

August 13, 2012

To: Commissioners

Fr: Brian Flahaven

Re: Bylaws Review and Proposed Standing Rules – Documents for Review

On September 17, 2012, ANC 6B will consider proposed revised bylaws and proposed standing rules. To prepare for the meeting, I encourage you to review the following documents:

- Proposed Revised Bylaws of Advisory Neighborhood Commission 6B
- Proposed Bylaws Revision Document – includes current bylaws, proposed revisions and rationale.
- Bare Bones Bylaws – provided by the DC Office of Advisory Neighborhood Commissions.
- Proposed ANC 6B Standing Rules

Background

ANC 6B, as required by DC law, has adopted bylaws to govern the Commission's operations and internal structure. While the bylaws have been amended numerous times, ANC 6B has not reviewed its bylaws in comprehensive fashion for a number of years. The result is a document that contains significant inconsistencies and is unclear as to Commission procedure in a number of areas. The current bylaws also contain a number of outdated references to DC law.

At our December 2011 meeting, ANC 6B announced the creation of a Bylaws Review Working Group. This working group was tasked with:

- Reviewing the bylaws to identify inconsistencies with DC Code and law;
- Discussing ways to streamline and clarify the bylaws;
- Offering recommendations to the Commission with the aim of strengthening the bylaws.

Between January 2012 and July 2012, the working group convened five public, properly noticed meetings in the Frager's Conference Room at the Hill Center. From the outset, Commissioners Jared Critchfield, Dave Garrison and I agreed to be official members of the working group. In addition, Commissioners Carol Green and Brian Pate participated in and provided feedback at a number of working group meetings. Finally, we were extremely fortunate to have the expertise of two Professional Registered Parliamentarians – Capitol Hill resident Susan Eads Role and Maryland resident Wanda Sims – who volunteered their time to assist in the review process.

Revision versus Amendments

During our first meeting in January 2012, the working group agreed that piecemeal amendments would not significantly improve the bylaws. Our first major decision was to pursue comprehensive revision of the bylaws. The working group used a "Bare Bones Bylaws" template provided by Gottlieb Simon, executive director of the DC Office of Advisory Neighborhood Commissions, as the basis for this revision. The Bare Bones Bylaws outline the organizational structure and governance of the Commission and are significantly shorter than the current ANC 6B bylaws.

Standing Rules

The Bare Bones Bylaws also call for the creation of standing rules, rules that detail how the Commission is administered. ANC 6B's current bylaws are as lengthy as they are because they include articles and paragraphs full of detailed administrative procedure. Including such procedures in the bylaws makes it difficult for the Commission to make routine changes in day-to-day operations since a two-thirds vote and enhanced notice is required for bylaws amendments.

In addition to proposed revised bylaws, the working group drafted proposed standing rules. These proposed standing rules would only be considered for adoption if the revision to the bylaws is adopted, and a majority vote would be required for their enactment. Note that the proposed standing rules consist of a good portion of the administrative procedure that the working group transferred from the current bylaws.

Policy Changes

While most of the proposed revisions in the bylaws relate to streamlining text and updating references to the DC Official Code, the working group did identify a list of nine policy changes to the bylaws – revisions that would change how ANC 6B operates.

The following is a list of policy changes identified by the working group. **Please review these changes carefully.** During consideration of the proposed revised bylaws and proposed standing rules, I will flag proposed policy changes.

1) Adoption of standing rules

As mentioned above, the working group recommends the bylaws focus on the overall governance and structure of ANC 6B while the commission deals with administrative functions within standing rules. Standing rules would be adopted at the beginning of each Commission cycle (every two years) and could be changed at any time with a majority vote.

2) No absentee voting

The working group recommends the elimination of absentee voting. Commission decisions and votes should come after debate, and debate happens at Commission meetings. And, in most cases under the current bylaws, absentee votes end up not being counted due to the adoption of amendments.

3) Executive Committee

Currently, the Executive Committee can act on behalf of the full Commission without having to meet the full Commission quorum requirement. The working group recommends that Executive Committee membership and votes be limited to Executive Committee members. However, any Commissioner would retain the right to vote in Executive Committee if a particular item under discussion was in his/her SMD. Commissioner Critchfield and I believe that the Commission's Executive Committee should act and have the powers of a traditional Executive Committee. Under the current bylaws, the Executive Committee is, for all intents and purposes, the full Commission. Commissioner Garrison objected to this recommendation, preferring that all Commissioners be able to vote at Executive Committee meetings.

4) **Resident Members**

The working group clarified the procedure for appointing resident members to committees, special committees and task forces. Residents would indicate interest in serving on committee or task force to their Commissioner. The Commissioner can then decide whether to forward the resident's name to the Executive Committee for placement on the agenda and consideration by the Commission. A short biographical paragraph would need to accompany any nomination.

The working group also recommended that resident members be allowed to vote whether or not their Commissioner is present at a committee or task force meeting. The majority (Critchfield, Flahaven) argued that since committees simply recommend action to the full Commission, there is no reason to deny resident members a vote at the committee level. Commissioner Garrison objects to this recommendation, arguing that resident members are unelected and thus ought not be able to vote against the SMD Commissioner and thereby nullify that Commissioner's vote on non-SMD matters. Commissioner Flahaven believes that the new resident member appointment procedures, which give significant discretion to Commissioners, will negate Commissioner Garrison's concern.

