

**BYLAWS OF THE  
HOLLYWOOD STUDIO DISTRICT  
NEIGHBORHOOD COUNCIL**



**NOVEMBER 10, 2020**

## TABLE OF CONTENTS

<b>ARTICLE I</b>	<b>NAME</b>	4
<b>ARTICLE II</b>	<b>PURPOSE</b>	4
<b>ARTICLE III</b>	<b>BOUNDARIES</b>	5
	Section 1: Boundary Description	5
	Section 2: Internal Boundaries	5
<b>ARTICLE IV</b>	<b>STAKEHOLDER</b>	7
<b>ARTICLE V</b>	<b>GOVERNING BOARD</b>	7
	Section 1: Composition	7
	Section 2: Quorum	8
	Section 3: Official Actions	8
	Section 4: Terms and Term Limits	9
	Section 5: Duties and Powers	9
	Section 6: Vacancies	9
	Section 7: Absences	10
	Section 8: Censure	10
	Section 9: Removal	11
	Section 10: Resignation	13
	Section 11: Community Outreach	13
<b>ARTICLE VI</b>	<b>OFFICERS</b>	13
	Section 1: Officers of the Board	13
	Section 2: Duties and Powers	14
	Section 3: Selection of Officers	14
	Section 4: Officer Terms	14
<b>ARTICLE VII</b>	<b>COMMITTEES AND THEIR DUTIES</b>	15
	Section 1: Standing	15
	Section 2: Ad Hoc	15
	Section 3: Committee Creation and Authorization	15
<b>ARTICLE VIII</b>	<b>MEETINGS</b>	16
	Section 1: Meeting Time and Place	16
	Section 2: Agenda Setting	16
	Section 3: Notifications/Postings	17

Section 4: Reconsideration	17
<b>ARTICLE IX FINANCES</b>	18
<b>ARTICLE X ELECTIONS</b>	18
Section 1: Administration of Election	18
Section 2: Governing Board Structure and Voting	19
Section 3: Minimum Voting Age	19
Section 4: Method of Verifying Stakeholder Status	19
Section 5: Restrictions on Candidates Running for Multiple Seats	19
Section 6: Other Election Related Language	19
<b>ARTICLE XI GRIEVANCE PROCESS</b>	19
<b>ARTICLE XII PARLIAMENTARY AUTHORITY</b>	20
<b>ARTICLE XIII AMENDMENTS</b>	20
<b>ARTICLE XIV COMPLIANCE</b>	21
Section 1: Code of Civility	21
Section 2: Training	21
Section 3: Self Assessment	21
<b>ATTACHMENT A – Map of Neighborhood Council</b>	22
<b>ATTACHMENT B – Governing Board Structure and Voting</b>	23

## ARTICLE I – NAME

The name of this Neighborhood Council shall be the HOLLYWOOD STUDIO DISTRICT NEIGHBORHOOD COUNCIL (“Council”).

## ARTICLE II – PURPOSE

Principles of Governance: The purpose of the Council is to participate as an advisory body on issues of concern to the Council and in the governance of the City of Los Angeles (“City”) and to bring together all Stakeholders within the community.

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

1. To serve all members as the coordinating and information clearinghouse for strategic community issues. The strategic issues to be addressed will be determined by the Council’s Board of Governors (“Board”) with input from the Stakeholders.

To provide an inclusive open forum for public discussion of strategic issues concerning City governance, the needs of this community, the delivery of City services to the Hollywood area, and on matters of a citywide nature; and

2. To advise the City on strategic issues concerning City governance, the needs of this community, the delivery of City services to this community, and on matters of a citywide nature.

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

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 affiliations and inclusive in operations including, but not limited to, the Election process for the Board and Committee Members;
3. To utilize the Early Notification System (ENS) to inform the Council and Community Stakeholders of matters involving the City, in particular the Hollywood area, in a way that is tailored to provide opportunities for involvement in the decision-making process;
4. To encourage all Community Stakeholders to participate in activities of the Council;
5. To prohibit discrimination against any individual or group in the Council’s 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 or belief;

6. To have fair, open, and transparent procedures for the conduct of all Council business, and
7. To communicate with all of its Stakeholders on a regular basis in a manner that shall ensure information is disseminated in as equal and timely a manner as is possible including (but not limited to) transmitting information through the ENS.
8. To prohibit the sexual harassment or discrimination of any board members, stakeholders, City or county or state or federal Employees, elected officials and any of their duly appointed representatives within the confines of any board or committee meeting or activities that occur under the purview of this body.

