member Committee, with the two elected officers joined by four additional Board members appointed by the Chair. The “experiment,” approved last February expanded the Committee by adding two Board members, elected by the full body, thus creating an eight-member Committee. The expanded, eight-member, Committee would include the Chair’s four appointees and four members elected by the Board (two officers and two additional Board members. Under the proposed amendment, the text for the first paragraph of the revised Section 6 of the Bylaws would read as follows:

## **6. Executive Committee**

Composition and Appointment: Under the provisions of the LCOG Charter and Agreement (Article VI), the Executive Committee is comprised of eight Board members: The Chair and the Vice Chair and four additional Board members, appointed by the Chair and ratified by the Board, so that the Committee’s composition is representative of general purpose governments, special districts and member agencies from among the coastal jurisdictions, plus two additional Board members elected by the Board of Directors at the regular December meeting of each calendar year. The Chair shall appoint and seek ratification of the four appointed Committee members at the regular December meeting. Also at that meeting, nominations will be sought and an election conducted for two additional members of the Executive Committee.

While the changes inherent in these recommended amends to the Bylaws will ultimately require some modification of the LCOG Charter *and Agreement*, the inconsistencies are minimal and it is recommended that any *Charter* change be deferred for further study. The Board is encouraged to review the Bylaw changes recommended here and to offer comment and direction for the version that would come before the Board in December.