

Date: March 26, 2003

From: Ruth Gravanis, Chair, Rules Drafting Committee

To: LMTF Representatives and Alternates

Re: Report of the Rules Drafting Committee and Proposed Amendments to the Rules

The LMTF adopted a set of Rules at its regular meeting on January 30, 2003. At its February meeting the Task Force urged participants to submit suggested amendments to the Rules Committee by March 15th and directed the Committee to present recommendations for amendments in time for consideration and action at the April meeting.

The Rules Committee met on March 24th and discussed suggestions received, as time permitted. The committee is especially grateful for the thoughtful and constructive suggestions submitted by Paul Callahan.

Below are the existing Rules (in black), with proposed additions in **red** boldface, proposed deletions in *teal* italics, and comments in *navy* in brackets.
(Apologies to those who can't receive messages in html)

Please discuss these recommended amendments with colleagues in your respective organizations, and come prepared to vote on April 9th. It would be most helpful to bring in writing (or email to the list in advance) any changes that you would like to propose.

Lake Merced Task Force Rules

1. Name

The name of the organization is the Lake Merced Task Force (LMTF or the Task Force).

2. Mission and Goals

The mission of the Lake Merced Task Force is to advocate the protection, enhancement and restoration of Lake Merced as a natural, aesthetic, recreational and educational resource.

The goals of the Task Force are to:

- Develop and maintain a framework within which the Lake's many stakeholders can communicate and cooperate in a united effort
- Create, refine and update long-term plans and programs for the stewardship of Lake Merced
- Maintain cooperative working partnerships with responsible agencies at all levels of government, assisting in the development and implementation of programs designed to preserve and improve Lake Merced

- Assure the implementation of the stewardship program through advocacy, fundraising, and public outreach

3. Task Force Participation

All organizations as generally defined in Section 4 with a stakeholder interest in the well-being of Lake Merced are welcome to participate in the Lake Merced Task Force. The organizations listed in Appendix A are considered members of the LMTF as of January 30, 2003. **They shall comply with any future membership requirements to maintain membership after that date.**

[It was believed that it was not the intent of the membership to grandfather all of our groups in perpetuity, and that clarification was needed.]

4. Membership

Members of the Lake Merced Task Force shall be organizations, not individuals. Decision making for the LMTF rests with the membership.

4.1 Qualifications

Organizations eligible for membership shall be those that have a stakeholder interest in the well-being of Lake Merced and that support the mission and goals of the Task Force.

The Task Force shall seek to maintain a balance of interests within its membership that includes, without limitation:

€ Neighborhood groups *in the vicinity of Lake Merced*

€ Recreational interest groups

€ Environmental and scientific groups

€ Community/civic groups for which Lake Merced is a major interest

€ Educational institutions and associated student organizations

€ Governmental *institutions* **agencies** and legislative offices *with regulatory authority over Lake Merced*

["With regulatory authority" was felt to be too restrictive.]

4.2 Admission

Application for membership will be made to the Membership Committee, which will review the application for consistency with the qualifications and submit a recommendation for acceptance or denial to the full Task Force.

The application for membership will include a letter from the prospective member organization that includes:

- endorsement of the Task Force's mission and goals;
- a concise description of the organization's stakeholder interest in the Lake;
- a commitment to designate *two members of that organization to serve as a representative and alternate* **a representative and up to two alternates** who shall be authorized to vote on behalf of that organization;
- a commitment to participate actively (to be represented at all full Task Force meetings and on at least one committee) in the Task Force for at least two years; and
- an indication of willingness to pay annual dues as set annually by the membership.

[The first MOU said that a group could name one or two alternates, and the Committee felt that it was reasonable to let each member organization decide whether it should have zero, one or two alternates. Also, some groups wanted to be able to send representatives or alternates who were not actually members of their groups, so that requirement was deleted.]

Acceptance of a membership application requires a majority vote of the **Task Force** membership. A new member organization will *be entitled to vote at the next meeting following the meeting of the whole at which its membership application has been accepted* **have all the rights and privileges of membership, except for voting at meetings of the full Task Force, immediately upon acceptance**, provided that the first dues payment (*prorated to the quarter*) and a signed Memorandum of Understanding (MOU) have been received. **A new member organization will be entitled to vote at the next meeting following the meeting of the whole at which its membership application has been accepted and other membership requirements met.**

[The committee debated this one long and hard. Some members feared (from experience) that giving the vote immediately upon acceptance could allow organizations to join just to be able to influence a particular matter on a particular agenda. It was agreed that a new group should be able to immediately participate in committees and begin receiving notices and minutes of all meetings. Because the Task Force will meet **at least** quarterly, and probably more frequently, it is expected that the delay between acceptance and voting will not be seen as too great.]

