

**STNC Bylaws Ver 2.7.2 Change List - 04/21/2006**

**We will be voting only on the Tier 1 Changes this time! If you have any questions about these adjustments to the wording of the Bylaws please email me at [scoutingrep@stnc.org](mailto:scoutingrep@stnc.org) with your questions. You will receive a reply from someone on the Bylaws Committee or myself.**

**Change #1: Tier 1 – Language Clarification**

**Old**

**Article V. Stakeholders**

STNC community stakeholders are defined as individuals who live, work, or own property within the boundaries of the STNC as defined in Article IV. In addition, individuals who are identified by participation in educational institutions, faith-based institutions, and community, service, and special-interest organizations that are located or that meet regularly in the community are considered to be community stakeholders.

**New**

STNC community stakeholders are defined as individuals who live, work, or own property within the boundaries of the STNC as defined in Article IV. In addition, individuals who are identified by participation in business, educational, faith-based, community service, youth, and special-interest organizations that are located or that meet regularly in the community are considered to be community stakeholders.

**Reason**

Mostly cosmetic, using “organizations” for all of the identified interests rather than “institutions” for some, and also to call out “youth” as an identified interest, even though it would have still qualified in the old version as a “special-interest organization”.

**Compliance With Ordinances**

No change in compliance from original.

**Change #2: Tier 2 - Board Structure Change**

**Old**

**Article VI. Governing Body**

**B. Stakeholder Group Directors**

Eight Stakeholder Group Directors shall be elected at large. These Directors shall be elected from the pool of community stakeholders representing business and educational, faith-based, and community, service, youth, and special-interest organizations located in the community or meeting regularly in the community.

**New**

Eight Stakeholder Group Directors shall be elected at large. These Directors shall be elected from the pool of all community stakeholders to represent business, education, faith-based, community service, youth, and other organizations and special interests that are present in the community. Each candidate for election as a Stakeholder Group Director is required to state the one special interest that he/she would represent as a Board member, and is expected to represent that interest.

**Reason**

Match the language with Article V as amended above. Note that "youth" already appears in the certified version of Article VI part B. Also, we would like for our Stakeholder Group Directors to run for election as a representative of a particular interest group, and to then to expressly represent the interests of that group if elected. This was more or less implicit in the old bylaws, and is made explicit here.

**Compliance With Ordinances**

No change in compliance from original.

**Change #3:** Tier 1 - Fix a typo

**Old**

**Article VI. Governing Body**

**H. Vote of Confidence, Resignation, Removal, and Recall**

2. If an Board member feels it necessary to do so, he or she may request a vote of confidence from the Board. This shall be conducted as a regular vote by the members of the Board, reflecting the Board's judgement of the conduct of the person requesting the vote. The vote shall be advisory only, with no particular result required.

**New**

2. If a Board member feels it necessary to do so, he or she may request a vote of confidence from the Board. This shall be conducted as a regular vote by the members of the Board, reflecting the Board's judgement of the conduct of the person requesting the vote. The vote shall be advisory only, with no particular result required.

**Reason**

Fixed a typo. The second word in the paragraph changes from "an" to "a".

**Compliance With Ordinances**

No change in compliance from original.

**Change #4: Tier 1 - Clarification of Language**

**Old**

**Article VI. Governing Body**

**I. Vacancies on the Board**

Vacancies on the Board may be filled by appointments made by the remaining Board members. Appointees must be qualified by community stakeholder group status and (if appropriate) district residency for the seat they are to occupy. In selecting appointees to the Board, the Board shall pursue diversity in stakeholder representation, and assure that no one stakeholder group becomes a majority of the Board.

**New**

Vacancies on the Board may be filled by appointments made by the remaining Board members. Appointees must meet the same qualifications as elected Board Members as set forth in Article VIII, Section C. In selecting appointees to the Board, the Board shall pursue diversity in stakeholder representation, and assure that no one stakeholder group becomes a majority of the Board.

**Reason**

Clarification of language. The appointed representatives must meet the same qualifications as the elected representatives to hold office.

**Compliance With Ordinances**

No change in compliance from original.

**Change #5: Tier 1 - Clarification. Board appoints Chairs and committee members**

**Old**

**Article VII. Committees**

STNC community stakeholders are encouraged to participate on Committees in which they are interested by contacting the Committee Chairperson. The Board shall have the authority to appoint any and all committees as may be required, with the exception of the Executive Committee.

**New**

STNC community stakeholders are encouraged to participate on Committees in which they are interested by contacting the Committee Chairperson. The Board shall have the authority to appoint any and all committees and committee members as may be required, with the exception of the Executive Committee.

