



# Bylaws Committee Minutes

Thursday, April 24, 2013 7:00pm  
Robertson Recreation Center  
1641 Preuss Rd., Los Angeles, CA 90035

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## I. Call to Order and Roll Call

Brian Kite called the meeting to order at 7:10.

**Board Committee Members Present:** Jon Liberman, Brian Kite, Doug Fitzsimmons

**Committee Members Absent:** Terrence Gomes, Kimber Smith, Bette Billet, Beth Ryan

## II. General Public Comment

Mary Grace Barrios recommended performers for the annual SoRo Fest.

## III. Old Business

The approved bylaws from January 26, 2014 are available on the SORO NC website ([soronc.org/about/bylaws](http://soronc.org/about/bylaws)), along with an updated record of past changes ([soronc.org/about/bylaws/updates](http://soronc.org/about/bylaws/updates)).

## IV. New Business

Doug presented draft recommendations for committee discussion (attached).

**Item 1.** Creation of fifth At-Large Seat. Org seats are in far less demand than At-Large seats; one or more are often vacant. Replacing one Org seat with an At-Large seat would make it easier to keep a full Board. The committee also recommends keeping the two staggered election groups at 12 seats each by renumbering the At-Large seats after the upcoming election.

Doug moved to approve the motion; Jon seconded. **Vote: 3-Y, 0-N, 0-A. Item approved.**

**Item 2.** Selection vs. Election. Much discussion about how high the bar should be for substituting a Board-run selection for a City-run election. The difficulties with the 2014 election (mainly to do with the City Clerk's inflexibility in including empty seats) were frustrating, and could have been avoided with a selection. There was some discussion about how strongly the committee members felt about the motion, and whether it should be advanced for the Board consideration.

Brian moved to approve; Doug seconded. **Vote: 3-Y, 0-N, 0-A. Item approved.**

**Item 3.** Restrictions on appointments. Discussion about whether syncing an appointment blackout period with the City Clerk's ballot cut off was necessary; in the end, that proposed language was removed. All agreed the current language about written applications was confusing.

Final: "In no event shall a vacant elected seat be filled by Board appointment within a sixty (60) day period before nor within a sixty (60) day period after a general election or selection."

**Doug Fitzsimmons**  
President

**Brian Kite**  
Vice-President

**Terrence Gomes**  
Treasurer

**Beth Ryan**  
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Brian moved to approve as modified; Doug seconded. **Vote: 3-Y, 0-N, 0-A,. Item approved.**

**Item 4.** Removal of elections from Secretary's duties. Doug observed the Bylaws language in the Secretary and Treasurer duties regarding posting requirements was redundant, confusing, and could lead to a misguided grievance filing. Jon said it was important to put the material before the Board and community in advance of meetings. Doug said that both documents are required by DONE on a monthly basis, and it would be problematic to no be able to vote on them. Since the Standing Rules already had a 3-day posting requirement for minutes and financial statements, and that having the flexibility to suspend the rule with Board consent was important. Jon reiterated that we shouldn't make exceptions as a common practice.

Doug proposed eliminating the "at least three (3) days (72 hours)" phrase from the Secretary and Treasurer posting duties.

Brian moved to approve; Doug seconded. Jon abstained. **Vote: 2-Y, 0-N, 1-A,. Item approved.**

Discussion proceeded to the Secretary's election duties. Beth had previously expressed concern with one person coordinating elections and new Board training at the same time. Also, every two years the Secretary would be up for election his/herself, creating a potential conflict of interest. However, it was convenient to have a designated point person. In the end, the committee moved to strike the mention of elections from the duties, with no other additions.

Doug moved to approve; Jon seconded. **Vote: 3-Y, 0-N, 0-A,. Item approved.**

**Item 5.** Add a fifth Exec committee member. The various options were discussed, and the need for a fifth member debated. In the end, the committee felt the Corresponding Secretary role (including Editor-In-Chief duties) had a substantive set of duties and would help break any Exec committee ties. It was also felt that the role reflected the City Charter's emphasis on NC community outreach.

Brian moved to approve; Jon seconded. **Vote: 3-Y, 0-N, 0-A,. Item approved.**

**Item 6.** Removal due to absences. Proposal to bring the process in line with City Attorney recommendation. Agreement that current excused absence policy is confusing. Doug argued that an active Board is critical: members who do not participate hamper Board effectiveness and do not serve their constituencies. Jon and Brian concerned that the policy be applied consistently. Too easy to miss 3 in a row due to conflicts. Jon concerned that removing an elected Board member should be harder. Brian argued that we don't need a removal process, that the current removal process by Board petition was adequate. Doug felt that process was overly punitive.

Final proposal: simplify by eliminating 3 missed meetings in a row rule; eliminate excused absences altogether; include City Attorney recommended vote to approve attendance records; create a separate removal process for absences that requires that action be taken; increase vote threshold to super-majority.

Brian moved to approve; Jon seconded. **Vote: 3-Y, 0-N, 0-A,. Item approved.**



**Item 7.** Additional topics. Brian raised his objection to co-chairs: there should be one clear leader responsible, with a vice-chair to support. Jon said that chairs should be Board members: it would be awkward to have a non-Board member present motions to the Board.

Final proposal: Each committee shall have one Chair and one Vice-chair. Committee Chairs must be current members of the Board, although Vice-chairs may be committee Stakeholders. With the exception of the Executive, Finance, and Bylaws Committees, all Committee Chairs and Vice-chairs shall be nominated by the Committee and confirmed by the Board.

Jon moved to approve; Brian seconded. **Vote: 3-Y, 0-N, 0-A,. Item approved.**

## **V. Adjournment**

The meeting was adjourned at 9:20 p.m.