

Proposed: Changes to Governance Structure

Decision making

- At the first meeting a specific topic is brought up to vote, any delegate may table the vote for ONE WEEK
 - Not “until next delegates meeting” - which could sometimes be 3 weeks away.
Also changes this from being the default to something that needs to be requested
- The President, Executive Director, or Chairperson of the Board can call for a vote on any topic at a meeting of the board of directors, or schedule such vote to be held at the next such meeting.
- A delegate who misses two meetings of the board of directors in a row shall be considered Inactive. Inactive delegates may become Active only after attending two meetings in a row (by the third meeting).
 - Here’s where we originally defined active vs inactive:
https://omnicommons.org/wiki/Event:2014/09/11_Weekly_Delegate%27s_Meeting#inactivity
 - Original language specified they would only become Active again at the THIRD meeting, which seems overly restrictive. I think we have been doing the 2nd meeting in practice?
 - Original language also agreed to change quorum to *80%*. This was a unanimous vote (9/9) but somehow did not get incorporated into our Bylaws. I would recommend we keep it at 2/3
 - Also need to update [Section 3.13](#) and [Section 3.14](#) to specify quorum and voting only applies to Active delegates
- Bylaws specify all votes except changes to the Bylaws are done by MAJORITY. But we’ve been trying to use consensus in practice, which really slows things down. Suggest changing Bylaws and practice to something less than that - e.g. two-thirds, or >50%
 - Current language in Bylaws (“by majority of the directors present”) likely counts ABSTAIN as NO. Need to clarify that!
- If there are multiple mutually exclusive options to be voted on, voting will be by runoff vote, provided that the winning option still has the support of at least 50% of the delegates
 - IRV, or manual runoff. If no option has at least 50% support after the runoff, we may need to reject all the options

Still to be added to bylaws:

- Delegates should not also have leadership role or blocking vote in another collective
- Specify when delegates are expected to recuse themselves (e.g. when removing a collective?)

Discouraging turnover

- Legally, board members of a CA nonprofit MAY NOT VOTE BY PROXY
<https://codes.findlaw.com/ca/corporations-code/corp-sect-5211>
 - But delegates can step down at any time, and the collective can/should appoint a different delegate

Increase participation

- Should only member collectives be on the board?
- Should we have a delegate to represent volunteers, paid staff, or folks from our broader community that are not already part of a member collective? If so, how exactly would that work?
- How would such a person be chosen, and who is eligible to participate in that choice?

What powers do we give to an “Executive Director”?