

**Grass Roots Venice Neighborhood Council
Bylaws Committee January 23, 2006 Meeting Minutes**

- 1. MEETING CALLED TO ORDER AT 7:10 PM.**
- 2. ATTENDANCE:** Bylaws Committee Members present – LJ Carusone (Committee Chair) presiding, Colette Bailey, David Buchanan, David Moring, Ivan Spiegel, Joe Murphy, Lisa M. Ezell, Steve Freedman, Stewart Oscars, Thomas O’Meara. Absent – Eileen Pollack Erickson, Greg Fitchitt, Jodi Gusek, Marta Evry, Susan Rennie. Also attending – Dennis Hathaway, Linda Lucks, Melanie Berry, Naomi Nightingale, Sylviane Dungan.
- 3. MINUTES:** The minutes from 01-12-06 meeting were not reviewed.
- 4. GRVNC BOARD COMPOSITION/DISTRICT MAKE UP/EXECUTIVE COMMITTEE (ARTICLES IV, XI):**
 - a. Discuss the Following:**
 - i. District Lines**
 - 1. Discuss any feedback from District Reps and other stakeholders**
 - 2. Discuss adjustments**

The Chair opens the discussion:

(Committee Discussion Begins)

The discussion digressed into distinguishing between ‘at-large with portfolio’ (the officers) and ‘at-large without portfolio’ (the current ‘at-large’ board members) in order to avoid confusion. Participants in the discussion included **David Buchanan, Ivan Spiegel, Steve Freedman,** and **Thomas O’Meara.**

LJ Carusone: Redirects discussion to issue of district lines.

David Buchanan: Raises an issue that he felt needed to be addressed in connection with the district lines and alludes to concerns raised by **Dennis Hathaway.**

Discussion followed.

Joe Murphy (scribe) expressed inability to track the discussion and record it, suggesting that it is difficult to review new material and come up with a workable result in the Bylaws Committee without a written proposal to work from.

Joe Murphy: Moves:

That a task force be established to study and address concerns regarding district boundary lines and report back to the Committee by the next meeting with recommendations.

Ivan Spiegel: Seconds the motion.

Linda Lucks: Mentioned concerns with beach area adjustments.

David Buchanan: Mentioned the shift of the Abbot Kinney district boundary to the middle of Electric Avenue.

Steve Freedman: Comments on how district representatives should serve.

Dennis Hathaway: Asks whether there was discussion of population distribution and, if so, what the nature of that discussion was.

Ivan Spiegel: He would like to get some sort of survey to be part of the process.

LJ Carusone: Responds to **Dennis Hathaway** by mentioning the theme of neighborhood integrity and a desire to enable representatives to do better outreach.

David Buchanan: It was also to guarantee representation – ie, the proposed Zanja District 13 is primarily renters. He also mentioned African American representation in the two proposed Oakwood Districts 4 and 5. He pointed out that we are not rigidly bound by ‘1 person, 1 vote’. So three factors were used: (i) Neighborhood integrity; (ii) Facilitate outreach; (iii) Demographics.

Steve Freedman: Asks whether we have time to pursue Ivan’s suggestion that we get a survey.

The question on the motion was called for and the motion was restated as follows:

That a task force be established to study and address concerns regarding district boundary lines and report back to the Committee by the next meeting with recommendations.

By show of hands, the vote was unanimous in favor of the motion.

Motion Passes

Related discussion followed on the composition and scope of the task force as follows:

David Buchanan: Consider involving stakeholders outside the Bylaws Committee.

Dennis Hathaway: Consider population distribution.

Thomas O’Meara: Question regarding the adoption of the minutes.

(Committee Discussion Ends)

5. **GRVNC BOARD COMPOSITION/DISTRICT MAKE UP/EXECUTIVE COMMITTEE (ARTICLES IV, XI):**

a. **Discuss the Following:**

ii. **Seven At Large Seats: Composition, Roles and Responsibilities**

1. **Executive Committee Composition, Roles, Responsibilities**

The Chair opens the discussion

(Committee Discussion Begins)

Linda Lucks: She stated that she has never been on a board where the board elects officers.

Steve Freedman: We (the Bylaws Committee) started with a proposal that did that and it was opposed.

Naomi Nightingale: A model exists to have the board appoint officers.

David Moring: Two points:

1. We wanted both district and at-large positions and there were recognized problems with having tasks assigned by the board.
2. The Executive (Agenda) Committee is comprised ½ of specific elected at-large officers and ½ of other members of the board appointed by the board.

