

# MID CITY WEST NEIGHBORHOOD COUNCIL BYLAWS

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## Article I NAME

The name of this organization shall be the Mid City West Neighborhood Council (MCWNC).

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## Article II PURPOSE

- A. **PURPOSE.** To enable the Stakeholders of the MCWNC to be informed of, and play an active role in, the governmental decision-making process affecting their Community.
- B. **NO POLITICAL AFFILIATION OR PARTISAN POLITICAL ACTIVITY.** The MCWNC is not affiliated with any political cause, party or organization.
- C. **STATEMENT OF NON-DISCRIMINATION.** The MCWNC shall not discriminate against any individual or group on the basis of race, religion, color, creed, national origin, ancestry, cultural orientation, lifestyle, sex, gender, sexual orientation, age, disability, marital status, income, homeowner status, renter status or political affiliation.

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## Article

## III BOUNDARIES

### Section 1: Boundary Description

**BOUNDARIES:** The MCWNC boundaries are indicated on the map on Attachment A and are generally described as:

Beginning at the southern boundary of West Hollywood where it intersects with Romaine Street, running southerly along the eastern boundary of West Hollywood, then westerly along the southern boundary of West Hollywood until it meets the eastern boundary of Beverly Hills, continuing southerly along the eastern boundary of Beverly Hills to Olympic Boulevard, then running easterly along Olympic Boulevard to San Vicente Boulevard, then running easterly along San Vicente Boulevard to Cochran Avenue, then running northerly

along Cochran Avenue to Olympic Boulevard, then running easterly along Olympic Boulevard to La Brea Avenue, then running northerly along La Brea Avenue to the southern boundary of West Hollywood, then running northwesterly along the southern boundary of West Hollywood to the point of beginning, where the southern boundary of West Hollywood intersects with Romaine Street.

Where the boundary is referred to or designated by street name, the actual boundary shall be considered to be the center of that street.

## **Section 2: Internal Boundaries**

MCWNC is divided into seven (7) Zones, the boundaries of which are indicated on the map on Attachment A and are generally described as:

**Zone 1:** Begins at the southern boundary of West Hollywood where it intersects with Fairfax Avenue, running westerly along the southern boundary of West Hollywood until it meets Rosewood Avenue, continuing easterly along Rosewood Avenue to Fairfax Avenue, and then running northerly along Fairfax Avenue to the southern boundary of West Hollywood.

**Zone 2:** Begins at the southern boundary of West Hollywood where it intersects with La Brea Avenue, running westerly along the southern boundary of West Hollywood until it meets Fairfax Avenue, continuing southerly along Fairfax Avenue until it meets Rosewood Avenue, continuing easterly along Rosewood Avenue to La Brea Avenue, then running northerly along La Brea Avenue to the southern boundary of West Hollywood.

**Zone 3:** Begins at the intersection of Rosewood Avenue and Fairfax Avenue, continues westerly along Rosewood Avenue until it meets the boundary of West Hollywood, continuing along the boundary of West Hollywood until it meets Third Street, then running easterly along Third Street until it meets Fairfax Avenue, then running northerly along Fairfax Avenue until it meets Rosewood Avenue.

**Zone 4:** Begins at the intersection of Rosewood Avenue and La Brea Avenue, continues westerly along Rosewood Avenue until it meets Fairfax Avenue, then running southerly until it meets Third Street, then easterly along Third Street to La Brea Avenue, then running northerly until it meets Rosewood Avenue.

**Zone 5:** Begins at the intersection of Third Street and Fairfax Avenue, continues westerly along Third Street until it meets the boundary of Beverly Hills, then continues southerly along the boundary of Beverly Hills until it meets Wilshire Boulevard, then running easterly along Wilshire Boulevard until it meets Fairfax Avenue, then running northerly along Fairfax Avenue until it meets Third Street.

**Zone 6:** Begins at the intersection of Third Street and La Brea Avenue, continues

westerly along Third Street until it meets Fairfax Avenue, then running southerly along Fairfax Avenue until it meets Wilshire Boulevard, continuing easterly along Wilshire Boulevard until it meets La Brea Avenue, then running northerly along La Brea Avenue until it meets Third Street.

