



# BYLAWS

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**ARTICLE I NAME**

The name of this Neighborhood Council shall be the Winnetka Neighborhood Council (“Council”).

**ARTICLE II PURPOSE**

The purpose of the Council is to participate as a body on issues concerning our neighborhood and regarding the governance of the City of Los Angeles (“City”) in a transparent, inclusive, collaborative, accountable and viable manner.

**A. Mission of the Council**

1. To provide an inclusive and open forum for public discussion of issues of interest to the Council, including City governance, the need of the Council, the delivery of City services to the Council area, and other matters of a City wide nature;
2. To advise the City on issues of interest to the Council, including City governance, that need of the Council, the delivery of City services to the Council area, and other matters of a citywide nature;
3. To initiate, execute and support projects for the physical, social and cultural improvement of the Council area; and
4. To facilitate communication between the City and Stakeholders (as defined below in Article IV) on issues of concern to the community and/or the Stakeholders.

**B Policy of the Council**

1. To respect the diversity, dignity, and expression of views of all individuals, groups, and organizations within the community and/or involved in the Council;
2. To remain non-partisan with respect to political party affiliation and inclusive in our operations including, but not limited to, the process of electing or selecting the Board of Directors, Officers and committee members, as hereinafter set forth;
3. To utilize the Early Notification System (ENS) to inform the Council and Stakeholders (as defined below in Article IV) of matters involving the City and our community in a way that is tailored to provide opportunities for involvement in the decision-making process;

4. To encourage all Stakeholders (as defined below in Article IV) to participate in activities of the Council;
5. To prohibit discrimination, in connection with Council operations and Council activities, against any individual or group in our operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, homeowner/renter status, or political affiliation,; and
6. To have fair, open, and transparent procedures for the conduct of all Council business.

### **ARTICLE III      BOUNDARIES**

The Council covers a geographic area described below, which incorporates all of postal zip code 91306, and adjacent sections of 91303, 91304 and 91311.

**Section 1. Boundary Description** – The Council boundaries abut and border the boundaries of adjacent Neighborhood Councils, and specifically include those areas of the City within the following lines of demarcation:

- A. NORTH – Bordered on the north by Nordhoff Street between De Soto Avenue on the west to Winnetka Avenue on the east, then by Parthenia Street between Winnetka Avenue on the west to Corbin Avenue on the east.
- B. EAST – Bordered on the east by Winnetka Avenue between Nordhoff Street on the north to Parthenia Street on the south, then by Corbin Avenue between Parthenia Street on the north to the Los Angeles River Channel on the south, then by Winnetka Avenue between the Los Angeles River Channel on the north and Victory Boulevard on the south.
- C. SOUTH – Bordered on the south by Victory Boulevard between De Soto Avenue on the west to Winnetka Avenue on the east, then by the Los Angeles River Channel between Winnetka Avenue on the west to Corbin Avenue on the east.
- D. WEST – Bordered on the west by Desoto Avenue between Nordhoff Street on the north to Victory Boulevard on the south. (De Soto Avenue is the full western boundary of Winnetka.)

The boundaries of the Council are set forth on the Map of the Winnetka Neighborhood Council, attached as Attachment A.

**Section 2. Internal Boundaries** – There are no internal boundaries within the Council

#### **ARTICLE IV       STAKEHOLDER**

Neighborhood Council membership is open to all Stakeholders. A “Stakeholder” shall be defined as any individual who:

- (1) Lives, works, or owns real property within the boundaries of the neighborhood council; or
- (2) Is a Community Interest Stakeholder, defined as an individual who is a member of or participates in a Community Organization within the boundaries of the neighborhood council.

A “Community Organization” is an entity that has continuously maintained a physical street address within the boundaries of the neighborhood council for not less than one year, and that performs ongoing and verifiable activities and operations that confer some benefit on the community within the boundaries of the neighborhood council. A for-profit entity shall not qualify as a Community Organization.

Examples of Community Organizations may include Chambers of Commerce, houses of worship or other faith-based organizations, educational institutions, or non-profit organizations.

[The definition of “Stakeholder” and its related terms are defined by City Ordinance and cannot be changed without City Council action. See Los Angeles Administrative Code Section 22.801.1]

#### **ARTICLE V       GOVERNING BOARD**

The Board of Directors of the Winnetka Neighborhood Council (hereinafter “the Board”) shall be the Governing Body of the Council, within the Council boundaries who are empowered to make decisions on behalf of that certified neighborhood council, as set forth in the Plan for a Citywide System of Neighborhood Councils (“the Plan”).

