

**By-Laws Task Force Recommendations Report to Full Board**  
**Based on 1/24/12 Task Force Meeting**

Attending: John Weis (co-chair), Betty Mackintosh (co-chair), Jim Jasper, Christine Berthet, Raul Larios, John Doswell, Carmen Matias, Hugh Weinberg

The Task Force reviewed five By-Law issues and recommends that three issues should be addressed with By-Law changes, and that the By-Laws should not be revised for two issues. Recommended revised By-Laws are shown in red; new language is underlined. Current By-Laws are shown in blue and italics.

**Recommended By-Law Revisions**

(1) Public Members

*Recommendation:* Public members will be appointed for one year starting July 1<sup>st</sup>. Their term ends June 30th. If a public member wishes to renew their appointment, he or she will need to submit an application to the Board Chair. To determine whether or not the public member's term should be renewed, the Chair will consult with the Co-Chairs of the committee the public member is a member of. The public member's attendance and participation will be considered. The Task Force thought that in general each committee should only have two or three public members.

*Explanation:* Currently there is often little accountability for public members. Although the By-Laws include attendance requirements and other expectations for public members (that are the same as those for Board members), these are often not enforced for public members. Current By-Laws permit public members on committees provided that the majority of committee members are board members.

**C. Committee Membership**

**1. Committee Members**

Committee members shall be appointed by, and may be removed by, the Board Chairperson in consultation with the respective committee chairpersons. Consideration shall be given to the preference of Board members, who shall be requested to express them in writing, and to the good of each committee and the Board. All Board members shall serve on no less than two standing committees.

**2. Public Members**

Members of the public ("public members") may be appointed to or removed from any committee, except the Executive Committee, by the Board Chairperson ~~in consultation with the respective committee chairpersons,~~ as long as the majority of the members of any committee are Board members. All public members terms shall end on 30 June of each year. Public members can be appointed or reappointed by the Board Chairperson in consultation with the respective committee chairpersons, on 1 July or after. To determine whether or not an existing public member's term should be renewed, that public member's attendance and participation will be considered.

## (2) Date of Election of Officers

*Recommendation:* The Board Officers' terms will start on January 1<sup>st</sup>. The vote for officers will occur at the December Board meeting. The three-month nomination process will be: September: appointment of members of the Nominating Committee; October: preliminary report from Nominating Committee; November: final report from Nominating Committee.

*Explanation:* The June date for election of officers provides little time for new members (who start April 1<sup>st</sup>) to become familiar with the candidates for officer positions.

### **Article III. OFFICERS**

#### **A. Officers**

The officers of the Board shall be Chairperson, First and Second Vice Chairperson, and two Co-secretaries. Each officer shall perform such duties as are incident to the office in accordance with generally accepted rules of parliamentary procedure including those set forth in these Bylaws:

##### **1. Terms**

Each required Officer shall serve for one year beginning January 1, following the election, and terminating on December 31th.

(This clause shall take effect after the June 2012 elections, and will result in 18 month terms for the officers elected at that time, as a one-time consequence of the change.)

### **Article IV. ELECTION OF OFFICERS**

#### **A. Nominating Committee**

Except as set forth in paragraph IV-B (Nominating Committee, Alternate Method) below, at the Board's regular meeting in September, the Board Chairperson shall appoint a Nominating Committee consisting of seven members and shall designate one of their number to be the chairperson of said committee.

#### **B. Nominating Committee, Alternate Method**

However, at the written request of at least ten members of the Board, filed prior to the commencement of the September full Board meeting, a Nominating Committee of seven members shall be elected by the Board. In this event, the seven nominees receiving the highest number of votes shall constitute the Nominating Committee and the nominee amongst the seven who received the highest number of votes shall be chairperson of the committee. Any tie shall be resolved by the Board Chairperson.

#### **C. Nominating Committee Membership**

In no event shall a member of the Nominating Committee be a current office holder. In the event that a member of the nominating committee should become a nominee for any reason, that member shall be required to resign from the nominating committee.