**Zone 7:** Begins at the intersection of Wilshire Boulevard and La Brea Avenue, continuing westerly along Wilshire Boulevard until it meets the eastern boundary of Beverly Hills, continuing southerly along the eastern boundary of Beverly Hills to Olympic Boulevard, then running easterly along Olympic Boulevard to San Vicente Boulevard, then running easterly along San Vicente Boulevard to Cochran Avenue, then running north on Cochran Avenue to Olympic Boulevard, easterly on Olympic Boulevard to La Brea Avenue, then running northerly along La Brea Avenue until it meets Wilshire Boulevard.

Where the boundary is referred to or designated by street name, the actual boundary shall be considered to be the center of that street.

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**Article**  
**IV                   STAKEHOLDERS**

A. **STAKEHOLDERS DEFINED.** 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]

B. **STAKEHOLDER DUES.** No dues shall be required of any Stakeholder.

C. **NON-TRANSFERABILITY OF RIGHTS.** Neither membership as a Stakeholder nor any rights of membership as a Stakeholder may be transferred or assigned.

## Article V GOVERNING BOARD

### Section 1: Composition

A. **GOVERNING BODY: BOARD OF DIRECTORS; GENERAL.** The MCWNC shall be governed by a Board of Directors who shall serve without compensation.

B. **COMPOSITION OF BOARD OF DIRECTORS.** The Board of Directors (the Board), shall consist of thirty-six (36) Stakeholders, age eighteen (18) or older, except the Youth Representative who must be between age 14-17 at the time of appointment., and elected in accordance with City rules, policies and procedures.

This governing body shall reflect the diversity of its Stakeholders, to the extent reasonably possible. Accordingly, no single Stakeholder group shall comprise a majority of the Board, unless warranted by extenuating circumstances and approved by the Department of Neighborhood Empowerment (Department).

To encourage and foster broad participation and representation of this Community, members of the Board shall represent at least the following seven (7) mandatory categories. Each category listed below is followed by the requirements to serve in that category, and the number of required representatives in parentheses:

- Youth Representative (1);
- Homeowners (3);
- Renters (5);
- Zone Representatives (7) (by Zone, as described below);
- Business (6);
- Nonprofit Organizations (6);
- Members at Large (8)

C. **ZONE REPRESENTATIVES.** There shall be a total of seven (7) Zone Representatives, who will represent seven (7) geographical areas, designated on the map attached hereto as Attachment A and in Article III, Section 2 (Internal Boundaries). In order to run for or serve as a Zone Representative, a person must certify that he or she lives within the borders of the Zone. There are no other requirements to serve as a Zone Representative. In the event there is a vacancy between elections, the Board may choose a replacement Zone Representative to serve until the next regularly scheduled election. A replacement Zone Representative must live within the Zone.

### Section 2: Quorum

A. The presence of a quorum of individuals entitled to vote shall be required to conduct official business at any meeting, except meetings of the Advisory Council.

B. At meetings of the Board, a quorum shall consist of eighteen (18) members. C.

For the Executive Council and other committees, a quorum shall be a simple

majority of the number of members of the committee.

### **Section 3: Official Actions**

A. **PROXY VOTING.** Proxy voting will not be allowed.

B. **SIMPLE MAJORITY APPROVAL.** When there is a quorum of the board, A simple majority vote by the board members present and voting, not including abstentions, is required for any official action on any item properly before the Board.

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

**TERMS OF MEMBERSHIP ON BOARD OF DIRECTORS.** Terms for membership on the Board will be two (2) years commencing after being seated. Other provisions of these Bylaws relating to removal and/or replacement of Board members prior to the end of the member's term shall remain in effect.

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

The primary duties of the Board shall be to govern the MCWNC and to carry out its objectives.

### **Section 6: Vacancies**

**VACANCY ON BOARD OF DIRECTORS.** In the event of a vacancy on the Board, the Chairperson may either perform the functions of that position or appoint another Board member or Stakeholder to serve in that capacity until an appointment by the Board. However, no person may hold more than one (1) position on the Board at a time.

That appointment shall be held as early as the next regular meeting of the Board. Said appointment shall require a majority vote of the Board.

The individual appointed shall fill this seat only until the next general election by the Stakeholders. In no event shall a vacant seat be filled by appointment within one hundred and twenty (120) days of the next scheduled general election of the Board members by the Stakeholders.



## **Section 7: Absences**

**DUTY TO NOTIFY SECRETARY OF ABSENCES.** A Board or committee member shall give notice of his or her anticipated absence from a scheduled meeting at least forty-eight (48) hours in advance of that meeting. In the case of absence from a Board meeting, the Board member shall notify the Secretary or other person designated by the Secretary. In the case of a committee meeting, the committee member, whether or not the member is also a Board member, shall notify the committee chairperson. The Board or committee member shall give notice by telephone, fax, e-mail or other method reasonably calculated to reach the Secretary or the committee chairperson.

