

Proposed Amendment to the Chair's Proposal for revisions to Article 14 (conformed copy)

Article 14: Committees

The Board shall establish standing committees as set forth in Section 14.7 of these Bylaws (herein, "Standing Committees"). Additionally, as necessary, the Board may appoint temporary ad hoc committees as set forth in Section 14.8 of these Bylaws (herein, "Ad Hoc Committees").

14.1 Oversight and Purpose: Any actions and/or recommendations of committees shall be subject to approval by official action of the Board. All committees shall investigate the subject(s) assigned to them, shall attempt to arrive at recommendations, and shall report their findings and recommendations to the Board. A minority report may also be presented to the Board by any Committee Member who dissents with the majority report. Every committee shall seek, so far as possible within the limits of its function and authority, to involve broad participation in its activities by GHNNC Stakeholders; provided, however, that Stakeholders and Directors who are not Committee Members may not make motions, may not vote on matters brought up at such committee meetings, and shall not count towards quorum.

14.2 Committee Chair and Proceedings: By majority vote, the Board shall appoint a presiding officer (the "Committee Chair") to each and every committee unless such Committee Chair is already defined in these Bylaws. A Committee Chair shall have the power to prescribe the manner in which his or her committee's proceedings shall be conducted, subject to any specific direction from the Board, these Bylaws, and the current Standing Rules.

14.3 Authority: The Board may, at its discretion, grant approval for any Committee Chair, or designee thereof, to speak on behalf of the GHNNC regarding matters directly related to his or her committee's jurisdiction. The Board may, at any time of its choosing, revoke such approval.

14.4 Committee Members: A "Committee Member" shall be defined as a Stakeholder who has been appointed to a Standing Committee by (i) a majority vote of the Board, (ii) the Committee Chair of said committee, or (iii) the President.

14.5 Quorum and Action by the Committee: No vote or other official action may be taken by a committee in the absence of a quorum, such quorum having been defined in the Standing Rules. The meetings and other actions of committees shall be governed by the Brown Act and by provisions of these Bylaws applicable to meetings and actions of the Board. No more than six (6) Directors may actively participate in any committee meeting without such meeting being duly noticed as a joint Board and committee meeting. Unless otherwise specified, a majority vote of Committee Members is required to take any appropriate action that resides within such committee's purview.

14.6 Minutes: Minutes shall be kept of each meeting of each committee and shall be duly presented at Regular Meetings of the Board during such committee's report.

14.7 Standing Committees: Each respective Standing Committee described below must have at least two (2) Board Members and, except for the Executive Committee, shall include any number of interested Stakeholders deemed appropriate by the Board. The Board shall encourage full and

broad participation in all Standing Committees, with the goal of having each Standing Committee contain at least double the number of people as is required for quorum. The Board shall retain authority to appoint and name any Standing Committees not listed in these Bylaws.

The Standing Committees of the GHNNC are:

- a) ***Executive Committee:*** This committee shall include the President, Vice-President, Secretary, Financial Officer, and Treasurer. The President shall be the Committee Chair for this committee.
- b) ***Citywide Issues Committee:*** This committee shall include the City Information Officer, and shall research other items and issues that come before the Board from Stakeholders and Directors that do not reside within the purview of other committees.
- c) ***Ethics Committee:*** This committee shall give guidance on matters concerning disputes and/or improprieties.
- d) ***History Committee:*** This committee shall record the history of the GHNNC.
- e) ***Outreach and Publicity Committee:*** This committee shall include the Outreach Officer, who shall be the Committee Chair. This committee is responsible for outreach to and communication with Stakeholders and the general community.
- f) ***Parks and Beautification Committee:*** This committee shall include the Parks Representative and the Environmental Representative.
- g) ***Planning and Land Use Management Committee:*** This committee shall study and make recommendations concerning land use issues.
- h) ***Policy and Rules Committee:*** This committee shall study bylaws, policies, guidelines, and rules; and recommend updates for all GHNNC governing documents.
- i) ***Public Safety Committee:*** This committee shall study and make recommendations concerning safety issues.