#### **D. Process**

##### **1. October Report of Suggestions**

The Nominating Committee shall meet as often as necessary in order to report to the Board at its October meeting suggestions for candidates for each of the offices of Chairperson, First and Second Vice Chairperson, and two Secretaries.

## **2. November Report of Nominations**

The final report of the Nominating Committee shall be sent to Board members with the notice for the November meeting. The Nominating Committee shall make its final report to the Board at the November meeting and shall, with its report, nominate one or more candidates for each position. Following the report, members of the Board may offer additional nominees from the floor.

## **3. Notice of Nominations**

All nominees suggested by the Nominating Committee as well as nominees offered from the floor for Board offices shall be made known to each member of the Board in the written notice of the election of officers at the December meeting.

## **E. Elections**

### **1. December Elections**

At the December meeting, there shall be no further nominations from the floor unless there is no nominee for a particular office. At the discretion of the Board Chairperson, each candidate may be permitted up to three minutes to speak on his or her behalf. Discussion by other board members is permitted at the discretion of the Board Chairperson. At the end of discussion, there shall be a separate election held for each of the offices of Chairperson, First and Second Vice Chairperson, and two Co-secretaries. The person receiving the highest number of votes for each office shall be deemed elected to that office.

#### **1. Terms**

*Each required Officer shall serve for one year beginning July 1, following the election, and terminating on June 30th of the next calendar year.*

### **(3) Confidentiality of Board members' votes for officers**

*Recommendation:* Voting for offices will be by written paper ballot, which will include the Board member's name and would be signed by the member. Votes will be tabulated by members of the Nominating Committee. The ballots and tallies will be publicly-accessible at the District Manager's Office.

*Explanation:* Some Board members feel uncomfortable sharing their vote publicly, particularly because they may need to work closely with members who know they did not support them.

#### **2. Voting**

Voting for offices will be by written paper ballot, which will include the Board member's name and would be signed by the member. Votes will be tabulated by members of the Nominating Committee. The ballots and tallies will be publicly-accessible at the District Manager's Office.

#### **2. Voting**

*Voting for each office shall be by a show of hands, with votes recorded on a voting sheet.*

## No By-Law Revisions Recommended

### (1) Executive Committee

*Explanation:* Current By-Laws require that a quorum at Executive Committee meetings be based on all the committee co-chairs. The Task Force did not think that achieving a quorum for the Executive Committee meetings has been an issue.

## **Article IX. EXECUTIVE COMMITTEE**

### **A. Definition**

*The Board shall have an Executive Committee. The Executive Committee shall include within its number the Chairperson, the First and Second Vice Chairperson, the two Co-secretaries, the immediate past Board Chairperson, and all standing committee chairpersons.*

### **B. Committee Chairpersons**

#### **1. Definition of Committee Chairpersons**

*At the discretion of the Board Chairperson, any committee may be chaired by a single committee chair person or two co-chairpersons, who shall share the duties of committee chairperson equally.*

#### **2. Duties of Committee Chairpersons**

*The duties of committee chairpersons shall be as follows:*

- g.** *Attend Executive Committee meetings and such other meetings, such as Borough Consultations, that may be required.*

### (2) Role of Nominating Committee

*Explanation:* The Task Force decided that the current By-Laws allow flexibility in the operation of the Nominating Committee and that, over the years, the Nominating Committee has operated well with this flexibility.

#### **2. May Report of Nominations**

*The final report of the Nominating Committee shall be sent to Board members with the notice for the May meeting. The Nominating Committee shall make its final report to the Board at the May meeting and shall, with its report, nominate one or more candidates for each position. Following the report, members of the Board may offer additional nominees from the floor.*

#### **3. Notice of Nominations**

*All nominees suggested by the Nominating Committee as well as nominees offered from the floor for Board offices shall be made known to each member of the Board in the written notice of the election of officers at the June meeting.*