If the member gives such notice, the absence shall be deemed excused, unless the Board Chairperson or the committee chairperson determines that the member did not have good cause for being absent. If the member fails to give such notice, the absence shall be deemed unexcused, unless the Board Chairperson or the committee chairperson determines that the member had good cause for not giving notice and for being absent.

## **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 MCWNC Board member may resign his or her position as a member of the Board, and any member of the Board who ceases to be a Stakeholder (or a Zone Representative who ceases to be a resident of that Zone) is required to submit his or her resignation. The Board member must first submit the resignation in writing or electronically to the Secretary. The resignation shall be placed on the agenda and presented at the next Board meeting for which the agenda has not yet been posted, and the vacancy will be declared at that meeting by the Chair. The Board may then fill the vacancy no sooner than the following regular Board meeting following the procedure defined elsewhere in these Bylaws.

## Section 11: Community Outreach

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### Article

## VI OFFICERS

### Section 1: Officers of the Board

**EXECUTIVE COUNCIL (OFFICERS).** The Executive Council shall consist of the following officers:

Chairperson  
First Vice Chairperson  
Second Vice Chairperson  
Treasurer  
Secretary

In addition to their duties as officers as set forth in these Bylaws, the Executive Council shall have only those powers delegated to it by the Board in furtherance of expediting the interests of the MCWNC.

### Section 2: Duties and Powers

**A. CHAIRPERSON; SUCCESSION.** The Chairperson shall preside over all meetings and perform other duties as defined in these Bylaws. In her or his absence, another officer shall preside, according to availability, in the following order of priority: First Vice Chairperson, Second Vice Chairperson, Treasurer and Secretary. Should the Chairperson be unavailable to perform her/his other duties, the same priority shall determine who shall perform in the Chairperson's place and stead, subject to the same powers and restrictions as the Chairperson would be were she or he present and acting.

**B. TREASURER.** The Treasurer shall maintain all financial records of the MCWNC, present a financial status report at each regular meeting of the Board and comply with the reporting requirements established by the Department, including but not limited to making financial records available to the public and to the Department itself.

**C. SECRETARY.** The Secretary shall take and approve minutes of meetings, give

required meeting notices, maintain all non-financial records of the MCWNC and otherwise comply with requirements established by the Department. The Secretary may delegate these duties to others as appropriate.

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

The Executive Council (Officers) will be elected from and by the members of the Board by a majority vote, at a duly noticed and constituted public meeting. The same procedure shall be used should a vacancy occur on the Executive Council.

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

- A. **TERMS OF OFFICE; OFFICERS.** Terms of office are one (1) year. There shall be no limits on the time individuals may serve as Officers other than those established by the Department or any agency mandated by the City Charter.
- B. **REMOVAL FROM EXECUTIVE COUNCIL.** Any member of the Executive Council may be removed from the Executive Council as follows: written notice must be submitted to the Board identifying the member to be removed and the reason or reasons for removal. The Secretary shall then place the matter on the agenda for discussion and vote at the next regular meeting of the Board. The member proposed for removal from the Executive Council shall be provided with an opportunity to address the meeting prior to the vote. Upon a vote of "No Confidence" by two-thirds (2/3) of the Board members present and voting, the member shall be removed forthwith from the Executive Council. If a quorum is not present to vote on removal, the matter shall be placed on the agenda for the next regular meeting of the Board, and heard as described herein.

Removal from membership on the Executive Council shall not impair an individual's other rights as a member of the Board or Stakeholder. If the Chairperson is removed, then succession to the position of Chairperson shall take place as described elsewhere in these Bylaws until the position is filled by the Board.

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## Article VII COMMITTEES AND THEIR DUTIES

### Section 1: Standing

The Board shall designate the Standing Committees annually.

### Section 2: Ad Hoc

The Executive Council or the Board may create Ad Hoc committees as needed.

### Section 3: Committee Creation and Authorization

**COMMITTEES.** The Board or Executive Council, at their discretion, may create committees to facilitate the goals and objectives of MCWNC. The committees shall consist primarily of Board members, except as otherwise provided in these Bylaws. All Board members shall serve on at least one (1) committee.

