

Briefing for PWSRCAC Board of Directors – September 2020

ACTION ITEM

Sponsor: Board Governance Committee
Project number and name or topic: Proposed Bylaw Amendment

1. **Description of agenda item:** This is a proposed amendment to Section 3.8 of the PWSRCAC Bylaws entitled “Meeting by Telephone.” The amendment explicitly provides that the Board, the Executive Committee, and other committees designated by the Board can conduct meetings by videoconference. In addition, the current Section 3.8 is narrowly focused on a member attending by phone or other electronic means if she or he is not able to attend in person. The amendment authorizes the entire meeting to be conducted by electronic means. Both BGC and the PWSRCAC attorney thought it was important to make this amendment.
2. **Why is this item important to PWSRCAC:** Updating Bylaws is an important component of good governance. Due to the current pandemic and the general trend toward more electronic business practices, it is important to make this change to ensure that PWSRCAC keeps up with the times and is clearly authorized to meet by videoconference.
3. **Previous actions taken by the Board on this item:** The Board Governance Committee and the Board of Directors review and amend the PWSRCAC Bylaws on a periodic basis.
4. **Summary of policy, issues, support or opposition:** This proposed Bylaw change broadens Section 3.8 to address full meetings conducted by videoconference and electronic means and authorizes the Board and committees to meet by videoconference. There is no opposition to this amendment that BGC is aware of.
5. **Committee Recommendation:** The Board Governance Committee recommends approval of the proposed amendment.
6. **Relationship to LRP and Budget:** Not Applicable.
7. **Action Requested of the Board of Directors:** Approve the amendment to Section 3.8 of the Bylaws as recommended by the Board Governance Committee.
8. **Alternatives:** The Board could approve the proposed amendment, reject it, make changes, or send it back to BGC for further consideration.
9. **Attachments:** A redlined version of the proposed changes to Section 3.8 showing both new and deleted language.

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Proposed Changes to Section 3.8 of the Bylaws

September 2020

3.8 Meeting by Telephone or Videoconference. The Board of Directors, Executive Committee, and any standing or designated committees established by the Board are authorized to meet by teleconference or through other electronic communications media, including video conferencing, so long as all members may simultaneously hear each other and participate in the meeting.

For in-person meetings, members of the Board or any committee designated by the Board may participate in a meeting of such Board or designated committee through use of a conference telephone call, video conferencing, or similar electronic communications media equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

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