

**Grass Roots Venice Neighborhood Council  
Board of Officers February 28, 2006 Special Meeting Minutes  
Bylaws Committee Presentation**

**1. MEETING CALLED TO ORDER AT 7:30 PM.**

- 2. ATTENDANCE:** Board Members present – DeDe Audet (Chair), C.J. Cole, Challis MacPherson, Colette Bailey, Diana Pollard, Ingrid Mueller, Kelley S. Willis, L.J. Carusone, Linda Lucks, Michael King, Mindy Taylor-Ross, Naomi Nightingale, Peter R. Force, Phil Raider, Richard Myers, Stan Muhammad. Absent –Brett Miller, Rebecca E. Tafoya, Susan Papadakis, Sylviane Dungan, Yolanda Gonzalez.

Bylaws Committee Members present – L.J. Carusone (Chair), David Buchanan, Colette Bailey, David Moring, Greg Fitchitt, Ivan Spiegel, Joe Murphy, Lisa M. Ezell, Steve Freedman, Stewart Oscars, Susan Rennie. Absent – Eileen Pollack Erickson, Jodi Gusek, Thomas O'Meara.

Also attending – Dante Cacace, Keith Harrison, Marta Evry, Dennis Hathaway and others.

**3. BYLAWS COMMITTEE PRESENTATION**

**Scribe note:** The PowerPoint slides are an integral part of this presentation and are therefore incorporated as part of these minutes – either as attachments to the paper version or as separate files associated with the electronic version. The scribe is assuming that these materials will be read in tandem with these minutes and they are therefore simply referenced where appropriate.

(Presentation begins)

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**Presentation Introduction**

**LJ Carusone:** Introduction.

- The purpose of the presentation is to familiarize the Board with the work of the Committee to date & to solicit a sense of the Board regarding the presented alternatives, including the Committee's recommended 14 At-Large (8 votes) system.
- Transition will not affect any seated Board member. Every seated member will serve out their term.
- The Committee has adhered to the KISS principle in considering changes to the Bylaws & has opted for brevity and delegation to officers or standing committees where appropriate.
- The presentation includes:

**David Buchanan:** Bylaws & Committee Background

**Susan Rennie:** Bylaws Committee Proposals for GRVNC Voting

**Lisa M. Ezell:** Stakeholder definition and credentials

**David Moring:** Roles and responsibilities of officers

**David Buchanan:** Election cycle

**David Moring:** Creation of new LUPC structure

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**LJ Carusone:** Introduces **David Buchanan**.

**GRVNC Bylaws & Committee Background**

This part of the presentation is provided in the first 6 Power Point slides in the appended *060228Bylaws Committee - Board Presentation Slides.ppt* file.

In addition to the points covered in the Power Point slides, **David Buchanan**'s remarks included the following:

- The GRVNC was the 3<sup>rd</sup> certified Neighborhood Council in the Neighborhood Council experiment and created the original 2001 Bylaws without benefit of precedents from other Neighborhood Councils. These original 2001 Bylaws are the Bylaws currently used by the GRVNC.
- In May 2004, there were two attempts to modify the Bylaws:
  1. A Stakeholder initiative submitted for stakeholder approval at a Special Meeting.
  2. A Board initiative submitted for stakeholder approval at the 2004 Election meeting.
- DONE refused to certify the subsequent 2004 elections and decided to delay consideration of the Stakeholder and Board amendments until a working GRVNC Board was established. Some of the Stakeholder and Board amendments conflict with each other, and DONE continues to delay certification until the 2005-2006 Bylaws Committee completes its work and amended Bylaws are enacted. The exception to this was the Bylaws Committee recommendation that the month of the general election be changed from June to September to allow the Bylaws Committee to complete its work and for stakeholder ratification to occur in time to prepare for the September 2006 elections. This recommendation was passed.
- The Bylaws Committee was formed and chaired by **L.J. Carusone** who has done a great job (applause). He did extensive outreach to seek involvement of a broad spectrum of interests. The Committee has functioned in a round table collaborative consensus manner for the most part.