**Section 1. Composition** – The Board shall consist of fifteen (15) Stakeholders elected or selected by the Stakeholders or appointed by the Board. The composition of Board shall be as follows:

- A. At-Large Stakeholder Board Members (14) – Open to Stakeholders at least eighteen (18) years of age.
- B. Youth Board Member (1) – Open to Stakeholders between the ages of fourteen (14) and seventeen (17) on the day of the election or selection. See Admin. Code § 22.814(c). If less than eighteen (18) years of age, the Youth Board Seat member shall be precluded from voting on financial matters, such as neighborhood council expenditures, financial reports,

annual budgets, contracts, and recommendations to enter into contracts.

The Youth member shall be allowed to speak on such matters however if the Youth Board Member turns eighteen (18) during their term of office, and they shall be allowed to complete their term of office and will be allowed to vote on financial matters if otherwise qualified. The purpose of the Youth Board Member is to allow high school students to become involved in civic matters. The Youth Board Member is appointed by the Board.

**Section 2. Quorum** – The quorum shall be eight (8) members of the Board.

**Section 3. Official Actions** –At a meeting at which there is a quorum, a simple majority vote by the board members present and voting, including abstentions, which act as a “yes” vote shall be required to take official action, unless specified otherwise in these Bylaws.

**Section 4. Terms and Term Limits**

- A. Board members shall serve a four (4) year term, except the Youth Board Member, which shall be staggered. There are no term limits.
- B. The term of a Youth Board Member shall be one (1) year, September to August.

**Section 5. Duties and Powers** – The primary duties of the Board shall be to govern the Council and to carry out its objectives. No individual member, except the President of the Board, shall speak for the Board or otherwise publicly represent a Board position unless authorized to do so by official action of the Board. The Board may, by official action, delegate to any individual the authority to present before any public body a standing Council position previously adopted by the Board or a statement that the council has had insufficient time to develop a position or recommendation on a matter before that body. The Board may revoke such authority at any time.

**Section 6. Vacancies** - The Board shall fill all vacancies using the following procedures:

- A. Any Stakeholder interested in filling a vacancy on the Board shall submit a written application to the Board.
- B. The Board shall cause the matter to be placed on the agenda for the next regular meeting of the Board.
- C. The Board shall vote on the application at the meeting. If multiple applications for one (1) seat have been submitted, the candidate with the most votes is elected to the seat.
- D. The candidate who wins shall fill the remaining term of the Board seat.
- 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 Board member with three (3) or more unexcused absences from regularly scheduled Board meetings during any twelve (12) month period will be considered for removal from the Board. Each Regular Board meeting that is properly scheduled and noticed, in accordance with the Brown Act, shall constitute a “meeting” for the purpose of determining Board member attendance. Every Board member absence from said meeting(s) shall be recorded in the Council’s meeting minutes or other manner of Council record keeping. Upon missing the minimum required number of Board meetings, a Board member shall be considered for removal pursuant to the provisions of this Section 7. The President of the Board shall notify the relevant Board member of the at-issue absences and place on the agenda the removal of the Board member at a regular or specially noticed Board meeting, whereupon the Board shall determine the validity of the absences before taking action to either remove or retain the Board member.

- A. Definition of Absence – An absence for purposes of this Section 7 shall include: (i) Not attending a properly regularly scheduled and noticed Board meeting; (ii) Being more than forty-five (45) minutes late to a properly regularly scheduled and noticed Board meeting; (iii) Leaving a properly regularly scheduled and noticed Board meeting more than sixty (60) minutes prior to the scheduled conclusion of said meeting; or (iv) Not remaining at a properly regularly scheduled and noticed Board meeting for more than sixty (60) consecutive minutes. An absence does not preclude a Board member from voting while they are present, and a Board meeting that does not comply with the quorum requirements set forth in these Bylaws may be made compliant by virtue of such late attendance. A required recusal due to a conflict of interest by a Board Member shall not constitute an absence.
- B. Timekeeping – The Parliamentarian shall be responsible for monitoring the amount of time each Board member is present at each meeting. If necessary, the Parliamentarian is to notify the Secretary of an absence caused by a Board member arriving too late or leaving too early. If the Parliamentarian is absent, the Board shall appoint someone to be responsible for the monitoring for the meeting.
- C. Excused Absences – Absences shall be excused for reasons pertaining to bereavement, those of a medical nature, to attend an approved council related function occurring at the same time as a meeting, or for other reasons that are beyond the control of the applicable Board member, at the discretion of the President of the Board. Appropriate documentation may be requested in order to substantiate the excused absence.

**Commented [MH1]:** Too broad a statement. Could be problematic is excuse in not applied to all board members.

**Section 8. Censure** – The purpose of the censure process is to place a Board member on notice of



misconduct and to provide the Board member with an opportunity to correct the misconduct. The Neighborhood Council may censure any Board member at a regular or special meeting open to the public following a good-faith determination by the Neighborhood Council Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. Grounds for censure include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board's bylaws or rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal process by acting in bad faith.

