

# WINNETKA NEIGHBORHOOD COUNCIL

## Board Rules

The Winnetka Neighborhood Council Board of Directors (WNC) Finds:

A. Winnetka Neighborhood Council BY Laws contains requirements for Board meetings, and Article 8 paragraph (2) requires the Board to adopt and publish rules for the conduct of its meetings.

B. All Board meetings must comply with the Ralph M. Brown Act.

The Winnetka Neighborhood Council Board of Directors Resolves:

### **SECTION 1. ORGANIZATION**

A. The Chair presides at Board meetings and has a vote on each matter before the Board.

B. The Vice-Chair presides when the Chair is absent.

C. In the absence of both the Chair and Vice-Chair, the Director with the most seniority in office or the Secretary will act as presiding officer.

D. The presiding officer will sign all documents approved at the Board meeting.

### **SECTION 2. APPOINTMENT OF VICE-CHAIR**

A. The position of Vice-Chair will be filled by the Vice President of the Board. The Vice President may refuse the position, and then the Board will appoint another Director to fill the position.

### **SECTION 3. MINUTES**

A. The Board Secretary will make a record of all Board meetings.

B. The written record will comply with the Ralph M. Brown Act. The records will be accessible to the public during regular office hours.

### **SECTION 4. MEETINGS**

#### **A. REGULAR MEETINGS**

(1) All meetings are open to the public, except executive sessions.

(2) All Board meetings are held at Valley Village, 20830 Sherman Way, Winnetka, 91306 and other locations accessible to the public as noted on the agenda.

(3) The Board meets the second Tuesday of each month at 6:30 PM to deliberate on WNC related business and make decisions.

(4) The Board may meet on the first and third Tuesday of the month and other days as necessary for work sessions and committee briefings. The Chair may cancel Board work sessions or briefings or combine them with regular or special meetings.

(5) When it is in the public interest, the Board by majority vote at any meeting may adjourn to another time or to another location accessible to the public.

## **B. SPECIAL MEETINGS**

(1) The Chair or five other Board members may call special meetings. The special meeting notice must include an agenda of items for consideration. The notice must be delivered personally to each Director or the Director's office or residence at least 24 hours before the meeting.

(2) Board action at a special meeting, does not take effect unless ratified at the next regular meeting.

## **C. EXECUTIVE SESSIONS**

(1) The Board may meet in executive session in accordance with state law. At the beginning of each executive session, the statutory authority for the meeting must be stated.

(2) The Board will require that news media representatives not disclose specified information that is the subject of the executive session.

## **SECTION 5. NOTICE AND AGENDA**

A. The Board Secretary will maintain an interested person Board meeting notice list. The list will include the names and addresses of interested persons including news media that have requested notice of Board meetings. The Board Secretary will give notice stating the time and place of Board meetings and the agenda to persons on the list, and post the notice to the Board's Internet web site and other posting locations. Agenda packet materials will also be posted to the web site.

(1) Notice will be given at least 72 hours before each regular meeting.

(2) Notice will be given 24 hours before each special meeting.

B. The Chair, and each Director, may place matters on a Board meeting agenda. Such matters should be furnished in writing to the Secretary ten (10) days prior to the meeting for which it is intended. The Secretary will acknowledge receipt of such matters to the official making the request. The official who places a matter on a Board agenda may withdraw or postpone the matter at any time before the start of the meeting. If the agenda has been distributed, the Board must decide to continue the matter to another date or postpone it indefinitely.

C. The Chair will supervise agenda preparation. The Chair may adopt Executive Rules for placement of matters on the Board agenda, and the format for resolutions.

## **SECTION 6. UNANIMOUS CONSENT**

A. The Board may act on an item not on the agenda notice if at least Five Directors vote in favor of a motion to immediately consider the matter.

B. For the matter to be adopted, all Director present must vote in favor of the matter.

## **SECTION 7. ATTENDANCE, QUORUM**

A. Directors will provide phone, written, fax or electronic mail notification of all anticipated absences from Board meetings to each other and the Board Secretary

B. A quorum consists of eight Directors.

## **SECTION 8. VOTING**

A. If a potential conflict of interest exists for any Director relating to any matter on the Board agenda, the Director will publicly announce the nature of the potential conflict before participating in the Board discussion of that matter. If a Director has an actual conflict of interest relating to any matter, the Director may not participate or vote on that matter.

B. After a motion and second, the presiding officer will request an explanation of the agenda matter and accept public testimony. At the conclusion of Board discussion, the presiding officer will state the motion before the Board and call for the vote.

C. After the call for the vote, no further discussion is permitted, but the presiding officer will permit the maker to withdraw the motion to allow further discussion.

D. Directors will vote orally. The Secretary will conduct a roll call vote. The Secretary will call out each Director's name and the Director will respond with "Aye", "Nay", or "Abstain." The votes will be tallied and handed to the presiding officer who will announce the results of the vote. All results will be recorded.

E. Motions and amendments to motions fail if there is a tie vote.

F. Regular meeting agendas include a consent calendar for approval of items determined routine by the Chair. The consent calendar may be approved by a single motion, second and vote of the Board. At the request of any Director, a consent calendar item will be considered on the regular agenda.

G. Agenda items may be taken out of order at the discretion of the presiding officer.

## **SECTION 9. PUBLIC TESTIMONY**

A. The presiding officer may regulate the length of public participation and limit appearances to presentations of relevant points.

B. To assist persons wishing to testify at Board meetings, the Board Secretary will make public sign-up sheets available. Persons will be called to testify in the order they are submitted to the Board Secretary, unless otherwise recognized by the presiding officer.

C. The presiding officer has authority to keep order and impose reasonable restrictions necessary for the efficient and orderly conduct of a meeting. Any person who fails to comply with reasonable rules of conduct or who creates a disturbance may be asked or required to leave and upon failure to do so becomes a trespasser.

## **SECTION 10. MISCELLANEOUS**

A. Any procedure or situation not covered by The Ralph M. Brown Act, The WNC By Laws or these Rules is governed by the most recent edition of Robert's Rules of Order Newly Revised.

B. Copies of these Board Rules will be available at all Board meetings.

**SECTION 11. ADOPTION**

These Rules take effect immediately upon Board adoption.

ADOPTED this \_\_\_\_th day of April, 2004.

Winnetka Neighborhood Council

President \_\_\_\_\_

Witnessed \_\_\_\_\_