

*Webinar*  
**Council Transition**

**December 6, 2016**

# Agenda

- **Overview:**
  - Context
  - Ballot Package
- **Bylaws Changes**
- **Financial Arrangements**
- **Transition Period**

# Overview – Context

- **External Changes**
- **Strategic Planning**
- **Impasse**
- **Options**
  - Dissolution
  - Bylaws Changes + Financial Arrangements

# Overview – Ballot Package

- **Letter from Chair & Vice-Chair**
- **Ballot**
- **Explanatory Memo**
- **Bylaws Amendments**
  - Clean Copy
  - Redlined Copy

# Bylaws Changes – Preface

- **Board & Staff's Goal:**
  - Make minimum number of changes to implement key principles & conform to law
- **Many additional changes can be made in 2017**
  - Council Attorney says Council has the most complicated Bylaws she's ever seen
  - in Post-BMP era, there will be much less need for complicated procedures for notice & voting

# Bylaws Changes – Key Principles

- **Refocus**
  - Transition from MOU/BMP to other activities
- **Restructure**
  - No Groups
  - All members in good standing can vote
  - Majority rules
  - Transition Board, Officers & Period
- **New Name**

# Bylaws Changes – Refocus

- **Research & Evaluation**
- **Program & Info Clearinghouse**
- **Tools and Schools**
- **Modern Data Analytics**
- **Technical Expertise**
- **Market Transformation**
- **Encouragement of Innovation**

# Bylaws Changes - Restructure

- **All Members = Members**
  - No more “Signatory Only” Members
  - No more Groups 1, 2 & 3 Members
  - No more “Voting Members.” Just “Members.”
- **All Members in Good Standing are Voting Members**
- **All Members in Good Standing can serve on Board**
- **Majority Rules for Decisions by Members & Board**
- **Transition Board & Officers**



# Transition Board & Period

- **Allows Continuity during Year-long Transition Period**
- **Transition Period:**
  - Full Opportunity for Members to propose and consider “permanent” organizational structure

# Bylaws Changes – Transition Board

- **21 Member Board**
  - currently 20 voting positions
- **11 current Board Members extend term by one year**
- **Transition Board**
  - Fills 10 open seats by Designation and Appointment
  - 5 of 10 will be current Group 3 “Special Advisors to Board”
  - Other 5 – Any Interested Member Eligible

# Bylaws Changes – 2017 Elections

**IF members do not make  
additional bylaws changes in  
2017, proposed Bylaws contain an  
Annual Election process to fill  
expiring Board members' terms**

# Bylaws Changes – Transition Officers

- **Transition Board will Appoint Transition Officers**
  - Chair, Vice-Chair, Secretary/Treasurer
- **If Members do not make additional changes in 2017, then post-Transition Board will continue to appoint Officers**

# Bylaws Changes – Summary

- **Clean copy highlighted to show key provisions**
- Redlined copy shows hundreds of changes
- **Most of the redlined changes simply remove no longer needed terms like “voting member”**

# Bylaws Changes – Summary

- **Some redlined changes recommended by attorney to conform to law**
- **To reduce clutter, some purely stylistic changes are not redlined**
  - E.g., “Board” instead of “Council Board”
  - “Director” instead of “Member of the Board”

# Bylaws Changes – New Name

- **Email Suggestions to Council Staff**
  - Can't include "Council" in name
  - Can't have "CUWCC" as initials
- **December 13 Plenary**
  - Will include some brainstorming and discussion

# New Name

- **Transition Board will narrow options**
  - January
- **Members will Vote on New Name**
  - February
- **Articles of Incorporation will need to be amended**
  - Interim: DBA?



# Financial Arrangement – Preface

- **If Council were to dissolve:**
  - By law and the Council’s Articles of Incorporation, ALL Council assets would be distributed to Non-Profits engaged in some form of “environmental conservancy”
- **Review Required by California AG**

# Financial Arrangement – Preface

- **Board's Agreement re: Council Assets:**
  - Allowed Board to overcome impasse re: Council's future
  - Allowed Council to continue without need to dissolve and start all over
  - Obviated California AG review

# Financial Arrangements – Terms

- **Net Cash Assets Divided 50/50 between Groups 1 & 2**
- **Group 2's Share:**
  - \$30,000 kept with Council for Mutually Agreed Activities
  - Remainder granted to 501(c)(3) organizations with Council-consistent missions
- **Capital Assets stay with Council**

# Transition Period

- **Voting Underway Now**
  - Mail, email, fax, deliver ballot
- **Plenary December 13**
  - LADWP (in person only)
  - Can fill out/turn in ballots there
- **Voting Period Ends December 30**

# Transition Period

- **New Bylaws, if approved, take effect January 1, 2017**
- Council Programs, Projects & Committees Keep Going
- **Transition Board Appoints and Designates 10 members**
  - Mid January
- **New ED Search Begins**

# Transition Period

- **2017 Quarters 1 & 2**
  - Transition Board, assisted by Council staff, gets member input on further organizational matters
- **2017 Quarters 2 & 3**
  - Based on Member Input, Additional Organizational Changes Proposed & Voted on
- **2017 Quarter 4**
  - Any Changes approved take effect
  - Annual Board Elections Held
    - **Assuming such provisions in Bylaws**

# Questions???