The Board shall use the following procedure when censuring a Board member:

1. A motion to censure a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed censure including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., "for alleged violations of the Code of Conduct" but shall contain factual statements that describe conduct only and is not intended to embarrass or humiliate the board member.
2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall include the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed censure motion.
3. The Board member subject to censure shall be given a minimum of thirty (30) days prior-written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which the motion to censure will be considered. The notice shall provide the specific facts and grounds for the proposed censure as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to the meeting at which the motion to censure will be considered.
4. The Board member subject to censure shall be given a reasonable opportunity to be heard at the meeting, either orally or in writing, prior to the Board's vote on a motion of censure.
5. The Board shall decide by a majority vote of those present and voting whether or not the Board member should be censured. The Board member who is the subject of the censure motion shall not be counted as part of the majority present and voting and shall not be allowed to vote. For the purpose of censure motions, abstentions shall not be counted as votes.

6. In no event shall a motion to censure a board member be heard by the Neighborhood Council within sixty (60) days of the next scheduled Board election or selection.

**Section 9. Removal of Governing Board Members** – Any Board member may be removed by the Neighborhood Council for cause, following a good faith determination by the Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. A Board member shall not be subject to removal under this Policy, unless the member has been censured at least once pursuant to the Board of Neighborhood Commissioners’ (“Commission”) Censure Policy. Grounds for removal include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board’s bylaws or standing rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal processes by acting in bad faith.

The Board shall use the following procedure when removing a Board member:

1. A motion to remove a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The proposed motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed removal action including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., “for alleged violations of the Code of Conduct” but shall contain factual statements that describes conduct only and is not intended to embarrass or humiliate the board member. The motion to remove shall also include a copy of the prior censure motion and the date it was passed.
2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall list and briefly describe the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed removal motion.
3. The Board member subject to removal shall be given a minimum of thirty (30) days prior written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which a motion to remove will be heard. The notice shall provide the specific facts and grounds for the proposed removal as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to any meeting at which a motion to censure will be considered.
4. The Board member subject to removal shall be given reasonable time to be heard at the

meeting, either orally or in writing, prior to the Board's vote on a motion for removal.

5. The Board shall decide whether or not the Board member should be removed by an affirmative vote of two-thirds (2/3) of the currently sitting Board members. The Board member who is the subject of the removal motion shall not be allowed to vote and shall not be counted when determining the two-thirds (2/3) majority vote. For the purpose of the removal motion, abstentions shall not be counted as votes.
6. In no event shall a motion to remove a Board member be heard by the Neighborhood Council within sixty (60) days of the next election or selection.
7. The Commission may review a Neighborhood Council's removal decision if requested to do so by the affected Board member. Once the request is made for the Commission to review the decision to remove, the Neighborhood Council voting to remove the board member may not fill the vacancy created by the removal until the Commission has made a decision on whether the removal was proper or the Commission declines to review the matter. The Commission's decision whether to hear or decline to hear the removal review request shall be sent in writing to the requestor and the Neighborhood Council within 30 days after the request for review is delivered.
8. A request for the Commission to review a Neighborhood Council's removal decision shall proceed as follows:
  - a. The request must in writing and must be delivered to the Executive Assistant of the Commission or, in the absence of an Executive Assistant, to the President of the Commission within thirty (30) days of the date of the action by the Neighborhood Council to remove the Board member.
  - b. The request must state the basis for the review. The request shall not cite or present any evidence not considered by the Neighborhood Council but must address only procedural deficiencies.
  - c. If the Commission determines the request for review raises sufficient questions regarding procedural deficiencies and agrees to hear the review, it will be placed on the agenda of a regular or special meeting of the Commission within sixty (60) days of receipt of the request for review.
  - d. At the review the Commission will determine if the facts as presented support the removal motion and if the procedures set out in this policy were correctly applied.
  - e. If the Commission determines that there were either factual or procedural deficiencies, the Commission may either reinstate the Board member or return

the matter to the Neighborhood Council for further consideration.

- f. If the Commission returns the matter for further consideration and the Neighborhood Council does not act within sixty (60) days of the Commission's decision the Board member will be considered reinstated.
- g. During the period of appeal the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions.
- h. If the matter is returned to the Neighborhood Council for further consideration the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions until the Board takes action as requested by the Commission or until the expiration of the sixty (60) day time period.

9. This policy is not intended to restrict or eliminate a Neighborhood Council's ability to remove or render ineligible to serve, Board members who fail to attend meetings, join committees, maintain their stakeholder status, or perform other duties as may be described in the Neighborhood Council's bylaws and/or standing rules. Nor is it intended to limit a Neighborhood Council's ability to remove committee chairs or committee members according to the Neighborhood Council's bylaws and/or standing rules.