### **ARTICLE III – BOUNDARIES**

The Council covers the geographic area described below.

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

The boundaries abut the boundaries of adjacent neighborhood councils and include those areas of the City within the following lines of demarcation:

- A. **NORTH:** The south side of Hollywood Boulevard between El Centro Avenue and Western Avenue;
- B. **SOUTH:** The north side of Melrose Avenue between El Centro Avenue and the 101 Freeway;
- C. **EAST:** The west side of Western Avenue from Hollywood Boulevard to La Mirada Avenue then along the west side of the 101 Freeway from La Mirada Avenue, south to Melrose Avenue.
- D. **WEST:** The east side of El Centro Avenue from Hollywood Boulevard to Melrose Avenue.

The boundaries of the Council are set forth in Attachment A - Map of Neighborhood Council.

#### **Section 2: Internal Boundaries**

The Council area shall be divided into seven (7) neighborhoods (“Neighborhood”). Each Neighborhood shall be defined as:

- A. Selma/LaBaig:
  1. **NORTH:** The south side of Hollywood Boulevard between El Centro Avenue and the 101 Freeway
  2. **SOUTH:** The north side of Sunset Boulevard between El Centro Avenue and the 101 Freeway

3. **EAST:** The west side of the 101 Freeway between Hollywood Boulevard and Sunset Boulevard
4. **WEST:** The east side of El Centro Avenue between Hollywood Boulevard and Sunset Boulevard

B. Northeast:

1. **NORTH:** The south side of Hollywood Boulevard between the 101 Freeway and Western Boulevard
2. **EAST:** The west side of Western Avenue between Hollywood Boulevard and the 101 Freeway
3. **SOUTH/WEST:** The east side of the 101 Freeway between Hollywood Boulevard and Western Avenue

C. KTLA/Sunset Bronson:

1. **NORTH:** The south side of Sunset Boulevard between El Centro Avenue and Van Ness Avenue
2. **SOUTH:** The north side of Santa Monica Boulevard between El Centro Avenue and Van Ness Avenue
3. **EAST:** The west side of Van Ness Avenue between Sunset Boulevard and Santa Monica Boulevard
4. **WEST:** The east side of El Centro Avenue between Sunset Boulevard and Santa Monica Boulevard

D. Paramount/HollyForever

1. **NORTH:** The south side of Santa Monica Boulevard between El Centro Avenue and Van Ness Avenue
2. **SOUTH:** The north side of Melrose Avenue between El Centro Avenue and Van Ness Avenue
3. **EAST:** The west side of Van Ness Avenue between Santa Monica Boulevard and Melrose Avenue
4. **WEST:** The east side of El Centro Avenue between Santa Monica Boulevard and Melrose Avenue

E. SantaVan/MelWest:

1. **NORTH:** The south side of Santa Monica Boulevard between Van Ness Avenue and Western Avenue
2. **SOUTH:** The north side of Melrose Avenue between Van Ness Avenue and Western Avenue
3. **EAST:** The west side of Western Avenue between Santa Monica Boulevard and Melrose Avenue
4. **WEST:** The east side of Van Ness Avenue between Santa Monica Boulevard and Melrose Avenue

F. Melrose Hill:

1. **NORTH:** The south side of Santa Monica Boulevard between Western Avenue and the 101 Freeway
2. **SOUTH:** The north side of Melrose Avenue between Western Avenue and the 101 Freeway
3. **EAST:** The west side of the 101 Freeway between Santa Monica Boulevard and Melrose Avenue
4. **WEST:** The east side of Western Avenue between Santa Monica Boulevard and Melrose Avenue

G. Bernstein/Fountain:

1. **NORTH:** The south side of Sunset Boulevard between Van Ness Avenue and the 101 Freeway
2. **SOUTH:** The north side of Santa Monica Boulevard between Van Ness Avenue and the 101 Freeway
3. **EAST:** The west side of the 101 Freeway between Sunset Boulevard and Santa Monica Boulevard
4. **WEST:** The east side of Van Ness Avenue between Sunset Boulevard and Santa Monica Boulevard

## **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 shall be the Governing Body of the Council within the meaning of that term as set forth in the Plan for a Citywide System of Neighborhood Councils ("Plan").

