

# Arts District Little Tokyo Neighborhood Council By-Laws

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## **Article I. NAME**

This organization shall be known as the Arts District and Little Tokyo Neighborhood Council (ADLT), a neighborhood council as organized under the Los Angeles City Charter Vol. I, Article IX

## **Article II. PURPOSE**

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

### A. The **MISSION** of the Council is:

1. To provide an inclusive and open forum for public discussion of issues of interest to the Council, including City governance, the needs 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, the needs of the Council, the delivery of City services to the Council area, and other matters of a City wide 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 Community Stakeholders on issues of concern to the community and/or the Stakeholders

### B. The specific and primary purposes for which this Neighborhood Council is formed are:

1. To empower the residents, business owners, property owners, cultural and religious institutions, service organizations and other nonprofit organizations and their members who hold the said neighborhoods close to their hearts.
2. To promote through proper channels of publicity and general information and support of the stakeholders of said area in maintaining and enlarging the benefits accruing to them in the fields of scenic beauty, culture, education, health and civic excellence.
3. To maintain a channel of communications, with the City of Los Angeles through its Early Notification System, and disseminate information to Neighborhood Council stakeholders via email, fax, and mailing list The Neighborhood Council will distribute announcements to the registered stakeholders within the boundaries of the Neighborhood Council. Notices will be sent to all community based organization leaders within the Neighborhood Council area. The Neighborhood Council will publish announcements and updates in the Downtown News on a quarterly basis.

### C. Additional purposes for which this Neighborhood Council is formed are:

To employ a staff of expert and lay persons as may be deemed necessary and proper by

the Board of Directors to carry out the purposes of this Neighborhood Council.

D. The objective of this organization shall be:

1. To protect, foster, preserve and develop the rights and interests of both communities known as the Arts District and Little Tokyo.
2. To encourage a sense of community pride through better community relations and family participation in community issues

E. The **POLICY** of the Council is:

1. To act as a forum through which full and objective discussion of all questions and problems within the community can take place.
2. To act in the capacity of a parent organization--in that those who seek to initiate certain activities on behalf of the community, but do not have a membership in the Neighborhood Council, may present their concerns to the Neighborhood Council and seek the support of the Neighborhood Council.
3. To operate and strengthen channels of communication with local, state and federal officials through which the real needs of the community can be made known.
4. To support and promote those issues viewed as beneficial to Neighborhood Council communities, but which in no way could be considered a detriment to the greater community of Los Angeles, of which we are a part.

### **Article III. BOUNDARIES**

The Neighborhood Council encompasses the following Los Angeles neighborhoods:

- A. Arts District
- B. Little Tokyo

#### **Section 1 Boundary Description**

As such, Neighborhood Council does not make up one square, rectangular, or circular shape. Rather, Neighborhood Council is a combination of multiple polygonal areas. The boundaries are the following:

The Northwest Corner of where 7th Street meets the Los Angeles River. Travel West on 7th Street to the corner of 7th Street and Alameda Street. Travel North on Alameda Street until Alameda Street intersects 4th Street. Travel West on 4th Street until Omar Street. Travel North on Omar Street until Boyd Street. Travel West on Boyd Street until San Pedro Street. Travel North on San Pedro Street until 3rd Street. Travel West on 3rd Street until Los Angeles Street. Travel North on Los Angeles Street until the 101 Freeway. Travel East on the 101 Freeway until the 101 Freeway meets the Los Angeles River. Travel South down the west bank of the Los Angeles River down to the Northwest corner of 7th Street.

The boundaries of the Council are set forth in Attachment A- Map of the Arts District and Little Tokyo Neighborhood Council.

## **Section 2 Internal Boundaries**

The specific boundaries of each of the two neighborhoods that encompass the Neighborhood Council are as follows:

- A. Arts District – 101 Freeway at Alameda east to Los Angeles River south to 7th Street west to Alameda Street north to 101 Freeway.
- B. Little Tokyo – 101 Freeway at Los Angeles Street east to Alameda Street south to 4th Street west to Omar Street north to Boyd Street west to San Pedro Street north to 3rd Street west to Los Angeles Street north to 101 Freeway.

