



To: Executive Committee
From: Greg Matson, Executive Director
Date: April 23, 2020
Subject: Proposed Amendments to Bylaws

Attached are proposed amendments to the Commission Bylaws. These proposed changes were prompted by concerns that restrictions on in-person meeting attendance resulting from the coronavirus pandemic may remain in place at the time when the Commission's annual meeting is required to be held. Action on these proposed amendments is necessary to meet the requirements of Bylaw 12 so that the Commission may consider adopting the amendments at a future meeting.

The proposed amendments are the following:

Bylaw 5 - The proposed amendments to this bylaw:

- Clarify quorum requirements for Commission meetings; and
- Allows the Executive Committee to direct that the annual meeting of the Commission be exclusively held by telephone, videoconference, or similar technological means and when the Executive Committee takes such action, physical presence is not required when determining a quorum.

A clean version of this Bylaw after amendment is attached and is followed by a redline version that shows the amendments.

--- AMENDED ---

Bylaw 5: Quorum, Voting, and Minutes

(a) A quorum requires the presence of a majority of the members of the Commission or their alternates. For purposes of commission meetings other than the annual meeting, presence includes participation by telephone, videoconference, or similar technological means that allows members or their alternates to participate in the discussions as the meetings occur. For the annual meeting, presence, for purposes of a quorum, means physical presence at the meeting; however, a member or their alternate and a sovereignty member or their alternate may participate and vote at the annual meeting by telephone, videoconference, or similar technological means. If the Executive Committee has directed an annual meeting be held by telephone, videoconference, or similar technological means, then physical presence is not required. No voting by proxy is allowed.

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--- REDLINE ---

Bylaw 5: Quorum, Voting, and Minutes

(a) A quorum requires the presence of a majority of the members of the Commission or their alternates. For purposes of ~~special~~ commission meetings other than the annual meeting, presence includes participation by telephone, videoconference, or similar technological means that allows members or their alternates to participate in the discussions as the meetings occur. For the annual meeting, presence, for purposes of a quorum, means physical presence at the meeting; ~~H~~however, a member or their alternate may participate and vote at the annual meeting by telephone, videoconference, or similar technological means. If the Executive Committee has directed an annual meeting be held exclusively by telephone, videoconference, or similar technological means, then physical presence is not required. No voting by proxy is allowed.

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