

PROPOSED AMENDMENTS TO THE PCNC BOARD BY-LAWS

ARTICLE V GOVERNING BOARD

Section 1: Composition – The Board of Directors (“Board”) shall have twenty-one (21) voting members, according to the following composition:

- A. Five (5) seats shall be reserved for North, Center-West, Center-East, Southwest and Southeast Homeowners.
- B. Five (5) seats shall be reserved for North, Center-West, Center-East, Southwest and Southeast Renters.
- C. Five (5) seats shall be reserved for business owners, managers, or employees.
- D. Four (4) At-large seats may be held by any stakeholder who lives, works, or owns property within the PCNC boundaries.
- E. Two (2) At-Large seats may be held by any stakeholder, including those who declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation within the Neighborhood Council’s boundaries and who may be in a community organization such as, but not limited to, educational, non-profit and/or religious organizations. These seats will be referred to as the Unlimited At-Large seats. At least one of these seats shall be available at every election.

The Board shall also have two (2) non-official and non-voting youth representatives (who will not be legally part of the Board but who will help provide community input) who attend an educational institution (public or private) within the Board boundaries or whom live within the Board boundaries. These youth representatives shall be allowed to debate and provide input during Board meetings however they will have no ability to cast any vote on any Board matter or represent the position of the Board to any third party.

Section 5: Duties and Powers – The primary duties of the Board shall be to govern the Council and to carry out its objectives. No individual Board member or Alternate of the Board shall speak for the Board or otherwise publicly represent a Board position. However a Board member unless may be authorized to do so by official action of the Board the Chair or Vice-Chair; which shall only be granted for a single topic of a resolution or action the Board has voted on an approved, and that authorized Board member must limit any statements to the overall position enumerated by the Board vote. Further ¶the Board as a whole may, by official action vote, delegate to any individual Board member the authority to present before any public body a standing Council Board position previously adopted by the Board or a statement that the Council Board has had insufficient time to develop a position or recommendation on a matter before that body. Such authority may be revoked at any time by the Board.

Section 7: Absences –

This Board considers one of the primary and most important duties of all Board members and Alternates is to regularly attend as many Board meetings as possible. This is to ensure all Board members and Alternates are fully informed about the Board’s actions and the concerns of the Board’s Stakeholders. Thus the Board believes a strong enforcement of its By-Laws Absences rules are vital to a functional Board.

Allowed Absences

A Board member or Alternate may be removed upon two (2) consecutive absences, excused or unexcused, of regularly scheduled meetings of the Board or upon three (3) unexcused absences within a rolling six (6) month period, unless excused by the PCNC Chair, which excuses shall not

PROPOSED AMENDMENTS TO THE PCNC BOARD BY-LAWS

be unreasonably withheld or upon three (3) absences, excused or unexcused, within a rolling twelve (12) month period.

Board Meeting Roll Call

Any Board member or Alternate not present at the start of a Board meeting shall be marked as absent unless the Chair or Vice-Chair confirms that the affected Board member or Alternate is excused. Any Board member or Alternate that shows up no later than 29 minutes after the start of a Board meeting may have the Secretary adjust their absence to show that the Board member or Alternate was in fact present. Any Board member or Alternate present must stay at the Board meeting for at least half of the total time of the meeting or their present recording will be changed to an absence (which could be an excused absence as specified under the applicable parts of these section) by the Secretary.