### **Section 1: Composition**

- A. The Board shall consist of twenty (20) Stakeholders elected, selected or appointed by the Board and/or Stakeholders ("Board Members"). The composition of the Board shall be as follows:

**1. Four (4) Property Owner Seats:**

These seats shall be open to any Stakeholders 18 years of age or older who owns real property within the boundaries of the HSDNC. Responsibilities shall include, but not be limited to: acting as a liaison, reporting on issues, assisting with outreach, distributing periodic announcements, exchanging information, and encouraging participation of the broadest array of all real property owners as possible within the Council boundary area. Other duties may be prescribed as needed by the Board.

**2. Five (5) Business Seats:**

These seats shall be open to any Stakeholders 18 years of age or older who are owners or employees, of any business, service organization, educational entity, faith-based organization, environmental organization, or other similar type of entity, whether for profit or not-for-profit, primarily operating within the boundaries of the Council. Responsibilities shall include, but not be limited to: acting as a liaison, reporting on issues, assisting with outreach, distributing periodic announcements, exchanging information, and encouraging participation of the broadest array of all Business Seat stakeholders as possible within the Council boundary area. Other duties may be prescribed as needed by the Board.

**3. Four (4) At-Large Seats:**

These seats shall be open to any Stakeholder 18 years of age or older. Responsibilities shall include, but not be limited to: acting as a liaison, reporting on issues, assisting with outreach, distributing periodic announcements, exchanging information, and encouraging participation of the broadest array of all Community Stakeholders as possible within the Council boundary area. Other duties may be prescribed as needed by the Board.

**4. Seven (7) Neighborhood Seats:**

There shall be one seat for each of the seven Neighborhoods; each seat shall be open to any Stakeholder 18 years of age or older who lives within that Neighborhood. Responsibilities shall include, but not be limited to: acting as a liaison, reporting on issues, assisting with outreach, distributing periodic announcements, exchanging information, and encouraging participation of the



broadest array as possible of all Stakeholders within the Neighborhood they represent. Other duties may be prescribed as needed by the Board.

- B. The Council shall strive for Stakeholder diversity when selecting its Board. At no time, however, shall a single stakeholder group hold a majority of Board seats unless extenuating circumstances warrant and are approved by the City of Los Angeles Department of Neighborhood Empowerment (“Department”).
- C. Should a Board Member lose his or her Stakeholder status s/he will be allowed to complete the current term for the particular position s/he holds but shall not be allowed to run for other positions in upcoming Elections unless s/he is able to reinstate his or her Stakeholder status.

## **Section 2: Quorum**

A quorum shall be eleven (11) Board Members. No floating quorums are allowed.

## **Section 3: Official Actions**

A simple majority vote by the Board Members who are present and voting (not including abstentions) at a meeting at which there is a quorum shall be required to take official action, unless specified otherwise in these Bylaws.

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

Board Members shall serve a two (2) year term. There shall be no term limits.

## **Section 5: Duties and Powers**

The primary duties of the Board Members shall be to (a) govern the Council and to carry out its objectives; (b) attend and participate in Board Meetings; (c) attend, participate and join at least one of the Council’s Standing Committees; (d) assist with outreach to the community including attending the Council’s outreach events as well as other community events; and (f) other duties as prescribed by the Board.

## **Section 6: Vacancies**

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

- A. Any Stakeholder interested in filling a vacant seat shall submit a written application to the Chairperson and/or his/her designee.
- B. Any stakeholder interested in filling a vacant seat shall also present themselves at a Bylaws, Selection, and Elections Committee meeting to receive a formal recommendation to the Board. During the meeting, the committee shall ensure that the applicant meets the criteria for the vacant seat; a vacancy may be filled by any at-large candidate if the Board fails to fill the seat with a Stakeholder who meets the criteria at the next Regular Meeting.

