

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:

Article V GOVERNING BOARD

Section 1: Composition

Number of Directors: The Board shall be comprised of thirteen (13) Directors, including the five (5) officers described in Article V. Of the thirteen (13) Directors, one (1) shall be elected "Community" Director, six (6) shall be elected "At-large" Directors-and six (6) shall be elected "Zone" Directors.

Section 2: Quorum

Quorum. A quorum for meetings of the Board shall consist of seven (7) Directors. No business shall be conducted without a quorum.

Section 3: Official Actions

Voting: Subject to the presence of a quorum, a majority vote of the Directors present, not including abstentions shall prevail, except that a two-thirds (2/3) vote of the Directors currently serving on the Board (Full Board) shall be required to remove a Director or an officer of the Board of Directors.

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Section 6: Vacancies

A vacancy shall be deemed to exist upon the occurrence of either of the following:

- A. The death, resignation or removal of any Director; or
- B. Insufficient number of candidates available to fill all Director positions.

In the case of a vacancy, the Chair shall appoint a Stakeholder to fill that vacancy in accordance with the following procedure. The Chair shall announce the vacancy, along with the procedure for filling said vacancy:

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PROPOSED LANGUAGE:

Section 1: Composition

Number of Directors: The Board shall be comprised of ~~thirteen (13)~~ **Seventeen (17) Voting** Directors, including the five (5) officers described in Article ~~V~~ **VI** and ~~one (1) Non-Voting Business Director~~. Of the ~~thirteen (13)~~ **Seventeen (17) Voting** Directors,, one (1) shall be elected "Community" Director, ~~six (6)~~ **seven (7)** shall be elected "At-large" Directors-~~and, six (6)~~ **seven**

(7) shall be elected "Zone" Directors, one (1) shall be elected "Renter" Director and one (1) shall be elected "Youth" Director.

The non-voting Business Director shall be selected from among candidates submitted by the Mar Vista Chamber of Commerce position shall be filled as follows:

- A. Upon learning of a pending vacancy due to ending of term or resignation, the MVCC chair shall ask the Mar Vista Chamber of Commerce to nominate one or more candidates within 25 days. All candidates must comply with the requirements of Article X Section 6 of these Bylaws.
- B. The names of the nominees will be placed on the agenda of the next regular Board meeting following such submission.
- C. The nominees may, at the Board meeting, give a statement in support of their candidacy.
- D. After statements have been made, the Chair shall appoint a Business Director from the list of submitted names, subject to approval by a majority vote of the Directors in attendance.
- E. If the first appointed Business Director does not receive the approval a majority vote of the Directors in attendance, the Chair shall then appoint another Business Director from the list of submitted names subject to the approval by a majority vote of the Directors in attendance
- F. If the Chair's second appointee is not approved by a majority vote of the Directors in attendance, the Chair shall then make the appointment from the complete submitted list of candidates, which appointment shall be final and shall not be subject to the approval of the Board of Directors.

Section 2: Quorum

Quorum. A quorum for meetings of the Board shall consist of ~~seven (7)~~ nine (9) Voting Directors. No business shall be conducted without a quorum.

Section 3: Official Actions

Voting: Subject to the presence of a quorum, a majority vote of the Voting Directors present, not including abstentions shall prevail, except that a two-thirds (2/3) vote of the Voting Directors currently serving on the Board (~~Full Board~~) shall be required to remove a Director or an officer of the Board of Directors.

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Section 6: Vacancies

A vacancy shall be deemed to exist upon the occurrence of either of the following:

- A. The death, resignation or removal of any Director; or
- B. Insufficient number of candidates available to fill all Director positions.

A Business Director vacancy shall be filled following the procedure in Section 1 (Composition) of this Article. In the case of a Voting Director vacancy, the Chair shall appoint a Stakeholder to fill

that vacancy in accordance with the following procedure. The Chair shall announce the vacancy, along with the procedure for filling said vacancy:

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RATIONALE:

- Provide an increased voice for the renters who are a majority of the MVCC Stakeholders and, hopefully, increase renter interest and involvement in MVCC. Directors have tended to be homeowners.
- Provide a voice for local businesses that we rely on for services and to provide ambiance for our Mar Vista community. Allow the official voice of the Mar Vista business community to nominate Business Director candidates. Make the position appointed (and, therefore, non-voting) to prevent carpetbaggers (i.e., developers with lots of workers temporarily in the community) from stealing the position from representatives of truly local business.
- Provide an opportunity for our youth to get involved in local government – something that hopefully will carry over to adulthood. They’re affected by our policies; give them a voice. It should be a mutual learning experience.