

- E. In no event shall a vacant seat be filled where a general election is scheduled to occur within sixty (60) days of the date that a written application is presented to the Board.

**Section 7: Absences** - Any Director who misses two (2) consecutive, regularly scheduled DLANC Governing Board meetings or, alternatively, four (4) total Governing Board meetings during any twelve (12) month period, upon missing the required number of Board Meetings, the Director shall be subject to removal under the following guidelines/provision. Each DLANC Director's absence shall be recorded in DLANC's meeting minutes or other manner of DLANC record keeping. If a Director's Alternate attends in the Director's absence, this will NOT count towards an absence for the purposes of this section.

DLANC's Presiding Officer shall notify the Director of the absences and place on the agenda the removal of the Director at a regular or special Board meeting whereupon the Board shall determine the validity of the absences before taking action to remove the Director. Any meeting of DLANC's Governing Board, scheduled and noticed as per the Brown Act, shall constitute a meeting for the purpose of determining Director attendance.

**Section 8: Censure** - DLANC can take action to publically reprimand a Director for actions conducted in the course of DLANC business by censuring the Director at a DLANC Board meeting. Censures shall be placed on the agenda for the next scheduled DLANC Board meeting for discussion and action. DLANC shall consult with the Office of the City Attorney throughout any Director censure process.

**Section 9: Removal of Governing Board Members** – DLANC shall consult with the Office of the City Attorney throughout any Board removal process. Directors may be removed in the following ways:

- A. **Petition by Stakeholders** – A Director may be removed from office by the submission of a written petition to the Secretary, which includes: i) the identity of the Director to be removed, ii) a description, in detail, of the reason for removal, and iii) the valid signatures two-hundred (200) stakeholders.

1. Upon receipt of a written petition for removal, the Secretary shall cause the matter to be placed on the agenda for a vote of the Board at the next regular DLANC meeting.
2. Removal of the identified Director requires a two-thirds (2/3) majority of the present and voting Directors.
3. The Director who is the subject of the removal action shall have the right to deliver to Directors a written statement about the matter and/or to speak at the Board meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter.

- B. **Petition by Board** – A Director may be removed from the Board for good cause, including, but not limited to, disruptive conduct; interfering with DLANC business; violations of the Bylaws, Operating Procedures or Code of Conduct following a Director's submission to the Board of a petition which includes: i) the identity of the