[The Membership Committee is recommending that dues be prorated in the second year. There's no need for the Rules to be that specific about dues.]

4.3 Membership Duties, Rights and Privileges

No one may speak on behalf of the LMTF except to convey positions duly adopted by

resolution of the full Task Force and recorded in the minutes.

Subsequent to signing the MOU, each member organization will continue to provide the Task Force with any changes in contact information by sending an email to the entire Task Force list. Any organization that does not have e-mail capability will be responsible for obtaining Task Force communications from another representative.

In addition to fulfilling the terms of the Memorandum of Understanding, the duties of the member organizations shall include:

€ maintain awareness of the principal programs and activities of the Task Force

€ publicly support Task Force programs and activities

€ pay annual dues.

[The above lines were deleted for being redundant or impracticable.]

Membership in the LMTF shall not constrain any member organization from pursuing its own **programming or** advocacy efforts on behalf of the lake.

Each member organization in good standing shall have one vote. An organization loses voting privileges for non payment of dues or upon two consecutive unexcused absences.

An unexcused absence is non-attendance at a duly noticed general meeting of the Task Force without prior notification of an LMTF officer.

[No provision was made for an instance in which it is impossible to give notice, e.g., a traffic accident on the way to the meeting, since it was deemed too unlikely to happen two meetings in a row.]

Voting privileges may be restored by reapplying to the Membership Committee as specified in Section 4.2.

Each member organization shall designate, *from among its members*, a representative and alternate who will be authorized to vote on behalf of that member organization.

The membership has the authority and responsibility to:

- set dues
- create and appoint members to the Standing and Special committees,
- approve an annual budget
- accept or deny applications for membership
- approve requests for and acceptance of grants and gifts
- elect officers and fill vacancies in office
- adopt policies and approve projects *pursuant to the implementation of the stewardship plan*
- take any other actions consistent with the Task Force's mission

4.4 Withdrawal

An organization may withdraw from the Task Force at any time.

4.5 Revocation

A membership may be revoked for cause, but only by a two-thirds vote of the members present at a regular meeting of the Task Force, **upon recommendation of the Membership Committee**. A cause for revocation might be: public misrepresentation of a Task Force position, a persistent lack of participation, or ceasing to share the Task Force's mission and goals.

[It is understood that any participant may "bring a case" before the Membership Committee.]

5. Lake Merced Task Force Partners

Any organization, government agency or legislative office that meets the membership criteria in Section 4 may opt to apply to become a LMTF Partner. The admission procedure is the same as in Section 4.2 except for the dues requirement. Partners have all the rights and privileges of membership except that they do not have a vote, do not pay dues, and may not hold office.

All government agencies and legislative offices with a responsible role in the management of Lake Merced and/or its aquifer are invited and encouraged to contribute their knowledge and expertise and to participate in discussions at Task Force meetings.

Governmental agencies and legislative offices wishing to participate regularly are invited to apply to become Task Force Partners. Partners do not pay dues. Participation by their representatives will be welcomed and encouraged in presentations and discussions, including discussions of motions to be voted on, at Task Force and committee meetings. Their designated representatives and alternates will receive all agendas, minutes and other information distributed to the membership. Member organizations and Partners will work together to carry out the Task Force's goals.

Partners will be expected to provide the Task Force with any changes in contact information., *and will*

€ maintain awareness of the principal programs and activities of the Task Force, and € publicly support Task Force programs and activities

[The idea of leaving it up to the participating organization whether to become a member or a partner is consistent with the recommendation of the Membership Committee.]

6. Officers

The officers shall be: a chair, a vice-chair, a secretary and a treasurer. They shall be elected annually by the Task Force for a term of approximately one year.

[The committee discussed the idea of term limits and decided they were inappropriate. In the future, we may want to switch to two-year terms, staggered, to assure continuity.]