## **Article IV. STAKEHOLDERS**

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**

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Certified: April 27, 2002

Last Amended: November 10, 2020

The Board of Directors (hereinafter “the Board”) shall be the Governing Body of the Council within the meaning of that term as set forth in the Plan.

### **Section 1      Composition**

The Board shall consist of fifteen (15) Stakeholders elected and/or appointed by the Board and/or Community Stakeholders. The composition of the Board shall be as follows:

1.      Arts District Representatives, seven (7)
2.      Little Tokyo Representatives, seven (7)
3.      At Large Representatives, one (1)

The breakdown of the 15 Board seats is as follows:

1.      Arts District, three (3) residents
2.      Arts District, three (3) At-Large business owner, employee, non-profit representative
3.      Arts District, one (1) property owner
4.      Little Tokyo, three (3) residents
5.      Little Tokyo, three (3) At-Large business owner, employee, non-profit representative
6.      Little Tokyo, one (1) property owner
7.      At Large Representative, one (1)

No single Stakeholder group shall hold a majority of Board seats unless extenuating circumstances exist and are approved by the Department of Neighborhood Empowerment (“Department”).

### **Section 2      Quorum**

Board meeting: A minimum of 8 members of the board shall constitute a quorum at the Board meeting. This quorum may transact in the business of the Neighborhood Council. A majority of the members of the Executive Committee shall constitute a quorum for Executive Committee meetings.

### **Section 3      Official Actions**

A Simple majority vote by the board members present and voting, not including abstentions, at a meeting at which there is quorum shall be required to take official action, unless specified otherwise in these Bylaws.

### **Section 4      Terms and Term Limits**

The members of the Board of Directors shall be elected for four-year terms; the terms of the Board of Directors shall be staggered so that approximately one-half of the members are elected every other year (seven (7) in one election year, eight (8) in the next). No Director(s) shall serve more than eight (8) consecutive years as a board member of the Neighborhood Council.

#### **Board seat for election in 2021:**

- 2 Seats -Arts District At-Large Business Owner, Employee, Non-Profit Rep
- 2 Seats - Arts District Resident Representative
- 2 Seats - Little Tokyo At-Large Business Owner, Employee, Non-Profit Rep

- 1 Seat - Little Tokyo Resident Rep
- 1 Seat - At-Large Representative

**Board seat for election in 2023:**

- 1 Seat -Arts District At-Large Business Owner, Employee, Non-Profit Rep
- 1 Seat - Arts District Resident Rep
- 1 Seat - Arts District Property Owner Rep
- 1 Seat - Little Tokyo At-Large Business Owner, Employee, Non-Profit Rep
- 1 Seat - Little Tokyo Property Owner Rep
- 2 Seats - Little Tokyo Resident Rep

Board terms shall begin the first day of the month following the final results of the election, a recount, or an election challenge. The incumbent Board members will continue in their duly elected/appointed positions until the election challenge is resolved

**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 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. Such authority may be revoked at any time by the Board.

**Section 6 Vacancies**

Vacancies on the Board shall be filled using the following procedure:

- A. A vacancy in office shall be filled by the recommendation of the Executive Committee and subject to simple majority vote of the Neighborhood Council Board of Directors. In the event of a vacancy in the office of President, the office shall be filled on an interim basis by the First Vice President until the full board nominates and ratifies a new President.
- B. In the event of a board member seat vacancy, that vacancy shall be filled by a qualified stakeholder candidate as defined in Attachment B. The candidate will be voted onto the board by a majority vote of the Neighborhood Council Board Members present at a regular board meeting, whereby he or she will complete the term of the vacated board seat.
  - 1. Public Notices announcing the call for appropriately qualified candidates will be posted at the sites designated for posting Neighborhood Council notices in the neighborhoods in which the vacant seats occur. Candidate application forms will be made available via mail, email and online from the Neighborhood Council Executive Committee.
  - 2. Candidates are required to submit their candidate application forms to the Neighborhood Council Executive Committee no later than 25 days after the call for

candidates is publicly posted.