He concluded his remarks by reviewing the goals of the Committee as presented in the last Power Point slide.

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**LJ Carusone:** Introduces **Susan Rennie**.

**GRVNC Bylaws Committee Proposals for GRVNC Voting**

This part of the presentation is provided in the next 7 Power Point slides in the appended *060228Bylaws Committee - Board Presentation Slides.ppt file*.

In addition to the points covered in the Power Point slides, **Susan Rennie's** remarks included the following:

- The Committee considered three ***board composition and election*** alternatives besides the status quo and felt that this issue was the most critical matter it considered.
- In addressing this issue, the key goals of the Committee were to: (i) Minimize slate politics; and (ii) Enhance representation of diverse interests.
  1. The Current (15 votes) system allows a slate to establish a super-majority (2/3), the districts are too large to permit effective outreach, and the last election was well-run but it disenfranchised interests that garnered more support than some who were elected.
  2. The 7 Districts, 2 Reps/District (8 votes) system, originally suggested by **Sylviane Dungan**, was considered more attractive than the Current (15 votes) system, but it also allows a slate to establish a super-majority (2/3) and it encountered resistance from stakeholders fearing diluted or divided representation.
  3. The 14 Districts, 1 Rep per District (8 votes) system, a compromise with an initially proposed 19 District alternative, also allows a slate to establish a super-majority (2/3) and creates the very difficult task of establishing new district boundaries.
  4. The recommended 14 At-Large (8 votes) system was found to be the least susceptible to slate politics and the least likely to disenfranchised interests that would provide the desired diversity of representation.
- Focusing on the recommended 14 At-Large (8 votes) system, Susan remarks that:
  1. It does not preclude district representation
  2. It allows broader-based representation
  3. It provides greater potential for involvement by interests such as arts, education, and (the interest that was disenfranchised in the last election) surfers.
  4. It does not preclude an extremely well-organized interest group (a level of organization that is not evident to date in Venice) from achieving a super-majority; but it makes it much harder to do so than the other alternatives considered.

She concluded her remarks by reviewing the summary of the alternatives as presented in the last Power Point slide.

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**LJ Carusone: Introduces Lisa M. Ezell.**

### **Stakeholder Definition & Credentials**

**Lisa M. Ezell's** remarks included the following:

- **Stakeholder Definition:** The Bylaws Committee trimmed the definition of stakeholder to the basic DONE definition as follows:

**GRVNC Community Stakeholders.** “GRVNC Community Stakeholders” are defined as individuals who live, work, or own property within the GRVNC boundaries.

This is the same definition used by the majority of neighborhood councils that are associated with DONE.

This is a simplification of the original 2001 Bylaws definition that included "members of organizations" along with "people who live, work, or own property within the GRVNC boundaries". The 2001 Bylaws definition also included by name a lengthy list of many of the non-profit, professional, and ecclesiastical organizations that operate in Venice.

In 2004 there were two conflicting revisions of the original 2001 definition, both ratified by stakeholders. One was initiated by the Board and simplified the definition of stakeholder to "individuals who live, work, own property, or are members of an organization within GRVNC boundaries"; and a second definition was initiated by Stakeholders and sought to define “work” as "work for pay" and eliminate altogether "members of organizations".

DONE, with the advice of the city attorney, has made it clear that “work” cannot be limited to “work for pay” (2004 Stakeholder Initiative) but must include “volunteers”. This also excludes simple membership in an “organization” (2004 Board Initiative) from the definition.

The Committee's proposed definition of "work" would include members of an organization that volunteer on a regular basis and thus have an investment in the Venice Community (subject to credentialing). At the same time, the Rules and Election Committee could propose, for Board adoption, limits to exclude, for example, a 1-day volunteer or a short term resident (perhaps a tourist visiting for a week); DONE has confirmed that imposing limits in this manner is appropriate.

