

Committee members: Richard G. Cohen, Chair; David Kaplan, Chris Spitz, Andrew Wolfberg, David Card (*ex officio/non-voting*)

## Report of PPCC Bylaws Committee – March 2022

The PPCC Bylaws govern how we are organized and operate: what we do and how we do it. The Mission Statement read at the start of each PPCC Board meeting comes verbatim from our Bylaws. The Bylaws have been incrementally changed numerous times over the years. There are many authors and occasionally terminology can become confusing.

The Bylaws include several appendices as well as Attachment A (Procedure for Election of Representatives), which is included in the Bylaws for convenience.<sup>1</sup> The Bylaws, including Attachment A, were last revised in June 2020. Now, a new organization (Resilient Palisades) had requested that it be added to the list of PPCC organizational members (Appendix A) and the Pacific Palisades Chamber of Commerce is expected to be merging soon with the Malibu Chamber to form a new entity.<sup>2</sup> The Bylaws Committee recommends further revisions and accordingly proposes that the PPCC Board adopt the amendments summarized below:

- Minor revisions for consistency/clarity (add word “PPCC”– *Bylaws, Art. VII.3*; delete word “and”– *Bylaws Art. IX.1.B*).
- Revisions related to Area Maps (clarify that the website Area Maps govern Area descriptions; remove former map in Appendix B; change text to replace references to the Appendix B map with references to the website Area Maps (*Bylaws, Art. III.G*; *Art. VIII.B.1*; *Appendix B*; *Attach. A., Sec. 3.B.1-2*).
- Addition of full-time “residency” and “property-ownership/business operation” rules for Area and/or At-large Representatives and Alternates (as applicable) (*Bylaws, Art. XIII.1.B.2-3 and Art. XIII.1.C.2, D.2 and D.5*).
- Addition of provision to clarify status of the listed Member Organization in the case of Categories with positions for two organizations when one position is vacant (*Bylaws, Art. VIII.1.A.1*).
- Changes in Appendix A (rearrange the list in order to add Resilient Palisades to the 2<sup>nd</sup> position in the “Civic Organizations” category with the Civic League in the 1<sup>st</sup> position; move P.R.I.D.E. to the 1<sup>st</sup> position in the “Business & Commerce” category; remove the Chamber of Commerce as a sole Organization in that category and move the Chamber to the 2<sup>nd</sup> position; and create a placeholder for a 2<sup>nd</sup> new entity in these Categories, as needed; see footnote 2 below) (*Appendix A*).

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<sup>1</sup> Bylaws & Attachment A: <http://pacpalicc.org/wp-content/uploads/2020/06/PPCC-BYLAWS-6.30.20AttachArev2.13.20.pdf>.

<sup>2</sup> The Executive Committee is bringing a *concomitant/separate motion* for the Board to approve the addition of Resilient Palisades to the Appendix A list of PPCC member organizations; a vote will take place after discussion on March 24, 2022 (two distributions are not required for a motion to add a new organization member). A **2/3 vote of the entire PPCC Board** is needed for an organization to be added to Appendix A. If that motion passes then the Bylaws Committee will propose a Board vote on April 14 to add Resilient Palisades as the 2<sup>nd</sup> Organization in the “Civic Organizations” Category in Appendix A; if the motion to add Resilient Palisades fails, then the Committee will propose a Board vote on April 14 to make the alternate position in the “Civic Organizations” category Vacant (placeholder for a possible 2<sup>nd</sup> new entity in the future). In either case the Committee will propose a Board vote on April 14 to move P.R.I.D.E to the 1<sup>st</sup> position in the “Business & Commerce” Category, and to remove the Chamber of Commerce as the sole Organization in that category, instead moving the Chamber to the 2<sup>nd</sup> position (5<sup>th</sup> bullet point above). In the case of both categories, a 2<sup>nd</sup> position would therefore be created, as needed, as a placeholder for a possible 2<sup>nd</sup> new entity in the future, *e.g.*, if the current Chamber of Commerce dissolves and merges (as expected) with the Malibu Chamber of Commerce; if the new Chamber entity requests to be added to Appendix A; and if the PPCC Board votes to add the new entity to Appendix A (replacing the former/dissolved Chamber of Commerce).

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Links to documents are being sent to each Board member for review and have been published on our website: a “redline” (red font/~~strikeout~~) version,<sup>3</sup> with each recommended change in red font, and a final “clean” draft<sup>4</sup> for voting purposes.

The Bylaws Committee moves that the recommended amendments be adopted by the Board. Voting will take place after discussion at the Board meeting on April 14, 2022 (the time of the required second distribution of proposed Bylaws amendments). Separate votes will be taken on the proposed amendments as grouped in the above five bullet points.

A **2/3 vote of Board members present** is required for adoption of amendments to the Bylaws, including Appendices A and B (see Art. XII.2.B; abstentions under the “members present” standard effectively count as “No” votes); a **majority vote of Board members voting** is required for adoption of amendments to Attachment A (see Attachment A prefatory note; abstentions do not count as votes under the “members voting” standard).

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<sup>3</sup> Redline version: <http://pacpalicc.org/wp-content/uploads/2022/03/PPCC-BYLAWS-April-22-REDLINE.pdf>.

<sup>4</sup> Clean draft: <http://pacpalicc.org/wp-content/uploads/2022/03/PPCC-BYLAWS-April-22-CLEAN.pdf>.