## **Section 7 Absences**

A Board Member who misses any four (4) Board meetings during a fiscal year will be removed from the Neighborhood Council Board of Directors. Each Council Board Member absence shall be recorded in the Council's Meeting Minutes or other manner of Council record keeping, and that, upon missing the required number of Board Meetings for removal, the President or Presiding Officer shall notify the Board Member of the absences, place on the agenda the removal of the Board Member at a regular or special Board meeting whereupon the Board shall determine the validity of the absences before taking action to remove the Board Member. The Board shall consult with the Office of the City Attorney before taking any action. The President or Presiding Officer shall supply application information to the removed board member to fill the vacancy.

An absence shall be defined by the following:

A full (1) absence shall be defined by the following:

Not Attending the meeting.

A half (.5) absence shall be defined by the following:

1. Arriving 10 minutes after the scheduled start time.
2. Leaving any time before the scheduled end time
  - a. In the case that the meeting ends adjourns before the scheduled end time, before the adjournment.

The attendance requirements apply to regular board meetings. Special meetings do not apply.

Any meeting of the Neighborhood Council Governing Board, scheduled and noticed as per the Brown Act, shall constitute a meeting for the purpose of determining Board Member attendance.

## **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 ("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**

Any Board member may be removed by the Neighborhood Council (“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 remove 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, 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 to the Board for discussion and action at a Board meeting. Removal of the Board member for loss of stakeholder status requires a majority of the attending Board members.

## **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.

## **Article VI. OFFICERS**

### **Section 1 Officers of the Board**

The officers of the Neighborhood Council shall be elected by the Board of Directors, to encourage and foster broad participation and representation of this community.

Executive Committee members of the Board of Directors shall be as follows:

#### **A. Board-selected officers:**

1. President
2. Vice President
3. Secretary
4. Treasurer

### **Section 2 Duties and Powers**

#### **A. President**

1. Presides to chair all board meetings of the Neighborhood Council and the Executive Committee.
2. Prepare the full board and executive committee agenda.
3. Act as ex-officio member of all committees.

#### **B. Vice President**

1. Preside at all Neighborhood Council and Executive Committee meetings in the absence of or at the request of the President.
2. Serve as Chair of the Action committee.

#### **C. Secretary.**

1. Preside over the Neighborhood Council Board Meeting in the absence of both the President and Vice President.
2. The Secretary shall keep a true and accurate record of the Neighborhood Council Board Meetings and Executive Committee meetings in a permanent record book.
3. The records indicated above shall be available upon request.
4. Roster of committee members.

#### **D. Treasurer**

1. Preside over the Neighborhood Council Board Meeting in the absence of the President, Vice President, and Secretary.
2. Check and authenticate expenditures against the budget
3. Keep an accurate account of all funds.

4. Make financial statements available upon request.
5. Prepare a budget for the upcoming year and present to the Board for approval upon recommendation from the executive committee.

### **Section 3 Selection of Officers**

A member of the Board of Directors may also serve as an officer. Officer positions shall be selected at the first official Board meeting following the Board election certification in Board election years, and on the first agenda item of the July Board meeting for officer selection on non-election years. The incumbent officers will prepare and start this meeting and transition responsibilities after the board vote.

### **Section 4 Officer Terms**

Term of officers shall be for one fiscal year. Executive Officers serve at the will of the Board. An officer of the Board of Directors will be removed from the Officer position if they fail to attend any three (3) Board meetings during a fiscal year. An absence shall be defined by rules as stated in Article V. Section 7 Absences.

Removal of Executive officers will be confirmed through a board action.

No elected officer shall serve for more than four (4) consecutive years in any office.

## **Article VII. COMMITTEES AND THEIR DUTIES**

The intention of all committees is to provide adequate time for preparation, review, summarization and recommendation. These summaries and recommendations will be used to help inform the full board on such items requiring a board action and/or vote.

