



Policy: Appointment of Board Members Between Biennial Elections & Composition of the Board

Downtown Chico Business Association (DCBA)

Purpose

This policy establishes a consistent and strategic process for appointing Board Members to fill vacancies between annual member elections, as permitted under Article V, Section 5.04 of the DCBA Bylaws and composition of the board. The goal is to ensure a well-rounded, qualified, and mission-driven Board of Directors.

Eligibility Requirements

All candidates must:

1. Meet Bylaw Qualifications
 - a. Fulfill eligibility requirements outlined in the DCBA Bylaws, including Member Representative status when applicable and being in good standing.
2. Agree to Governance Standards
 - a. Review, adhere to, and formally agree to the DCBA Code of Conduct for Board Members.
 - b. Demonstrate willingness to comply with all governing documents, policies, and expectations of board service.
3. Demonstrate Commitment to Mission
 - a. Show a clear interest in and commitment to DCBA's mission to promote downtown economic vitality.
 - b. Exhibit a willingness to collaborate with board members, staff, and stakeholders.



Board Composition Considerations

When evaluating candidates, the Executive Board shall consider the overall composition of the Board to ensure balanced representation. In making appointments, priority should be given to maintaining compliance with the DCBA Bylaws and preserving a Board composed with a majority of Member Representatives. The Board should also consider overall balance, including industry sectors, business size, experience, and community partnerships.

As provided in the DCBA Bylaws, no more than 50% of Directors may be affiliated representatives. For purposes of this policy, an affiliated representative is an individual who is not serving as the representative of a DCBA member business in good standing but brings expertise or perspective from a partner organization, educational institution, nonprofit, or other community organization that supports the mission of the DCBA. Examples may include representatives from Butte College, California State University, Chico, the Museum of Northern California Art (MONCA), 3CORE, or similar organizations.

The intent is to maintain a well-rounded Board that reflects the downtown business community while benefiting from strategic community partnerships that support informed, inclusive decision-making.

Vacancy Consideration:

The goal of the DCBA is to maintain a full Board of Directors whenever possible (13 members). When vacancies occur, the Board shall make all reasonable efforts to identify and appoint qualified candidates as set forth in this policy in a timely manner to ensure effective governance and representation.

Desired Candidate Qualities

In addition to minimum qualifications, priority will be given to candidates who demonstrate:

- Strategic, big-picture thinking and adaptability
- Vision for both preservation and growth of the DCBA
- Ability to elevate the organization's visibility and impact in the community
- Current availability and capacity to actively participate



- Access to resources, partnerships, or networks that benefit DCBA

Core expectations:

All candidates should embody passion, leadership, and a strong willingness to actively contribute to the work of the organization.

Membership Representation

In evaluating appointments, the Executive Board shall consider the overall balance of membership representation on the Board. It is the policy of the DCBA that a majority of Board members (at least 51%) shall be Member Representatives of DCBA member businesses in good standing whenever reasonably possible.

Vetting and Selection Process

The appointment of a Board Member is a significant responsibility and should not be taken lightly. Board members play a critical role in guiding the organization's direction, ensuring accountability, and advancing its mission. Careful consideration should be given to each candidate to ensure alignment with DCBA's values, expectations, and strategic goals.

1. Identification of Candidates

- The Executive Board (or its designee) facilitates the recruitment process by identifying potential candidates and forwarding qualified candidates to the full Board for consideration.
- It is the responsibility of all Board members to actively assist in identifying, encouraging, and recruiting qualified DCBA members to serve on the Board of Directors.
- Individuals may be suggested by board members, staff, or the community and apply on the organization's website.

2. Initial Outreach

- A member of the Executive Board or designee conducts an informal introductory conversation to:
 - Gauge interest in board service



- Share DCBA's mission, expectations, and time commitment
- Provide the Roles & Responsibilities and Code of Conduct

3. Preliminary Evaluation

- The Executive Board evaluates whether the candidate:
 - Meets bylaw eligibility requirements
 - Aligns with desired qualifications and board needs
 - Contributes to balanced board composition

4. Recommendation to the Board

- If deemed a strong candidate, the Executive Board recommends the individual to the full Board under "New Business".
- The candidate is invited to attend the Board meeting as a prospective appointee.

5. Board Consideration and Vote

- At the following Board meeting, the Board votes on the appointment.
- Approval requires a majority vote consistent with Board decision-making procedures outlined in the bylaws.

Appointment and Term

- Upon approval, the individual is appointed to fill the vacant seat.
- The appointed Board Member serves the remainder of the unexpired term, as outlined in the bylaws.