**Reason**

Clarification of language. The Board appoints committee members as well as creating committees.

### **Compliance With Ordinances**

No change in compliance from original.

### **Change #6: Tier 2 – Wording corrections**

#### **Old**

#### **Article VII. Committees**

##### **A. Executive Committee**

The Executive Committee is a standing committee consisting of the five Executive Officers and the Parliamentarian. The Executive Committee:

- Meets at least once per month.
- Is chaired by the STNC Chairperson.
- Schedules and sets the agendas for regular and special STNC meetings, as well as the agendas for its own Executive Committee meetings.
- Acts as the administrative body for the STNC.
- Recommends actions to the Board.

A quorum of the Executive Committee is three of the voting members, and at least three votes in favor or at least three votes against an issue are required to achieve consensus. Although the Executive Committee may recommend actions to the Board, the only decisions made by the Executive Committee itself are those pertaining to scheduling and setting the agendas for the regular, special, and Executive Committee meetings. Decisions for the dates and agendas of the regular meetings are made by a majority vote of the Executive Committee members (except the Parliamentarian) present at the time of the vote. Dates and agendas of Executive Committee meetings and special meetings are set by the Chairperson.

#### **New**

The Executive Committee is a standing committee consisting of the five Executive Officers and the non-voting Parliamentarian. The Executive Committee:

- Meets at least once per month.
- Is chaired by the STNC Chairperson.
- Schedules and sets the agendas for regular and special STNC meetings, as well as the agendas for its own Executive Committee meetings.
- Acts as the administrative body for the STNC.
- Recommends actions to the Board.

A quorum of the Executive Committee is three of the voting members, and at least three votes in favor or at least three votes against an issue are required to achieve consensus. Although the Executive Committee may recommend actions to the Board, the only decisions made by the Executive Committee itself are those pertaining to scheduling and setting the agendas for the Regular Board meetings. Scheduling and agendas of Executive Committee meetings and Special and Emergency Board meetings are set by the Chairperson, acting for the Executive Committee.

### **Reason**

Specifies that the Parliamentarian is non-voting, to be consistent with the rest of the Bylaws. Gives the power of setting dates, times, and agendas for Regular Meetings to the Board, and for Special, Emergency, and Executive Committee Meetings to the Chairperson, in order to facilitate allow quick scheduling for the irregular meetings.

### **Compliance With Ordinances**

No change in compliance from original.

### **Change #7:            Tier 2 - Changes Structure of Outreach Committee**

### **Old**

#### **Article VII.    Committees**

#### **B.    Outreach Committee**

Outreach is considered to be a permanent and on-going function of the STNC. The Outreach Committee is a standing committee consisting of community stakeholders and Board members who shall be appointed as deemed appropriate by the Board. The Outreach Committee:

- Meets at least once per month.
- Is chaired by an STNC Board member.
- Contains five Board members, including one Geographical Representative Director from each district, so that a majority of a quorum of the Board will not be present at its Committee meetings.
- Makes Geographical Representative Directors responsible for outreach to their respective districts.
- Is expected to make regular and continuing efforts to inform and solicit input and STNC participation from the diverse elements of the community.
- Performs outreach on its own volition and by direction of the Board, and reports its actions to the Board.

Besides the five Board members, the Outreach Committee shall additionally contain four other stakeholders, appointed by the Board. A quorum for an Outreach Committee meeting consists of five Committee members. A majority vote of the Committee members present at a meeting is sufficient to achieve consensus on an issue. The Outreach Committee takes direction from the Board and presents recommendations to the Board, but makes no decisions for the Board. It is responsible for implementing the details of the policies and directives set for it by the Board. It is the responsibility of the Chairperson of the Committee to set meeting agendas and to assign duties to the Committee members in order to implement these policies and directives.

### **New**

Outreach is considered to be a permanent and on-going function of the STNC. The Outreach Committee is a standing committee consisting of community stakeholders and Board members who shall be appointed as deemed appropriate by the Board. The Outreach Committee:

- Meets at least once per month.
- Is chaired by an STNC Board member.
- Contains five Board members and four alternates, including one Geographical Representative Director from each district, so that a majority of a quorum of the Board will not be present at its Committee meetings.
- Makes Geographical Representative Directors responsible for outreach to their respective districts.
- Is expected to make regular and continuing efforts to inform and solicit input and STNC participation from the diverse elements of the community.
- Performs outreach on its own volition and by direction of the Board, and reports its actions to the Board.