All Standing and Ad Hoc Committees shall be established by the Board. Suggestions for committees may come from Stakeholders or from members of the Board, and all such suggestions shall be voted upon by the Board.

### **Section 1 Standing**

The Standing Committees of the Council are: Executive, Action, Planning & Land Use and Environment & Sustainability Committee. Standing committees will set a consistent monthly date and time and meet at least once per month unless there are no actions to be taken.

- A.** Executive: The Executive Committee will be comprised of the President, Vice President, Secretary and Treasurer, the Neighborhood Council Board Officers. The Executive Committee will serve two primary purposes:
  - a. Internal Affairs: Review and discuss all internal matters, such as but not limited to general administrative and operating expenditures, hiring and firing of administrative vendors approved by the Department of Neighborhood Empowerment, service contracts and official communications with the City of Los Angeles, its Departments, Department Representatives and all agents working on behalf of the City

- b. Grievances: shall be responsible for reviewing all grievances made against the Neighborhood Council and share the findings with the full board.
- B. Action:** The Action Committee is chaired by the Vice President. The Treasurer shall chair these meetings in the absence of the Vice President. The Action Committee will serve two primary purposes:
  - a. Funding Requests: Review all funding requests to ensure requested funding have all appropriate documentation and provide a public benefit.
  - b. Review and provide summary for proposed agenda action items as requested by the President.
- C. Planning & Land Use:** The composition of the Planning & Land Use committee is not to exceed seven (7) members. This shall include no more than four (4) board members; two (2) Little Tokyo and two (2) Arts District stakeholder board members and three (3) community stakeholders. The committee will receive and review all community input from individuals and organizations to evaluate and communicate the support or opposition to the following issues but not limited to:
  - a. Proposed Land Development Projects
  - b. Conditional Use Permits
  - c. City Policy
  - d. Mobility
  - e. Transportation
  - f. Homelessness

The committee shall make effort to reach out to the community stakeholders to provide information about all upcoming projects and the dates in which other community organizations will have a meeting to encourage public participation.

- D. Environment & Sustainability:** The primary function of the committee will be to lead the development of recommendations regarding board action to support the environment and sustainability of our communities and Los Angeles City at large. These recommendations will include but are not limited to:
  - a. Community Sustainability Goals
  - b. Funding Preferences
  - c. Community Impact Statements

## **Section 2 Ad Hoc**

The Board may create Ad Hoc Committees as needed to deal with temporary issues.

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

- A. All committees are not to exceed four (4) board members and (3) community stakeholders.
- B. Committee Authority** – All committee recommendations shall be brought back to the full Board for discussion and possible action.

- C. **Committee Chair Nominations:** With the exception of the Executive and Action Committee, committee chairs may be self-nominated or nominated by any Board Member and require a simple majority vote of the Board for ratification. With the exception of the Executive and Action Committee, co-chairs may be nominated and ratified by a simple majority board vote. Chairs will become one (1) of the seven (7) committee members. Board members must chair or co-chair ad-hoc committees. Stakeholders may only co-chair ad-hoc committees.
- D. **Committee Members:** With the exception of the Executive Committee, all board and stakeholder committee members may be self-nominated or nominated by a Board Member and require a simple majority vote of the full board for ratification.
- E. **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.
- F. **Changes to Committees** - The Board may establish, disband or make changes as needed to any Standing or Ad Hoc committee in the same way they are created. Any such action by the Board shall be noted in the Council meeting minutes.
- G. **Removal of Committee Members** - Committee members may be removed in the same manner in which they were appointed, through board action. It will be the duty of the Committee Chair or President in removal of the Chair to inform the removal to affected member and committee via electronic mail.

## **Article VIII. MEETINGS**

Brown Act Compliance: All meetings required by the Brown Act to be conducted openly shall be open to the public and shall comply with all other provisions of the Brown Act pertaining to open 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. A calendar of regular meetings shall be established by the Board at its first regular meeting of each fiscal year.

- 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** – Special meetings may be called by the President or by a majority of the Board of Directors.

