



## La Jolla Community Planning Association

### Revised Bylaws and Operating Procedures Proposed for 2024 Adoption *Narrative & Guide to Changes*

The Bylaws Update Committee was appointed by the President at the June Trustee meeting: Greg Jackson (chair), Suzanne Baracchini (ex officio), Brian Earley, Lisa Kriedeman, Jodi Rudick, and Bob Steck.

First, we scanned and converted the existing Bylaws pdf (the only version we could find) back to editable text. Second, we rearranged and renumbered its sections, without making stylistic or substantive changes. Third, we divided the rearranged/renumbered document's provisions and modified them to generate proposed new Bylaws and Operating Procedures for LICPA.

We believe the proposed Bylaws and Operating Procedures, along with a new Community Participation and Representation Plan, will satisfy the City's amended Policy 600-24 and enable LICPA to operate more smoothly.

- Original pdf version: <https://gregi.us/3QRWZmz>
- Rearranged and renumbered version: <https://gregi.us/3OJmcxP>
- Proposed Bylaws: <https://lajollacpa.org/wp-content/uploads/2023/11/proposed-bylaws-16nov2023.pdf>
- Proposed Operating Procedures: <https://lajollacpa.org/wp-content/uploads/2023/11/proposed-op-16nov2023.pdf>
- Proposed Community Participation and Representation Plan: <https://lajollacpa.org/wp-content/uploads/2023/10/cprp-1oct23.pdf>

We list below the major changes between the existing Bylaws and the proposed new Bylaws and Operating Procedures.

#### **I: We modified or added provisions to ensure alignment with 600-24**

**These changes are highlighted in yellow throughout the Bylaws and OP.**

- a: Membership no longer requires attendance, and renews automatically (Bylaws Item II.2)*  
Eligibility remains as before (resident, property owner, businessperson, designee), but the only requirement beyond that is submitting an application and any proofs the Membership Committee requests.

- b: Added community outreach and representativeness goals, and option to appoint non-voting Trustees (Bylaws III.1, V.3; OP §1.1.5)*  
Appointed slots only to be used for demographic balance, if necessary.
- c: Modified Trustee attendance requirement and terms (Bylaws IV.5, OP Section 4.4)*  
Trustees must attend 2/3 of meetings in each 12-month period. May now serve up to nine continuous years, limit resets after a one-year break.
- d: Defined Operating Procedures (Bylaws V.1)*  
City asks us to submit OP, but not to submit Bylaws or other “corporate documents”.
- e: Expanded non-discrimination categories (Bylaws V.5)*  
Updated to match slight changes in 600-24.
- f: Updated indemnification policy (OP §1.1.2)*  
Updated to match slightly different 600-24 language
- g: Expanded training requirements (OP §1.1.4)*  
Trustees (and possibly others, tbd) must repeat training annually.
- h: Expanded Record Keeping (OP §3.5.3)*  
10 years instead of 5.
- i: Limits for re-election of termed-out Trustees (OP Section 4.4)*  
Can be candidates only if Election Committee fails to find enough eligibles, must be reelected annually by 2/3 of voting Members.
- j: Expand amendment procedures (Bylaws Article VII)*  
Allow amendments by electronic or postal poll of membership under certain circumstances.

**II: We clarified that LJCPA exists independently of any City role or policies, but may agree to both if it chooses**

- a: Removed explicit references to 600-24, the Brown Act, and associated policies and requirements from Bylaws*  
Since these apply only if LJCPA is recognized, rather than define its purpose and structure.
- b: Added a provision to the Bylaws authorizing LJCPA to enter into agreements such as 600-24, and to accept their terms and conditions (Bylaws Item V.8)*  
Oddly enough our existing Bylaws had no such provision.
- c: Grouped explicit references to 600-24, the Brown Act, and so on into a provision in the new Operating Procedures (OP Section 1.1)*  
LJCPA is thus defined in Bylaws as an organization dedicated to La Jolla, without inextricably tying it to City policies as is now the case. The organization can choose to agree to terms

and conditions such as those in 600-24 in return for recognition, but those T&Cs apply only so long as the agreement remains in force.

Of course some of the provisions in 600-24 make sense even if LJCPA plays no City role (term limits, meeting procedures, etc), and so many of the new Bylaws and OP provisions align with 600-24 regardless of whether LJCPA seeks or obtains recognition.

### **III: We modernized and streamlined Bylaws and Operating Procedures**

The general goal of these changes, many of which were suggested by public comments, is to make LJCPA more manageable and efficient. **They are highlighted in green in the Bylaws and Operating Procedures.**

*a: Added definitions (Bylaws Item I.1)*

Some definitions were buried in other provisions, and some terms were used ambiguously. Some additions might still be needed.

*b: Expanded Articles of Incorporation reference (Bylaws Item I.1)*

Old Bylaws never stated our organizational purpose.