- A. The Board, Executive Council or Chairperson shall appoint a temporary Election Committee no later than six (6) months before the biennial election of directors. That committee shall coordinate with the Los Angeles City Clerk's office, and/or other City offices as designated by the Department or other City authorities, and organize and oversee those aspects of the election process for which MCWNC has responsibility, including candidate recruitment and stakeholder outreach. The Election Committee shall serve until its election duties have been accomplished or it is discharged.
- B. Upon the election of the Executive Council, the Executive Council shall vote to affirm or otherwise alter the process to appoint Board members to Standing Committees, including the appointment of chairs of Standing Committee. Notwithstanding the above, in the event that a regularly scheduled Standing Committee cannot achieve a quorum, the Chair of the Board has the power to temporarily appoint any Board member to that Standing Committee for that meeting only.
- C. In the event that a Standing Committee chair is removed for any reason (other than the end of the term) by the Chair of the Board or Executive Council, such action may be rescinded at the next duly noticed meeting (regular or special) of the Board by a majority vote of the Board. Notwithstanding any other process to remove a Standing Committee Chair, a Standing Committee Chair may be removed upon a majority vote of the Board upon the recommendation of the committee charged with

adjudicating grievances, provided that such committee has complied with the processes set forth elsewhere in these Bylaws.

D. Non-Board member Stakeholders are eligible to serve on all committees, as follows:

1. Non-Board member Stakeholders may not make up more than twenty-five percent (25%) of any MCWNC committee's voting membership;
2. Non-Board member Stakeholders will be appointed to committee membership in the same manner as Board members are appointed;
3. Non-Board committee members must be Stakeholders of MCWNC.

E. All committee members shall have equal voting rights.

F. Only the Chairperson and/or Executive Council shall make committee membership assignments, and shall have the discretion to remove members from committees.

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## Article VIII MEETINGS

A. **BROWN ACT COMPLIANCE.** All meetings required by the Ralph M. Brown Act (*California Government Code Section 54950.5 et seq.*) (Brown Act) to be conducted openly shall be open to the public and shall comply with the Neighborhood Council Agenda Posting Policy, and all other provisions of the Brown Act pertaining to open meetings.

B. **PUBLIC MEETINGS; PUBLIC COMMENT.** Stakeholder, Board and Committee meetings shall be open to the public. All public meetings shall include the opportunity for public comment by any person in attendance. Public comment shall be limited to three minutes per speaker. The total public comment period shall not exceed thirty minutes. Notwithstanding the foregoing, these time limits may be extended by majority vote of the Board of Directors.

### Section 1: Meeting Time and Place

A. **LOCATION OF MEETINGS.** Stakeholder and Board meetings shall take place at a location within the boundaries of the MCWNC.

B. **REGULAR MEETINGS.** Regular meetings shall take place as follows:

1. Board of Directors will meet monthly;



2. The Executive Council will meet monthly;
3. The Advisory Council, if created, will meet at least quarterly.

**C. SPECIAL BOARD MEETINGS.** Special Board meetings may be called as follows:

1. By majority vote of the Board of Directors at a duly noticed meeting where a quorum is present;
2. Upon the request of fifty (50) Stakeholders, submitted to the Board in writing stating the purpose of such meeting;
3. Upon request by a majority of the Advisory Council, submitted to the Board in writing stating the purpose of such meeting;
4. Upon request by ten (10) members of the Board, submitted to the Chairperson in writing stating the purpose of the meeting;
5. Upon request by two (2) members of the Executive Council, submitted to the Chairperson in writing, stating the purpose of such meeting.

**D. STAKEHOLDER REQUESTED MEETINGS.** For purposes of removing Board members, Stakeholders may request a Board meeting be called in accordance with provisions elsewhere in these Bylaws.

Stakeholders may request Board meetings in one (1) of the following ways:

1. By majority vote of the Board at a duly noticed meeting where a quorum is present;
2. Upon the request of fifty (50) Stakeholders, submitted to the Board in writing stating the purpose of such meeting.

**E. COMMITTEE MEETINGS.** Committee members shall meet as needed at the discretion of the committee chair at a time and place selected with a view to achieving the largest attendance. Committee members and the public will be notified pursuant to the Brown Act, and other Neighborhood Council Public Posting Policies.

Committees shall be formed and administered as set forth elsewhere in these Bylaws.