## **Section 2     Agenda Setting**

The President shall set the agenda for each Regular 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 Secretary 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 is subject to the rules regarding reconsideration.

## **Section 3     Notification/Postings**

Notice of all meetings shall be given in accordance with the Brown Act and applicable Department posting policies, including the Neighborhood Council Agenda Posting Policy.

## **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 that 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 the proposed action that may be adopted by the Board if the Motion for Reconsideration is



approved.

- F. A Motion for Reconsideration that is properly brought before the Board may be seconded by any member of the Board.
- G. This reconsideration process shall be conducted at all times in accordance with the Brown Act.

## **Article IX. FINANCES**

- A. 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. 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. All financial accounts and records shall be available for public inspection and posted on the Council website, if available.
- D. Each month, the Treasurer shall provide to the Board detailed reports of the Council's accounts.

## **Article X. Section 1 ELECTIONS**

### **Section 1 Administration of Election**

The Neighborhood Council's election will be conducted by the City Clerk every two (2) years in every odd-numbered years in accordance with the rules and regulations promulgated by the City Clerk. The rules and regulations developed by the City Clerk shall take precedence over any inconsistent language in the Council bylaws.

### **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**

All Community Stakeholders 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 by providing documentation acceptable to the Election Administrator.

**Section 5     Restrictions on Candidates Running for Multiple Seats**

A candidate shall declare their candidacy for no more than one (1) position on the Council Board during a single election cycle.

**Section 6     Other Election Related Language**

An Ad-Hoc Elections Committee shall be created by the Board at the time of Board elections to conduct community outreach and other duties as necessary for the elections. The election committee shall be composed of four (4) stakeholders as determined by the Board

**Article XI.     GRIEVANCE PROCESS**

- A. A formal grievance process is in place intended to address and resolve procedural disputes, i.e., these Bylaws or other applicable rules. The grievance process shall not address a Stakeholder's mere disagreement with a position or action taken by the Neighborhood Council; Such grievances may be aired publicly at Council meetings.
- B. The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances. The Board shall consult with the Office of the City Attorney before taking any action.
- C. Any grievance by a Stakeholder must be submitted in writing to the Board who shall cause the matter to be placed on the agenda for the next regular Council meeting.
- D. At that meeting, the Board shall refer the matter to an Ad Hoc Grievance Panel comprised of three (3) Stakeholders randomly selected by the Board from a list of Stakeholders who have expressed an interest in serving from time-to-time on such a panel.
- E. Within two (2) weeks of the panel's selection, the Board shall coordinate a time and place for the panel to meet with the person(s) submitting a grievance to discuss ways in which the dispute may be resolved.
- F. Within two (2) weeks following such meeting, a member of the panel shall prepare a written report to be forwarded by the Secretary to the Board outlining the panel's collective recommendations for resolving the grievance. The Board may receive a copy of the panel's report and recommendations prior to a Board meeting, but, in accordance with the Brown Act, the matter shall not be discussed among the Board members until it is heard publicly at the next regular Council meeting.
- G. Board members are not permitted to file a grievance against another Board member or against the Council, except as permitted under the City's grievance policy.

**Article XII.     PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised and Robert's Parliamentary Law shall apply on all questions of procedure and parliamentary law not specified in these Bylaws or Standing Rules that may be adopted by the Board.

### **Article XIII. AMENDMENTS**

These bylaws may be amended at any regular meeting of the Neighborhood Council by a two-thirds (2/3) vote of the members present, provided that these by-laws or proposed amendments have been read at the previous meeting, or all members have been notified at least one week prior to action to be taken on proposals. Prior to taking effect, the amended Bylaws must be approved by the Department.

### **Article XIV. COMPLIANCE**

The Council, its representatives, and all Community Stakeholders shall comply with these Bylaws and with any additional Standing Rules or Procedures as may be adopted by the Board of Directors as well as all local, county, state and federal laws, including, without limitation, the Plan for Citywide System of Government (hereinafter referred to as "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 Community Stakeholders shall conduct all Council business in a civil, professional and respectful manner. Board members will abide by the Commission's Neighborhood Council Board Member Code of Conduct Policy.