14.8 Ad Hoc Committees: Ad Hoc committees may be formed by a majority decision of the Board to handle special issues and deal with items not addressed by any Standing Committee. Such Ad Hoc Committees are not subject to the notice and posting requirements of the Brown Act, provided such committees are comprised solely of Board Members; consist of six (6) or fewer such Board Members; have a defined purpose and time frame to accomplish such purpose; and be advisory and have no decision-making power. Should any person other than a Board Member be appointed to such Ad Hoc Committee, then such committee must operate under the notice and posting requirements of the Brown Act. The quorum for any Ad Hoc committee shall be a simple majority of all such committee's members.

Proposed Amendment to the Chair's Proposal for revisions to the Standing Rules

(conformed copy)

B. Committee Meetings

1. All committee members, Stakeholders, and all other persons in attendance are expected to conduct themselves in a civil manner as outlined in the Code of Civility adopted by the GHNNC.
2. Committee meetings may be conducted using the *Robert's Rules of Order* as contained in any edition as approved by DONE.
3. The Committee Chair or designee thereof shall be responsible for scheduling relevant guest speakers at Board meetings if so requested by the Chairperson.
4. In order to assure a quorum, when committee members are made aware of the date of a committee meeting, either via direct communication or under the "future events" paragraph of a GHNNC agenda, such members shall contact the Committee Chair as soon as possible to advise whether they are available to attend such meeting.
5. Any committee member who misses two (2) or more consecutive committee meetings may be removed from such committee at the discretion of its Committee Chair, effective prior to such committee determining quorum for its next meeting after which said second consecutive absence occurred
6. For permanent record keeping purposes of the GHNNC, the Committee Chair shall submit to the Chairperson, in binder form on or before April 30 of each year, the approved minutes of all duly noticed committee meetings from the previous calendar year.
7. Meetings for standing committees shall be held on a regularly scheduled day and time that meets the needs of the committee, unless directed otherwise by the Board.
8. The Committee Chair shall prepare such meeting agendas in the appropriate format for the committee after consulting with committee members.
9. The Committee Chair shall post meeting agendas by the required deadline and provide said agenda to the Chairperson and Recording Officer in a timely fashion for distribution to stakeholders.
10. Committee reports shall be prepared for Board meetings as required and requested, and should include any written motions for actions with rationale approved by the committee.

11. Without authorization by the Board, no committee has authority to speak for the GHNNC, to hold itself out as representing the GHNNC, to adopt any public position in the name of the GHNNC, or to enter into any contract or to incur any financial liability in the name of the GHNNC. Any Committee Member who violates the foregoing shall be subject to removal from such committee at the discretion of the President and/or shall have his or her actions be subjected to a review by the Ethics Committee.
12. The minutes of a committee meeting shall include the names of the Committee Members present and absent; a statement indicating if quorum was achieved; a reasonably thorough summary of all discussions, conclusions, and motions; and the times at which the meeting was called to order and adjourned. The minutes shall follow the order of the agenda.
13. The quorum requirements for the following committees shall be:
 - a. Executive Committee: three (3) committee members
 - b. Citywide Issues Committee: two (2) committee members
 - c. Ethics Committee: three (3) committee members
 - d. History Committee: two (2) committee members
 - e. Outreach and Publicity Committee: four (4) committee members
 - f. Parks and Beautification Committee: four (4) committee members
 - g. Planning and Land Use Management Committee: four (4) committee members
 - h. Policy and Rules Committee: three (3) committee members
 - i. Public Safety Committee: three (3) committee members

Proposed Amendment to the Chair's Proposal for revisions to Article 14 (*redline comparison*)

Article 14: Committees

The Board shall establish standing committees as set forth in Section 14.7 of these Bylaws (herein, "Standing Committees"). Additionally, as necessary, the Board may appoint temporary ad hoc committees as set forth in Section 14.8 of these Bylaws (herein, "Ad Hoc Committees").

14.1 Oversight and Purpose: Any actions and/or recommendations of committees shall be subject to approval by official action of the Board. All committees shall investigate the subject(s) assigned to them, shall attempt to arrive at recommendations, and shall report their findings and recommendations to the Board. A minority report may also be presented to the Board by any Committee Member who dissents with the majority report. Every committee shall seek, so far as possible within the limits of its function and authority, to involve broad participation in its activities by GHNNC Stakeholders; provided, however, that Stakeholders and Directors who are not Committee Members may not make motions, may not vote on matters brought up at such committee meetings, and shall not count towards quorum.

