

**DIRECTOR'S MOTION
(ADMINISTRATIVE MOTION)**

TITLE: Bylaws Amendment to Permit Up to Four Board Directors on a Committee

SUBMITTED BY: Charlene Samiley, At-Large Director and Board Chair

BACKGROUND:

This motion proposes increasing the number of Board Directors who may serve on a committee from three (3) to four (4). Under the current bylaws, a committee may have up to three Board Directors, which includes the Chair, 1st Vice-Chair, and 2nd Vice-Chair. This structure limits additional Board Directors from serving on committees where all three officer positions are already filled, even when a Director has a strong interest in contributing to the committee's work and keeping their constituents informed.

Allowing up to four (4) Board Directors on a committee would create more opportunities for Directors to participate meaningfully across committees, broaden representation, and provide additional support and diverse perspectives to committee work.

Concerns have been raised about exceeding Brown Act limits when multiple Board members serve together on a committee. The Brown Act prohibits a majority of the Board from discussing Board business outside a properly noticed Board meeting. However, with the Board's quorum set at nine (9) members and the majority of that quorum being five (5), allowing up to four (4) Board Directors to serve on a committee does not constitute a majority capable of taking action at a Board meeting and therefore does not violate the Brown Act.

THE MOTION:

The MVCC approves amending the **MVCC Bylaws, Article VII, Section 3** by changing the maximum number of Board Directors who may serve on a Standing or Ad Hoc Committee from three (3) to four (4).

Current language:

“Committee Structure: All Board Directors shall serve on or chair at least one (1) MVCC Committee. Standing and Ad Hoc Committees shall be comprised of at least one (1) Director, but no more than three (3) Directors, with the exception of the Executive/Budget and Finance (ExFin) Committee.”

Proposed language:

“Committee Structure: All Board Directors shall serve on or chair at least one (1) MVCC Committee. Standing and Ad Hoc Committees shall be comprised of at least one (1) Director, but no more than **four (4)** Directors, with the exception of the Executive/Budget and Finance (ExFin) Committee.”

This amendment increases the maximum number of Board Directors allowed on a committee from three to four.

VOTE:

YES: _____ NO: _____ ABSTAIN: _____