Linda Lucks: Perhaps 'at-large' members could serve on 2 committees.

Ivan Spiegel: Reiterates the confusion from not distinguishing between 'at-large with portfolio' (the officers) and 'at-large without portfolio' (the current 'at-large' board members).

David Buchanan: Explains the intent of the motion that was passed.

LJ Carusone: Refers to what he mailed and explains that 'at-large' means 'all stakeholders vote for officers'.

Steve Freedman: Officers carry considerable responsibility and need to know what they're running for, and there is a problem doing this if they are not running for specific positions with specific responsibilities.

David Buchanan: It's like selling by rescission.

Melanie Berry: She doesn't think we should eliminate the at-large (without portfolio) positions. District positions enable someone to represent a district; at-large positions enable someone to represent an interest. She ran to represent the interests of surfers and skateboarders, etc. By eliminating the at-large (without portfolio) positions, you're eliminating the possibility of interest groups getting representation on the board.

Naomi Nightingale: Board officers serve the entire community.

David Buchanan: Explains the agenda committee.

Naomi Nightingale: She doesn't want to worry about slates. The board officers make up the executive committee. This changes so that some of the officers will not be on the executive committee. She also commented on the issue of the current at-large (without portfolio) who are not elected to a district.

Steve Freedman: Responding to Naomi's concern, he explains that discussions resulted in the shift from 'Executive Committee' to 'Agenda Committee'. Responding to Melanie's concerns, he indicated that he's been very active and, whether or not a special interest holds an elected seat on the board, you can have meaningful input without being on the board.

Melanie Berry: But a number of people have asked her to run and she wants to do that and she wants to represent the interests of her group.

Thomas O'Meara: Agrees with Melanie. She wants to represent a group that is spread all over Venice and the elimination of at-large (without portfolio) positions doesn't give her a chance to represent that group.

Sylviane Dungan: A committee is a better way to deal with Melanie's interest group. There are simply too many interests in Venice.

Melanie Berry: A committee is not adequate. She would like us to stick with at-large (without portfolio) positions for a while.

LJ Carusone: The point has been made. He urges that we move on.

David Moring: Moves:

That seven (7) board officer positions be established consisting of President, Secretary, Treasurer, Communications, Government Relations, Outreach, and LUPC Chair – each board officer to be elected by vote of all voting stakeholders.

David Buchanan: Seconds the motion.

Lisa M. Ezell: Are we going to be able to vote for any district? She also expresses concern about the LUPC position, fearing that moneyed interests could negatively influence that person.

Steve Freedman: He points out that our discussions decided that the Vice President was to be responsible for outreach. Regarding Lisa's concerns about the LUPC Chair, he indicated that that person can be removed if there is a problem of the sort that she fears.

Roger Templeton: What is the difference between Communication and Outreach?

LJ Carusone: Answers the question.

Dennis Hathaway: What would the Secretary do? Points out that the board has authorized hiring an assistant to perform what he perceives as the functions of the Secretary.

David Moring: Answers the question.

Thomas O'Meara: Offers a friendly amendment that more officer positions be created to deal with other functions such as Volunteers, Facilities, Events, a second Outreach person, etc.

David Moring: He feels strongly that we should limit the number of board members to 21 and therefore does not entertain the suggested friendly amendment.

Stewart Oscars: Suggests that the Vice President could be a rotating position, perhaps every 2 months.

Sylviane Dungan: That is not a good idea. She wants someone who is capable of performing the function of the President. She also suggests that the Communication officer could perform a committee coordinator role, an internal link network matching the various interests, and the committees could report to this person.

Linda Lucks: Why not label the various officers as Vice President of Communications, Vice President of Outreach, etc? The LUPC Chair is a pretty important position that could also be a Vice President. She has no problem with having 7 officers.

Stewart Oscars: Why not a President Pro Tem?

David Buchanan: No problem with Linda's suggestion regarding using Vice President name for multiple officers. Responding to **Dennis Hathaway:** regarding the concern about the function of the Secretary and hiring an assistant, he feels the problem is more about dissemination of information and that the Secretary should function more like a clearing house for paperwork rather than a note taker. Responding to **Lisa M. Ezell's** concern about undo influence of the LUPC Chair position by moneyed interests, he points out that the RAD/MTA project is over a \$200m project whereas it would take only \$20k to \$30k to control the GRVNC and not just LUPC; he wants someone in that position that is accountable to stakeholders.