6.1 Responsibilities of Officers

The Chair shall:

- preside over the regular and special meetings of the Task Force, or assure that they are chaired by a qualified meeting chair
- prepare a draft agenda to be distributed in advance of each meeting;
- assure that all meetings are conducted according to Robert's Rules of Order
- assure that all Task Force committees distribute agendas and minutes
- assure that the proceedings of the Task Force are accessible for public review
- coordinate the preparation of an annual State of the Lake Report

The Vice-chair shall:

- serve as chair in the chair's absence
- provide an orientation for the representatives of any new member **or partner** organizations, including the distribution of relevant background materials such as the membership roster, these Rules, *the Stewardship Plan* and other important documents
- assist the chair in the preparation of the annual State of the Lake Report

The Secretary shall:

- assure that minutes of each Task Force meeting are prepared and distributed to member organizations in a timely fashion
- assure that meeting minutes, after approval, are made available to the public
- maintain records of past meeting minutes
- maintain a roster of all committees and their members
- manage correspondence, **except committee correspondence**
- maintain an up-to-date contact list of all members **and partner organizations**, and forward^{ing} to the membership any changes in contact information as they occur

The Treasurer shall:

- maintain records of dues payments
- oversee the management of all financial assets of the Task Force
- provide financial reports at meetings, including a list of any organizations that are in arrears
- file any necessary tax reports
- **prepare the annual budget for approval by the Task Force**

6.2 Election of officers

Any duly selected representative or alternate of a member organization in good standing may run for office. The Task Force members shall elect the Task Force officers and the at-large members of the Steering Committee at the Annual Meeting.

6.3 Nominations

At the regular Task Force meeting preceding the Annual Meeting, the representatives present shall appoint a Nominating Committee of not fewer than three members to select a slate of qualified candidates for election to office and three at-large positions on the Steering Committee. The Nominating Committee shall make its report by e-mail to all representatives and alternates no later than three weeks in advance of the Annual Meeting.

Additional nominations may be made by any three representatives by submitting names to the membership by e-mail at least one week prior to the election. The Secretary will circulate such additional nominations to the representatives and alternates by email.

Nominations for officers and at-large members of the Steering Committee will also be accepted from the floor during the Annual Meeting of the Task Force.

[A majority of the Rules Committee felt that the opportunity for members to submit nominations prior to the election meeting was not necessary. This deletion cannot be applied retroactively, so nominations "by petition" are still in order until April 2nd for the currently pending election.]

6.4 Term of Office

Officers and Steering Committee members shall serve for a term of approximately one year, commencing with the Annual Meeting and ending when successors are elected.

An officer may be dismissed for cause, by a two-thirds vote.

Any vacancies shall be filled by vote of the Task Force representatives present at the next meeting following the occurrence of the vacancy.

[Despite a suggestion to formalize this process by creating a nominating committee to

recommend candidates to fill vacancies, the committee decided to keep it simple.]

7. Meetings of the Task Force

7.1 Regular meetings

The Task Force shall meet at least quarterly, at dates, times and locations to be determined by the membership.

One meeting a year shall be designated the Annual Meeting, at which officers will be elected, the dues amount will be set, and the State of the Lake Report will be presented.

7.2 Special meetings

Special meetings may be called by the representatives present at a regular meeting, or upon the written request **to the Steering Committee** of the representatives of *at least ten percent* **a majority** of the member organizations. At least one week's notice must be given, and the purpose of the meeting must be stated in a prepared agenda.

7.3 Quorum

At least 50% **A majority** of the member organizations must be represented for the conduct of business to occur.

[Robert's defines a majority as "50% plus one."]

7.4 Voting

Each member organization in good standing shall have one vote.

["Shall have one vote" is commonly understood to mean "shall have only one vote."]

Most administrative or procedural actions of the Task Force will be decided by a simple majority of the member organizations represented at the meeting. Motions requiring a two-thirds vote, in addition to those specified in Roberts Rules, shall be those relating to the adoption of policy or approval of projects. Any question regarding whether a proposed action is policy or procedure will be settled by a majority vote of the organizations represented.

There will be no proxy voting.

["Project" is understood to mean a major, capital, on-the-ground undertaking such as building a bridge or dumping several tons of rip-rap on the shoreline, as opposed to an organizational activity such as helping to publicize a Cleanup Day.]

7.5 Agendas

The Chair will be responsible for assuring that an agenda is drafted and distributed at least seven days in advance of each Task Force meeting. All items submitted by the Steering Committee or other Task Force committees or by any member organization will be included on the draft agenda. At the beginning of each meeting, the draft agenda will be finalized by the representatives present.

The meeting agenda, along with a **Any** draft resolutions, will be circulated by email at least seven days in advance of any meeting to all designated Task Force representatives and alternates.

