

# South Robertson (SORO) Neighborhoods Council

SORO Neighborhoods Council  
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A Certified Neighborhood Council

**Jon Liberman**  
President  
(vacant)  
Vice President  
(vacant)  
Secretary  
**Terrence Gomes**  
Treasurer

PROPOSAL BY: Executive Committee (Presenter: Jon Liberman)  
DATE: November 20, 2007  
TITLE: Revision to By Law Section 8.8

**SUMMARY:** Our existing By Laws allow for addition to the Board when members are incapacitated, die or resign. There is a fall back section 8.8 which permits a Special Meeting if the Board falls below our quorum level. This section mandates that we need all current Board Members in attendance. We recently had a situation where a board member had a serious illness and petitioned to take a leave of absence until January, 2008. Under this circumstance, we could not use our current By Laws to reconstitute the Board Membership. We had to petition DONE for relief. They have suggested that we revise our Board By Laws. This proposal constitutes the wording that has been suggested by DONE.

**FULL PROPOSAL:**

To replace By-Law Section 8.8 with the following provision:

8.8. If SORO NC lacks a sufficient number of board members necessary to establish a quorum, then the remaining board members, no less than six (6), are granted limited authority to conduct a public meeting and fill any vacant seats on the board according to the restrictions or criteria that exist for the seat.

8.8.1 The public meeting to re-establish the quorum shall be conducted in accordance with the Brown Act, shall be attended by existing members of the board, and any vacant seat shall be filled by a majority vote. No other business shall take place at this public meeting.

8.8.2. Until such time as a sufficient number of vacancies have been filled that re-establishes a quorum, those persons appointed to the vacant seats shall not participate or vote in the filling of vacancies.

8.8.3. After the quorum is re-established the Neighborhood Council may fill or continue filling any vacancies in accordance with the regular appointment procedure contained in these bylaws in Section 7.9.

8.8.4. If more than ¾ of the seats on the Board become vacant, then the remaining board members shall not be authorized to appoint any vacancies and instead are solely authorized to take any and all action necessary to conduct an election for the entire board. If there are no board members, then DONE may name the members for the election committee who shall then be authorized and have all power necessary to conduct an election for all board seats.

**PROS AND CONS, as expressed in committee meetings:**

Pro: Allows for an orderly transition when Board Members leave or die.	Con: None.
Pro: Can only be used when a quorum does not exist	Con:
Pro: Has been previously reviewed by DONE and is acceptable to DONE	Con:

Pro:

Con:

MOTION for the Board's consideration, as proposed by Executive Committee  
To adopt the revised wording for By Law section 8.8