**F. ADVISORY COUNCIL AND ITS MEETINGS.** The Board may appoint, by majority vote, a non-voting Advisory Council, which serves at its pleasure. Members of the Advisory Council may include individuals who are not Stakeholders in the MCWNC, and they may serve indefinitely.

## Section 2: Agenda Setting

Motions shall be placed before the MCWNC Board in the following manner:

- A. The MCWNC Board shall act only by a motion (as defined by Robert's Rules of Order) adopted by its Board. The MCWNC Board shall consider a main motion only if the motion is in writing, made by a Board committee, and accompanied by a written committee report stating the motion's objective, financial cost, financing source, and committee majority and minority views.
- B. A main motion, as used in these Bylaws, is a proposal for the MCWNC to take action or express an opinion within the scope of the MCWNC's jurisdiction and authority under the Los Angeles Charter and the Los Angeles City Plan for a Citywide System of Neighborhood Councils (Plan).
- C. Any Stakeholder may make a proposal for action by MCWNC. The Stakeholder shall make the proposal to a member of the Board or to the MCWNC Office, which shall promptly refer the proposal to the Chairperson in the form of a Main Motion. The Chairperson shall, by the next Board meeting, refer it to a Standing Committee for consideration, or in the event that no Standing Committee has jurisdiction over the matter, refer the matter to the Executive Council, which may refer the matter to a Standing Committee or appoint an Ad Hoc Committee at the next meeting of the Board to consider the matter.
- D. Any Board member may submit a main motion by submitting it in writing to a Standing Committee to the MCWNC Office, which shall promptly refer the proposal to the Chairperson, who, by the next meeting of the Board, shall promptly refer it to a Standing Committee for consideration by the next committee meeting, or in the event that no Standing Committee has jurisdiction over the matter, refer the matter to the Executive Council, which may refer the matter to a Standing Committee or appoint an Ad Hoc Committee at the next meeting of the Board to consider the matter.
- E. Subject to these Bylaws, Stakeholders may request the inclusion of a Main Motion to the agenda of any regularly scheduled Board meeting by submitting the matter in writing, delivered by U.S. mail, hand delivery, facsimile or e-mail to the Chairperson at least fifteen (15) days in advance of that meeting. If such a request is received fourteen (14) days or less in advance of the meeting, the Chairperson may instead consider the matter for addition to the agenda of the next regularly scheduled meeting of the Board.
- F. Incidental motions, which deal with process, may only be made by Board members from the floor.

- G. Notwithstanding the above, the Executive Council, in their reasonable discretion, may entertain a main motion presented by one (1) or more members of the Board and may dispense with the requirement of a written motion.

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

A. The MCWNC Board shall identify one (1) physical location where MCWNC will post all notices of meetings/agendas under the Brown Act, including Board, Stakeholder, and Standing Committee meetings. MCWNC shall adhere to the Brown Act's requirements regarding the accessibility of the posting sites. 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.

B. MCWNC shall notify the Department of the one (1) physical posting sites for its Board, Stakeholder, and Standing Committee meetings; the MCWNC website address; and confirm with the Department whether the MCWNC uses a stakeholder database to distribute our agendas. MCWNC must provide this notification on a form approved by the Department, and it must be approved in writing by the Department before posting notices of meetings at the identified location.

C. Except as noted below, notice of the date, time, place and proposed agenda for all meetings shall be communicated at least 72 hours prior to the meeting, by a method or methods reasonably calculated to reach the Stakeholders and the public, where applicable. Such posting methods shall include, at a minimum:

1. Posting of a printed agenda at the physical locations as required above - the one (1) approved physical location for meetings;
2. Posting of an electronic version of the agenda on its website. At the same time that MCWNC posts a notice of a regular or special Board meeting, the agenda shall also be submitted to the Department for posting to the City's website and distribution as arranged by the City; and
3. Distribution of the agenda to our Stakeholders in our email database pursuant to the timeline requirements of the Brown Act.

D. Special meetings shall be noticed according to the Brown Act.

### **Section 4: Reconsideration**

**RECONSIDERATION OF PRIOR ACTION; REVERSAL OF ACTION:** An official action of the Board may be reconsidered one (1) time only upon the request of a member or group of its members, as follows:

- A. Reconsideration may take place immediately following the original action or at the next regular meeting. A Board member, at either of these two (2) meetings, shall make a motion to reconsider.
- B. If approved by majority vote, the Board may immediately rehear the matter and take an action. Alternatively, the motion to reconsider an action may be scheduled to be heard at the meeting following the original action. In this case, two (2) items shall be placed on the agenda for that meeting: (1) a motion for reconsideration and (2) a proposed action, should the motion to reconsider be approved.
- C. A motion for reconsideration may be made only by a Board member who previously voted on the side of the action that originally prevailed.
- D. If a motion for reconsideration is not made on the date the action was originally taken, then a Board member who had originally voted on the prevailing side must submit a memorandum to the Secretary identifying the matter to be reconsidered and briefly describing the reason(s) for requesting that reconsideration take place at the next regular meeting.