No resolution on a substantive matter can be voted on by the Task Force unless a draft of the resolution has been distributed to all representatives and alternates at least a week in advance of the meeting. An exception may be made for "emergencies," which may be acted upon without advance notice. Members present may declare an emergency if the matter proposed for action: is directly relevant to the Task Force's goals; will become moot if action is delayed; and was not known about a week in advance of the meeting.

Adoption of an emergency resolution requires a two-thirds vote.

7.6 Order of Business

The standard order of business at each regular Task Force meeting shall be:

Call to order and introductions

Public comment

Approve draft agenda

Review and approve the minutes of the previous meeting

Consideration of any applications for membership or partnership

Announcements and communications

Treasurer's report

Committee reports

Unfinished business

New business (with discussion items differentiated from action items)

Set next meeting date

Adjourn

7.7 Minutes

Minutes of Task Force meetings shall be distributed by email to all Task Force representatives and alternates within 14 days after any meeting.

7.8 Public Access

The proceedings of the Task Force will be made public. All meeting agendas, approved minutes, resolutions passed, significant correspondence and other important documents will be posted to appropriate sections of the Task Force web site in a timely manner.

Members of the public will not be excluded from Task Force meetings except during closed sessions.

Appropriate opportunity for public comment will be provided at all Task Force meetings.

7.9 Closed Session

A closed session may be called by a two-thirds vote of the members present when there is a need to discuss or act on an item pertaining to employment, membership revocation, censure, or other disciplinary matters.

8. Steering Committee

The Steering Committee shall consist of the four officers plus three at-large members elected by the membership.

[Considerable discussion took place regarding a suggestion to add chairs of the standing committees to the Steering Committee. A majority seemed to believe that: 1) All member organizations (through their reps) should have a say in who the members of the SC are; 2) Qualifications for Steering Committee membership are different from qualifications for chairing an issue-oriented committee; and 3) The provision in Section 9 that requires committee chairs to assure "that appropriate reports are made to the Steering Committee and full Task Force" is adequate to assure the sharing of information necessary to allow the SC to carry out its supervisory/administrative/managerial function. All committees are encouraged to send at least one designee (not necessarily the chair, in the interests of sharing workloads) to every SC meeting. All will be welcome to participate in discussion.]

The Steering Committee will be subject to policies and directives adopted by the Task Force, and none of its actions shall conflict with actions taken by the Task Force.

8.1 Responsibilities

The Steering Committee shall:

- Provide general supervision of the implementation of the Task Force programs and policies and advocate their implementation
- Work with the Resources/Fundraising Committee to secure funds to support the operations of the Task Force
- Provide oversight for any staff (professional, volunteer or intern) the Task Force may choose to engage
- Secure appropriate meeting spaces
- Maintain (or cause to be maintained by the Publicity-Outreach Committee) a web site to provide information to Task Force participants and the public

- *Draft* **Assist the Treasurer in drafting** an annual budget, including allocations of staff time, for presentation to the full Task Force for approval
- Authorize expenditures consistent with the approved budget
- Interpret policies and positions established by the Task Force
- Assist in the preparation of the annual State of the Lake Report
- Perform additional tasks as needed to manage the affairs of the Task Force between Task Force meetings.

8.2 Steering Committee Meetings

Meetings of the Steering Committee will be open to all Task Force representatives and alternates.

Agendas and Minutes of Steering Committee meetings will be distributed to all Task Force representatives and alternates at the same time that they are sent to Steering Committee members - **agendas at least a week in advance of the meeting and minutes no later than fourteen days after the meeting.**

Any action taken by the Steering Committee on behalf of the Task Force must be ratified at the next full Task Force meeting.

9. Standing and Special Committees

The structure and operation of committees shall serve to foster communication and coordination among Task Force members. Overlapping memberships and joint meetings are encouraged.

The authority to create committees and appoint their members rests with the Task Force membership. The committees operate at the direction of the membership and make recommendations to the membership.

All meetings of all committees shall be noticed, with agendas and proposed resolutions, to all Task Force representatives and alternates.

Each Committee will select a Chair and minute taker and develop its organizational structure as needed, and will accept the guidance of the Task Force in planning and executing its activities.

The Committee Chair will assure that meeting notices and agendas are distributed in a timely manner and that minutes for all meetings are taken and distributed, and that **appropriate reports are made to the Steering Committee and full Task Force.**

9.1 Standing Committees

Standing Committees are those with an ongoing charge. The Standing Committees will report regularly to the Steering Committee and Task Force.