Naomi Nightingale: What is the real value of districts? Why not have at-large (without portfolio) positions? As regards the Vice President, she does not like the idea of rotating the position because: (i) issues would straddle the short terms of the rotations and (ii) the relationship between the President and the Vice President is important. As to using the Vice President name for other officers, the community is familiar with the role of the Vice

President, so that could be confusing. She has concerns trying to internalize it to understand it so that she can represent it to the community.

LJ Carusone: He likes the LUPC Chair; it has the potential of getting people engaged and that is great. The Vice President is very important and should not be rotated; perhaps the Vice President role should be Outreach. Government Relations may not be an important independent function. He thinks that 2 district representatives per district might be worth considering. He doesn't want more than 21 members on the board.

Ivan Spiegel: We need the Secretary position for legal reasons. The Secretary is legally responsible for the corporate records and is not someone who just takes notes. The Vice President should have a job but it doesn't matter what the job is; and it needs to be just one person for the purpose of continuity. He likes the idea of the LUPC Chair; the board could remove that person, but he's not worried about a developer taking over the LUPC.

Dennis Hathaway: He thinks the idea of the Communications officer performing a Committee Coordinator role is a really good idea. It is critical for committees to keep the board informed.

Naomi Nightingale: Can't that function be handled by the Committee of the Whole (comprised of the board and the committee chairs)?

Sylviane Dungan: Reiterates her idea of Committee Coordinator.

Steve Freedman: Responds to **Linda Lucks & Naomi Nightingale:**

1. In prior discussions, we noted that we now have 2 Vice Presidents and considered, without deciding, assigning the Outreach role to the Vice President.
2. We also decided to use the KISS (Keep It Simple Stupid) rule of thumb and that we don't need to deal with matters in the Bylaws that can be dealt with in the Standing Rules.

David Buchanan: Believes that LUPC can be addressed in standing rules. The Vice President function could be to coordinate committees and Government Relations. Moves a friendly amendment making the Vice President responsible for Government Relations and **Ivan Spiegel** seconds it.

David Moring: A better solution is a President Pro Tem.

With one abstention, the friendly amendment was adopted by consensus.

LJ Carusone: Suggests that the question be called.

Lisa M. Ezell: Requests clarification of the motion as amended.

The question on the motion as amended was called for and the motion as amended was restated as follows:

That seven (7) board officer positions be established consisting of President, Vice President/Government Relations, Secretary, Treasurer, Communications, Outreach, and LUPC Chair – each board officer to be elected by vote of all voting stakeholders.

By show of hands, the vote was:

9 For
1 Opposed
1 Abstain

Motion Passes

David Moring: Moves:

That a task force be established to review and formulate the roles, functions and responsibilities of the seven board officers and report back to the Committee by the next meeting with recommendations.

Joe Murphy: Seconds the motion.

The motion passes by consensus of all present.

Motion Passes

With the consent of those volunteering, the chair appointed **David Moring, Lisa M. Ezell, Ivan Spiegel, Sylviane Dungan, David Buchanan, and Naomi Nightingale** to serve on the task force.

(Committee Discussion Ends)

6. ELECTION PROCEDURES (ARTICLES VI)

- a. Review procedures**
- b. Discuss**

The Chair opens the discussion

(Committee Discussion Begins)

Thomas O'Meara: GRVNC Elections and Initiative Elections can't be held at the same time.

Ivan Spiegel: Let's consider the Bylaws one at a time.

Steve Freedman: We need to consider city-wide election procedures.

Naomi Nightingale: Let's have someone make the comparison separately and come back with a report.

Steve Freedman: Likes the idea.

The Committee decides to begin with Article VI A and to move through Article VI one paragraph at a time.

David Buchanan: He thinks we need to talk about a transition clause that enables the representatives to serve out their terms.

Sylviane Dungan: Believes that transition needs to be addressed first thing.

Steve Freedman: It is an important issue and we need to address it. An alternative is that the board could decide to conclude their terms and start anew.

David Buchanan: 3 at-large (without portfolio) representatives don't like the option of concluding their terms and starting anew.

Dennis Hathaway: There is an assumption that the board will approve what the Bylaws Committee ultimately recommends and that is not clear. If the board turns it down, what happens with the Bylaws?

Ivan Spiegel: Does the transition plan have to be in the Bylaws?

David Buchanan: Yes.

Discussion occurred that the scribe was unable to record. The Committee again decided to begin with Article VI A and to move through Article VI one paragraph at a time.

Consideration of Article VI A, Timing of Elections

David Moring: Moves:

Elections for the GRVNC Board of Officers shall be held every two (2) years at a September GRVNC Election Meeting.

Joe Murphy: Seconds the motion.