Besides the five Board members, the Outreach Committee shall additionally contain four other stakeholders, appointed by the Board. Also, the four Geographical Representatives who are not full members of the Committee act as the alternates for those who are full members, and are expected to attend Committee meetings and vote in their absence. A quorum for an Outreach Committee meeting consists of five Committee members. A majority vote of the Committee members present at a meeting is sufficient to achieve consensus on an issue. The Outreach Committee takes direction from the Board and presents recommendations to the Board, but makes no decisions for the Board. It is responsible for implementing the details of the policies and directives set for it by the Board. It is the responsibility of the Chairperson of the Committee to set meeting times and agendas and to assign duties to the Committee members in order to implement these policies and directives.

### **Reason**

Adds four alternate members to the committee, who are the four Geographical District Representatives who are not regular committee members. Allows the committee Chair to set meeting times as well as agendas.

## **Compliance With Ordinances**

No change in compliance from original.

**Change #8:** Tier 2 - Allows non- Board members to be on Budget committee,  
plus

### **Old**

#### **Article VII. Committees**

##### **C. Budget and Finance Committee**

The Budget and Finance Committee is a standing committee consisting of the Treasurer and four other Board members, and other community stakeholders who shall be appointed as deemed appropriate by the Board. The Budget and Finance Committee:

- Meets at least once per month.
- Is chaired by the STNC Treasurer.
- Contains up to five Board members, so that a majority of a quorum of the Board will not be present at its Committee meetings.
- Investigates and pursues sources of income and funding for the STNC.
- Generates a financial plan for each electoral term, showing planned income and expenditures.
- Keeps the plan current and issues reports to the Board.

A quorum for a Budget and Finance Committee meeting consists of three members, including at least one Board member. At least three votes in favor or three votes against an issue are required to achieve consensus. The Budget and Finance Committee takes direction from the Board and presents recommendations to the Board, but makes no decisions for the Board. It is responsible for implementing the details of the policies and directives set for it by the Board. It is the responsibility of the Chairperson of the Committee to set meeting agendas and to assign duties to the Committee members in order to implement these policies and directives.

**New**

The Budget and Finance Committee is a standing committee consisting of the Treasurer and four other stakeholders who may or may not be Board members, who shall be appointed by the Board. At least one of the Committee members should be, but is not required to be, also a member of the Outreach Committee. The Budget and Finance Committee:

- Meets at least once per month.
- Is chaired by the STNC Treasurer.
- Contains no more than five Board members, so that a majority of a quorum of the Board will not be present at its Committee meetings.
- Investigates and pursues sources of income and funding for the STNC.
- Generates a financial plan for each electoral term, showing planned income and expenditures.
- Keeps the plan current and issues reports to the Board.

A quorum for a Budget and Finance Committee meeting consists of three members, including at least one Board member. At least three votes in favor or three votes against an issue are required to achieve consensus. The Budget and Finance Committee takes direction from the Board and presents recommendations to the Board, but makes no decisions for the Board. It is responsible for implementing the details of the policies and directives set for it by the Board. It is the responsibility of the Chairperson of the Committee to set meeting times and agendas and to assign duties to the Committee members in order to implement these policies and directives.

**Reason**

Allows other members of the Committee besides the Treasurer to be either Board members or ordinary stakeholders. Allows the Committee Chair to set meeting times as well as agendas.

**Compliance With Ordinances**

No change in compliance from original.

**Change #9:** Tier 2 – Structure change

**Old**

**Article VII. Committees**

D. Design Advisory Committee



The Design Advisory Committee is a standing committee consisting of community stakeholders and Board members who shall be appointed as deemed appropriate by the Board. The Design Advisory Committee is a standing committee that:

- Meets at least once per month.
- Contains up to five Board members, so that a majority of a quorum of the Board will not be present at its Committee meetings.
- Sends Committee members to attend Planning Commission meetings and other meetings dealing with city development and land use.
- Meets with representatives of prospective new businesses in the community and negotiates with those representatives to promote community standards of architecture, appearance, and preservation of scenic areas.
- Issues reports and recommendations to the Board on issues and developments within its purview.

The Design Advisory Committee shall contain eleven full members and four alternates, appointed by the Board. A quorum for a Design Advisory Committee meeting consists of seven members, and at least six votes in favor or at least six votes against an issue are required to achieve consensus. The alternates shall be called on to vote in the absence of full members of the Committee. The Design Advisory Committee takes direction from the Board and presents recommendations to the Board, but makes no decisions for the Board. It is responsible for implementing the details of the policies and directives set for it by the Board. It is the responsibility of the Chairperson of the Committee to set the meeting agendas and to assign duties to the Committee members in order to implement these policies and directives.