**Section 10. Resignation** – A Board member may resign from the Council in writing to the Secretary or verbally in the presence of the Council, and the position shall then be deemed vacant. Any member of the Board who ceases to be a Stakeholder is required to submit his or her resignation in writing to the Secretary or verbally in the presence of the Board for discussion and action at a Board meeting since they no longer qualify for a Board position.

**Section 11. Community Outreach** – The Council shall direct that a system of outreach be instituted to inform Stakeholders as to the existence and activities of the Council, including its Board elections, to find future leaders of the Council, and to encourage all Stakeholders to seek leadership positions within the Council.

- A. The Council shall have a standing Outreach Committee, which will report its activities and recommendations to the Board monthly at the regular Council meeting.
- B. Outreach also should be undertaken at public events and shall be coordinated with other Neighborhood Councils when appropriate.
- C. The Council shall maintain a website presence to disseminate information to Council Stakeholders and others interested in the Council.
  - 1. Creation of a Website -- The Council may create a website as an outreach tool

managed by the Board which shall approve all postings of information, with the exception of Board Agendas, Board Minutes, Committee Agendas, or Committee Minutes.

2. Vendor – The Board may select and hire a Vendor to maintain the website and request the vendor to provide articles for the website based on the agendas and minutes or other general information with the advice and consent of the Board.
  - a. The vendor may not use the website for personal/business gain, interjecting personal opinion with the exception of an approved tag line or logo as the website master.
  - b. The governance of the vendor relationship falls under the Board.
3. Board Member Personal Use – No Board Member shall use the website for their own personal gain, or use the website to present a biased view or any personal, political, or Board issue which has been discussed or is proposed for discussion.
4. Council Website Email – Email addresses and mailboxes will be allowed for the use of all Board Members according to the following criteria:
  - a. The email will be used for official Council business.
  - b. The emails will not contain any offensive language, images, or other audio- visual items.
  - c. The email will not be used for the personal campaigns of Board members.
  - d. The emails will not be used to further the campaigns of Board members or other candidates for public office.
  - e. The emails will not be used to provide the appearance that the Council supports the views, opinions, or decisions represented in the email.
  - f. Board Members should use the email ability to support and further the position taken by the Council.
5. Disputes – Any disputes arising out of this policy shall be committed to the Board’s Executive Committee as being responsible for this function for suggested resolution, with the final decision made by the Board.

**Commented [MH2]:** This should state the City of Los Angeles

**Commented [MH3]:** Needs further review by the Department

## ARTICLE VI      OFFICERS

**Section 1. Officers of the Board** – The Officers of the Board (“Officers”) shall include the following positions which all together comprise the Executive Committee: President, Vice President, Secretary and Assistant Secretary, Treasurer and ~~Assistant Treasurer~~, Parliamentarian and Assistant Parliamentarian. The “assistant” positions may or may not be filled.

Commented [MH4]: Not considered a financial officer

**Section 2. Duties and Powers** – The duties of the Officers are as follows and also include such additional duties as may be adopted by official action of the Board:

- A. The President shall act as the chief executive of the Council and shall preside at all Council meetings; shall serve as chair of the Executive Committee. The President shall have certain discretionary authority as further set forth in these Bylaws.
- B. The Vice President shall serve in place of the President if the President is unable to serve or resigns; shall serve as Presiding Officer of the Board in the absence of the President; may chair all Ad Hoc committees consistent with Article VII Section 2 of these Bylaws; and shall chair the Rules/Elections/Bylaws Committee unless such position is delegated to another Board member due to re-election status or other conflict of interest.
- C. The Secretary shall keep minutes of all Board meetings, post minutes and agendas on the Website, and post agendas at sites as required; and shall serve as Presiding Officer of the Board in the absence of the President and Vice-President. A Board member may be elected as ~~An~~ an Assistant Secretary by the Board to assist the Secretary, or serve in the absence of the Secretary, as needed, and shall be considered an Officer of the Board. The board may ~~hire and appoint~~ use a ~~stenographer~~ minute-taker to help the Secretary if necessary. The hiree will not be a Board member nor have any voting rights on the Board.
- D. The Treasurer shall perform duties in accordance with City policies and procedures. ~~shall~~ Shall serve as chair of the Budget & Finance Committee unless the President appoints another qualified Board Member such as the Assistant Treasurer; and shall serve as Presiding Officer of the Board in the absence of the President, Vice-President, and Secretary. A Board member may be elected as An Assistant Treasurer by the Board to assist the Treasurer as needed and will be considered an Officer of the Board.
- E. The Parliamentarian shall keep order in the meeting; shall assure that Robert’s Rules of Order and any Board rules are followed in conducting the meeting and that time limits are adhered to; shall try to resolve conflicts in the meeting as the Mediator of the Board; shall serve as the default chair of the Grievance Panel (Article XI), unless the chair of said panel

is appointed otherwise as set forth in Article XI of these Bylaws; and shall serve as presiding Officer of the Board in the absence of the President, Vice-President, Secretary and Treasurer. A Board member may be elected as an Assistant Parliamentarian by the Board to assist the Parliamentarian as needed, and will be considered an Officer of the Board.