Lisa M. Ezell: Staggering the terms is preferable.

Naomi Nightingale: Relates the history that she and Tisha got together and held the first meeting at the very beginning when this issue was discussed. They preferred staggering the elections to provide institutional knowledge and continuity. Continuity was considered to be a big problem. It's now an even bigger issue with the budget.

Linda Lucks: She speaks against the motion. Staggering is important; the GRVNC is an evolving growing thing.

Joe Murphy: Likes the idea of staggering. Concern about short term limits.

David Buchanan: Term limit maximum is 8 years.

Ivan Spiegel: Likes staggering for reasons specified by **Naomi Nightingale**. On the other hand, elections cost a lot and are a lot of work.

Naomi Nightingale: Part of the problem is startup. There is a lot to learn, and continuity is important.

Steve Freedman: Agrees that continuity is a good point. Old members have a lot of information.

David Moring: It is really difficult to have an election every year. We have to be practical. Incumbents will be distracted by the election process.

Dennis Hathaway: Agrees with **David Moring**. Elections every year is a distraction. Why not a Standing Transition Committee to deal with continuity and institutional knowledge concerns?

Sylviane Dungan: 2 year terms means more outreach meetings to meet with each candidate. The money is better spent that way.

Colette Bailey: She agrees with **David Moring**. And she likes **Dennis Hathaway's** idea of a Standing Transition Committee.

Joe Murphy: Asked for clarification of **Dennis Hathaway's** idea.

Dennis Hathaway: Clarified the idea.

David Buchanan: The election committee is a lot of work.

Joe Murphy: It seems that the issue is one of continuity vs cost.

Naomi Nightingale: Concurs.

Roger Templeton: Elections do generate interest; outreach helps.

David Buchanan: Proposes a friendly amendment which is accepted in an exchange with **David Moring**.

Naomi Nightingale: Calls for the question.

The question on the motion as amended was called for and the motion as amended was restated as follows:

A. Timing. Elections for the GRVNC Board of Neighborhood Representatives shall be held bi-annually (every two years) at the September GRVNC Election Meeting. The Election shall elect all twenty-one (21) Representatives. Terms of the Elected Representatives shall become effective after the Independent Election Administrator certifies the Election or October 1, whichever is later. The Elected Representatives will be seated pending the results of any recount or election challenge.

By show of hands, the vote was:

7 For
0 Opposed
2 Abstain
Motion Passes

Consideration of Article VI B, Staggering

David Moring: Moves that Article VI B be deleted.

Ivan Spiegel: Seconds the motion.

After a brief discussion clarifying the motion, the question on the motion was called for and the motion was restated as follows:

That Article VI B be deleted.

By show of hands, the vote was:

7 For
0 Opposed
2 Abstain
Motion Passes

Consideration of Article VI C, Term Limits

There being no discussion and no motion, the Committee moved to consideration of Article VI D.

Consideration of Article VI D, Registration

Joe Murphy: Moves that Article VI D be deleted.

LJ Carusone: Seconds the motion.

Ivan Spiegel: You need to have certain guarantees specified in the Bylaws.

David Moring: If we don't say they can register on the day of the election, it will create administrative problems.

The consensus of the committee seemed to concur with the idea that something needed to be placed in the Bylaws regarding registration and, as is common in such situations, gentle hints were given that it might be appropriate to avoid embarrassment by simply withdrawing the motion.

Joe Murphy: Taking the hint, he turns to **David Moring** and asks him to consider withdrawing his motion.

David Moring: Points out that t'was not he but, indeed, **Joe** who made the motion.

Joe Murphy: Being somewhat flummoxed, acknowledged the prescience of **David Moring's** observation and tries to avoid the embarrassing attention of the committee by very quietly withdrawing his motion.

The attempt to avoid the embarrassing attention fails; but the quiet withdrawal of the motion was a success, **LJ Carusone** as the second concurring.

Motion withdrawn

David Buchanan: Moves:

D. Registration. GRVNC stakeholders, with the exception of stakeholders who utilize vote-by-mail, may register to vote up to and including the day of any GRVNC election meeting.

Ivan Spiegel: Seconds the motion.

Without discussion, the question on the motion was called for and, by show of hands, the vote was unanimous in favor of the motion.

Motion Passes

(Committee Discussion Ends)

- 7. NEXT MEETING AND AGENDA:** Committee decides to meet next on Thursday, February 2, 2006 at 7PM at a location to be announced. The agenda for the next meeting is to be announced.
- 8. ADJOURNMENT:** 10pm motion by chair to adjourn is passed by consensus.