

Committee members: Chris Spitz & Maryam Zar, Co-Chairs; James Alexakis, Quentin Fleming, Daphne Gronich, Andrew Wolfberg; Sue Kohl (*ex officio/non-voting*)

PPCC Bylaws Committee Report – April-May 2025

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 and Attachment A (Election Procedures; included in the Bylaws for convenience).¹ The Bylaws were last revised in September 2025. Now, considering more recent information and conditions – including receipt of applications to join the PPCC Board from three new, active Palisades organizations (PRC, Pali LTRG and Team Palisades) – the Bylaws Committee recommends that the Board vote to approve adding the three organizations and adopt proposed amendments, as summarized below:

- Revisions to several sections of the Bylaws and Attachment A, to update and clarify the definition of “Principal Residence,” *post-Fire*, as applied to PPCC stakeholders and to voters and candidates in the upcoming election of PPCC Area and At-large Representatives (*see “redline” linked in fn. 3 below*).
- Amendments to Standing Rule 11 clarifying the status of owners of real property in Pacific Palisades, and addition of new Standing Rule 16, allowing for appointment of temporary representatives when both the Organizational Member and Alternate Organization Member cannot attend a given meeting.
- Addition of the PRC, Pali LTRG and Team Palisades, *in principle*, as PPCC member organizations.
- Revisions to Appendix A to the Bylaws (Organizations Eligible to Send Representatives), as set forth in the “redline” and detailed in the accompanying Bylaws Amendment Motions.²
- Additional amendments removing provisions related to “standing” organization requirements.

Links to documents are being sent to Board members for review and have been published on our website: a “redline” (red font/~~strikeout~~) version,³ with each recommended change in red font, and a final “clean” draft⁴ for voting purposes.

The Bylaws Committee moves that the recommendations / amendments be adopted by the Board. Voting will take place after discussion at the Board meeting on May 14, 2026 (the time of the required *second distribution* of the proposed Bylaws amendments; the *first distribution* to occur on April 23, 2026). Separate votes will be taken on the proposed recommendations as outlined above and in the written motion accompanying this report.

A few words to provide clarity regarding the three “voting standards” to be applied to the vote on these recommendations / amendments: 1) a **2/3 vote of Board members present** is required for adoption of amendments to the Bylaws, including Appendices A and C (Art. XII.2.A); 2) a **2/3 vote of the entire Board** (at least 15 of 23) is required to add the **new member organizations** (Art. VIII.1.A.4; *i.e.*, a 15-vote minimum is required to add the new organizations, regardless of the number of members present); 3) a vote to amend

¹ Current Bylaws: <https://pacpalicc.org/wp-content/uploads/2025/11/PPCC-Bylaws-Sept.-2025-.pdf>

² Bylaws Amendment Motions: <https://pacpalicc.org/wp-content/uploads/2026/04/Bylaws-Amendment-Motions-2026R.pdf>

³ Redline version: <https://pacpalicc.org/wp-content/uploads/2026/04/PPCC-Bylaws-Amend.-May-2026-Redline.pdf>

⁴ Clean draft: <https://pacpalicc.org/wp-content/uploads/2026/04/PPCC-Bylaws-Amend.-May-2026-CLEAN.pdf>

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or add a Standing Rule requires a **majority vote of members present**. Abstentions under the above voting standards are effectively counted as “No” votes.⁵

Background re recommendations and amendments:

1) **Revisions to definitions of “Principal Residence” and related Bylaws provisions:** The Bylaws Committee recognizes the critical need for amendments to *recognize fire evacuees who intend to return to the Palisades* as PPCC stakeholders, and to ensure that these individuals are eligible to become candidates and to vote in PPCC elections.⁶ The PPCC Area and At-large Representative election process will begin this summer and it will be important to have these amendments in place so that there is no ambiguity as to residency requirements.

2) **Amendments to SR 11 and addition of new SR 16:** The proposed SR 11 amendments are necessary for clarity as to the status of *owners of real property*; the proposed new SR 16 provides for a reasonable process to appoint temporary representatives and thus *prevent the loss of a vote* if both the primary and alternate representatives in an organizational category are unable to attend a meeting.

3). **Addition of new member organizations:** PPCC and the Palisades community have faced massive changes and challenges since the Palisades Fire. New organizations have been formed, have stepped up to actively serve the community, and are now seeking to join the PPCC Board. *Both the Bylaws Committee and the Executive Committee (as required by the Bylaws) strongly support adding the three most active new active organizations (PRC, Pali LTRG and Team Palisades) as PPCC Board members.*⁷ The Board will first be asked to approve addition of all three organizations *in principle*, and if that motion passes, will then be asked in separate motions to vote on the placement of the organizations within the Appendix A categories.