Excused Absences

All absences shall be deemed unexcused unless the following occurs:

A. Scheduled Absence

- a. A Board member or Alternate must provide 72 hour advance written notice, from the time of the Board meeting, to the Chair and the Vice-Chair of the date of the scheduled absence and the reason for the absence. Email is preferable.
- b. Both the Chair and Vice-Chair must agree that the reason for the scheduled absence is allowable under these By-Laws for the scheduled absence to be considered an excused absence. That agreement will be relayed to the affected Board member or Alternate no later than 48 hours after the notice is given to allow the affected Board member or Alternate to adjust their schedule.
- c. An scheduled absence may be deemed an excused absence by the Chair and Vice-Chair if it is one of the following. Should any affected Board member or Alternate believe a certain circumstance should be legally allowed that Board member or Alternate shall inform the Chair and Vice-Chair in writing no less than ten (10) days prior to the next scheduled Board meeting and the Chair shall place the matter on the Board agenda for that meeting for debate and possible action. Failure to provide any such notice to the Chair shall be deemed a waiver by the Board member or Alternate for any such right and agreement not to seek enforcement of said right.
 - i. To allow for a short term medical procedure requiring less than 30 days recover of either the Board member or Alternate or their immediate family. Any absence due to medical reasons lasting more than 30 days shall require the Board member of Alternate to request a leave of absence from the Board who in its sole discretion shall properly and legally debate and deliberate on the request ensuring that all legal requirements and laws are followed.
 - ii. To allow for grieving or arraignments due to the death of an immediate family member (as defined by the member affected) of the Board member or Alternate for a period up to 30 days from the date of death or discovery.
 - iii. To allow for religious observance of a sincerely held belief by the Board member or Alternate which would lead to no more than two excused absences in a six(6) month period.
 - iv. Any other reasonable accommodation required under applicable law such as the ADA and ADA.
- d. The following will not be eligible for a determinate as an excused absence unless required by applicable law.
 - i. School/Course attendance.
 - ii. Employment or work related issue.

PROPOSED AMENDMENTS TO THE PCNC BOARD BY-LAWS

- iii. Ongoing lack of transportation.
- iv. Birthdays including of the Board member or Alternate or their family members.
- v. Lack of ongoing child care.

B. Emergency Absences

- a. A Board member or Alternate must provide as much prior notice via phone or text message to the Chair or the Vice-Chair as possible taking into account safety and health concerns. At no time shall a Board member or Alternate risk the health or safety of any person including themselves to provide any such notice. However at the soonest safe time the Board member or Alternate shall contact the Chair or the Vice-Chair by phone or text message to explain the reason for the absence.
- b. The contacted Board officer will inform the other Board officer of the contact by the affected Board member or Alternate and only if both the Chair and Vice-Chair agree that the reason for the emergency absence is allowable under these By-Laws will the emergency absence to be considered an excused absence. That agreement will be relayed to the affected Board member or Alternate no later than 48 hours after the notice is given. If such an emergency absence is considered excused the Secretary shall correct the roll call of the meeting to indicate the absence was excused.
- c. A scheduled absence may be deemed an excused absence by the Chair and Vice-Chair if it is one of the following. Should any affected Board member or Alternate believe a certain circumstance should be legally allowed that Board member or Alternate shall inform the Chair and Vice-Chair in writing no less than ten (10) days prior to the next scheduled Board meeting and the Chair shall place the matter on the Board agenda for that meeting for debate and possible action. Failure to provide any such notice to the Chair shall be deemed a waiver by the Board member or Alternate for any such right and agreement not to seek enforcement of said right.
 - i. An unscheduled transportation problem delaying or preventing the Board member of Alternate from timely attendance of no more than 2 out of 6 schedule meetings.
 - ii. A sudden illness of the Board member or Alternate or an immediate family member (as defined by the member affected) of no more than 2 out of 6 schedule meetings.
 - iii. A sudden child care problem delaying or preventing the Board member of Alternate from timely attendance of no more than 2 out of 6 schedule meetings.

Agenda Item

The Secretary shall provide a list of all Board members or Alternates that a removal vote is due as a result of absences to the Chair ten (10) days prior to each scheduled meeting and the Chair must include that list along with an agenda item for the removal vote in the agenda for that next scheduled meeting. The Chair must also add to the agenda for each scheduled meeting an agenda item for adding by vote any new Board members or Alternates who have expressed the desire, as required under these bylaws and DONE/BONC policies, to become Board members or Alternates.