**Section 3. Selection of Officers** – Board Officer Positions shall be filled every two (2) years at the first official Board meeting following the Board election, beginning in 2012. An officer may be removed from his or her post by a two-thirds (2/3) majority vote of the Board.

**Section 4. Officer Terms** – The Officers shall serve two (2) year terms. They may stand for re-election every two (2) years. Officers cannot serve in the same office for more than two (2) consecutive terms (4 years). Unless removed in accordance with Article VI, Section 3, Officers must remain in office until they are replaced by a successor.

## **ARTICLE VII COMMITTEES AND THEIR DUTIES**

The Board shall establish all Standing and Ad Hoc Committees. Suggestions for the creation or dissolution of such committees may come from Stakeholders or from members of the Board, and the Board shall vote upon all such suggestions.

**Section 1. Standing Committees** – The Standing Committees of the Council include: the Executive Committee (chaired by the Board President), Budget & Finance Committee (which may be chaired by the Treasurer or Assistant Treasurer), Outreach & Social Media, Planning & Land Use Management Committee, Rules/Elections/Bylaws Committee (~~which may be chaired by the Board Vice President~~), the Public Safety Committee, the Public Works & Transportation Committee, and the Youth Advocacy Committee.

**Section 2. Ad Hoc Committees** – The Board may create Ad Hoc Committees as needed to deal with temporary issues lasting up to one year to be chaired by the Board Vice-President or any other Board member appointed by a majority vote of the Board present at a Board meeting.

### **Section 3. Committee Creation and Authorization**

- A. **Committee Authority** – All committee recommendations shall be brought back to the full Board for presentation to the Board by the Committee, followed by discussion and action by the Board.
- B. **Committee Structure** – With the exception of the Executive Committee, the committee members shall be appointed by the Chair of the relevant committee seeking appointments.

Standing and Ad Hoc Committees shall be comprised of at least one (1) Board member and may include any interested Stakeholders. The Committee Chair shall determine the number of committee members.

All committees shall have an established membership. Standing Committees shall be composed of at least four (4) Board Members and may include any interested Stakeholders.

**Commented [MH5]:** What if you only have 3 board members who serve?

Ad Hoc Committees shall be composed of at least four (4) or fewer Board Members and may include any interested Stakeholders.

A Board Member must chair each committee. Every Board Member is expected to serve on at least one (1) committee.

- C. **Committee Appointment** – All Committee Chairs shall be appointed by the President and confirmed by the Board. The Chairs shall keep a written record of Committee meetings and shall provide regular reports on Committee matters to the Board.
- D. **Committee Meetings** – Committee meetings are subject to and shall be conducted in accordance with the dictates of the Brown Act. Minutes shall be taken at every Committee meeting.
- E. **Changes to Committees** - The Board may establish, disband or make changes as needed to any Standing or Ad Hoc committee. Any such action by the Board shall be noted in the Council meeting minutes.
- F. **Removal of Committee Members** – Committee chairs may be removed in the same manner in which they were appointed. Committee members may be removed by a two-thirds (2/3) majority vote of the members of said committee.
- G. **Committee Quorum** – A Quorum of the committee members must be present to conduct business. A quorum shall be a majority of the duly appointed committee members, without regard to any then-existing vacancies on said committee. All standing committees are allowed to have a maximum of seven (7) members and must have a minimum of three (3) members.

**Commented [MH6]:** Contradicts item B

## ARTICLE VIII MEETINGS

All meetings, as defined by the Ralph M. Brown Act (*California Government Code Section 54950.5 et seq.*), shall be noticed and conducted in accordance with the Act, the Neighborhood Council Agenda Posting Policy and all other applicable laws and governmental policy.



**Section 1. Meeting Time and Place** – All meetings shall be held within the Council boundaries at a location, date and time set by the Board. The Board at its first regular meeting of each calendar year shall establish a calendar of regular meetings.

- A. Regular Meetings – Regular Council meetings shall be held at least once per quarter and may be held more frequently as determined by the Board. Prior to any action by the Board, there shall be a period of public comment. The Board shall determine the length and format of the period as appropriate.
- B. Special Meetings – The President or a majority of the Board shall be allowed to call a Special Council Meeting as needed.

**Section 2. Agenda Setting** – The Council shall set the agenda for each Council meeting. Any Stakeholder may make a proposal for action by the Council by submitting a written request to the Secretary or during the public comment period of a regular Council meeting. The Presiding Officer shall promptly refer the proposal to a Standing Committee, or, at the next regular Council meeting, the Board shall either consider the proposal or create an Ad Hoc Committee to consider the proposal. The Council is required to consider the proposal at a Committee or Board meeting, but is not required to take further action on the proposal. Proposals made under this subsection are subject to the rules regarding reconsideration.

