



# Bylaws Update

<https://lajollacpa.org/2023-bylaws-update/>

# Options

- Apply after **adopting proposed** Bylaws, Operating Procedures (OP), & Community Participation and Representation Plan (CPRP),
  - Apply **simply promising** to comply with 600-24 T&C, or
  - **Don't seek recognition** as CPG for La Jolla, or
  - Do something else.
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- If more than one CPG applicant, City plans to recognize the one whose OP & CPRP best align with 600-24 T&C

# The City Now Requires...

1. Separate **Bylaws** and **Operating Procedures** (City *only* wants OP)
2. Remove **attendance requirements** for membership or candidacy
3. Add **community outreach/representation** plan, goals, measures
4. Expand **ethical provisions**, especially conflict of interest
5. Document **annual training** for Trustees (and possibly others)

# Overall Process

- Jun 1: Bylaws Update **Committee appointed**  
Jackson, Baracchini, Kriedeman, Rudick, Steck
- Jul 12: **Email to Members** requesting suggestions and comments
- Sep 19: **Open Meeting** (well attended)
- Sep 22: **Article** in La Jolla Light
- Oct 17: **Open Meeting** (poorly attended)
- Oct 30: **Draft documents** sent to Trustees
- Nov 2: **Presentation** to Trustees, discussion, vote to proceed
- Nov 6: **Article** in La Jolla Light
- Jan 4: Review, amendments, and possible **approval**
- Jan 5-12: Conduct Trustee **survey**, draft application **responses**
- Mid-Jan: **Submit** application (City deadline extended for us)

# Tonight

- List Committee-proposed changes (all have been online for ~2 months now)
- Alternatives that have been proposed via public process so far (show of hands whether to adopt, roll call if sense of membership not clear)
- Other alternatives proposed at meeting by Members (show of hands whether to adopt, roll call if sense of membership not clear)
- Membership vote whether to adopt revised Bylaws and Operating Procedures, as amended

# Bylaws

# I General Provisions

- I.1: Added and expanded definitions
- I.3: Added purposes (from Articles of Incorporation), added “environmental impact” to scope of recommendations

## II Membership

- II.2: Updated what documentation can be required
- II.3: Removed Member renewal requirement
- II.4: Removed attendance requirement to vote



# III Trustees, Officers, & Committees

- III.1: Added option for appointed non-voting Trustees
- III.1: Added goal of representativeness, clarified that Trustees serve at large
- III.1.B: Moved term definition to OP
- III.1.E: Added text for oath of office

# Alternatives for Bylaws III.1

- Omit option for appointed Trustees
- Add to first paragraph  
...constituencies. Appointed non-voting Trustees are always counted as “abstentions”, that is, they never affect voting calculations such as “majority” or “two thirds”.
- Add paragraph  
To prevent overrepresentation by Members of the Development Community, no more than 10 percent of the Voting Members of the planning group or of the members of a project review committee may be Members of the Development Community.

## Alternative for §III.1.C

- Replace section with this text:

Trustees are expected to attend regularly scheduled and special meetings of LJCPA. To retain eligibility to serve as Trustees, individual Trustees must attend at least two thirds of the regular meetings during each twelve-month period during their terms. Special meetings shall not be counted in the tally of absences.

A Trustee shall cease to serve upon a majority vote of the Voting Members if, during a regularly scheduled public meeting, the Secretary presents documentation and has notified the Trustee in question that the Trustee has not met this attendance requirement.

## Alternative for III.2

- Remove term limit for Officers:

The length of each Officer's term shall be one year. If one or more of offices becomes vacant, Trustees will elect a Trustee to fill the vacancy for the remainder of the vacated term.

## III.3 Committees

- Authorize creation of and appointment of Members to Committees and Boards

# IV Meetings

- IV.1: Specify that meetings must be in La Jolla except if facilities are not available
- IV.5: Revise Trustee attendance requirement to “two thirds of the regular meetings during each twelve-month period”

# V Operations

- V.1: Define Operating Procedures
- V.3: Add community-outreach expectation
- V.5: Revise non-discrimination requirement
- V.8: Authorize agreements with outside entities (eg, City)

## Alternatives for V.2

- Add to first paragraph:

...Plan, and LJCPA shall not recommend approval of an individual development project if there is not sufficient information to determine it conforms with each.

