

The following CVPCSD bylaw revision is being proposed for consideration during the February 2023 regular meeting of the CVPCSD Board of Directors. In the below, text changes are drafted with underline as additions and ~~strikethrough~~ as deletions. Supporting commentary appears in italics.

**ARTICLES I-VI.** *Unchanged*

## **ARTICLE VII OFFICERS OF THE CVPCSD**

**Section 1-2.** *Unchanged*

***Proposed Revision:***

**Section 3. ELECTION OF OFFICERS.** The President, Vice President, Secretary and Treasurer of the Board shall be elected annually, by a simple majority vote taken with all five (5) DIRECTORS present at a meeting of the BOARD and voting, at the last regular meeting of each calendar year, with the term of office beginning on January 1 of the following year. In the event that fewer than five (5) DIRECTORS are present and voting at said meeting, temporary OFFICERS shall be elected by simple majority of the DIRECTORS present and voting at said meeting. The terms of the temporary OFFICERS shall be in effect until the occurrence of a meeting of the BOARD when all five (5) DIRECTORS are present and able to cast votes for the permanent annual OFFICERS. During said meetings when votes for OFFICERS are being taken, one DIRECTOR can nominate one other DIRECTOR, and a third other DIRECTOR, apart from the nominee, can second the nomination.

***Rationale, Spirit, and Intent:*** *As officers serve an annual term, officer positions bind the operating conditions of the board for that term, subjecting all board members to those conditions, and should thus be set by the voices of all members of the board. In a situation where one or more members are not present and thus cannot express their voice, the board must still function, and to that end as an interim solution, temporary officers can be elected by the board members present at the time of officer election to be later revised when all members are present to express their voice. In addition, as has been customary during CVPCSD officer elections, officer nominations have been seconded, but it is considered self-serving for nominees to second their nominations, so a provision prohibiting that is incorporated as well.*

**Section 3-10.** *Unchanged*

***Proposed Addition:***

**Section 11. REMOVAL OF OFFICERS.** Any OFFICER may be removed from office, returning to the status of DIRECTOR only, by a simple majority vote taken on a motion made and seconded with all five (5) DIRECTORS present at a meeting of the BOARD and voting.

***Rationale, Spirit, and Intent:*** *This additional Section 11 fills a clear void in the rules for removal of officers. A widely accepted standard for bylaw construction and rules definition for parliamentary-like group decision bodies is the Roberts Rules of Order, which specifies that a provision for removal of officers by members should be present in a fully complete set of bylaws. The CVPCSD bylaws are thus incomplete by this widely adopted standard. In addition, we can look no further than the United States House of Representatives where provisions are present to remove the Speaker of the House by members. Reasons for removal are not simply limited to criminal offenses, and thus that need not be the bar to cross in order to move to vacate an officer position. Should a member sense that there is an abuse of an officer position that limits the fair influence of one or more other members, for example, that can be reason alone to propose an officer removal, set for a vote of all members. This is not at all a potentially disruptive process, but one that assures that the body is run democratically and to prevent undue abuses of influence potentially enabled by a particular officer in their position.*

**ARTICLES VIII-XVI.** *Unchanged*