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## **Article IX FINANCES**

**FINANCIAL ACCOUNTABILITY:** The MCWNC agrees to comply with all financial accountability requirements as specified by City Ordinance 174006, the Plan, and also as stated in the City’s Certification Application. The MCWNC further agrees to comply with all reporting requirements as prescribed by the Department.

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## **Article X ELECTIONS**

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

**BOARD OF DIRECTORS.** The Board of Directors is the governing body of the MCWNC. Election of Board Members shall take place every two (2) years on the date established by the City Clerk Neighborhood Council Election Unit or other City agency as designated by the Department or other City authority, and in accordance

with the procedures adopted by that unit and/or the Department.

## **Section 2: Governing Board Structure and Voting**

The number of Board seats, the eligibility requirements for holding any specific Board seats, and which Stakeholders may vote for the Board seats are noted in Attachment B.

## **Section 3: Minimum Voting Age**

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

## **Section 4: Method of Verifying Stakeholder Status**

Voters will verify their Stakeholder status through written self-affirmation.

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

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

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

Each stakeholder who is eligible to vote shall be entitled to one (1) vote.

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## **Article XI GRIEVANCE PROCESS**

The following formal grievance process shall only resolve disputes involving compliance with these Bylaws. No grievances shall be allowed against individuals. Grievances may only challenge the actions of the Board or a committee acting as a body. The grievance process shall not address a Stakeholder's mere disagreement with a position taken by the Board or committee. The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances.

Consistent with the foregoing, a Stakeholder with a grievance shall seek resolution

with an action of the MCWNC as follows:

- A. The Stakeholder shall submit a grievance in writing to the MCWNC Office either electronically, in person or via United States Mail. The grievance shall contain a short concise statement explaining the facts, the basis for the grievance and the resolution sought by the Stakeholder.
- B. The Bylaws Committee shall review the grievance at a meeting held pursuant to the Brown Act within twenty (20) days of its receipt by the MCWNC and in the event a majority of the Bylaws Committee determines that the grievance is compliant with the above, it shall set a date for a hearing in compliance with this Article. Otherwise, it shall dismiss the grievance in writing to the Stakeholder explaining the basis for dismissal. In the event the grievance involves violation of federal law, state law or city ordinances, the Bylaws Committee must immediately seek assistance from the City Attorney in resolving the matter.
- C. In order to ensure due process, once the Bylaws Committee has determined that the grievance is a proper matter for the grievance process, the affected party shall be notified within ten (10) days of the above determination as follows:
  - 1. In the event the subject matter is the decision or conduct of the Board, the Chairperson shall be given a copy of the grievance and shall be responsible for defending against the claim.
  - 2. In the event the subject matter is the decision or conduct of a Standing Committee, the Chairperson and subject Standing Committee chairperson shall be given a copy of the grievance and shall be responsible for defending against the claim.
- D. The defending party may respond in writing, denying, explaining or affirming the allegations made in the grievance.
- E. Within thirty (30) days of giving a copy of the grievance to the defending party, the Bylaws Committee shall hold a noticed hearing whereby the complaining Stakeholder and the person defending the claim shall have the opportunity to present their case and issue a recommendation to the Board.
- F. The Board shall then either approve, amend or reject the recommendation in accordance with these Bylaws at the next meeting. Pursuant to the Brown Act, the matter shall not be discussed by Board members until the matter is heard at the next regular meeting.
- G. In the event that the Bylaws Committee is the subject of the grievance, the Executive Council shall hold the hearing and deliver the recommendation to the Board.

- H. If a grievance cannot be resolved through this process within seventy (70) days of its written submission to the Board, the complaining Stakeholder may file a complaint with the Department for resolution in accordance with the Plan.
  