14.23 Committee Chair and Proceedings: By majority vote, the Board shall appoint a presiding officer (the "Committee Chair") to each and every committee unless such Committee Chair is already defined in these Bylaws. A Committee Chair shall have the power to prescribe the manner in which his or her committee's proceedings shall be conducted, subject to any specific direction from the Board, these Bylaws, and the current ~~Policies & Guidelines~~ ~~and/or~~ Standing Rules.

14.32 Authority: The Board may, at its discretion, grant approval for any Committee Chair, or designee thereof, to speak on behalf of the GHNNC regarding matters directly related to his or her committee's jurisdiction. The Board may, at any time of its choosing, revoke such approval. ~~Without such authorization by the Board, no committee has authority to speak for the GHNNC, to hold itself out as representing the GHNNC, to adopt any public position in the name of the GHNNC, or to enter into any contract or to incur any financial liability in the name of the GHNNC. Any Committee Member who violates the foregoing shall be subject to removal from such committee at the discretion of the President and/or shall have his or her actions be subjected to a review by the Ethics Committee.~~

14.4 Committee Members: ~~By majority vote, the Board shall appoint a committee chairperson ("Committee Chair") to each and every committee unless such Committee Chair is already defined in these Bylaws.~~

A "Committee Member" shall be defined as a Stakeholder who has been appointed to a Standing Committee by (i) a majority vote of the Board, (ii) ~~a majority vote of the members of such committee,~~ (iii) the Committee Chair of said committee, or (iii) ~~v~~ the President.

~~A Committee Member may be removed from a committee (i) by the President or such Committee Chair, unless two-thirds (2/3) of all members of such committee or a majority of the Board overrule said removal; (ii) by a two-thirds (2/3) vote of such Committee Members in favor of said removal; or (iii) by a majority vote of the Board in favor of said removal. Any Committee Member who misses three (3) consecutive committee meetings shall automatically be considered removed from such committee at the meeting during which such third absence occurs.~~

14.5 Quorum and Action by the Committee: No vote or other official action may be taken by a committee in the absence of a quorum, such quorum having been defined in the Standing Rules~~Section 14.7 of these Bylaws~~. The meetings and other actions of committees shall be governed by the Brown Act and by provisions of these Bylaws applicable to meetings and actions of the Board. No more than six (6)~~twelve (12)~~ Directors may actively participate in any committee meeting without such meeting being duly noticed as a joint Board and committee meeting. Unless otherwise specified, a majority vote of Committee Members is required to take any appropriate action that resides within such committee's purview.

14.6 Minutes: Minutes shall be kept of each meeting of each committee and shall be duly presented at Regular Meetings of the Board during such committee's report.~~The minutes of a committee meeting shall include the names of the Committee Members present and absent; a statement indicating if quorum was achieved; a reasonably thorough summary of all discussions, conclusions, and motions; and the times at which the meeting was called to order and adjourned. The minutes shall follow the order of the agenda.~~

14.7 Standing Committees: Each respective Standing Committee described below must have at least two (2) Directors~~but no more than six (6) Directors~~, and, except for the Executive Committee, shall include any number of interested Stakeholders deemed appropriate by the Board. The Board shall encourage full and broad participation in all Standing Committees, with the goal of having each Standing Committee contain at least double the number of people as is required for quorum. The Board shall retain authority to appoint and name any Standing Committees not listed in these Bylaws.

The Standing Committees of the GHNNC are:

- j) **Executive Committee:** This committee shall include the President, Vice-President, Secretary, Financial Officer, and Treasurer. The President shall be the Committee Chair for this committee.~~The quorum for this committee shall be three (3) committee members.~~
- k) **Citywide Issues Committee:** This committee shall include the City Information Officer, and shall research other items and issues that come before the Board from Stakeholders and Directors that do not reside within the purview of other committees.~~The quorum for this committee shall be three (3) committee members.~~
- l) **Ethics Committee:** This committee shall give guidance on matters concerning disputes and/or improprieties.~~The quorum for this committee shall be three (3) committee members.~~
- m) **History Committee:** This committee shall record the history of the GHNNC.~~The quorum for this committee shall be two (2) committee members.~~
- n) **Outreach and Publicity Committee:** This committee shall include the Outreach Officer, who shall be the Committee Chair. This committee is responsible for outreach to and

communication with Stakeholders and the general community. ~~The quorum for this committee shall be four (4) committee members.~~