### New

The Design Advisory Committee is a standing committee consisting of community stakeholders and Board members who shall be appointed as deemed appropriate by the Board. The Design Advisory Committee is a standing committee that:

- Meets at least once per month.
- Contains no more than five Board members, so that a majority of a quorum of the Board will not be present at its Committee meetings.
- Sends Committee members to attend Planning Commission meetings and other meetings dealing with city development and land use.
- Meets with representatives of prospective new businesses in the community and negotiates with those representatives to promote community standards of architecture, appearance, and preservation of scenic areas.
- Issues reports and recommendations to the Board on issues and developments within its purview.

The Design Advisory Committee shall contain eleven full members and four alternates, appointed by the Board. A quorum for a Design Advisory Committee meeting consists of seven members, and at least six votes in favor or at least six votes against an issue are required to achieve consensus. The alternates shall be called on to vote in the absence of full members of the Committee. The Design Advisory Committee takes direction from the Board and presents recommendations to the Board, but makes no decisions for the Board. It is responsible for implementing the details of the policies and directives set for it by the Board. It is the responsibility of the Chairperson of the Committee to set the meeting times and agendas and to assign duties to the Committee members in order to implement these policies and directives.

**Reason**

Language change: changes "up to" to "no more than". Allows the Committee Chair to set meeting times as well as agendas.

**Compliance With Ordinances**

No change in compliance from original.

**Change #10:** Tier 1 – Allow non-board members to chair a committee

**Old**

**Article VII. Committees**

**E. Other Committees**

Other committees, either standing or ad-hoc, may be established as deemed appropriate by the Board, to carry out the work of the STNC. Committees may meet when and as needed, but are subject to the requirements of the Brown Act. Each committee must have a Board member appointed as its Chair.

**New**

Other committees, either standing or ad-hoc, may be established as deemed appropriate by the Board, to carry out the work of the STNC. Committees may meet when and as needed, but are subject to the requirements of the Brown Act. Each committee must have at least one Board member appointed to it.

**Reason**

We do not want to insist that these other committees be Chaired by a Board member.

**Compliance With Ordinances**

No change in compliance from original.

**Change #11:** Tier 0 – Already in Bylaws

**Old**

**Article VIII. Elections**

A. Scheduling

Elections for the STNC Executive Officers and Directors shall be held annually, at a date that is within 30 days of the anniversary date of the initial election after certification. These elections shall be held on a day when no STNC meeting is scheduled, in order to allow election by secret ballot. The special first election shall be held within 120 days after certification of the STNC by DONE.

**New**

Elections for the STNC Executive Officers and Directors shall be held annually, at a date that is within 30 days of the anniversary date of the initial election after certification. These elections shall be held on a day when no STNC meeting is scheduled, in order to allow election by secret ballot. The special first election shall be held within a reasonable period of time after certification of the STNC by the BONC.

**Reason**

We haven't been able to prepare for our election within 120 days.

**Compliance With Ordinances**

No change in compliance from original.

**Change #12: Tier 0 – Already in Bylaws**

**Old**

**Article VIII. Elections**

B. Eligibility of Stakeholders to Vote for Board Members

- California driver's license
- California residency card
- School ID card
- Recent utility bill listing name and address
- Imprinted check

Other proof of community stakeholder status will be accepted per the standards adopted by the Election Committee.

**New**

- California driver's license
- California residency card
- School ID card
- Recent utility bill listing name and address
- Imprinted check
- Qualified organization membership card

Other proof of community stakeholder status will be accepted per the standards adopted by the Election Committee.

**Reason**

We want to add organization membership cards to the list of proofs that is specifically acceptable.

**Compliance With Ordinances**

No change in compliance from original.

**Change #13:            Tier 2 - Wording changes**

**Old**

**Article VIII. Elections**

C. Eligibility of Stakeholders to Be Elected as Board Members

Any community stakeholder within the STNC boundaries who is eligible to vote for Board members is also eligible to become a Board member, with the following restrictions:

- Candidates for Geographical Representative seats on the Board must live, work, or own property in the district that they would represent. Candidates qualifying in more than one district must select only one district that they wish to represent.
- Candidates younger than 18 years of age will not be permitted to vote on measures before the Board involving legal contracts or expenditure of monies, until their 18<sup>th</sup> birthdays.
- Candidates for Stakeholder Group seats on the Board must provide proof of membership in a group that falls into the category that they wish to represent. That group must possess a facility and/or hold regular meetings within the boundaries of the STNC.
- Candidates must be willing to fill out and sign a conflict-of-interest survey form if they are elected.