*c: Removed all references to specific locations (throughout)*

Instead of Rec Center, simply required that meetings be in LJCPA area. Removed requirement that voting be in person by paper ballot, replaced with option to use online secret-ballot services and, in some cases, polls.

*d: Expanded Trustee ethical expectations (Bylaws Item III.1, OP Sections 2.2-2.4)*

Conflicts of interest now extend beyond "direct financial interest" to include direct personal and family impacts. Clarified that judgments (but not opinions or comments) should trace to explicit requirements and should not be based on private information unless that's made publicly available.

*e: Simplified provision for City review of OP amendments (OP §1.1.8)*

Submission would only be necessary if recognized, of course. This clarifies that approval is assumed unless City objects promptly.

*f: Expanded posting and notification requirements (OP §3.1.1)*

Clarified that email list is the only notification path other than physical posting. Latter should involve multiple locations (eg, Library, Vons, whatever) and include meeting venue if possible.

*g: Modified Consent Agenda procedures (OP §3.1.2-3.1.4)*

Items cannot be added to Consent unless committee minutes are available. Only Trustees attending a meeting may pull Consent items, and must cite specific code or plan provisions the committee failed to consider appropriately. Pulled items may move to the regular agenda at the same meeting if applicants and opponents are present and time permits.

*h: Tightened time limits (OP §3.3.3)*

Individual commenters may be limited to 2 minutes, speakers on behalf of groups (which must be identified) to 5 minutes, speakers may not cede time.

*i: Tightened referrals back to committees (OP §3.3.4)*

Before an item can be referred back to a committee (eg, DPR or PRC) for further review, there must be a successful motion not to approve the item, and a 2/3 vote to refer; that is, Trustees can't avoid voting yea/nay by referring back. No reports to City until referral has happened, committee has upheld or revised its recommendation, and Trustees have acted on that.

*j: Meeting recordings (OP §3.3.7)*

Required only if facilities readily available.

*k: Tighten recusals & abstentions (OP Section 3.4)*

Clarify that recusals are required for conflicts of interest, and recused Trustees may not participate even in discussion unless they're applicants. Trustees who believe there's insufficient information to approve should vote not to approve items, rather than abstain, and may not avoid voting simply to avoid taking a positions. Abstention is allowed only in rare circumstances.

*l: Modernize election procedures (OP Section 4.5-4.6)*

Electronic voting allowed, so long as sufficiently secret and secure. No campaigning by mass emails and other electronic means, not just in person.

*m: Clarify committee appointment flow to ensure indemnification (OP Part 5)*

All Committee and Board members must be appointed or ratified by Trustees, even if individuals are nominated or suggested for designated seats by other entities; otherwise City indemnification may not extend to them. If entities fail to nominate members for designated seats, President may nominate to fill with Trustee approval.

*n: Appeals (OP Part 6)*

Appeals are optional, and must be approved by Trustees. Administrative burden and financial costs of appeals must be borne by the Trustee(s) or other individual(s) who propose them unless (i) Treasurer affirms that LJCPA can easily afford the costs and (ii) Trustees vote unanimously to cover them. If time does not permit formal Trustee approval at a meeting, President may poll Trustees to decide whether approval would have been forthcoming had time permitted, and act accordingly.

**IV: We edited to simplify language, standardize style, etc.**

There's probably more of this needed.

## **V: We put aside some suggestions from the public**

*a: Change zoning in Bird Rock*

This is out of scope for Bylaws Update

*b: Disallow or limit architects, developers, brokers, etc*

There were several suggestions along these lines, ranging from total prohibition of anyone involved in development or real estate to quotas (eg, no more than 2 architects among Trustees) and term limits. The Committee was not able to agree whether this was a good idea, or if so what form it should take.

*c: Expand detail requirements for Minutes*

Request was for essentially verbatim rendering of all Trustee and public comments. The Committee stuck with the Robert's Rules specifications, which align with 600-24 and current practice in requiring that only actions taken and issues raised must be included.

*d: Require posting of meeting materials further in advance, and checklists for committee consideration*

The Committee thought this was a good idea, but difficult to define in practice, and potentially not permitted by 600-24 (which limits requests of applicants to what is submitted to the City). Better handled at the Committee level, not in Bylaws or OP

*e: Require Internet access to meetings, maybe allow hybrid meetings*

Good idea, but LJCPA currently has no budget to do so (requires equipment, operator); true hybrid meetings still not allowed by Brown Act. Broadcast meetings remain an option should facilities, equipment, and staffing be available.

*f: Term limits for committees*

Concern that this would diminish committee expertise, and make it difficult to find members

*g: Change committee names (DPR, PRC, etc)*

Not clear that proposed alternatives (eg, LJDPR/LJPRC, LJGPR/LJSPR, or A/B) are less confusing.

*h: Include Officer duties matrix in OP*

This level of detail is inappropriate for OP