

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

## Report of PPCC Bylaws Committee – June 2020

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 were revised extensively in May 2019; minor revisions to Attachment A were also made in February 2020.<sup>1</sup> The coronavirus pandemic occurred shortly after these last revisions, making in-person Board Meetings infeasible. Although the Bylaws do not expressly prohibit holding virtual Meetings, it has been understood based on past practice and interpretation that the Bylaws call for Board Meetings to be held in-person. PPCC Board meetings were therefore cancelled beginning in March 2020. Now, in light of ongoing conditions the Bylaws Committee is recommending additional Bylaws revisions in order to establish clearly that (1) the Nominating Committee (which selects candidates for officers' positions) need not meet in-person, and (2) PPCC Board Meetings may be held virtually (in a manner other than in-person), when in-person meetings are infeasible and under circumstances set forth in the proposed amendments. The Bylaws Committee is accordingly proposing that the PPCC Board adopt the amendments summarized below:

- Strike the word “in-person” in the provision requiring the Nominating Committee to meet at least once to select and approve a list of candidates for officer positions (*Art. VII.1*).
- Add provisions setting forth the circumstances under which PPCC meetings can be held in a manner other than in-person (*Art. IX.1(A)-C*).

None of these amendments constitutes a substantive change in the Bylaws.

Links to two documents are being sent to each Board member for review and have been published on our website: a “redline” (red font/~~strikeout~~) version,<sup>2</sup> with each recommended change in red font, and a final “clean” draft<sup>3</sup> for voting purposes. Before any Bylaws amendments may be adopted, they must be distributed with the agenda for two consecutive PPCC meetings per Bylaws Article XII. So, the proposed changed document will be introduced in this case at the Special Meeting on June 25, 2020, and it will be distributed again and voted on at the second Special Meeting on June 30, 2020.

The Committee moves that the recommended amendments be adopted by the Board. Voting will take place after discussion at the Board Meeting on June 30, 2020 (at the time of the required second distribution of the amendments). A two-thirds vote of Board members present is required for adoption of amendments to the Bylaws (Art. XII. 2.A-B); abstentions are counted as “No” votes (<http://pacpalicc.org/wp-content/uploads/2019/10/Summary-of-PPCC-Board-Vote-Requirements1.pdf>).

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<sup>1</sup>See link to the current Bylaws: <http://pacpalicc.org/wp-content/uploads/2020/02/PPCC-BYLAWS-5.09.19AttachArev2.13.20-1.pdf>.

<sup>2</sup> Redline version: <http://pacpalicc.org/wp-content/uploads/2020/06/Suggested-Bylaws-Amendments-June-2020-Redline.pdf>.

<sup>3</sup> Clean draft: <http://pacpalicc.org/wp-content/uploads/2020/06/Suggested-Bylaws-Amendments-June-2020-Clean.pdf>.