The Committee's definition simplifies the Bylaws and allows the Rules & Elections Committee, with Board approval, the flexibility to accommodate changing needs by specifying realistic limitations.

- **Credentials:** This section was clarified as follows (**blue print**):

**Credentials.** A Valid Credential(s) **is** required at the time of registration to prove Community Stakeholder status **before a new Voting Member may cast a ballot. In addition, on the day of the election, valid identification will be required of any previously registered existing Voting Member before they may cast a ballot.**

**If a new or existing member is unable to provide proof of stakeholder status on the day of the election, they may cast a Provisional Ballot which will be held as provisional until such time as the Election Committee receives proof of stakeholder status from that Voting Member.**

Proof of Community Stakeholder status will be accepted per the standards adopted by the Rules and Elections Committee **which will include, at a minimum, proof of identity and verifiable proof of stakeholder status.**

This simply formalizes clarifications that deal with problems encountered in past elections. The Committee decided that the Rules and Election Committee is the appropriate forum for determining the specifics of what is needed to prove identity and stakeholder status.

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**LJ Carusone:** Introduces **David Moring.**

### **Roles and Responsibilities of Officers**

**David Moring's** remarks included the following:

- We initially considered having the Board choose the officers but decided that this was impractical. Candidates for these positions need to know what is expected of them and pledge to accept that responsibility in advance. GRVNC can then attract and select candidates with the proper skills for the proper officer positions.
- Most positions are pretty familiar except for the last one, the LUPC Chair. LUPC deals with issues that are viewed by many stakeholders to be the most important that the GRVNC considers, and certainly the most demanding and time-consuming. For this reason, and to attract candidates with suitable expertise, the Committee is recommending the creation of this new position.
- The other major change is in the position of Secretary. We are emphasizing that position as a "clerk of the Board". All correspondence and issues that anyone wants to bring to the GRVNC should be channeled through the Secretary who will then refer on to the proper Officer or Committee.
- He then reviewed each position & the Committee's allocation of the roles and responsibilities of each as follows (**blue print on**

**following page**), indicating that the final draft could result in minor word changes.

## **1. President**

- **Chair of the General Board of Officers and Executive Committee meetings.**
- **Appoints chairs of the Ad Hoc Committees, subject to review by Executive Committee**
- **Chief liaison with other Neighborhood Councils**

## **2. Vice President**

- **Assumes the duties of the President when the President is unavailable**
- **Chair of the Government Relations Committee**
- **Chief liaison with LA City and other government agencies for delivery of Community Impact Statements and other correspondence**
- **Oversight of Standing and Ad Hoc Committees**

## **3. Secretary**

- **Responsible for producing accurate minutes of General, Board of Officer and Executive Committee meetings and submitting them for public posting no later than seven (7) days after the meeting**
- **Maintain any public records of the GRVNC**
- **Receive and log all submissions and correspondence to GRVNC and refer them to the appropriate officer or committee within seven (7) days**

## **4. Treasurer**

- **Oversees the finances of the GRVNC to assure total compliance with all LA City requirements**
- **Chair of the Budget, Finance & Fundraising Committee**
- **Co-signs with a designated Executive Committee member all checks over \$100**
- **Submits financial reports to the Board of Officers at every regular meeting**

## **5. Communications Officer**

- **Chair of the Communications Committee**
- **Oversees the maintenance & updating of the GRVNC website for all internal communications with stakeholders**
- **Responsible for the on-time posting of all meeting notices and agendas**
- **Responsible for posting of the minutes of meetings received from the Secretary or Committee Chairs within 3 days**

## **6. Community Outreach Officer**

- **Chair of the Community Outreach and Events Planning Committee**
- **Puts on a Town Hall meeting quarterly**
- **Works with other Board of Officer members and Committees to promote participation in GRVNC activities**

## **7. Land Use and Planning Committee Chair**

- **Chair of the Land Use and Planning Committee**
- **Responsible for all required reports to the Board**

**Scribe note:** To provide continuity regarding the proposed new LUPC structure, the scribe has placed the following section here in the minutes even though it was actually presented after the Election Cycle section.