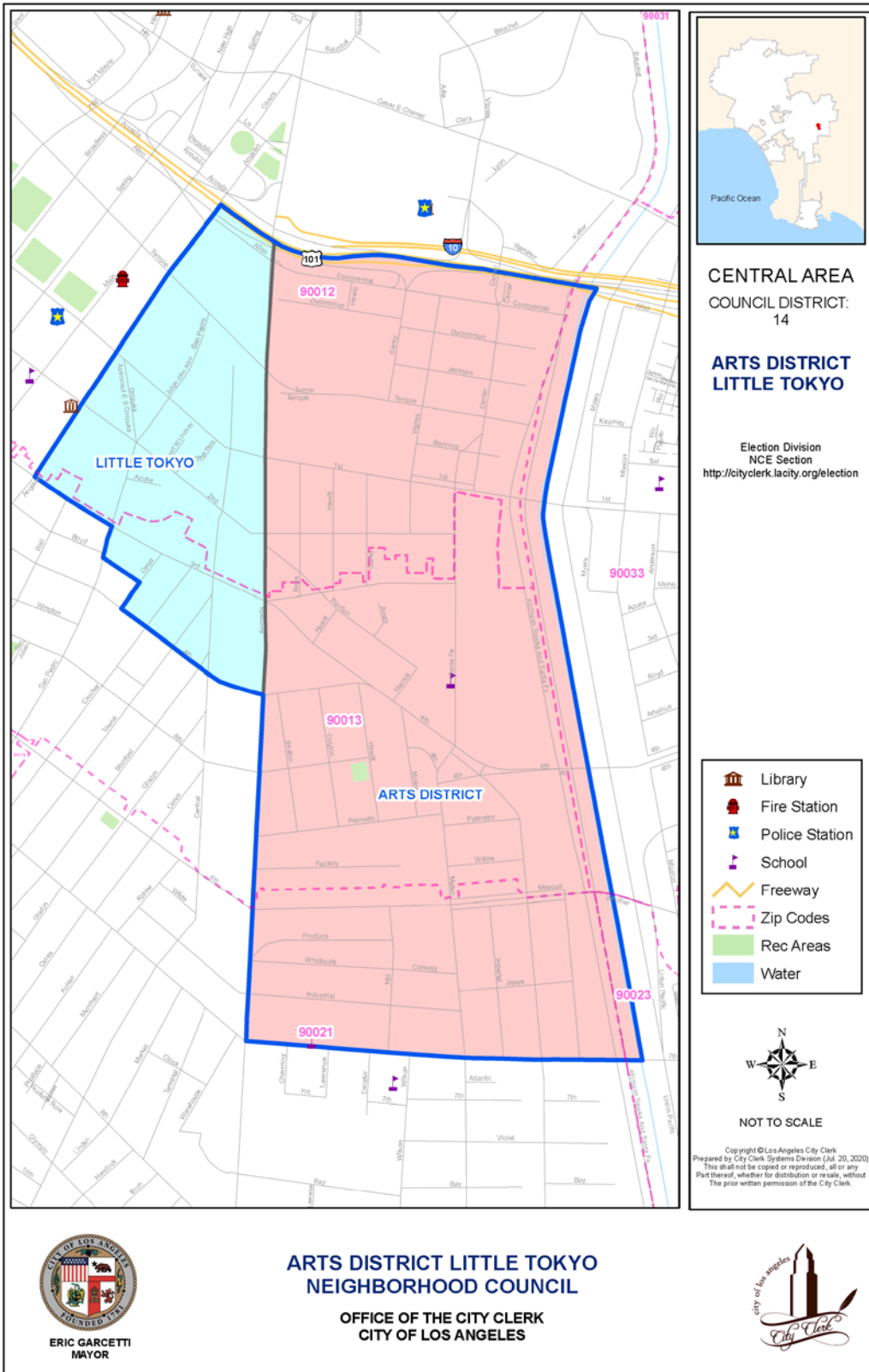
#### **Section 2 Training**

All Board Members shall take training in the fundamentals of Neighborhood Council, including, but not limited to, ethics, funding and other trainings required by the City within the time period requirements of the Department upon seating, or they will lose their Council voting rights. All board members must take ethics and funding training prior to making motions and voting on funding related matters.