3) **Restructuring the categories in Appendix A:** The Bylaws Committee’s goal, in this unprecedented time in Pacific Palisades’ history, is to *provide as many opportunities as possible for more organizations to participate on the PPCC Board*, with no organizational categories in Appendix A having less than two or more than three rotating members (other than in the Education category, where the number of schools cannot practically be changed). *As acknowledged by past respected PPCC leaders, these proposed revisions are not new to PPCC; since its founding, the ebb and flow of organizational changes have been constant, as circumstances and needs have altered over time. See the separate “PPCC Organizational Composition – Considerations/History/Timeline” document, distributed with this report, for more information about the proposed restructuring of Appendix A and a history of many changes in PPCC organizational status over the years.*

⁵ PPCC’s Bylaws provide for several voting standards applicable to different situations, which can be confusing. For hypotheticals that may be helpful (based on a *simple majority vote count* as applied to different voting standards), see this table prepared in 2016: <https://pacpalicc.org/wp-content/uploads/2016/06/Voting-Standard-Hypothetical.pdf>.

⁶ The Committee’s recommended language is consistent with a recommendation of the CA Secretary of State in 2020 (residency after a catastrophe): <https://pacpalicc.org/wp-content/uploads/2026/04/padillaletter.pdf>.

⁷ See the three organizations’ applications/certification forms:

PRC: https://pacpalicc.org/wp-content/uploads/2026/04/PRC-Cert.-Document_2026-04-10_153958.pdf

Pali LTRG: https://pacpalicc.org/wp-content/uploads/2026/04/Team-Pali-Cert-Document_2026-04-10_154058-1.pdf

Team Palis.: https://pacpalicc.org/wp-content/uploads/2026/04/Team-Pali-Cert-Document_2026-04-10_154058.pdf

Note: (1) none of the new organizations are represented by organizations currently on the Board, and (2) the following Committee members voluntarily recused themselves from determinations as to organizations with which they are also affiliated: Maryam Zar (PRC); Andrew Wolfberg (Pali LTRG); Daphne Gronich (Team Palisades).

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4) **Replacing “standing” categories with new “two-organization” categories:** To achieve the goal of bringing more voices to the PPCC table, the Committee recommends creating new “two-organization” categories, replacing the former “one-organization”/ “standing” categories (Historian – Pacific Palisades Historical Society / PPHS; Residents Association – PPRA); see Appendix A in the “redline,” fn. 3 above. As a result, **these organizations would always be “on” the Board**, with the two members simply alternating each year between the primary and alternate positions. **At all meetings, PPHS and PPRA would still be able to participate fully in discussion and advocate for positions and issues important to their members, regardless of their position on the Board.** The Bylaws Committee feels strongly that now is the *time, for the benefit of PPCC and the entire community*, to eliminate the standing or single organization categories and allow for a more equitable distribution of and participation under the PPCC umbrella by all organizations in the nine rotating categories of Appendix A.⁸

5) **Recommendation regarding the Civic League:** The Bylaws Committee recommends removing the Civic League, a longtime respected organizational member, from the Civic Organizations category; unfortunately, the Civic League is *no longer serving its core function*, having not met in more than a year, and publicly acknowledging that it is not reviewing rebuild projects in Tract 9300 (which for the foreseeable future effectively means all projects in Tract 9300, its former purview). Removal of the Civic League – which is inactive for all intents and purposes – allows for an equitable distribution of **currently active** member organizations in the nine categories in Appendix A. Should the Civic League become active in reviewing future projects, the organization may reapply to become a member, as occurred with the former Palisades Chamber of Commerce, now the “Palibu” Chamber (re-admitted as a Board member in 2025).

6) **Recommendations regarding placement and rotational order of the new organizations in Appendix A:** The three new organizations have agreed to their placement and proposed rotational order, as detailed in the Committee motions (fn. 2 above). We note that *Friends of the Palisades Library* and *Team Palisades* (the two organizations that would be placed in the new categories with PPHS and PPRA, respectively) have graciously agreed to extend their corresponding organizations’ terms serving as the primary voting members, by an *additional year* (*i.e.*, PPHS and PPRA would not rotate to alternate positions at the end of the current term, as would ordinarily occur, but instead *each would continue to serve as the primary Member Organization through the end of the next term, 9/30/27*).⁹

PPCC Bylaws Committee

Prepared in connection with Board meetings on April 23 and May 14, 2026

⁸ It should be noted that both PPHS and PPRA have in the past been included as members in **rotating** PPCC organizational categories, *i.e.*, they have not always served as “standing” organizational members. See the “**PPCC Organizational Composition/Timeline**” document: <https://pacpalicc.org/wp-content/uploads/2026/04/PPCC-Org.-Composition.pdf>.

⁹ The Bylaws Committee has conducted outreach with organizations impacted by the proposed amendments to Appendix A, with almost all organizations reacting favorably. The Civic League is understandably unhappy but has not objected to removal under the circumstances. PPRA and PPHS have expressed initial concerns about losing “standing” status, but at this writing their positions on the proposed amendments are unknown.