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**LJ Carusone:** Introduces **David Moring**.

### **Creation of New LUPC Structure**

**David Moring's** remarks included the following:

- The recommended provisions establishing the proposed new LUPC structure are as follows (**blue print**):

#### **Land Use and Planning Committee:**

- **The Chair of the Land Use and Planning Committee will be an elected 2 year position, to coincide with the general elections.**
- **The committee will consist of 11 people including the chair.**
- **All committee members must be GRVNC stakeholders and cannot be members of the current Board with the exception of the Land Use and Planning Committee Chair.**
- **Ten of the committee members will be selected by the board from a pool of candidates who have formally communicated their desire to serve to the Board.**
- **The Board will within 30 days of being certified hold a public meeting solely for the selection of Land Use and Planning Committee members.**
- **Board members will select from a prepared list no more than ten people to serve on the LUPC. The 10 highest vote getters will be selected.**
- **A Land Use and Planning Committee member may be removed from service by a 2/3 majority of the full GRVNC Board. Vacancies will be filled in the same manner that committee members were originally selected.**
- **The Land Use and Planning Committee recommendations to the Board shall be in the form of a written report including the project description, pros & cons, summary of community input, and findings, if any, by the committee.**



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**LJ Carusone: Introduces David Buchanan.**

### **Election Cycle**

**David Buchanan's** remarks included the following:

- The recommended changes are as follows (**blue print**),  
Elections for the GRVNC Board of Officers shall be held **bi-annually (every two years)** at the **September** GRVNC Election meeting. The only order of business at the annual Election Meeting shall be the election of the Board of Officers. **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.** Special Election Meetings may additionally be called where a vote of the GRVNC Voting Membership is required, as specified in these bylaws.
- The Committee decided that the cost (money, time, volunteer resources) and distractions (citywide election procedures require 6-month lead time for each election → election consumes half of each year) inherent in staggered annual elections outweighed the transition benefits of the 'institutional memory' it provides.
- The first election under a new system, after a transition period in which every currently seated member would complete the full term for which s/he was elected, would occur at the September 2007 elections.
- He then summarized his analysis of the recommended 14 At-Large system using a hypothetical 2000 voter turnout model with 20 candidates vying for the 14 at-large non-officer positions (a stakeholder is permitted to cast only 1 vote for only one of the 20 candidates). Only 14 can be elected but the 2000 votes are split between the 20 candidates at an average of 100 votes per candidate. If 5 well-known candidates average 200 votes per candidate (1000 of the 2000 votes) and the 6 unsuccessful candidates average 32 votes per candidate (about 190 of the remaining 1000 votes), the remaining 9 successful candidates will split the remaining 810 votes between them at an average of 90 votes per candidate.
- A 2000 voter turnout is not unrealistic when more than 14 (assume 20) candidates will be running for 14 out of the 21 positions. Each candidate, being motivated to compete for between 100 and 200 votes from friends and neighbors and specific interest groups (arts, tenants, surfers, etc) instead of relying on slates, could easily generate this 2000 voter turnout.

(Presentation ends)

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**LJ Carusone:** Opens the meeting to questions and discussion.

(Discussion begins)

**C.J. Cole:** Expressed appreciation to the Bylaws Committee for doing a fabulous job. (applause)

**Ingrid Mueller:** Regarding the stakeholder definition, did you consider excluding property owners that do not live in Venice, i.e. absentee landlords?

**Lisa M. Ezell:** We can't do that legally.

**Lucia Palmer:** The current system is a mix of district and at-large positions and the downside seems to be that the stakeholder currently can vote for 7 of the at-large candidates. Did you consider simply changing the system to one in which the stakeholder can vote for only 1 of the at-large candidates?

**David Buchanan:** Not a bad idea – where were you when we were considering alternatives? (laughter) Under that system, a slate could still get a super-majority (2/3). And you would still have very large districts where outreach would be difficult.

