

GLAAM Board of Directors  
Agenda - Monthly Meeting  
April 1, 2017 -- 11:00am  
Pilgrim Towers, 440 N. Madison Av., Pasadena CA

- I. Opening
  - A. Call to Order
  - B. Approval of Agenda
  - C. Approval of Previous Minutes
  
- II. Reports
  - A. Executive Officers
  - B. Area Reports
  - C. Members-at-Large
  - D. Committees and Coordinators
  
- III. Special Orders
  - A. Filling of Vacant Board Positions
    - 1. Inland Empire Secretary
    - 2. ELAC Delegate
    - 3. Inland Empire Delegate

IV. New Business

A. Removing a Board Member for Cause (Bylaws Committee)

As it currently stands, a Board member who has not resigned from his/her position may be removed before the end of term only by a recall from the voting membership, through an intricate and time-consuming process which has not even been attempted within our group in multiple decades, if ever. There have been some times in GLAAM's recent history when certain members expressly wished that the GLAAM Board had authority under the Bylaws to directly remove a 'problem' Board member before the end of term. The Bylaws Committee has considered the question, and agrees in principle that the Board generally should have this authority, under certain conditions. We have also found that creating this allowance would require an amendment to our Bylaws, so the Bylaws Committee therefore offers (not requiring a second) the following proposal for the Board's consideration, pursuant to Paragraph XVIII-A-1 of the GLAAM Bylaws:

Section B of Article XI (Removal From Office) reads as follows:

"If any Board member fails to attend three (3) consecutive Board meetings without prior excuse that has not been disapproved by a majority vote of the Board, he/she shall be considered to have resigned, unless he/she shall have petitioned the Board to be retained as a Board member, prior to the end of the third consecutive meeting. Said petition shall be adjudged on a case-by-case basis, but must be approved by a majority vote of the Board in order for the petitioner to remain a Board member."

Also, the first two sentences of Section A of Article XVII (Recall Elections) read as follows:

"For any given position on the Board or the position of Ombudsman, recall proceedings

may be initiated by two-thirds of the entire Board. Recall for a Board position may also be initiated by petition of 10%, or 100 members, whichever is less, of the electorate for that position."

In order to provide an easier and faster alternative for the removal of a Board member whom the Board has collectively found to be overly problematic, IT IS PROPOSED to add the following new Section C to Article XI:

"C. Any Board member may be removed from office by a 2/3 majority of the entire Board, regardless of whether the subject Board member was elected or appointed to office. The motion to remove must specify one or more causes for the proposed action."

AND to add the following new Section D to Article XI:

"D. Board members may also be removed from office by the procedure of Recall Elections detailed in Article XVII."

The phrase 'entire Board' as used in proposed new Section XI-C has already been officially defined (in Motion #2002-124) to mean "the number of Board positions currently filled, and not to the number of positions defined in the Bylaws, nor to the number of Board members present, nor to the number of Board members present and voting".

We thank the Board for your consideration of this proposed Bylaws amendment.

- V. Closing
  - A. Good of the Order
  - B. Adjournment