Commented [MH7]: How?

**Section 3. Notifications/Postings** - The Neighborhood Council shall comply with the Ralph M. Brown Act and Department requirements for posting notices, including the Neighborhood Council Agenda Posting Policy approved by the Board of Neighborhood Commissioners. Notice of a regular meeting shall be a minimum of three (3) days (72 hours) in advance of the meeting and at least one (1) day (24 hours) in advance of a special meeting.

At a minimum, meeting notices shall be posted in compliance with the Ralph M. Brown Act and in compliance with the Neighborhood Council Agenda Posting Policy. An updated listing of the Neighborhood Council's physical posting location<sup>4(s)</sup> shall be kept on file with the Neighborhood Council.

**Section 4. Reconsideration** -- The Board may reconsider or amend its actions through the following Motion for Reconsideration process:

- A. Before the Board reconsiders any matter, the Board must approve a Motion for Reconsideration. The Motion for Reconsideration must be approved by official action of the Board. After determining that an action should be reconsidered, the Board has the authority to re-hear, continue, or take action on the item that is the subject of reconsideration within any limitations that are stated in the Motion for Reconsideration.

- B. The Motion for Reconsideration must be brought, and the Board’s approval of a Motion for Reconsideration must occur, either during the same meeting where the Board initially acted or during the Board’s next regularly scheduled meeting that follows the meeting where the action subject to reconsideration occurred. The Council may also convene a special meeting within these specified time frames to address a Motion for Reconsideration.
- C. A Motion for Reconsideration may be proposed only by a member of the Board who previously voted on the prevailing side of the original action that was taken by the Board (the “Moving Board Member”).
- D. The Moving Board Member may make the Motion for Reconsideration orally during the same meeting where the action that is the subject of reconsideration occurred, or by properly placing the Motion for Reconsideration on the agenda of a meeting that occurs within the allowed specified periods of time as stated above.
- E. In order to properly place the Motion for Reconsideration on the agenda of the subsequent meeting, the Moving Board Member shall submit a memorandum to the Secretary at least two (2) days in advance of the deadline for posting notices for the meeting. The memorandum must briefly state the reason(s) for requesting the reconsideration, and provide the Secretary with an adequate description of the matter(s) to be re-heard and proposed action that may be adopted by the Board if the Motion for Reconsideration is approved.
- F. Any member of the Board may second a Motion for Reconsideration that is properly brought before the Board.
- G. This consideration process shall be conducted at all times in accordance with the Brown Act.

#### **ARTICLE IX FINANCES**

- A. Budget -- The Board shall review its fiscal budget and make adjustments as needed to comply with City laws and City administrative rules, and to keep in compliance with Generally Accepted Accounting Principles and the City’s mandate for the use of standardized budget and minimum finding allocation requirements.
- B. Financial Rules -- The Board shall adhere to all rules and regulations promulgated by appropriate City officials regarding the Council’s finances, where the term “appropriate

City officials” means those officials and/or agencies of the City of Los Angeles who have authority over Neighborhood Councils.

- C. Records - All financial accounts and records shall be available for public inspection and posted on the Council website, if available.
- D. Treasurer’s Report - Each month, the Treasurer shall provide to the Board detailed reports of the Council’s accounts.
- E. The Council will not enter into any contracts or agreements except through the appropriate City officials.

## **ARTICLE X        ELECTIONS**

**Section 1. Administration of Election** – The Neighborhood Council's election will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council elections.

**Section 2. Governing Board Structure and Voting** – The number of Board seats, the eligibility requirements for holding any specific Board seats, and which Stakeholders may vote for the Board seats are noted in Attachment B.

**Section 3. Minimum Voting Age** – Except with respect to a Youth Board Seat, a stakeholder must be at least 16 years of age on the day of the election or selection to be eligible to vote. [See Admin. Code §§ 22.814(a) and 22.814(c)]

**Section 4. Method of Verifying Stakeholder Status** – Voters will verify their Stakeholder status through written self-affirmation.

**Section 5. Restrictions on Candidates Running for Multiple Seats** – Not Applicable.

**Section 6. Other Election Related Language** – Not Applicable.

## **ARTICLE XI        GRIEVANCE PROCESS**

### **Grievances Submitted by a Stakeholder**

- A. Any Grievance by a Stakeholder must be submitted to the Department’s Grievance Portal so that the Department may determine whether such Grievance conforms with the [Los Angeles Administrative Code \(L.A.A.C.\) 22.818](#) Subsections (c)(1) [Grievance Defined] and (c)(2) [Exclusions].