PROPOSED AMENDMENTS TO THE PCNC BOARD BY-LAWS

Section 9: Removal – A Board member or Alternate may be removed by either: i) pursuant to any DONE or BONC polices; or ii) failing to adhere to Section 7 Absences of these By-Laws by incurring an unallowed number of absences (excused or not); or iii) the submission of a written petition by Stakeholders, in a form specified by the Board, which:

- Identifies the Board member or Alternate to be removed,
- Describes in detail the reason for removal,
- Includes the signatures of at least fifty (50) Stakeholders.

The Secretary shall have the matter placed on the agenda for a vote of the Board at the next regular meeting of the Board and ensure an agenda is emailed to the last provided email address of the affected Board Member or Alternate.

- A vote to remove by a majority of the Board members or their Alternates present and voting shall remove the identified Board member or Alternate forthwith. If the affected Board member is not present for the vote at the time indicated on the agenda then the vote shall not take place and the affected Board member or Alternate shall automatically be removed.
- The Board member or Alternate who is the subject of the removal action shall not take part in the vote on this matter, but will be allowed to address the Board prior to the vote.
- If there is not a quorum present or if there are not at least ten (10) Board members or Alternates present and eligible to vote, the matter shall be placed on the agenda for the next regular Board meeting and every meeting thereafter until such time as a vote is taken.

An Officer may be removed from office, but not from the Board, by a majority vote of the remaining seated Board members or their Alternates at any regular meeting, provided that:

- The request to remove the Officer was made at the previous regular Board meeting.
- The Officer in question may not vote but shall be given a fair hearing before the Board.
- Stakeholders shall have an opportunity to speak for or against the removal.

ARTICLE XIII AMENDMENTS

A. Any Stakeholder ~~or Board member~~ may propose an amendment to the bylaws by submitting such proposed amendment in writing to the Rules Committee together with a petition supporting the proposed change signed by at least thirty (30) Stakeholders. Alternatively the Rules Committee Chairperson may draft a proposed amendment.

B. The Rules Committee shall, within thirty (30) days after receiving the proposed bylaws amendment, from either a Stakeholder or the Rules Committed Chairperson, draft a properly worded amendment and vote of its adoption. After a successful adoption vote by the Rules Committee, the Rules Committee shall and refer the proposed bylaws amendment to the Outreach Committee for dissemination to the public.

C. The proposed bylaws amendment shall be made available to Stakeholders for a notification period of not less than thirty (30) days, by a process to be determined by the Outreach Committee.

D. The proposed amendment shall be placed on the agenda for the first Board meeting following the end of the notification period, at which public comment will be allowed.

E. The Board may approve an amendment to the bylaws by two-thirds (2/3) vote of the Board members or Alternates present and voting at any regular Board meeting held after the Board

PROPOSED AMENDMENTS TO THE PCNC BOARD BY-LAWS

meeting at which the amendment was originally proposed. If approved, the proposed amendment shall be submitted to the Department in accordance with the Plan and shall become effective upon approval by the Department.

GENERAL NOTE INCLUDE BY RULES COMMITTEE:

This proposed bylaws amendment includes this severability clause which will allow the Board Chairperson to hold a vote on each proposed Bylaws' Articles' section amendment(s) if desired. The rejection by vote for any proposed amendment to a section if done individually will not void the right to vote of that vote for any other proposed amendment(s) to any other section of the proposed bylaws amendment held in a spate vote. Further should DONE wish it may strike any part of an approved change and such change shall be deemed accepted by the Board with the proviso that the Board may upon the unanimous decision of the Chair, Vice-Chair, and Rules Committee Chair (or Secretary if one of those posts in held by the same person) to hold a second vote on the new DONE changes on the next schedule Board meeting after a 30 days notice period to Stakeholders by the Outreach Committee.