- o) *Parks and Beautification Committee:* This committee shall include the Parks Representative and the Environmental Representative. ~~The quorum for this committee shall be four (4) committee members.~~
- p) *Planning and Land Use Management Committee:* This committee shall study and make recommendations concerning land use issues. ~~The quorum for this committee shall be four (4) committee members.~~
- q) *Policy and Rules Committee:* This committee shall study bylaws, policies, guidelines, and rules; and recommend updates for all GHNNC governing documents. ~~The quorum for this committee shall be three (3) committee members.~~
- r) *Public Safety Committee:* This committee shall study and make recommendations concerning safety issues. ~~The quorum for this committee shall be three (3) committee members.~~

14.8 Ad Hoc Committees: Ad Hoc committees may be formed by a majority decision of the Board to handle special issues and deal with items not addressed by any Standing Committee. Such Ad Hoc Committees are not subject to the notice and posting requirements of the Brown Act, provided such committees are comprised solely of Board Members; consist of six (6) or fewer ~~than six (6)~~ such Board Members; have a defined purpose and time frame to accomplish such purpose; and be advisory and have no decision-making power. Should any person other than a Board Member be appointed to such Ad Hoc Committee, then such committee must operate under the notice and posting requirements of the Brown Act. The quorum for any Ad Hoc committee shall be a simple majority of all such committee's members.

Proposed Amendment to the Chair's Proposal for revisions to the Standing Rules

(redline comparison)

B. ~~All~~ Committee Meetings

1. All committee members, Stakeholders, and all other persons in attendance are expected to conduct themselves in a civil manner as outlined in the Code of Civility adopted by the GHNNC.
2. ~~All~~eCommittee meetings ~~shall~~ may be conducted using the *Robert's Rules of Order* as contained in any edition as approved by DONE.
3. The committee chairperson or designee thereof ("Committee Chair") shall be responsible for scheduling relevant guest speakers at Board meetings if so requested by the Chairperson.
4. In order to assure a quorum, when committee members are made aware of the date of a committee meeting, either via direct communication or under the "future events" paragraph of a GHNNC agenda, such members shall contact the Committee Chair as soon as possible to advise whether they are available to attend such meeting.

5. Any committee member who misses two (2) or more consecutive committee meetings may be removed from such committee at the discretion of its Committee Chair, effective prior to such committee determining quorum for its next meeting after which said second consecutive absence occurred.
6. For permanent record keeping purposes of the GHNNC, the Committee Chair shall submit to the Chairperson, in binder form on or before April 30 of each year, the approved minutes of all duly noticed committee meetings from the previous calendar year.

~~III. COMMITTEE ACTIVITIES~~

7. Meetings for standing committees shall be held on a regularly scheduled day and time that meets the needs of the committee, unless directed otherwise by the Board.
8. The Committee Chair shall prepare such meeting agendas in the appropriate format for the committee after consulting with committee members.
9. The Committee Chair shall post meeting agendas by the required deadline and provide said agenda to the Chairperson and Recording Officer ~~Committee Chair of the Communications Committee~~ in a timely fashion for ~~timely~~ distribution to stakeholders.
10. Committee reports shall be prepared for Board meetings as required and requested, and should include any written motions for actions with rationale approved by the committee.
11. Without authorization by the Board, no committee has authority to speak for the GHNNC, to hold itself out as representing the GHNNC, to adopt any public position in the name of the GHNNC, or to enter into any contract or to incur any financial liability in the name of the GHNNC. Any Committee Member who violates the foregoing shall be subject to removal from such committee at the discretion of the President and/or shall have his or her actions be subjected to a review by the Ethics Committee.
12. The minutes of a committee meeting shall include the names of the Committee Members present and absent; a statement indicating if quorum was achieved; a reasonably thorough summary of all discussions, conclusions, and motions; and the times at which the meeting was called to order and adjourned. The minutes shall follow the order of the agenda.
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 - i. Public Safety Committee: three (3) committee members