

GRANADA HILLS SOUTH NEIGHBORHOOD COUNCIL
BYLAWS & RULES COMMITTEE REPORT
September 2008

Members Present: Dave Beauvais, Bonnie Bursk, Norbert Soski (Directors) Joshua Barbosa, (Stakeholder), Jim Summers (ex-officio), Jerry Askew

The Bylaws and Rules Committee met on August 26, 2008, at the offices of Savin and Bursk. Proposals to change the by-laws to change the requirements for voting were discussed and approved. The following are proposed changes that the committee is now recommending:

Article VII (Directors)

Section D (Official Action and Quorum):

Current language:

Of the twenty-three (23) Directors on the Board, a quorum of twelve (12) Board Directors must be established before any official meeting or official Board action is taken. Once a quorum is established, the Neighborhood Council will take official action by a majority vote of those Board Directors present. In any meeting with less than a quorum, the Board of directors can: (1) adjourn the meeting and/or continue it to another date; or (2) announce that there is no quorum and therefore no official Board action will be taken, but that the Board of Directors will remain to hear public input on those matters listed on the agenda. If a public hearing has been scheduled, it must be made clear that no action on the item will be taken, and that without a quorum, the taking of public comment is for only those Board members present and not the full Board of Directors.

Proposed language:

Of the twenty-three (23) Directors on the Board, a quorum of twelve (12) Board Directors must be established before any official meeting or official Board action is taken. *Once a quorum is established, the Neighborhood Council will take official action by a majority vote taken among the Board Directors. Unless otherwise stated, a majority shall be defined as any number in excess of 50% of the votes cast, exclusive of abstentions and recusals.* In any meeting with less than a quorum, the Board of directors can: (1) adjourn the meeting and/or continue it to another date; or (2) announce that there is no quorum and therefore no official Board action will be taken, but that the Board of Directors will remain to hear public input on those matters listed on the agenda. If a public hearing has been scheduled, it must be made clear that no action on the item will be taken, and that without a quorum, the taking of public comment is for only those Board members present and not the full Board of Directors.

Section I (Voting on Board Matters)

Current language:

- A. Voting on Board Matters. Each Director shall have one vote on matters coming for a vote at the Neighborhood Council meetings they attend. There shall be no proxy or absentee voting.

Proposed language:

Voting on Board Matters. Each Director shall have one vote on matters coming for a vote at the Neighborhood Council meetings they attend. *Directors may abstain or recuse themselves from voting, in which case their vote shall not be considered in determining majority.* There shall be no proxy or absentee voting.

Article X (Committees)

Section A (Standing Committees) Section 2 (Quorums):

Current language:

Quorums: A Quorum shall be defined as 51% or more of the committee present. Once a quorum is established, the Committee will take official action by a majority vote of those members present. The actions, recommendations and policies of all Committees shall be subject to approval by official action of the Board of Directors.

Proposed language:

Quorums: A Quorum shall be defined as 51% or more of the committee present. Once a quorum is established, the Committee will take official action by a majority vote taken among the members. The actions, recommendations and policies of all Committees shall be subject to approval by official action of the Board of Directors.

Article XIV (Amendments to Bylaws) Section A:

Current language:

All suggested amendments to these Bylaws shall be submitted to the Secretary in writing (including facsimile transmission or e-mail). The Secretary shall place the suggested amendment on the agenda for the next Neighborhood Council meeting to be discussed and voted on by the Board of Directors.. These Bylaws shall be amended by a two-thirds majority vote. Amendments approved by the Neighborhood Council shall be forwarded within two (2) weeks to DONE, and shall not be valid, final, or effective until approved by DONE, or the Board of Neighborhood Commissioners.

Proposed language:

All suggested amendments to these Bylaws shall be submitted to the Secretary in writing (including facsimile transmission or e-mail). The Secretary shall place the suggested amendment on the agenda for the next Neighborhood Council meeting

to be discussed and voted on by the Board of Directors. These Bylaws shall be amended by a two-thirds majority vote, *meaning that 2/3 of the votes cast, exclusive of absentions and recusals must be in the affirmative.* Amendments approved by the Neighborhood Council shall be forwarded within two (2) weeks to DONE, and shall not be valid, final, or effective until approved by DONE, or the Board of Neighborhood Commissioners.

Explanation:

Our bylaws provide that Robert's Rules of Order shall be our parliamentary guide, providing they do not conflict with the Brown Act or our own bylaws (Article 9, Section F. Parliamentarian). Robert's Rules of Order (RRO) defines a majority vote as:

“A majority vote simply means that more than half of those voting approve a motion.” (RRO pg. 56)

...

“Blank ballots or abstentions do not count. By this definition, those voting – not necessarily those present – determine the majority.” (RRO pg. 56)

RRO provides an example:

“If 20 people are present at the meeting and 15 members vote, the majority is 8, because the majority is determined by the number voting, not by the number present” (RRO pg. 56)

While a quorum is required to be present in order to conduct business, it is not necessary for a quorum number of members to cast votes on a motion

“For example, say a board has nine members, which means that five members is the quorum. If your rules require only a majority vote, then at a meeting of five members, it is possible for one or two people to adopt motions if others abstain.”(RRO pg 286)

This would indicate that motion passage is determined by a simple count of “yes” vs. “no” votes, without regard to “abstains” nor those who have been recused (as they are also simply not voting). RRO does permit modification of these rules:

“Organizations can qualify a majority vote by adding these phrases to the word ‘voting’ in their bylaws:

* ‘a majority of those present’

* ‘a majority of the entire membership’ “ (RRO pg. 56)

But RRO discourages the use of such qualifications:

“Except for important issues and amending the bylaws, a simple, unqualified majority vote should adopt all actions.” (RRO pg. 56)

And,

“It is highly recommended that you have your rules or bylaws state “a majority vote”, meaning a majority of those voting.” (RRO pg. 286)

Specifically with respect the qualification of “a majority of those present”:

“those not voting are said to support the negative rather than remain neutral. For that reason, this qualification is not recommended.” (RRO pg. 57)

Our bylaws qualify a majority vote in the following sections:

Action is taken “by a majority vote of those Board Directors present.” [Article VII (D)]

A Subcommittee “will take official action by a majority vote of those members present” [Article X (A)(2)].

“Each Director shall have one vote...” [Article VII (I)]. This could be interpreted as a qualification.

Other areas of the bylaws mention a “majority” or “two-thirds majority” (Article VII (K)(1), Article X (B) and Article XIV (A)), but fail to qualify the phrase with “those present”. This leaves the bylaws open to (mis)interpretation and manipulation, especially in contentious matters undertaken by the board. Furthermore, no allowance is made for recusal. Is a recused Director “present”? If so, they simply “abstaining”. As the bylaws are silent on this matter and there is no reference in RRO, this may also be open to interpretation and contest.

Dave Beauvais,
Bylaws and Rules Committee Chair