  - I. Board members are not permitted to file a grievance against another Board member or against the MCWNC.
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## **Article XII PARLIAMENTARY AUTHORITY**

**ROBERT’S RULES OF ORDER.** All Executive Council and Board of Directors meetings shall be governed by Robert’s Rules of Order, unless otherwise provided in these Bylaws, and to the extent not in conflict with the Brown Act.

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## **Article XIII AMENDMENTS**

### **EFFECT OF THESE BYLAWS; APPROVAL BY THE DEPARTMENT OF NEIGHBORHOOD EMPOWERMENT; AMENDMENT:**

- A. Amendments to these Bylaws may be proposed by any Stakeholder. Any such proposal shall be placed on the agenda of a regular or special meeting in accordance with these Bylaws.
  
  - B. Within thirty (30) days of approval by a majority vote of the Board, 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.
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## **Article XIV COMPLIANCE**

### **Section 1: Code of Civility**

The members of the MCWNC Board, its representatives, and all Stakeholders shall conduct all 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

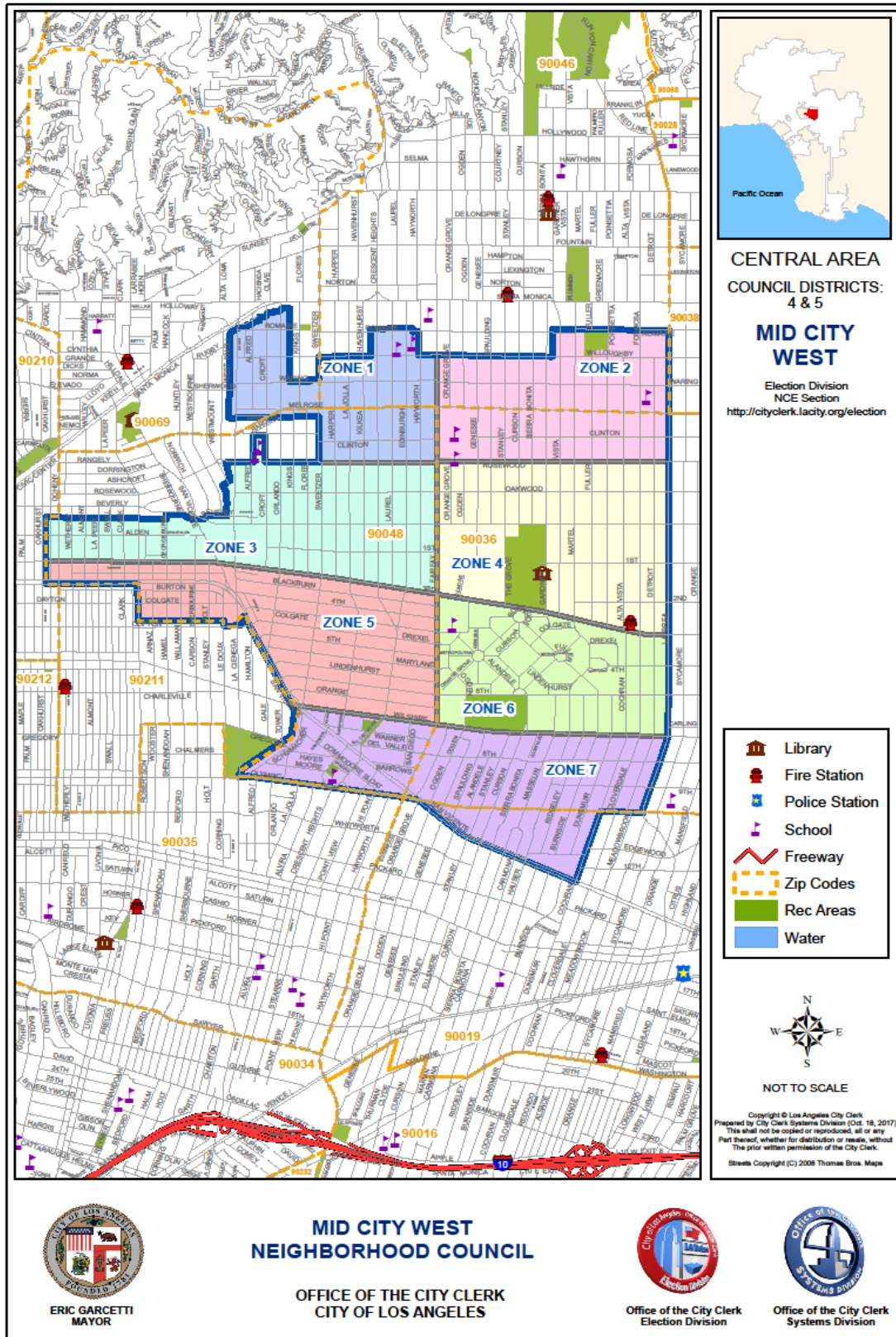
- A. **TRAINING.** All Board members shall take training in the fundamentals of Neighborhood Councils, including, but not limited to, ethics, funding, workplace violence and sexual harassment trainings provided by the City within sixty (60) days of being seated, or they will lose their MCWNC voting rights. All board members must take ethics and funding training prior to making motions and voting on funding related matters.
- B. **ETHICS.** The MCWNC shall abide by all applicable provisions of the City of Los Angeles' governmental ethics ordinance, as set forth in the Los Angeles Municipal Code Section 49.5.1, *et seq.*