**Naomi Nightingale:** Two questions:

- How does one get more diversity?
- Getting people to run is very difficult. How is this accomplished?

**Susan Rennie:** Answers:

- People in the last election complained that they wanted to run but couldn't do so realistically. Their interest did not fit in the district mold, and the 7 at-large positions were vulnerable to slate politics. Under the recommended 14 At-Large (8 votes) system in which a stakeholder can vote for only one of the fourteen at-large candidates, a candidate can get people to coalesce around a common interest with a ready-made group of supporters. This maximizes the opportunity for more people from more diverse interests to run and to be heard.
- It is hard to get people to run. But if the structure provides an opportunity for more people from more diverse interests to run by enabling them to focus on a specific interest group, then that would encourage individuals to feel empowered to run.

**Naomi Nightingale:** So doesn't that enable special interests to coalesce and dominate?

**Greg Fitchitt:** Under the recommended 14 At-Large (8 votes) system in which a stakeholder can vote for only one of the fourteen at-large candidates, it is easy to get 1 seat but difficult to get more than that.

**Stewart Oscars:** This was not unanimous. With the 14 Districts, 1 Rep/District (8 votes) system, outreach is not as daunting → more candidates.

**Marta Evry:** She speaks to the slate politics issue with a unique perspective.

but not a single independent candidate who ran in the last election won a seat; all 21 current members of this board were either on a slate or were endorsed by an outside group and were helped by that fact. But there were people who very much wanted to run as independents and were unable to do so successfully – ie, Melanie Berry with surfer interests got over 200 votes all by herself yet she didn't get a seat on the board. She should have.

She initially supported a 19-Districts, 1 Rep/District (3 votes) system which was later compromised to become the 14 Districts, 1 Rep/District (8 votes) system because of the need for officer expertise. She thought a multi-district model would discourage slate politics, and there is some merit to that.

There is nothing inherently wrong with slate politics or special interests; the problem is when they become a super-majority on the board and dominate the agenda and the outcome of every issue. Speaking as someone who helped organize a group that endorsed most of the candidates now sitting on the board, she guarantees that, if the GRVNC adopts the recommended 14 At-Large (8 votes) system, she will immediately be 'out of business' as a slate politician because it will be almost impossible for any slate to get a super-majority (2/3) on the Board. That's because the candidates for the 14 At-Large positions will be competing for the same pool of votes and it would be virtually impossible for any slate to successfully organize voting for more than one or two candidates out of 14 positions.

**Challis Macpherson:** I want to say that I strongly endorse the new LUPC concept – both the LUPC Chair and the restructured Land Use and Planning Committee. The LUPC Chair is a big job and it interferes with my district duties. One concern is how we remove and replace a non-performing LUPC Chair; is there something in the Bylaws that provides for this?

**L.J. Carusone:** Yes. It requires a 2/3 majority for removal.

**Kelley S. Willis:** Has the recommended 14 At-Large (8 votes) system been vetted through DONE or are there examples of other Neighborhood Councils that have such systems where a stakeholder gets to cast only one vote for 14 at-large positions?

**Marta Evry:** Yes. There are examples of similar situations where stakeholders can vote for only one candidate for multiple At-Large positions.

**Linda Lucks:** She commends the Bylaws Committee for their work. She notes that there are a lot of changes. She voices a concern that, even though she likes the recommended 14 At-Large (8 votes)

system, she is concerned about losing the district reps. She also asked if there is a mechanism for full disclosure.

**L.J. Carusone:** We haven't gone into that level of detail, but the issue of disclosure can be handled by the Rules & Elections Committee.

**Linda Lucks:** She is also concerned about the loss of staggered terms and prefers that. She mentions that the current board was 'lost' when they took over, and the institutional memory is needed.

**L.J. Carusone:** It is likely that some members of the Board will run again, thus providing the overlap and the institutional memory, and he also mentioned the possibility that board members could stay on for a month and provide some transition help to the new board members.