#### **Section 3 Self-Assessment**

Every year, the Council shall conduct a self-assessment pursuant to Article VI, Section 1 of the Plan.

# ATTACHMENT A – Map of Arts District and Little Tokyo Neighborhood Council



## ARTS DISTRICT LITTLE TOKYO NEIGHBORHOOD COUNCIL

OFFICE OF THE CITY CLERK  
CITY OF LOS ANGELES



**ATTACHMENT B – Governing Board Structure and Voting  
Arts District and Little Tokyo Neighborhood Council – 15 Board Seats**

<b>BOARD POSITION</b>	<b># OF SEATS</b>	<b>ELECTED OR APPOINTED?</b>	<b>ELIGIBILITY TO RUN FOR THE SEAT</b>	<b>ELIGIBILITY TO VOTE FOR THE SEAT</b>
Art District Resident Representative Term: 4 Years	3	Elected	Stakeholders who live within the Arts District geographical area and who are 18 years of age at the time of the election.	Stakeholders who live, work, own property, own a business or participate in non-profit groups, schools, associations and organizations within the Arts District geographical area and who are 16 years of age on the day of the election.
Arts District At-Large Business Owner, Employee, Non-Profit Representative Term: 4 Years	3	Elected	Stakeholder who is a business owner, employee of a business, or from a non-profit (and officially designated by the organization he/she wishes to represent) within the Arts District geographical area and who is 18 years of age at the time of the election.. The non-profit must be a 501(C)3 type of organization in good standing throughout candidacy, election, and term.	Stakeholders who live, work, own property, own a business or participate in non-profit groups, schools, associations and organizations within the Arts District geographical area and who are 16 years of age on the day of the election.
Arts District Property Owner Representative Term: 4 years	1	Elected	Stakeholder who is a property owner within the Arts District geographical area and who is 18 years of age at the time of the election.	Stakeholders who live, work, own property, own a business or participate in non-profit groups, schools, associations and organizations within the Arts District geographical area and who are 16 years of age on the day of the election.
Little Tokyo Resident Representatives Term: 4 years	3	Elected	Stakeholders who live within the Little Tokyo geographical area and who are 18 years of age at the time of the election.	Stakeholders who live, work, own property, own a business or participate in non-profit groups, schools, associations and organizations within the Little Tokyo geographical area and who are 16 years of age on the day of the election.
Little Tokyo At-Large Business Owner, Employee, Non-Profit Representative Term: 4 years	3	Elected	Stakeholder who is a business owner, employee of a business, or is from a non-profit (and officially designated by the organization he/she wishes to represent) within the Little Tokyo geographical area and who is 18 years of age at the time of the election. The non- profit must be a 501(C)3 type of organization in good standing throughout candidacy, election, and term.	Stakeholders who live, work, own property, own a business or participate in non-profit groups, schools, associations and organizations within the Little Tokyo geographical area and who are 16 years of age on the day of the election.

<b>BOARD POSITION</b>	<b># OF SEATS</b>	<b>ELECTED OR APPOINTED?</b>	<b>ELIGIBILITY TO RUN FOR THE SEAT</b>	<b>ELIGIBILITY TO VOTE FOR THE SEAT</b>
Little Tokyo Property Owner Representative Term: 4 years	1	Elected	Stakeholder who is a property owner within the Little Tokyo geographical area and who is 18 years of age at the time of the election.	Stakeholders who live, work, own property, own a business or participate in non-profit groups, schools, associations and organizations within the Little Tokyo geographical area and who are 16 years of age on the day of the election.
At Large Representatives Term: 4 years	1	Elected	Stakeholder within the Neighborhood Council boundaries who is 18 years of age at the time of the election.	Stakeholders within the Neighborhood Council boundaries who are 16 years of age on the day of the election.