- B. Once the Department certifies the Grievance, the Board will be notified. Such certification of the Grievance by the Department shall not be construed as a statement regarding the validity or invalidity of the Grievance.
- C. After receiving a certified Grievance from the Department, the Board must, at its next regular or special meeting, but not more than 60 calendar days from the communication from the Department, take one of the following actions:
  - a. Consider the Grievance in accordance with a Grievance process specified in the Board's Bylaws and issue a decision to sustain and cure or reject the Grievance in whole or in part; OR
  - b. Waive consideration of the Grievance and request the Department to forward the Grievance directly to a Regional Grievance Panel for consideration.
- D. Any inaction by the Board passing the 60 calendar days will waive consideration of the Grievance and the Department shall forward the Grievance to the Regional Grievance Panel in accordance with [L.A.A.C. 22.818](#) Subsection (d)(5).
- E. Only the Grievant may appeal a Board's decision pursuant to [L.A.A.C. 22.818](#) Subsection (d)(2)(A). Such appeals must be filed with the Department on the portal within seven (7) calendar days from the date of the Board's action on the certified Grievance. A Grievant may not appeal a decision by the Board to waive consideration of any or all Grievances.

#### **Grievances Submitted by a Board Member**

- A. Any Grievance by a Board Member filed against their own Board will bypass consideration by the impacted Board, as set forth in [L.A.A.C. 22.818](#) Subsection (d)(2). The Department will forward a Grievance filed by a Board Member against their own Board directly to a Regional Grievance Panel for disposition, as specified in [L.A.A.C. 22.818](#) Subsection (d)(6).

#### **Regional Grievance Panel**

- A. When a certified Grievance is sent to a Regional Grievance Panel, the Board must appoint a Neighborhood Council Representative who shall present an opening argument (not to exceed 10 minutes) and a rebuttal (not to exceed 5 minutes) on behalf of the Neighborhood Council Board to the Panel.

### **ARTICLE XII      PARLIAMENTARY AUTHORITY**

The Council shall use the Robert's Rules of Order when conducting Council meetings. Additional

rules and/or policies and procedures regarding the conduct of the Council meetings may be developed and adopted by the Board.

These bylaws supersede the parliamentary rules mentioned above.

### ARTICLE XIII AMENDMENTS

These Bylaws may be amended in the following manner:

- A. Any Board Member may propose an amendment to these Bylaws by requesting that the Secretary place the item on the agenda.
- B. Any Stakeholder may propose an amendment to these Bylaws during the public comment period of a regular Council meeting.
- C. Any proposal to amend the Bylaws shall be formalized in writing and noticed on the agenda for public discussion.
- D. The Board shall forward all proposals to the Bylaws Committee to review and provide recommendations to the Board.
- E. An amendment to these bylaws requires a two-thirds (2/3) vote of the Board members present at a duly noticed general or special meeting. All changes shall then be forwarded to the Department for review and approval.
- F. Amendments shall not be valid, final, or effective until approved by the Department and/or the Commission. Once approved, any changes in the Bylaws shall become effective immediately. Boundaries changes or Board structure changes will require the Board of Neighborhood Commissioners' approval.

### ARTICLE XIV COMPLIANCE

The Council, its representatives, and all Stakeholders shall comply with these Bylaws and with any additional Standing Rules or Procedures as may be adopted by the Board, as well as all local, county, state and federal laws, including, without limitation, the Plan, the City Code of Conduct, the City Governmental Ethics Ordinance (*Los Angeles Municipal Code Section 49.5.1*), the Brown Act (*California Government Code Section 54950.5 et seq.*), the Public Records Act, the American Disabilities Act, and all laws and governmental policies pertaining to Conflicts of Interest.

**Section 1. Code of Civility** – The Council, its representatives, and all Stakeholders shall conduct all

**Commented [MH8]:** Recommended language may be proposed by the Department.

Council business in a civil, professional, and respectful manner pursuant to Commission and City regulations.

The Council prohibits discrimination against any individual or group in its policies, recommendations, actions, or operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, or political affiliation. The Council goal is to encourage all Community Members/Stakeholders to participate in all activities conducted or sponsored by this Council. Board members will abide by the Commission's Neighborhood Council Board Member Code of Conduct Policy.

**Section 2. Training** – Neighborhood Council Board Members, whether elected, selected or appointed, are required to complete all mandatory trainings in order to vote on issues that come before the Council. Trainings available to Board Members are created to ensure success during their period of service. All Board Members shall complete mandatory trainings as prescribed by the City Council, the Commission, the Office of the City Clerk, Funding Division, and the Department.