## **New**

Any community stakeholder within the STNC boundaries who is eligible to vote for Board members is also eligible to become a Board member, with the following restrictions:

- Candidates for Geographical Representative seats on the Board must live, work, or own property in the district that they would represent. Candidates qualifying in more than one district must select only one district that they wish to represent.
- Candidates younger than 18 years of age will not be permitted to vote on measures before the Board involving legal contracts or expenditure of monies, until their 18<sup>th</sup> birthdays.
- Candidates for Stakeholder Group seats on the Board must provide proof of membership in a group that falls into the category that they wish to represent. That group must possess a facility and/or hold regular meetings within the boundaries of the STNC, or the candidate must live, and the candidate must attend meetings at that branch of the organization..
- Candidates must be willing to fill out and sign a financial disclosure form if they are elected.
- A candidate may only run for one seat on the Board in any particular election.

## **Reason**

We want candidates for Stakeholder Group Representative to be members of the local branch or the organization that they wish to represent. Changed "conflict of interest" to "financial disclosure". We want to restrict candidates to only be able to run for one seat on the Board at a time.

## **Compliance With Ordinances**

No change in compliance from original.

**Change #14:** Tier 0 - |Already in Bylaws

## **Old**

### **Article VIII. Elections**

#### **D. Announcement of Candidacy**

Candidacy shall be managed by an appointed Nominating Committee. The Nominating Committee is responsible for accepting applications from community stakeholders who wish to serve on the Board, and for recruiting candidates for seats for which there are no volunteers. The Nominating Committee is responsible for verifying the eligibility for each particular seat by checking current Stakeholder Group status and, if needed, district affiliation. The Nominating Committee is charged with ensuring diversity of stakeholder and stakeholder group representation. No one stakeholder group shall be permitted to constitute a majority of the Board.

The Nominating Committee shall announce the list of candidates at the regular STNC meeting preceding the election, and the candidates shall be afforded an opportunity at that meeting to introduce themselves and briefly describe their goals and constituency.

**New**

Candidacy shall be managed by an appointed Nominating Committee which is a subcommittee of the Election Committee. The Nominating Committee is responsible for accepting applications from community stakeholders who wish to serve on the Board, and for recruiting candidates for seats for which there are no volunteers. The Nominating Committee is responsible for verifying the eligibility for each particular seat by checking current Stakeholder Group status and, if needed, district affiliation. The Nominating Committee is charged with ensuring diversity of stakeholder and stakeholder group representation. No one stakeholder group shall be permitted to constitute a majority of the Board.

The Nominating Committee shall announce the list of candidates at the regular STNC meeting preceding the election, and the candidates shall be afforded an opportunity at that meeting to introduce themselves and briefly describe their biographies, goals, and constituency.

**Reason**

We want to make the Nominating Committee part of the Elections Committee. We would like candidates to describe their biographies as well as their goals.

**Compliance With Ordinances**

No change in compliance from original.

**Change #15:** Tier 2 - Adjust wording to use calendar days

**Old**

**Article VIII. Elections**

E. Voting

Voting for election of Board members shall be by anonymous written ballot on an announced election day. Votes for write-in candidates shall not be counted. If more than two candidates are running for a seat then a plurality shall be sufficient to elect. For Geographical Representative seats the two candidates receiving the most votes shall be declared the winners. No voting by proxy is allowed. Ballots shall be handed out, collected, and counted by an independent, disinterested party.

All stakeholders may vote for all Executive Officer and Stakeholder Group seats on the Board. In order to vote for candidates in a particular Geographical district, a stakeholder must show proof of living, working, or owning property in that district. A stakeholder may qualify to vote for Geographical Representative candidates in at most one district. Stakeholders who do not live, work, or own property in any district shall vote for Geographical Representative candidates in the district in which their stakeholder group meets most frequently.

Persons who wish to vote on election day but who are not pre-registered and cannot produce proof of stakeholder status shall be allowed to vote provisionally. Each provisional ballot shall be placed in a numbered envelope and a receipt issued to the provisional voter. The provisional voter shall have until three days after the election to provide proof of stakeholder status to the party conducting the election. Upon proof of stakeholder status within the allotted time the provisional vote shall be counted toward the outcome of the election.

### **New**

Voting for election of Board members shall be by anonymous written ballot on an announced election day. Votes for write-in candidates shall not be counted. If more than two candidates are running for a seat then a plurality shall be sufficient to elect. For Geographical Representative seats the two candidates receiving the most votes shall be declared the winners. No voting by proxy is allowed. Ballots shall be handed out, collected, and counted by an independent, disinterested party. Tie votes shall be decided by drawing straws.