- C. Bylaws, Selection, and Elections Committee Chair shall compile all recommendations and submit them to the Chairperson of the Board prior to the next Board Meeting.
- D. The Chairperson and his/her designee shall forward the names of all applicants to the Board.
- E. The Board shall by a majority vote of Board Members present fill the position; however, a minimum of 10 votes in favor of the Stakeholder candidate is required for approval.
- F. When such process fills a vacant seat, the newly appointed Board Member shall serve only the remaining portion of the term specified for the seat and the seat shall be filled only until the term expires.
- G. In no event shall a vacant seat be filled where a general election is scheduled to occur within ninety (90) days of the date that a written application is presented to the Board.
- H. When a vacancy is announced, a minimum of twenty-five (25) days of outreach shall occur prior to filling the vacancy. If a vacancy is to be filled according to Provision B above, with an at-large stakeholder, then the Board shall conduct an additional thirty (30) days of outreach from the date the vacancy was announced. Notwithstanding the above, the Board may approve new members without first having them present themselves at the Bylaws, Selection, and Election Committee until the Committee Chair and enough Committee Members to obtain quorum have been officially approved by the Board.

## **Section 7: Absences**

An absence shall be defined as a Board Member's failure to be present for at least 50% of any Board Meeting. A Board Meeting shall be defined as any meeting of the Board which is scheduled and noticed as per the Brown Act.

A Board Member may be removed from the Board for two (2) consecutive un-notified absences or a total of five (5) absences in a calendar year.

In the event a Board Member meets the requirements for removal, the Chairperson or their designee shall send a letter, by certified mail, to the Board Member notifying them that their seat has been vacated, and announce at the next meeting that this action has been taken. No Board action is required to authorize/approve this step, and funds for the mailing shall come from the approved budget for operations.

## **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.

## **Section 10: Resignation**

A Board Member may resign by submitting a written statement to the Chairperson or designee. An announcement of the resignation shall be made at the next Board Meeting

and at that time the position shall be determined to be vacant.

## **Section 11: Community Outreach**

All members of the Council shall actively participate in outreach to inform and educate Stakeholders as to the existence and activities of the Council and its Board elections, to find future leaders of the Council, and to encourage all Stakeholders to seek leadership positions within the Council. The Council shall use outreach tools such as, but not limited to, social media, ENS, neighborhood events, etc. in order to reach the greatest number of Stakeholders. The Outreach Committee shall communicate with Stakeholders and report to the Board at Board Meetings regarding its efforts and accomplishments. Every Board Member must participate in two (2) outreach events per year.

## **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: Chairperson, Vice Chairperson, Secretary, and Treasurer.

### **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 Chairperson shall be responsible for doing or delegating the following:
  - 1. Preside at all Council Meetings and ensure the meeting stays on time and topic
  - 2. Setting the agenda for the Board Meetings
  - 3. Delegating additional duties to Board Members
  - 4. Keeping the Board Members informed of all relevant information received
  - 5. Ex-official member of all Committees
  - 6. Official spokesperson for the Council
  
- B. The Vice Chairperson shall be responsible for doing or delegating the following:
  - 1. Serve in the place of the Chairperson in their absence
  - 2. Collect relevant information for future meeting agenda items relay to Chairperson
  - 3. Monitor the time during the meeting
  - 4. Be the Committee Chair for one of the Council’s Committees of their choice
  - 5. Official representative of the Council to all other neighborhood councils and alliances
  - 6. Oversee all committees are meeting as required by these Bylaws
  
- C. The Secretary shall be responsible for doing or delegating the following:
  - 1. Taking minutes of the Board Meetings, minutes shall include motions and votes, but shall not be a transcription
  - 2. Keeping records of minutes from all Board Meetings
  - 3. Ensuring each Board Meeting is recorded either via audio or video
  - 4. Distributing the minutes of each Board Meeting both draft and final

- D. The Treasurer shall be responsible for doing or delegating the following:
1. Maintaining the records of the Council's finances and the books of all the Council's accounts in accordance with the Council's Financial Management Plan and the Department's policies and procedures
  2. Comply with all requirements of the Bylaws Article IX – Finances

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

After the election and appointment of Board Members, the Board by simple majority will vote to elect from among its members the Officers consisting of Chairperson, Vice Chairperson, Treasurer and Secretary.

### **Section 4: Officer Terms**

The Officers serve at the will of the Board. They will serve for a term of two (2) years or until the next regularly scheduled election has been certified and Board Members seated.

