

ELECTIONS AND BYLAWS COMMITTEE-2019-PROPOSED BYLAWS CHANGES

Submissions for proposed bylaws changes should be sent to the Chair in writing with ample time to review and place on the agenda - one week or more.

CURRENT LANGUAGE:

Section 9: Removal

Removal of a Director: Reasons for Removal of a Director may include:

- A. Inability to carry out his/her duties and responsibilities due to time limitations, illness and/or other personal obligations;
- B. Absence from two (2) consecutive meetings without notification;
- C. Failure to disclose a financial conflict of interest in a matter before the Board;
- D. Violation of MVCC bylaws or rules;
- E. The MVCC will consult with its legal counsel, the Office of the City Attorney, throughout this removal process.

PROPOSED LANGUAGE:

Section 9: Removal of a Director

Removal of a Director Reasons: Reasons for Removal of a Director may include:

- A. Inability to carry out his/her duties and responsibilities due to time limitations, illness and/or other personal obligations;
- B. Absence from two (2) consecutive meetings without notification;
- C. Failure to disclose a financial conflict of interest in a matter before the Board;
- D. Violation of MVCC bylaws or rules;
- F. Violation of the code of conduct;
- E. No longer meeting the qualifications for the Director position.

Process: The Board of Directors may remove a Director for cause.

- A. Any director may submit a request for removal to the Chair. The request must detail the reason for removal and be signed by at least four Directors but fewer than a quorum of Directors.
- B. Upon receipt of the request, the Chair must notify the Office of the City Attorney and also provide a copy of the request and any supporting evidence to the Director who is the subject of the removal request.
- C. The Director who is the subject of the removal request has fourteen days to contest the removal reasons and evidence. The Chair must seek the advice of the Office of the City Attorney regarding any contested claims or evidence.
- D. Following resolution of any contested claims or evidence, the removal request shall be placed on the next open Regular Board Meeting agenda and the Director facing removal informed.

- E. The Director who is the subject of the removal request may make a statement prior to consideration of the motion at the meeting and then must recuse him/herself from the discussion and voting.
- F. The Chair must inform the Board of any opinions or advice offered by the Office of the City Attorney.
- G. Removal of the identified Director requires a two-thirds (2/3) majority of the attending Directors. A roll call vote is required. If the vote is affirmative, the position is immediately deemed vacant.

RATIONALE:

Reasons:

- Since Directors are required to sign and abide by a Code of Conduct, there should be a provision to remove a Director for a violation.
- There is currently no provision to remove a Director who no longer qualifies to vote for the position held – for example, a Zone Director who no longer lives, works or owns property in the zone.

Note that reasons merely provide grounds for removal; they do not require removal.

Process:

The current by-laws do not have a process for removal. This is an attempt to ensure an orderly process that provides rights for the accused and reduces risk for MVCC by ensuring consultation with the City Attorney.