## Section 3: Self-Assessment

On an annual basis, the MCWNC shall conduct an assessment pursuant to Article VI, Section 1 of the Plan.



# ATTACHMENT A- Map of Mid City West Neighborhood Council with Zones



## MID CITY WEST NEIGHBORHOOD COUNCIL

OFFICE OF THE CITY CLERK  
CITY OF LOS ANGELES



**ATTACHMENT B - Governing Board Structure and Voting  
Mid City West Neighborhood Council – 36 Board Seats**

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
<b>Homeowners</b>	3	Elected	Stakeholders who are 18 years or older and live, work, own real property, or declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation with a community organization that has continuously maintained a physical street address for not less than one year, and that performs ongoing and verifiable activities and operations that benefit the neighborhood, and is located within the NC's boundaries. A for-profit entity shall not qualify as a Community Organization.	Any Stakeholder who is at least 16 years of age at the time of the election.
<b>Renters</b>	5	Elected	Stakeholders who are 18 years or older and live, work, own real property, or declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation with a	Any Stakeholder who is at least 16 years of age at the time of the election.

			community organization that has continuously maintained a physical street address for not less than one year, and that performs ongoing and verifiable activities and operations that benefit the neighborhood, and is located within the NC's boundaries. A for-profit entity shall not qualify as a Community Organization.	
<b>Zone Representatives</b>	7	Elected	Stakeholders who are 18 years or older and live, work, own real property, or declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation with a community organization that has continuously maintained a physical street address for not less than one year, and that performs ongoing and verifiable activities and operations that benefit the neighborhood, and is located within the NC's boundaries. A for-profit entity shall not qualify as a Community Organization.	Any Stakeholder who is a resident of the Zone and is at least 16 years of age at the time of the election.

<b>Business</b>	6	Elected	Stakeholders who are 18 years or older and live, work, own real property, or declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation with a community organization that has continuously maintained a physical street address for not less than one year, and that performs ongoing and verifiable activities and operations that benefit the neighborhood, and is located within the NC's boundaries. A for-profit entity shall not qualify as a Community Organization.	Any Stakeholder who is at least 16 years of age at the time of the election.
<b>Nonprofit Organizations</b>	6	Elected	Stakeholders who are 18 years or older and live, work, own real property, or declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation with a community organization that has continuously maintained a physical street address for not less than one year, and that performs ongoing and verifiable activities	Any Stakeholder who is at least 16 years of age at the time of the election.

			and operations that benefit the neighborhood, and is located within the NC's boundaries. A for-profit entity shall not qualify as a Community Organization.	
<b>Members at Large</b>	8	Elected	Stakeholders who are 18 years or older and live, work, own real property, or declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation with a community organization that has continuously maintained a physical street address for not less than one year, and that performs ongoing and verifiable activities and operations that benefit the neighborhood, and is located within the NC's boundaries. A for-profit entity shall not qualify as a Community Organization.	Any Stakeholder who is at least 16 years of age at the time of the election.
<b>Youth Seat</b>	1	Elected	Open to stakeholders between the ages of fourteen (14) and seventeen (17) on the day of the election or selection. See Admin. Code 22.814(c). If less than eighteen (18) years of age, the Youth Board	A person must be at least 14 years of age on the day that the Neighborhood Council election or selection for that Youth Board Seat occurs to be eligible to vote for a Youth Board Seat candidate.

			Seat member shall be precluded from voting on financial matters, such as neighborhood council expenditures, financial reports, annual budgets, contracts, and recommendations to enter into contracts.	
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