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

The Board shall establish all Standing Committees and Ad Hoc Committees. Suggestions for committees may come from Stakeholders or from members of the Board, and the Board shall vote upon all such suggestions. The creation, direction, intent and guidelines of all Standing and Ad Hoc Committees will be decided by official action.

### **Section 1: Standing Committees**

The Standing Committees of the Council are: Executive; Outreach; Bylaws, Selection, and Election; Budget and Finance; Planning and Land Use Management; Public Safety; and Youth. Each Standing Committee shall have a minimum of three (3) and no more than five (5) Board Members.

### **Section 2: Ad Hoc Committees**

A. The Board may create Ad Hoc Committees as needed to deal with temporary issues. An Ad Hoc Committee shall have a maximum term of the lesser of 1 year, or until the next Board is seated after an election. Ad hoc committees that include non-board member stakeholders shall be agendaized, noticed, and conducted in keeping with the Brown Act.

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

- A. **Committee Authority** – The actions, recommendations and policies of all committees shall be subject to approval by official action of the Board.
- B. **Committee Structure** – Any individual, Board Member or Stakeholder, serving on a committee shall be a Committee Member. Committee Members shall be appointed by the Committee Chair and ratified by the Board. Standing Committees shall be comprised of a minimum of three (3) and no more than five (5) Board Members and

may include all interested Stakeholders. Quorum for Standing Committees shall be three (3) or 50% plus 1 of the number of Committee Members, whichever is greater.

Ad Hoc Committees shall be comprised of a minimum number of one (1) and no more than (5) Board Members and may include all interested Stakeholders. Quorum for Ad Hoc Committees shall be 50% plus one (1) of the number of Ad Hoc Committee Members.

Any Committee Meeting expecting six (6) or more Board Members to be present must be noticed as a joint Board Meeting and Committee Meeting. The meeting shall be conducted only as a Committee Meeting and all items that need full Board approval must be properly agendaized and action taken at the next regular Board Meeting. The purpose of the joint notice shall be solely to notify stakeholders that a quorum of a quorum of Board Members may be present at the Committee Meeting.

- C. **Committee Appointment** – All Committee Chairs shall be appointed a majority vote of the Board. The Committee Chairs shall keep a written record of Committee Meetings and shall provide reports on committee matters to the Board at all regular Board Meetings. Committee Chairs are not required to be Board Members.
- D. **Committee Meetings** – All Committee Meetings shall be governed by the Brown Act and shall be conducted in accordance with these Bylaws. Minutes shall be taken at every Committee Meeting; Minutes shall be a record of motions and votes, but shall not include a full transcription.
- E. **Changes to Committees** – The Board may establish, disband or make changes as needed to any Standing Committee or Ad Hoc Committee..
- F. **Removal of Committee Members** – Committee Members may be removed in the same manner in which they were appointed.

## ARTICLE VIII – MEETINGS

All Board Meetings and Committee Meetings, collectively “Meetings,” as defined by the Ralph M. Brown Act, *California Government Code Sections 54950.5 et seq.* (“Act”), 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 Board Meetings shall be established by the Board at its first Board Meeting of each calendar year.

- A. **Regular Meetings** – Regular 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 Chairperson or a majority of the Board shall be allowed to call a Special Meeting as needed. A Special Meeting shall be a Meeting which is not on the calendar established by the Board at the first Board Meeting of the calendar year.

## **Section 2: Agenda Setting**

Agendas for Meetings shall be set by the Executive Committee. If the Executive Committee fails to meet or obtain quorum during the Committee Meeting, then the Chairperson has the authority to set the Board Meeting agenda using the following process:

- A. Agendas for all Meetings shall include an item referring to the addition of agenda items for upcoming Meetings. Stakeholders shall have the opportunity to request items be placed on upcoming agendas at this time.
- B. In addition, Board Members may submit in writing to the Vice Chairperson items they wish to have placed on the agenda at least seven (7) business days prior to the required posting date of the Meeting.
- C. A request for the inclusion of an agenda item on an agenda does not guarantee its placement on an agenda.
- D. The Chairperson and designee shall use their best judgment in formulating agendas, taking into consideration items such as (but not limited to) time constraints, specific issues of relevance to the Council, and length of Meetings.
- E. The designee shall work with the Chairperson in finalizing agendas. Except for Reconsiderations, the Chairperson shall make the final determination as to what items shall be on agendas. All reconsideration requests that meet the criteria under Article VIII, Section 4 shall be placed on the agenda.

