

Committee members: David Card, Andrew Wolfberg, Andy Frew, Haldis Toppel, Randy Young, and Maryam Zar (*ex officio*)

Report of PPCC Bylaws Committee – September 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.¹ The Bylaws, including Attachment A, were last revised in April 2022.

The Bylaws Committee recommends further revisions, and accordingly proposes that the PPCC Board adopt the amendments summarized below:

- Adding a **Parliamentarian** as a non-voting advisor, who may be appointed by the Chair with the consent of the Board. The same person may serve as Parliamentarian and Legal Advisor or may be two different people. (Bylaws, Art. V.1.D. and E.)
- Splitting the office of Secretary into a **Recording Secretary** (a voting officer, on the Executive Committee) and a **Corresponding Secretary** (a non-voting Board Member, appointed by the Executive Committee with the consent of the Board - not an officer and not on the Executive Committee) (Article VI, Sec. 3. A., B., and C., and in other miscellaneous places). The purpose is to lighten the load of the Secretary, by having the Recording Secretary doing the internal documentation and the in-house work of the organization, and the Corresponding Secretary doing the outward communications work and media messaging. The Chair will help them to coordinate their roles and work.
- Requiring the **Treasurer to render an accounting** of the finances **at least monthly** at a PPCC meeting, instead of each PPCC meeting (Art. VI, Sec. 4). For 8 months of the year PPCC meets twice a month, and for 4 months PPCC meets monthly. Expenses paid by the Treasurer are usually routine monthly or annual bills.
- Deleting the requirement for adopting a **standing rule for check signing and reporting policies** (Article VI, Section 5). The Board has no such standing rule, and the committee felt it wasn't needed.
- Clarifying that **all officers are elected for a one-year term** (Article VII, Sec. 4.C.).
- **Not requiring** Board and certain other **meetings to be in-person**, allowing the Board to decide between in-person and alternate remote means. Eliminating the determination of exigent circumstances (Art. VII, Sec. 5; Art. IX, Sec. 1).
- Adding a provision for the procedure for **removing an Organization from the Board**, deleting it from the Appendix A list of organizations eligible to send representatives (Art. VIII, Sec. 1.A.6). The Three Chairs Committee will consider the action and make a recommendation to the Board. The Board may vote by 2/3rds of voters present to remove the Organization, and the Bylaws Committee will then draft an amendment to Appendix A to the Bylaws, which will require another vote of the Board as a Bylaws change.

¹ Bylaws & [Attachment A: https://pacpalicc.org/index.php/council-bylaws/](https://pacpalicc.org/index.php/council-bylaws/) (page 29-36)

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- **Appendix A: Moving two of the Organizations on Appendix A.**
 - Resilient Palisades from Civic Organizations, to the Environment category,
 - American Legion from Service Clubs, to Civic Organizations category.

This will put **Resilient Palisades**, an environmental organization, into the proper category, sharing the Environment category with Temescal Canyon Association (TCA). This will make Environment a two-organization category, that before had only TCA. The two organizations will rotate annually, like other multiple organization categories. Each year one will have the vote, but both will still be full Board Members and always be able to speak and participate on the Board.

American Legion will share the Civic Organizations category with the Civic League. It will no longer be rotating with the 3 other service clubs. It will rotate with one other organization. American Legion is not a service club but an important civic organization, and it properly belongs in the Civic Organizations category with one other member.

- **Attachment A:** Allowing for the possibility of **voting for Representatives by mail or by electronic ballots**, as determined by the Election Committee ([Bylaws Attachment A, Sec. 5.C.](#)).

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, with each recommended change in red font, and a final “clean” draft 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 September 22, 2022 (the time of the required second distribution of proposed Bylaws amendments). Separate votes will be taken on the proposed amendments as presented in the above nine bullet points.

A 2/3 vote of Board members present is required for adoption of amendments to the Bylaws, including Appendix A (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).