The *current* Standing Committees are: Administrative (**Membership, Fundraising/Resources and Publicity/Outreach**) and Technical (Nature, Recreation and Water)

Administrative Committees

The **Membership** Committee will review applications for membership **and partnership** and make recommendations to the Task Force regarding their acceptance or rejection. **The Membership Committee will also make recommendations regarding reinstatement and revocation.** This committee may also make recommendations regarding refining of membership criteria, and encourage new organizations to join as appropriate to maintain a balanced representation of stakeholder interests.

The Membership Committee may also work to foster communication among Task Force members and Committees.

[The Rules Committee suggests that the Membership Committee make recommendations regarding revocation criteria/procedures; these don't need to be stated in the Rules.]

The **Resources/Funding Committee** will research potential funding sources and solicit ideas regarding funding needs., *both to support the Task Force's continued operation (staffing and administrative support) and to implement the Stewardship Plan.* No funding application may be submitted without review and approval of the Task Force. The Resources Committee will also be responsible for **assisting the Steering Committee** with grants management. *(securing a fiscal sponsor if needed, meeting reporting requirements, etc.)*

The **Publicity-Outreach** Committee will explore and implement means to keep the public informed about and involved in Task Force activities. Tasks include the creation and maintenance of a web site, as well as media work, literature production, and public presentations.

Technical Committees

The three technical committees will conduct research, make policy and program recommendations to the Task Force, advocate the implementation of Task Force-approved policies and activities within their respective subject areas, and inform the work

of the administrative committees.

[Some folks seemed unfamiliar with this use of the word inform: "to give character to; to give or inspire with some specific quality or character; to form or shape." (Webster's)]

The **Water** Committee will continue to study the causes of the decline in lake level, propose solutions to halt that decline and advocate the implementation of the solutions while also supporting the protection and enhancement of the lake's water quality.

The **Recreation** Committee will identify appropriate recreational activities and promote their enjoyment by developing and enhancing recreational facilities and programs.

The **Nature** Committee will study, protect, restore and enhance the lake's habitats and promote public involvement in environmental education and ecological stewardship programs.

9.2 Special Committees

Special Committees are temporary committees created to perform a particular finite task and to present a report to the Task Force. A special committee is usually discharged upon the acceptance of its report by the full Task Force.

10. Parliamentary Authority

Meetings of the Task Force and its committees are to be conducted according to Roberts Rules of Order, except as otherwise provided by these Rules.

11. Amendment of these Rules

These Rules may be amended by a two-thirds vote at any regular meeting of the Task Force, provided that at least two weeks notice has been provided.

12. General Provisions

To the extent possible, the activities of the Task Force shall be consistent with basic sustainability practices including resource and energy conservation.

13. Severability

If any provision of these Rules is held illegal or invalid for any reason, then such provision will be deemed omitted, and the membership will meet as soon as possible

to consider whether it is prudent and possible to adopt a new provision to take the place of that declared illegal or invalid. The remaining provisions will remain in force.

Adopted by the Lake Merced Task Force at its meeting on January 30, 2003, and amended on _____

Some additional items considered by the Rules Committee:

Election of a parliamentarian-

While it would be great to have a parliamentarian at all meetings, a person cannot become one just by being elected. It takes training and practice.

Remove redundancies-

Several redundancies were removed, but others are justified in that they make the Rules a more user-friendly reference document.

Membership Committee as the keeper of the roster -

It's easier to require accountability of a single elected officer than of a committee. The secretary can certainly seek assistance from the Membership Committee (and/or any staff, if such there be), but will have the ultimate responsibility for the official membership list.

Voting at the committee level-

At the February meeting it was suggested that the alternate for a committee member should be able to vote in the committee member's absence. The Rules Committee deferred this until later, partly due to the fact that the committees rarely, if ever, actually vote (not that they won't in the future).

Operating Procedures-

There are many rules and procedures that the Task Force may want to adopt from time to time that more appropriately belong in an easier-to-change set of Operating Procedures, rather than in the Rules (which are almost Bylaws).

MOU-

The Rules Committee recommends that the Membership Committee, in its updating and refining of the MOU, provide that the MOU must be signed by an officer, board member or staff person with signature authority for the organization.

Emergency voting by email-

This, and several other possibilities have been deferred for future discussion.

New member orientation-

The committee discussed some items which might be included in the Vice Chair's

orientation of new participants, such as particular provisions in the Rules.