The Chairperson has the authority to add additional items to the agenda as needed after the Executive Committee has set the agenda.

## **Section 3: Notifications/Postings**

Notice of a Regular Meeting shall be a minimum of three (3) days (72 hours) in advance of the Regular Meeting and at least one (1) day (24 hours) in advance of a Special Meeting. At a minimum, this will include the locations indicated on the public posting log filed in accordance with the latest Board of Neighborhood Commissioners (Commission) policy. Meeting agendas shall also be emailed to the Department. At a minimum, meeting notices shall be posted in compliance with the Ralph M. Brown Act and in compliance with City of Los Angeles Neighborhood Council posting policy. An updated listing of the Neighborhood Council's physical posting location/s shall be kept on file with the Neighborhood Council.

## **Section 4: Reconsideration**

The Board may reconsider and amend its action on items listed on the agenda if that

reconsideration takes place immediately following the original action or at the next Regular Meeting. The Board, on either of these two (2) days, shall: (1) make a motion for reconsideration and, if approved, (2) hear the matter and take an action. If the motion to reconsider an action is to be scheduled at the next Regular Meeting following the original action, then two (2) items shall be placed on the agenda for that Meeting: (1) A motion for reconsideration on the described matter and (2) a proposed action should the motion to reconsider be approved. A motion for reconsideration can only be made by a Board Member who has previously voted on the prevailing side of the original action taken. If the motion for reconsideration is not made on the date the action was taken, then a Board Member on the prevailing side of the action must submit a memorandum to the Secretary identifying the matter to be reconsidered and a brief description of the reason(s) for requesting reconsideration at the next Regular Meeting. The aforesaid shall all be in compliance with the Brown Act.

## **ARTICLE IX – FINANCES**

- A. The Treasurer shall oversee and be charged with the full custody and control for all Council funds and assets.
- B. The Treasurer shall establish and oversee a system of bookkeeping and accounting for the Council that complies with Generally Accepted Accounting Principles and conforms to all applicable local, state, and federal laws. The Treasurer may request authorization from the Board to retain a financial professional to assist in creating a bookkeeping and annual accounting system. The Treasurer may also request the assistance of the Department when implementing the same. The Treasurer, however, shall be ultimately responsible for the maintenance of the system of bookkeeping and accounting and for the protection of all Council assets.
- C. The Treasurer shall make a report to the Board, for their approval, on the Council's finances at every Regular Meeting of the Board.
- D. The Treasurer shall be responsible for preparing or coordinating the preparation of financial statements for the Department, in addition to maintaining the Neighborhood Council Board Accounts, as prescribed by the Department, and submitting account statements to Department, the date(s) of which shall be prescribed by the Department.
- E. The Treasurer shall act as the Chairperson for the Council Budget and Finance Committee. The Budget and Finance Committee shall assist in developing policies for the use and disbursement of the Council funds. Prior to their use, all Budget and Finance Committee policies shall be made in the form of a recommendation to the Board and voted on by official action of the Board.
- F. Inspection and Copying of Financial Records
  - 1. The Budget and Finance Committee shall establish fair and open procedures to permit inspection of the Council finances in accordance with the California Public Records Act.

2. The Council's financial statements, books and accounts shall be open for inspection and copying by any Member of the public, by appointment only, in accordance with the California Public Records Act.

G. The Council agrees to comply with all financial accountability requirements as specified in the Plan and as stated in the City's Certification Application. The Council further agrees to comply with all financial reporting requirements as prescribed by the Department.

## **ARTICLE X – ELECTIONS**

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

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. The Council shall comply with all elections procedures as outlined by the Department and the City Clerk.

### **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 documentation. Stakeholder status may also be established by means of declaring a stake (or interest) in the neighborhood and providing the facts to support that declaration.

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

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

### **Section 6: Other Election Related Language**

The Board shall appoint a Rules and Elections Committee which in turn will create a Nominations Subcommittee to recruit and qualify candidates for election to the Board.