**Linda Lucks:** What if an interest group did elect more people but there was no representation of a specific area? She also expressed appreciation for the thought given to the new LUPC system.

**David Buchanan:** He responds to the **Linda Lucks** concern regarding the lack of district representatives by describing his 2000 vote hypothetical model, which means that the 2000 votes would be split among the candidates for the 14 at-large seats. Assume there are 20 candidates: (i) The top 5 would average about 200 votes per candidate; (ii) The unsuccessful 6 would probably receive about 32 votes per candidate; and (iii) The middle 9 would therefore average about 90 votes per candidate. This spread is not unrealistic.

But the point is that a candidate with an interest in a district could pretty easily muster the 90 votes necessary to get a seat on the Board. In the last election, one district rep was elected with 56 votes whereas **Melanie Berry** was unable to get a seat with over 200 votes.

**Phil Raider:** So the Boardwalk could get a seat?

**David Buchanan:** Yes.

**Stan Muhammad:** If I am a member of a church, am I a stakeholder?

**Lisa M. Ezell:** If you live, work or own property in Venice, then yes, you are a stakeholder and you can vote. If you are only a member of the church but you do not live, work or own property in Venice, then no. you are not a stakeholder and you cannot vote. If you are a volunteer performing some service in Venice, then you are a stakeholder and you can vote since you 'work' in Venice as that term is defined by the City Attorney; but this is subject to reasonable standing rules generated by the Rules and Elections Committee – for instance, if the volunteer is working pretty consistently with at-risk youth in a church program in Venice, that would clearly qualify as 'work' and that volunteer would be a stakeholder entitled to vote. A one-day volunteer serving coffee at a church event would probably not be considered to be a stakeholder. The pastor of the church would clearly qualify as a stakeholder, whether or not salaried.

**Michael King:** Agrees with the recommended 14 At-Large (8 votes) system even though it does not eliminate slate politics. It's the best we can do.

Another comment – if LUPC comprises only non-board members, you lose something. It would be better to have a mix of, say, 5 stakeholders and 5 board members. And there is the issue of handling the transition from the current to the new LUPC system.

**David Moring:** LUPC is a full-time job, as far as a GRVNC commitment is concerned. Also, the concept of the new LUPC is to attract a commitment from applicants who would bring impartial expertise to the table.

**L.J. Carusone:** Points out that even the current LUPC members, whether or not appointed by their district rep, would serve out their terms.

**Challis Macpherson:** A couple of thoughts.

Regarding **Linda Lucks'** concern about a committee inheriting abilities from predecessors (ie, transition and institutional memory) – in LUPC, she was fortunate that Darryl Dufay initiated formal 'policies and procedures' that have helped her a great deal. She believes that every standing committee should create similar sets of policies and procedures to guide successors.

Regarding **Michael King's** concern about including a mix of board and non-board members on the new LUPC – the way it is structured, the LUPC Chair could assign a LUPC member or even several LUPC members to an issue such as Lincoln Place. The structure provides flexibility and enables more efficient allocation of resources, which benefits Venice since the members can be assigned where needed.

**DeDe Audet:** It appears that the Bylaws Committee is recommending throwing out the baby with the bathwater by getting rid of the districts and the local issues that need to be addressed. What do you replace it with? For example, how do you address issues like drainage sewers, rehab homes, street service, etc? There needs to be some thought given to how to deal with these types of issues.

**L.J. Carusone:** There are actually very very many neighborhoods, many more than the 14 in the 14-District system → it is difficult to adequately represent them under any system, including the 14-District system.

**Keith Harrison:** As a stakeholder, his observation is that he has been through 2 boards and 1 slate and he has never heard from his district rep → having a district does not guarantee that anyone will know who that district rep is or that it is an effective system.

**Phil Raider:** First: Regarding **David Buchanan's** hypothetical 2000 voters – if there's a small turnout, could someone get elected with only 3 votes?