All stakeholders may vote for all Executive Officer and Stakeholder Group seats on the Board. In order to vote for candidates in a particular Geographical district, a stakeholder must show proof of living, working, or owning property in that district. A stakeholder may qualify to vote for Geographical Representative candidates in at most one district. Stakeholders who do not live, work, or own property in any district shall vote for Geographical Representative candidates in the district in which their stakeholder group meets most frequently.

Persons who wish to vote on election day but who are not pre-registered and cannot produce proof of stakeholder status shall be allowed to vote provisionally. Each provisional ballot shall be placed in a numbered envelope and a receipt issued to the provisional voter. The provisional voter shall have until three calendar days after the election to provide proof of stakeholder status to the party conducting the election. Upon proof of stakeholder status within the allotted time the provisional vote shall be counted toward the outcome of the election.

### **Reason**

We want to add a way to decide tie votes. And we want to specify "days" after the election for provisional voters to provide proof of stakeholder status as "calendar days" rather than "business days".

### **Compliance With Ordinances**

No change in compliance from original.

**Change #16:** Tier 1 - Wording correction. Challenges refer to any part of election, not just the results.

**Old**

**Article VIII. Elections**

F. Challenges to Election Results

Election results may be challenged by any community stakeholder. See Article X. Challenges shall be resolved by an independent, disinterested party other than the party who conducted the election. Challenges may be made for a period lasting until five business days after the results of the election are announced.

**New**

G. Challenges to Elections

Elections may be challenged by any community stakeholder. See Article X. Challenges shall be resolved by an independent, disinterested party other than the party who conducted the election. Challenges may be made for a period lasting until five calendar days after the results of the election are announced.

**Reason**

Challenges can apply to entire elections, not just election results. We want to change the challenge period from five business days to five calendar days following the election, for consistency.

**Compliance With Ordinances**

No change in compliance from original.

**Change #17** Tier 2 – Structure of Elections Committee

**Old**

**Article VIII. Elections**



H. Special First Election and Subsequent Elections

A special first election shall be held no later than 120 days after certification of the STNC by BONC. This election shall be organized by the ad-hoc group who filed the successful application for certification, but like subsequent regular elections this initial election must be conducted by an independent, disinterested party. The ad-hoc group shall provide the election procedures for this first election, and shall have the authority to make decisions on behalf of the council, for purposes of conducting the initial election. The ad-hoc group shall also set the agenda for the first regular meeting following the election, at which the newly elected Board members will take their seats. Names and contact information for the leadership of the ad-hoc group are provided as an attachment to these bylaws.

**New**

A special first election shall be held no later than 120 days after certification of the STNC by BONC. This election shall be organized by the ad-hoc group who filed the successful application for certification and/or their appointees, but like subsequent regular elections this initial election must be conducted by an independent, disinterested party. The ad-hoc group shall provide the election procedures for this first election, and shall have the authority to make decisions on behalf of the council, for purposes of conducting the initial election. The ad-hoc group shall also set the agenda for the first regular meeting following the election, at which the newly elected Board members will take their seats. Names and contact information for the leadership of the ad-hoc group are provided as an attachment to these bylaws.

**Reason**

We would like to be able to appoint persons to help with the election.

**Compliance With Ordinances**

No change in compliance from original.

**Change #18**            **Tier 1 – Corrects language Problem**

**Old**

**Article IX. Meetings**

E. Voting

Measures listed on the agenda may be voted on by the Board. In general, a simple majority vote of the Board members present is sufficient to pass a measure, with a tie being considered a failure to pass. Exceptions include bylaws amendments and removal of a Board member, which require a two-thirds (2/3) majority vote of the entire Board, which is fifteen votes in favor. Advisory votes by the community stakeholders in attendance may be held on a particular measure as an agenda item, and these advisory votes shall be a regular part of the way that the STNC conducts its business, but advisory votes of the stakeholders are not binding. Advisory votes by stakeholders taken during meetings shall not be by secret ballot, as precluded by the Brown Act.

**New**

Measures listed on the agenda may be voted on by the Board. In general, a simple majority vote of the Board members present is sufficient to pass a measure, with a tie being considered a failure to pass. Exceptions include bylaws amendments and removal of a Board member, which require a two-thirds (2/3) majority vote of the entire Board, which is at least fifteen votes in favor. Advisory votes by the community stakeholders in attendance may be held on a particular measure as an agenda item, and these advisory votes shall be a regular part of the way that the STNC conducts its business, but advisory votes of the stakeholders are not binding. Advisory votes by stakeholders taken during meetings shall not be by secret ballot, as precluded by the Brown Act.