## **ARTICLE XI – GRIEVANCE PROCESS**

- A. Any grievance by a Stakeholder must be submitted in writing to the Board.
- B. At the next Regular Meeting after receipt of the grievance, a list will be compiled of Stakeholders who wish to serve on a grievance panel. The list will remain open for Stakeholders to express their interest to serve for seven (7) days following the Regular Meeting.
- C. At the following Regular Meeting, the Secretary shall randomly draw five (5) names to serve on the grievance panel. The Board shall determine the method of randomness.
- D. Within the next fourteen (14) days, the Secretary will coordinate a time and a place for the panel to meet with the person(s) submitting the grievance to discuss ways in which the grievance may be resolved. The Secretary shall facilitate the meeting.
- E. After hearing the grievance, the panel will discuss possible solutions and draft a recommendation for the Board.
- F. The Secretary will add the grievance panel's recommendation to the agenda of the next Regular Meeting. The Board may receive a copy of the panel's report and recommendations prior to the Meeting, but the matter shall not be discussed among the Board Members until the matter is heard at a Meeting of the Board pursuant to the Brown Act.
- H. The Board shall hear the grievance, take into consideration the grievance panel's recommendation and shall vote by official action at that time on the matter.
- I. A decision of the Board must be made within a ninety (90) day period from the time the grievance is filed.

This formal grievance process is not intended to apply to Stakeholders who simply disagree with a position or action taken by the Board at one of its Meetings. Those grievances can be aired at all Meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the Board's failure to comply with these Bylaws and Standing Rules. The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances.

- J. In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to the Department for consideration or dispute in accordance with the Plan.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

The Council shall use the Robert's Rules of Order when conducting Council meetings. Standing rules shall be developed and adopted by a majority vote of the Board as needed

and can be changed or modified by the Board per said rules. In cases where there is a conflict between Robert's Rules of Order and the Bylaws, the Bylaws shall prevail.

The rules of the Board that have been formally adopted and set forth in writing shall apply, unless contrary to the Brown Act; the Bylaws; or any Federal, State or local laws that apply.

The Chairperson may appoint an unbiased parliamentarian to assist in the resolution of parliamentary authority who is not an officer of the Board, and the parliamentarian shall serve at the will of the Board.

## **ARTICLE XIII – AMENDMENTS**

- A. Amendments, changes, additions or deletions to these Bylaws may be proposed by the Board or any Stakeholder(s) during the public comment period of a Regular Meeting.
- B. A proposal to amend these Bylaws must be reviewed by the Bylaws, Selection, and Election Committee and then be formalized in writing and submitted to the Secretary or person responsible for preparing the agenda for the next Regular Meeting.
- C. The proposed amendment will be placed on the agenda for public discussion at the next Regularly Meeting.
- D. Amendment or adjustment of these Bylaws must be made by a minimum vote of eight (8) in favor of the amendment and a minimum of twelve (12) Board Members present at the Board Meeting. Thereafter, and within thirty (30) days, a Bylaws Amendment Application shall be submitted to the Department along with a copy of the existing Bylaws for review and approval by the Department in accordance with the Plan. The proposed Bylaws amendment will not be valid or effective until approved by the Department, in accordance with the Plan.

## **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 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 California 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.