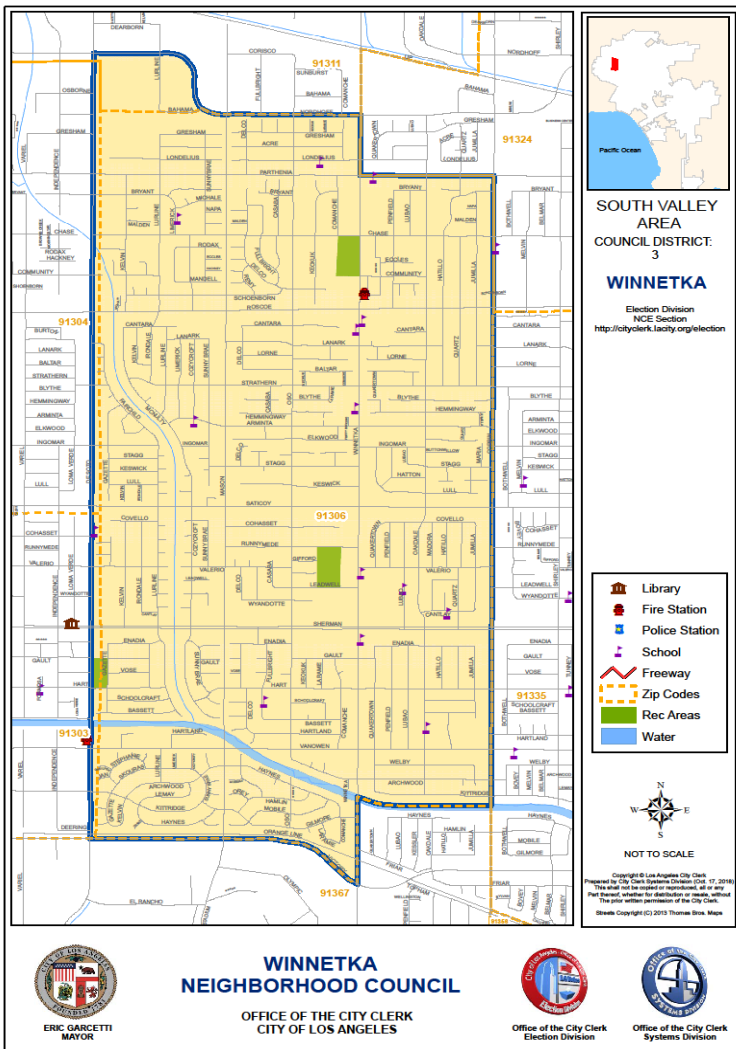
Board members not completing mandatory trainings provided by the City within forty-five (45) days of being seated or after expiration of the training, shall lose their Council voting rights on all items before the board.

All Board members shall take training in the fundamentals of Neighborhood Councils, including, but not limited to, ethics, funding, workplace violence, and sexual harassment trainings provided by the City within forty-five (45) days of being seated, or they will lose their Board voting rights. All board members must take ethics and funding training prior to making motions and voting on funding related matters.

Commented [MH9]: Updated language

**Section 3. Self-Assessment** – The Council may conduct a regular self-assessment to determine whether it has achieved its goals and objectives.

### ATTACHMENT A – Map of Winnetka Neighborhood Council



ATTACHMENT B – Governing Board Structure and  
Voting

Winnetka Neighborhood Council – 15 Board Seats

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE
At-Large Stakeholder Term: 4 Years	14	Elected	Any Stakeholder, as defined in Admin. Code § 22.801.1(a), who is at least 18 years of age and lives, works, owns real property, or is a Community Interest Stakeholder [defined in Admin. Code § 22.801.1(b) as a person who affirms a substantial and ongoing participation with a community organization that has maintained a physical street address for not less than one year, and that performs ongoing and verifiable activities and operations that confer some benefit on the community within the boundaries of the Neighborhood Council]interest stakeholder, and is at least 18 years of age at the time of the election.	Any Stakeholder, as defined in Admin. Code § 22.801.1(a), who is at least 16 years of age and lives, works, owns real property, or is a Community Interest Stakeholder [defined in Admin. Code § 22.801.1(b) as a person who affirms a substantial and ongoing participation with a community organization that has maintained a physical street address for not less than one year, and that performs ongoing and verifiable activities and operations that confer some benefit on the community within the boundaries of the Neighborhood Council]



<p>Youth Member Term: 1 Year (September -August)</p>	<p>1</p>	<p>Appointed</p>	<p>Any Stakeholder, who is at least 14 years of age and no more than 17 years of age on the day of the election or selection. See Admin. Code § 22.814(c).A Stakeholder, is defined in Admin. Code § 22.801.1 as a person who lives, works, owns real property, or is a Community Interest Stakeholder [defined in Admin. Code § 22.801.1(b) as a person who affirms a substantial and ongoing participation with a community organization that has maintained a physical street address for not less than one year, and that performs ongoing and verifiable activities and operations that confer some benefit on the community within the boundaries of the Neighborhood Council].</p>	<p>N/A</p>
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