**Reason**

Clarifies language to be "at least" 15 votes in favor for a 2/3 majority.

**Compliance With Ordinances**

No change in compliance from original.

**Change #19**            **Tier 1 - Corrects language usage**

**Old**

F.        Reconsideration

The Board may reconsider and amend its action on items listed on the agenda if that reconsideration takes place immediately following the original action or at the next regular meeting. The Board, on either of these two days, shall: (1) Make a motion for reconsideration and, if approved, (2) hear the matter and take an action. If the motion to reconsider an action is to be scheduled at the next meeting following the original action, then two items shall be placed on the agenda for that meeting: (1) A motion for reconsideration on the described matter and (2) a proposed action should the motion to reconsider be approved. A motion for reconsideration can only be made by a Board member who has previously voted on the prevailing side of the original action taken, or by a stakeholder initiative as described in Article X. If a motion for reconsideration is not made on the date the action was taken, then a Board member on the prevailing side of the action who wishes to initiate a reconsideration must submit a memorandum to the Recording Secretary identifying the matter to be reconsidered and a brief description of the reason(s) for requesting reconsideration at the next regular meeting. The aforesaid shall all be in compliance with the Brown Act.

## **New**

The Board may reconsider and amend its action on items listed on the agenda if that reconsideration takes place immediately following the original action or at the next regular meeting. The Board, on either of these two days, shall: (1) Make a motion for reconsideration and, if approved, (2) hear the matter and take an action. If the motion to reconsider an action is to be scheduled at the next meeting following the original action, then two items shall be placed on the agenda for that meeting: (1) A motion for reconsideration on the described matter and (2) a proposed action should the motion to reconsider be approved. A motion for reconsideration can only be made by a Board member who has previously voted on the prevailing side of the original action taken, or by a stakeholder initiative as described in Article X. If a motion for reconsideration is not made on the date the action was taken, then a Board member on the prevailing side of the action who wishes to initiate a reconsideration must submit a memorandum to the Recording Secretary identifying the matter to be reconsidered and a brief description of the reason(s) for requesting reconsideration at the next regular meeting. The aforesaid shall all be done in compliance with the Brown Act.

## **Reason**

Clarifies language to be "shall be **done** in compliance with the Brown Act".

## **Compliance With Ordinances**

No change in compliance from original.

## **Change #20            Tier 1 - Language Clarification**

### **Old**

#### **Article X.            Stakeholder Oversight**

##### **B.            Advisory**

Community stakeholders may force the Board to conduct an advisory vote by stakeholders on any measure on a regular or special meeting agenda, where such a vote was not already provided for. The advisory vote shall be conducted in the normal manner and shall be non-binding, but shall become part of the meeting record. A petition bearing the signatures of ten validated stakeholders is sufficient to force an advisory vote on a measure before the board. The petition must be submitted within one business day of the posting of the meeting agenda.

### **New**

Community stakeholders may force the Board to conduct an advisory vote by stakeholders on any measure on a regular or special meeting agenda, where such a vote was not already provided for on the agenda. The advisory vote shall be conducted in the normal manner and shall be non-binding, but shall become part of the meeting record. A petition bearing the signatures of ten validated stakeholders is sufficient to force an advisory vote on a measure before the board. The petition must be submitted within one business day after the posting of the meeting agenda.

**Reason**

Clarifies language: "provided for **on the agenda**". Also: "within one business day **after**".

**Compliance With Ordinances**

No change in compliance from original.

**Change #21**            **Tier 0 - Already in Bylaws**

**Old**

D.      Election Challenge

Community stakeholder may challenge election results for a period of up to five business days following the announcement of election results. Challenges should be filed in writing with the independent party who conducted the election and with DONE. DONE will determine what action to take to deal with the challenge.

**New**

Community stakeholder may challenge an election for a period of up to five business days following the announcement of election results. Challenges should be filed in writing with the independent party who conducted the election and with DONE. An independent, disinterested third party shall resolve the challenge.

**Reason**

A whole election can be challenged, not just election results. And DONE would rather not be the party to decide challenges.

**Compliance With Ordinances**

No change in compliance from original.

**Change #22**            **Tier 0 - Already in Bylaws**

**Old**

**Article XI.      Amendment**

Amendment of these bylaws requires approval of both the Board and of DONE. An amendment may be initiated by a Board member as an agenda item request, or by a community stakeholder via the initiative process. The amendment shall then be placed on the agenda of the next regular STNC meeting, or the Executive Committee may call a special meeting of the of the STNC if it deems it appropriate to do so. A two-thirds (2/3) majority vote of the entire Board – fifteen votes in favor -- is required to approve an amendment. After an amendment is approved it must be submitted to DONE along with a statement of ratification by the Board. When approval of the amendment is received from DONE the amendment becomes part of the bylaws.