- Add to second paragraph:

...specify. When two or more project review committees review a specific project, LJCPA will take advantage of the area of expertise and purpose of each committee to make its recommendation and comments to the City



# VI Amendments

- VI.1: Simplified process for Bylaws (majority vote of Members at Special Meeting or by poll)
- VI.2: Simplified process for Operating Procedures (majority vote of Members at meeting or by poll, or two-thirds vote of Trustees)
- Vi.3: Required posting 14 days in advance of vote or poll

# Operating Procedures

Except as shown, all migrated from old Bylaws

# 1 Governing Authorities

- Tied to Bylaws
- Consolidated all external requirements, eg 600-24 & Brown Act
- 1.1: Clarified such requirements only apply given specific agreements
- §1.1.2: Revised indemnification text to match 600-24
- §1.1.4: Added annual training requirements
- §1.1.5: Added demographic data requirement
- §1.1.8: Specified that amendments take effect after 30 days if no written objection from City

## 2 Trustee Responsibilities

- 2.2: Added “basis for judgment” expectation
- 2.3: Clarified that judgments must be based only on publicly available information
- 2.4: Expanded definition of conflict of interest

## Alternatives for 2.4

- Narrow conflict types  
remove “...physical, environmental, or...”
- Narrow conflict scope  
Remove “...or the Trustee or Committee member’s family or residence...”

# 3 Meetings

- §3.1.1: Modify posting and email notification processes
- §3.1.2: Consent adopted without objection rather than by vote
- §3.1.3: Items added to Consent only if minutes are available
- §3.1.4: Consent removal only by attending Trustee citing specifics
- §3.3.3: Specify time limits
- §3.3.4: Limit referrals back to Committees
- §3.3.7: Record if easily possible
- §3.4.1-2: Specify conditions for recusal or abstention
- §3.5.3: Modify retention requirements

## Alternatives for 3 (part 1)

- Require advance posting of materials
  - Add to §3.1.1 “...of the meeting, and access to online documents and other materials relevant to Agenda items
- Broaden who can pull
  - In §3.1.4 replace “Trustee” with “Member”
- Broaden basis for pulling
  - To §3.1.4 1<sup>st</sup> paragraph add “...misapplied, or new information not available to the Committee or Board has become available.”
- Change time limits in §3.3.3

## Alternatives for 3 (part 2)

- Allow referral without disapproval  
Remove §3.3.4 2<sup>nd</sup> paragraph
- Require recording  
In §3.3.4 2<sup>nd</sup> paragraph remove “not”, replace “but” with “and”
- Require detailed minutes  
In §3.5.1, add “...(if available) and the points made by each speaker”



# 4 Nomination & Election of Trustees

- 4.4: Increased term limit to 9 years (from 6)
- 4.4: Required 2/3 vote to waive term limit
- 4.5: No mass-mail campaigning
- 4.6: Allow use of secure, secret online voting for elections

## Alternatives for 4

- Keep current term limits  
In 4.4 2<sup>nd</sup> paragraph, change to “...for more than six consecutive years...”
- Require election voting in person  
In 4.6 1<sup>st</sup> paragraph, change to “...shall recommend physical mechanisms...”

# 5 Committees and Boards

- §5.1.1: Clarify that LJCPA must ratify appointments to Joint Committees & Boards
- §5.1.1: Enable LJCPA to fill slots on behalf of other entities if necessary, but only if the latter agree
- §5.1.1: Committee and Board Bylaws must be consistent with LJCPA's

## Alternative for 5

- 5.4: Instead of list (§5.4.1-7), specify requirements for LJCPA recognition

Joint Committees and Boards are chartered by more than one La Jolla entity.

To be recognized and authorized to carry out project or other reviews on behalf of LJCPA under §5.1.1, the Bylaws and other governing documents of the Joint Committee or Board must be approved by majority vote of the LJCPA Trustees and by the other chartering entities as required; the governing documents must be consistent with the LJCPA Bylaws and Operating Procedures, including any requirements arising from agreements with the City or other agencies; LJCPA must have the right to appoint at least two members of the Joint Committee or Board; and LJCPA's appointees must constitute at least ten percent of the total membership of the Joint Committee or Board.

The LJCPA Secretary shall maintain a list of the Joint Committees and Boards that have been recognized by LJCPA and their members, and shall ensure that these are posted publicly on the LJCPA website.”

# Appeals

- Appeals optional rather than required
- 6.1: Appeal only if volunteer effort and financial resources are available, and Trustees approve by 2/3
- 6.2: Allow President to poll Trustees with regard to appeals

## Alternatives for 6

- Continue to require appeals under specified circumstances