**David Buchanan:** 3 votes could elect a district candidate in a district system, but clearly not in the recommended 14 At-Large (8 votes) system. In fact, in the 14 At-Large system, a 2000 voter turnout could very well be a 'low turnout' since candidates and their supporters are motivated to come out and vote precisely because they share an interest of some sort, be it the arts or a specific neighborhood.

**Phil Raider:** Second: Does the 14 At-Large (8 votes) system facilitate outreach and foster accessibility?

Third: Problem of institutional memory is a concern.

Fourth: LUPC subcommittee meeting ...

Fifth: There is no grievance committee responsibility covered.

**Kelley S. Willis:** The concern about institutional memory is not a major matter since members will run again. Nonetheless, why not have the terms staggered even if the elections are not staggered? Perhaps provide a 3-month overlap in terms – he suggests that the Bylaws Committee consider this idea.

**C.J. Cole:** She thought she liked the 14 At-Large (8 votes) system but is now scared of it since she feels that organized groups can dominate the GRVNC.

**David Buchanan:** It's very unlikely that any group can dominate the GRVNC, no matter how well they are organized. But there is no way to prevent this.

**C.J. Cole:** She disagrees. You have districts that are not as oriented towards a social focus, and they are not that well organized.

**David Buchanan:** Mentions the Canals Association.

**C.J. Cole:** LaLa Land ... only those who are organized politically will participate.

**David Buchanan:** Then we get what we deserve if we allow that to happen.

**C.J. Cole:** She understands that, but comments further regarding special interests.

**Steve Freedman:** Suggests that **C.J. Cole** represents the canals even though she is not a district rep.

**Stewart Oscars:** **C.J. Cole** has good ideas. Ultimately, we want something that works well.

**Diana Pollard:** **L.J. Carusone** indicated that he wants a sense of the board. She asks why, so that she can understand how that would help the Bylaws Committee.

**L.J. Carusone:** We need a sense of the Board on the board structure more than anything else since that will determine how we move forward at this point. We are under pressure to complete our work in time for a vote at the March 21 Board meeting in order to get DONE approval in time to start the election process for the September 2006 elections.

**Mindy Taylor-Ross:** Questions: (i) A stakeholder concern goes to the Secretary. What happens then? (ii) What is the minimum time that a volunteer must function in order to qualify as a stakeholder?

**L.J. Carusone:** The question of how long it takes for a volunteer to qualify as a stakeholder is a detail that we felt should not be dealt with in the Bylaws and is best handled by a standing rule.

**Mindy Taylor-Ross:** Her concern about losing the district reps is that the GRVNC will lose the passion for the districts.

**David Moring:** The question is what is a district? You don't have to be a district rep to represent a district.

**Stan Muhammad:** Why now?

**L.J. Carusone:** Because of need to deal with conflicting 2004 Board and Stakeholder amendments and to deal with slate politics.

**Stan Muhammad:** Without a district rep, we might miss an issue. Does a concern go only to the Secretary? We have to deal with 'on the ground' district issues.

**Phil Raider:** The agenda request form is the mechanism for getting an issue before the GRVNC. The Secretary becomes a point of control and a clearing house. He brings ALL issues to the Executive Committee which then deals with allocation of the various issues to appropriate committees. The Board can't possibly do all the work on all the issues that come up; ALL issues should first be handled by a committee which is where the real GRVNC work is done.

**Ingrid Mueller:** The outreach function – is that internal or with other Neighborhood Councils in the district?

**L.J. Carusone:** It's both. The President is responsible for outreach to other Neighborhood Councils. The Community Outreach Officer is responsible for internal outreach to stakeholders; the Communications Officer is also involved by posting notices and maintaining the website.

**Richard Myers:** He likes the recommended 14 At-Large (8 votes) system. He was involved with the Election Committee and felt that it would work since each candidate would bring supporters to the polls (ie, **Melanie Berry** brought over 200 voters to the polls); so he likes the fact that each candidate is responsible for outreach and believes it will bring out more voters. It's a function of who knows you. The 14-At-Large system favors those who are better known.