**New**

Amendment of these bylaws requires approval of both the Board and of DONE. An amendment may be initiated by a Board member as an agenda item request, or by a community stakeholder via the initiative process. The amendment shall then be placed on the agenda of the next regular STNC meeting, or the Executive Committee may call a special meeting of the of the STNC if it deems it appropriate to do so. A two-thirds (2/3) majority vote of the entire Board – at least fifteen votes in favor -- is required to approve an amendment. After an amendment is approved it must be submitted to DONE along with a statement of ratification by the Board. When approval of the amendment is received from DONE the amendment becomes part of the bylaws.

**Reason**

Clarifies language: a 2/3 majority is “at least” 15 votes in favor.

**Compliance With Ordinances**

No change in compliance from original.

**Change #23            Tier 1 – Clarify Treasurers responsibilities**

**Old**

**Article VI.    Governing Body**

**A. Executive Officers**

There are five Executive Officers, elected at large:

1.     Chairperson, who shall chair the regular, special, and Executive Committee meetings, and who shall be the STNC representative to other Los Angeles neighborhood councils and to the Los Angeles City Council (or the Chairperson may delegate someone to represent the STNC to these bodies).
2.     Vice Chair, who shall assume the duties of the Chairperson when the Chairperson is unavailable or otherwise unable to perform his/her duties, and who shall assist the chairperson in his/her duties at the direction of the Chairperson.
3.     Recording Secretary, who shall be responsible for recording the minutes of each regular, special, and Executive Committee meeting, and who shall maintain and archive these records and make the record of each meeting available to the public by suitable means no later than seven days before the next regular meeting of the STNC. The Recording Secretary may delegate a person to take minutes at a meeting, if the Secretary’s attention will be needed on a matter before the Board.

4. Corresponding Secretary, who shall be responsible for maintaining the contact lists of STNC Board members and community stakeholders, and who shall be responsible for posting notices of meetings and elections, and other items of interest to the STNC community stakeholders; and other correspondence duties at the direction of the Chairperson, including but not limited to correspondence with other Los Angeles neighborhood councils and the various Los Angeles City Government agencies.
5. Treasurer, who shall be responsible for holding the monies of the STNC, and for maintaining records of income and expenditures and current balance, and keeping the records current. The Treasurer shall comply with Generally Accepted Accounting Principles (GAAP) requirements.

New

B. Executive Officers

There are five Executive Officers, elected at large:

1. Chairperson, who shall chair the regular, special, and Executive Committee meetings, and who shall be the STNC representative to other Los Angeles neighborhood councils and to the Los Angeles City Council (or the Chairperson may delegate someone to represent the STNC to these bodies).
2. Vice Chair, who shall assume the duties of the Chairperson when the Chairperson is unavailable or otherwise unable to perform his/her duties, and who shall assist the chairperson in his/her duties at the direction of the Chairperson.
3. Recording Secretary, who shall be responsible for recording the minutes of each regular, special, and Executive Committee meeting, and who shall maintain and archive these records and make the record of each meeting available to the public by suitable means no later than seven days before the next regular meeting of the STNC. The Recording Secretary may delegate a person to take minutes at a meeting, if the Secretary's attention will be needed on a matter before the Board.
4. Corresponding Secretary, who shall be responsible for maintaining the contact lists of STNC Board members and community stakeholders, and who shall be responsible for posting notices of meetings and elections, and other items of interest to the STNC community stakeholders; and other correspondence duties at the direction of the Chairperson, including but not limited to correspondence with other Los Angeles neighborhood councils and the various Los Angeles City Government agencies.
5. Treasurer, who shall be responsible for the monies of the STNC, and for maintaining records of income and expenditures and current balance, and keeping the records current. The Treasurer shall comply with Generally Accepted Accounting Principles (GAAP) requirements. The Treasurer shall file D.O.N.E.'s required quarterly reports, and all other paperwork and reports required by D.O.N.E. in a timely manner.

**Reason**

At paragraph 2 assigns the Vice Chair to carry on the duties of the Treasurer should their be no Treasurer or the Treasurer be incapacitated. At paragraph 5 clarifies the Treasurer's duties.

**Compliance With Ordinances**

No change in compliance from original. Allows for continuity if there is no Treasurer.