5) **Chair Term**

The working group discussed the requirement in the current bylaws that a Commissioner be limited to two-consecutive terms as Chair. This is no longer such a requirement in DC law. While the proposed revised bylaws retains the two-term limit for Chairs, the working group does want the Commission to discuss this issue.

6) **Quorum for Committee meetings**

The current bylaws do not establish a quorum requirement for committee and task force meetings, perhaps because of the current rule that all Commissioners may serve and vote on all committees. The proposed revised bylaws state that a committee quorum is the presence of at least two Commissioners at the meeting.

7) **Amendment to Bylaws**

Currently bylaws can only be changed with two-thirds of the entire Commission. Thus, you need 7 votes in favor in all circumstances – a higher hurdle than called for in Robert's Rules. The working group recommends changing this requirement to "two-thirds present and voting," which is consistent with Robert's. Note that the Commission would still need to meet the quorum requirement (6 Commissioners) to convene a meeting where bylaws could be amended. Also note that an abstention would be a vote for these purposes. Thus, if 6 Commissioners are present, 3 vote for a bylaws amendment, 1 against and 2 abstain, then the bylaws amendment would meet the two-thirds requirement for enactment.

8) **New P&Z, ABC Structure**

The proposed standing rules would change the structure of the P&Z and ABC committees from committees whose membership includes the whole commission to committees with assigned membership. Specifically, the Executive Committee would assign five commissioners to one committee and five to the other. The other five slots on each committee (size would be limited to ten) would be filled by resident members from SMDs not represented by the five commissioners assigned to the committee. Note that any Commissioner could vote on any issue in front of either committee if the issue is in his/her SMD regardless of whether the Commissioner serves on the particular committee.

The majority (Flahaven, Critchfield) believe that this change (OPTION A in the proposed standing rules) will help distribute the workload of Commissioners and will encourage more Hill residents with daytime employment and/or young children to consider serving as Commissioners. Commissioner Garrison is opposed to this change and prefers that the current rule stating that all Commissioners are voting members of all committees remain in force (OPTION B). Commissioner Garrison also notes that a Commissioner not a member of, say the P&Z Committee, might find it necessary to insist on the re-presentation of some P&Z cases at the full Commission meeting, especially when the Committee's report is not available much in advance of the Commission meeting and the report's description of the case and the grounds for the recommendation are limited. Given the time constraints on full Commission meetings, Commissioner Garrison suggests that creating this incentive for the full presentation of more cases is not wise.

9) **Meeting Procedures**

The proposed standing rules would introduce procedures for Commission meetings. Specifically, there would be time limits set during community speak-out and during community comment periods on agenda items. The Chair would encourage meeting attendees to hold comments for cases on the meeting agenda. The Commission would also be introducing a procedure for recognizing Commissioners during consideration of an agenda item. The goal is to streamline and shorten the length of Commission meetings while also providing the Chair with flexibility to allow conversation between Commissioners on an issue. Note that these rules could be suspended by the Commission at any time.

Suggested Method for Reviewing Key Documents

The working group suggests that Commissioners review the key documents in the following order:

- Proposed Revised Bylaws for ANC 6B
- Proposed Bylaws Revision Document (Grid) – this document, which includes the current bylaws, proposed revised bylaws and rationale for changes, will help you determine why specific text was removed or changed in the proposed revised bylaws.
- Proposed Standing Rules

How the Commission will consider and vote on Proposed Revised Bylaws, Proposed Standing Rules

Article XV, Section 1 of ANC 6B's current bylaws reads:

Revisions of these bylaws shall require a two-thirds vote of the entire Commission to take effect, provided that each Commissioner shall have at least two weeks prior notice of the rules that are to be recommended for change. Such notification shall include the original language, the proposed new language and the reason for the suggested change(s).

ANC 6B has announced a Special Call meeting on Monday, September 17, 2012, 7 pm in the cafeteria at Brent Elementary School, 301 North Carolina Avenue SE, to consider and vote on the proposed revised bylaws and proposed standing rules. This memorandum and all required documents are being distributed to the commission more than 30 days in advance of the special call meeting. They will also be posted for the public on the ANC 6B website, and a link to the documents will be distributed to the ANC 6B e-mail list.

During the September 17 Special Call meeting, I will offer a motion to consider the proposed revised bylaws by paragraph (or seriatim). If this motion is adopted, the Commission will consider the proposed revised bylaws paragraph by paragraph. Commissioners will have an opportunity to offer amendments during consideration of each paragraph – though I do ask that Commissioners do their best to share any amendments with the full Commission prior to the meeting. An amendment must receive majority support for approval. Once this paragraph-by-paragraph review is completed, the Commission will then entertain amendments on the entire document.

Once all amendments have been considered, the Commission will vote on the entire document. **A two-thirds vote of the entire Commission (7 votes) will be necessary to adopt the revision of the bylaws.**

If the bylaws revision is adopted, the Commission will then proceed to consider the proposed standing rules using the same format. Once all amendments to the standing rules have been considered, the Commission will vote on the entire document. Only a majority vote is necessary for adoption of the standing rules.

If the bylaws revision is not adopted, the Commission will not proceed to consideration of the proposed standing rules.

Questions

If you have questions regarding the proposed revised bylaws, proposed standing rules or any of the key documents, I'd be happy to answer them (brianf6b09@anc6B.org or 202-744-1854). Commissioners Critchfield and Garrison can also answer your questions.

Thanks to Commissioners Critchfield, Garrison, Green and Pate for their service on the working group. And a special thanks to Susan Eads Role, PRP, and Wanda Sims, PRP, for their time, advice, expertise and assistance in this process.