The work of the GRVNC is done through committees. The institutional memory problem the current Board has experienced is related more to the inherited hostility based on recent history than to any other factor. The election rules & standing rules are subject to the approval of the entire board & are not just the product of the Rules & Elections Committee.

**David Buchanan:** Points out that adoption of standing rules requires a 2/3 majority of the board → unlikely that minority interests will be overlooked.

**Naomi Nightingale:** She likes the proposed new LUPC system and supports it. She still has concerns about the absence of district reps since they have defined responsibilities and are accountable; she is concerned but is still thinking about it. As to institutional memory, she favors staggering of elections.

**Marta Evry:** This is a classic case of “you can lead a horse to water ...” or “damned if you do, damned if you don’t”. The easy thing is to do nothing. It’s easy; but if you want to get rid of slates & accomplish other objectives, you have to change. The current system is a real problem.

Districts representation + At Large representation = Slate Politics. That is the system we have right now. It gives voters the choice to vote for 15 of 21 Board seats and a slate a chance to win a super-majority of Board seats. If we want to mitigate slate politics then we have to remove either District reps or At-Large reps from this equation. We can have an All-District Plan or an All At-Large Plan but we can't have both.

The 14-District plan is one solution that helps mitigate slate politics, but the 14 At-Large plan is a better one. Why? Both plans let the voters vote for only 8 Board positions. In effect, they divide the same pie into smaller, more manageable pieces; but only the 14 At-Large plan makes candidates compete DIRECTLY WITH ONE ANOTHER for the same pool of voters. The more candidates a slate runs, the more that slate splits the vote in a way that is nearly impossible to control. But with the 14-District plan, the voters are split up by District in advance, which means the only candidates competing directly with one another are the ones running in a particular District. A slate can run multiple candidates in multiple Districts without the burden of organizing the voting pool on their own.

**C.J. Cole:** She senses consensus on the proposed LUPC and the Officers and the other matters but no clear consensus yet on the 14 District vs 14 At-Large systems.

**Colette Bailey:** My opinion ... at first I preferred the 14 District system; but after hearing about the 14 At-Large system and talking with neighbors about it, I now prefer the 14 At-Large system. I want at least 2 reps from Oakwood, and I feel that it’s possible to get elected if you make the effort to marshal supporters. Melanie Berry did this but was counted out. So I prefer the 14 At-Large system.

**Dennis Hathaway:** I want to add to what **Marta Evry** said. The single most important factor that I believe should be considered is which form will give the GRVNC the most influence, and the 14 At-Large system is the only option that really does that.

You must have consensus to have influence, and the 14 At-Large system with its inherently broader community-wide perspective will do that. Making it harder for a group to elect a representative is counter to what it is all about.



**Ivan Spiegel:** You have 3 plans before you and the 4<sup>th</sup> is to do nothing. If you do nothing, then you have to deal with certain issues such as resolving stakeholder issues.

(Discussion ends)

**L.J. Carusone:** Thanks the board for the great feedback. The biggest problem the Bylaws Committee has is the question of board composition. We would like support for the recommended 14 At-Large (8 votes/voter) system. The Bylaws Committee does need a sense of the Board on this issue.

- 4. SENSE OF THE BOARD:** Out of 15 Board members present at the time that a show of hands was requested (**Linda Lucks** left earlier in the meeting), the following tally was recorded by the scribe:

<u>Election System</u>	<u>Preferred by</u>
Current (15 votes/voter)	0 Board Members
7 Districts, 2 Reps/District (8 votes/voter)	1 Board Member
14 Districts, 1 Rep/District (8 votes/voter)	0 Board Members
14 At-Large (8 votes/voter)	12 Board Members
No Preference Stated	<u>2 Board Members</u>
	15 Board Members

- 5. ADJOURNMENT:** 9:15pm motion by chair to adjourn is passed by consensus.

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**Appendix: 060228Bylaws Committee - Board Presentation Slides.ppt file**