



Memo To: Eugene Seroka, Executive Director, Port of Los Angeles
From: Meghan Reese, Executive Director, Harbor Community Benefit Foundation
Cc: Gisele Fong, Board Chair, Harbor Community Benefit Foundation
Date: June 2, 2021
Subject: HCBF BYLAWS - AMENDMENT TO EXTEND DIRECTOR TERM LIMITS

INTRODUCTION

The HCBF Bylaws, adopted by the HCBF Board on July 1, 2011, establish a maximum 6-year term limit for its Directors, Section 7.3. The HCBF Board has approved an amendment to the Bylaws, to extend the term limits for Board of Directors from three terms to four, **subject to approval by the Board of Harbor Commissioners.**

REQUEST

As stated in the HCBF Bylaws, Section 15.1, and in the Operating Agreement, Section 5.1, changes in the bylaws require concurrence from the Board of Harbor Commissioners, or its designee.

The requested change allows for continuity of board functions and stability of programs and operations of the organization.

HCBF hereby requests concurrence from the Board of Harbor Commissioners.

DISCUSSION:

The HCBF Board of Directors consists of seven members, first elected to serve in May 2011. The HCBF Bylaws establish limits of up to three terms (either full or partial), for a maximum of six years. Elections are typically held during the HCBF Board of Directors Annual Meeting. This request would allow board members to serve for up to four terms.

HCBF BOARD ACTIONS:

May 28, 2021 the Board approved, by majority vote, an amendment to its Bylaws:

Board shall amend the Bylaws to extend the Director Term Limits from three to four terms, subject to review and consent by the Board of Harbor Commissioners as set forth in HCBF Bylaws, Section 15.1 and Operating Agreement, Section 5.1.

TRANSMITTALS:

Board Resolution dated May 28, 2021

RESOLUTION NO. 2021-0528

**A Resolution of the Board of Directors of the Harbor Community Benefit Foundation
Pursuant to the Foundation Bylaws Extending Board Member Term Limits**

Section 1. Findings.

- A. Section 7.3 of the bylaws of the Harbor Community Benefit Foundation ("HCBF") limits the number of consecutive terms that Directors may serve to three (3).
- B. Section 15.1 of the HCBF bylaws authorizes the Board of Directors to amend the bylaws subject to approval of the Board of Harbor Commissioners; and
- C. The Board of Directors desires to extend the term limits applicable to Directors to four (4) terms.

Section 2. Amendment of Bylaws.

The last sentence of Section 7.3 of the bylaws, prescribing term limits of Directors, is hereby amended as reflected in Attachment A.

Section 3. Effectiveness.

This Resolution shall not take effect until such time as it has been reviewed and consented to by the Los Angeles Board of Harbor Commissioners.

I hereby certify that this Resolution was adopted on May 28, 2021, by the Board of Directors of the Harbor Community Benefit Foundation.


Cristin Mondy (Jun 2, 2021 11:32 PDT)

Secretary, Cristin Mondy
Harbor Community Benefit Foundation

Attachment A

Amendment to Section 7.3 on Page 9 of the HCBF Bylaws

Section 7.3

Directors shall be elected at each annual meeting of the Board for two-year terms. Each Director, including a Director appointed or elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was appointed or elected and until the appointment or election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. By resolution, the Board may arrange for terms to be staggered. No Director shall serve for more than ~~three~~ four terms, inclusive of partial terms, whether or not such terms are consecutive.