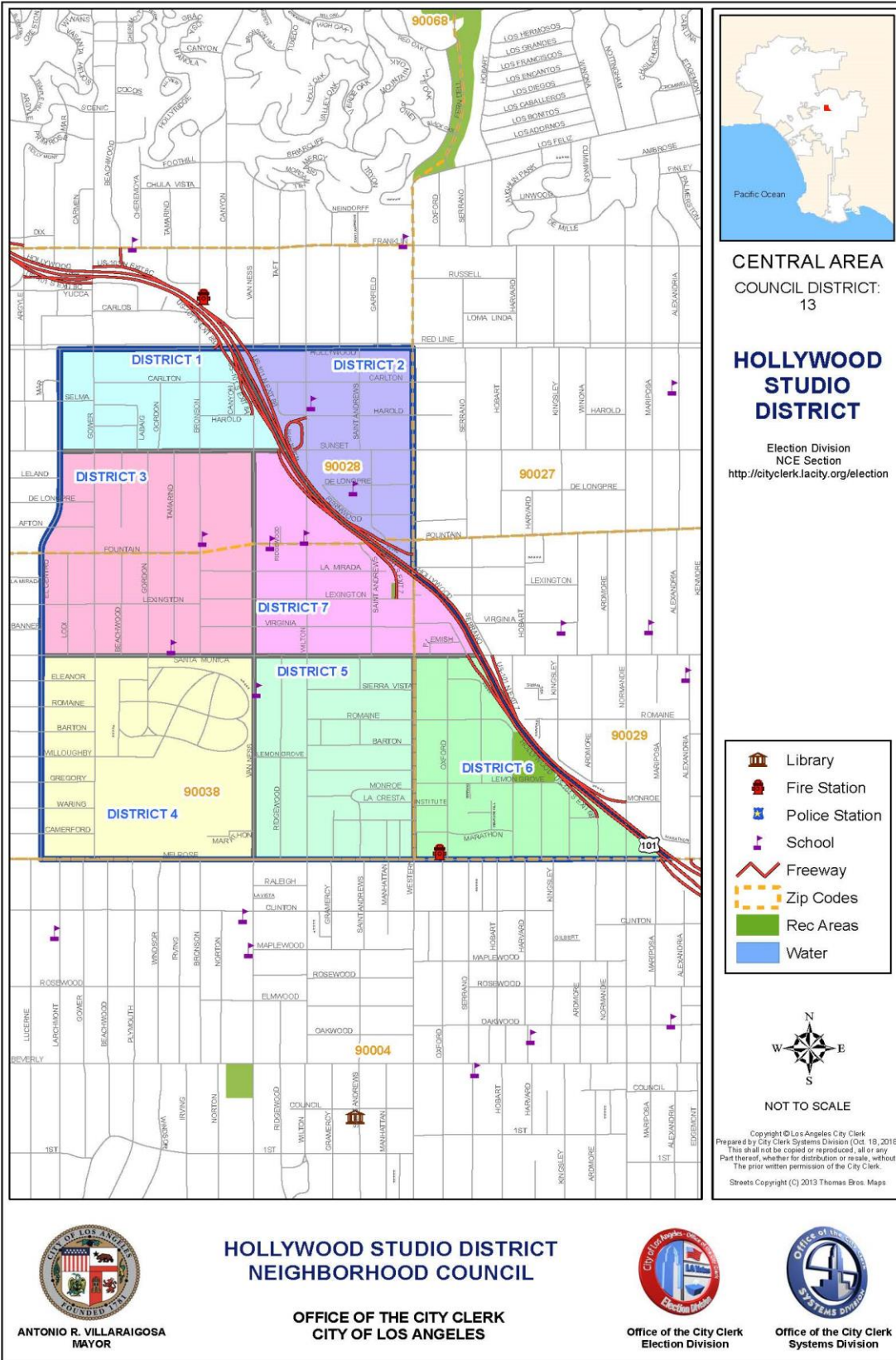
## **Section 2: Training**

All Board Members shall take training in the fundamentals of Neighborhood Council, including, but not limited to, ethics, funding, and workplace violence trainings provided by the City and within the time period requirements of the Department upon seating, or they will lose their Council voting rights. All Committee Members must take Code of Conduct and Ethics training, and all Budget & Finance Committee Members must also take the funding training. 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 Hollywood Studio District Neighborhood Council



## ATTACHMENT B – Governing Board Structure and Voting

### Hollywood Studio District Neighborhood Council – 20 Board Seats

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Property Owners Seats Term: 2 Years	4	Elected	Stakeholders who own real property within the HSDNC and are 18 years or older.	Stakeholders are 16 years or older.
Business Seats Term: 2 Years	5	Elected	Stakeholders who are owners or employees of any business, service organization, educational entity, faith-based organization, environmental organization, or other similar type of entity whether for profit or not-for-profit primarily operating within the HSDNC and are 18 years or older.	Stakeholders who are 16 years or older.
Residential Neighborhood Seats Term: 2 Years	7	Elected	There shall be one seat for each of the seven neighborhood districts open to any stakeholder 18 years of age or older who lives within that neighborhood district.	Stakeholders who are 16 years or older.
At-Large Seats Term: 2 Years	4	Elected	These seats shall be open to any stakeholder 18 years of age or older.	Stakeholders who are 16 years or older.