

**Palms Neighborhood Council
Bylaws Table of Contents**

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ARTICLE I NAME	3
ARTICLE II PURPOSE	3
ARTICLE III BOUNDARIES	3
SECTION 1: BOUNDARY DESCRIPTION	3
SECTION 2: INTERNAL BOUNDARIES	3
ARTICLE IV STAKEHOLDER	4
ARTICLE V GOVERNING BOARD	4
SECTION 1: COMPOSITION	4
SECTION 2: QUORUM	5
SECTION 3: OFFICIAL ACTIONS	5
SECTION 4: TERMS AND TERM LIMITS	5
SECTION 5: DUTIES AND POWERS	5
SECTION 6: VACANCIES	6
SECTION 7: ABSENCES	6
SECTION 8: CENSURE	6
SECTION 9: REMOVAL	6
SECTION 10: RESIGNATION	7
SECTION 11: COMMUNITY OUTREACH	7
ARTICLE VI OFFICERS	7
SECTION 1: OFFICERS OF THE BOARD	7
SECTION 2: DUTIES AND POWERS	7
SECTION 3: SELECTION OF OFFICERS	8
SECTION 4: OFFICER TERMS	9
ARTICLE VII COMMITTEES AND THEIR DUTIES	9
SECTION 1: STANDING	9
SECTION 2: AD HOC	9
SECTION 3: COMMITTEE CREATION AND AUTHORIZATION	9
ARTICLE VIII MEETINGS	10
SECTION 1: GOVERNING BOARD MEETING	10
SECTION 2: AGENDA SETTING	10
SECTION 3: NOTIFICATIONS/POSTINGS	10
SECTION 4: RECONSIDERATION	10
SECTION 5: SPECIAL MEETINGS	11
ARTICLE IX FINANCES	11
ARTICLE X ELECTIONS	11

SECTION 1: ADMINISTRATION OF ELECTIONS	11
SECTION 2: GOVERNING BOARD STRUCTURE AND VOTING	11
SECTION 3: MINIMUM VOTING AGE	11
SECTION 4: METHOD OF VERIFYING STAKEHOLDER STATUS	11
SECTION 5: RESTRICTIONS ON CANDIDATES RUNNING FOR MULTIPLE SEATS	11
SECTION 6: OTHER ELECTION RELATED LANGUAGE	11
<u>ARTICLE XI GRIEVANCE PROCESS</u>	<u>12</u>
<u>ARTICLE XII PARLIAMENTARY AUTHORITY</u>	<u>12</u>
<u>ARTICLE XIII AMENDMENTS</u>	<u>13</u>
<u>ARTICLE XIV COMPLIANCE</u>	<u>13</u>
SECTION 1: CODE OF CIVILITY	13
SECTION 2: TRAINING	13
SECTION 3: SELF-ASSESSMENT	13
<u>ATTACHMENT A – MAP OF NEIGHBORHOOD COUNCIL</u>	<u>14</u>
<u>ATTACHMENT B – GOVERNING BOARD STRUCTURE AND VOTING</u>	<u>15</u>

Article I NAME

The name of this organization is the PALMS NEIGHBORHOOD COUNCIL, also referred to in this document as “the Council.”

Article II PURPOSE

We, the stakeholders of Palms, recognize that every member of our neighborhood is significant. We recognize the powerful and varied gifts that every member can give to our community. By drawing on our diversity, we can make a better life for all of us in our neighborhood. In short, our vision encompasses inclusiveness, unity and improvement.

Our mission is to be a coordinating agency for the social, developmental and other concerns of its Stakeholders. We monitor the delivery of City services in our area and have periodic meetings with responsible officials of City departments. We maintain a two-way flow of information between the community and city officials. We engage in social and cultural events as a way of binding the community.

Our objective is to build a sense of community.

Article III BOUNDARIES

Section 1: Boundary Description

The boundaries of the Council are, beginning at the intersection of Sepulveda Boulevard and Charnock Road, east on Charnock Road (the south side only) to Overland Avenue, north on Overland Avenue (the east side only) to the I-10, east on I-10 (south side only) and the eastbound Robertson Boulevard exit lanes off I-10 to the Culver City border, southwest along the Culver City border to I-405, east on Venice Boulevard to Tuller Avenue, north on Tuller Avenue (east side only) to Regent Street, east on Regent Street (south side only) to Sepulveda Boulevard, north on Sepulveda Boulevard to Charnock Road (east side of Sepulveda only). In addition, for geographic and historic reasons, Charnock Road Elementary and Palms Middle schools are considered an overlap area with the Mar Vista Community Council.

Section 2: Internal Boundaries

The internal boundaries of the Council are set forth in Attachment A - Maps of the Palms Neighborhood Council Boundaries.

Residential

- A. Palms West
- B. Overland
- C. Motor
- D. Studio
- E. Exposition

Article IV STAKEHOLDER

Neighborhood Council membership is open to all Stakeholders. "Stakeholders" shall be defined as those who live, work or own real property in the neighborhood and also to those who declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation within the Neighborhood Council's boundaries and who may be in a community organization such as, but not limited to, educational, non-profit and/or religious organizations.

All Stakeholders are automatically members of the Council.

Article V GOVERNING BOARD

Section 1: Composition

Thirteen (13) Stakeholders comprise the Neighborhood Council, which is the governing body and is also referred to in this document as "the Board." The members are as follows:

1. President (elected at large by all stakeholders.)
2. Vice President (elected at large by all stakeholders.)
3. Secretary (elected at large by all stakeholders.)
4. Treasurer (elected at large by all stakeholders.)
5. Community-Based Organization Representative (elected at-large by all stakeholders.)
- 6-10. Five (5) Residential Area Representatives (elected by residential stakeholders within those areas.)
- 11.-12. Two (2) Business Representatives (elected at large by all stakeholders.)
13. One (1) Youth Seat (elected at large by all stakeholders.)

'Representatives' are the Community-Based Organization, Residential Area, Business, and Youth Representatives. Their duties are listed below. Additional duties may be assigned by the Board.

Community-Based Organization Representative

Candidates for the Community-Based Organization Representative must be associated with a community based organization or a faith based group located in or serving the Palms Neighborhood in order to hold this title; and is the liaison of the Council with community organizations, including cultural, educational, neighborhood watch, non-profit, and religious groups.

Residential Area Representative

Candidates for Residential Area Representatives must live within the residential zone they are running for in order to hold this title; is the liaison of the Council with residents in the applicable residential zone; and is responsible for reaching out to area residents with information on the activities of the Neighborhood Council.

Business Representative

Candidates for Business Representatives must own or work at a business in Palms in order to hold this title; is the liaison of the Council with local businesses; and is responsible for reaching out to local businesses with information on the activities of the Neighborhood Council.

Youth Representative

Candidates for the Youth Representative must be fourteen (14) years or older and less than twenty-three (23) years of age, at the time of election, and reside in Palms in order to hold this title; is the liaison of the Council with local youth; and is responsible for reaching out to local youth with information on the activities of the Neighborhood Council.

At-Large Representative

At-Large Representatives are created as part of the officer removal process outlined in Article VI Section 4 and is responsible to represent Palms stakeholders at-large as best as possible or as directed by the President.

No single community stakeholder group shall comprise a majority of the Council's governing body unless extenuating circumstances are warranted and approved by the Department of Neighborhood Empowerment (Department).

Section 2: Quorum

A quorum is seven (7) members of the Governing Board and a majority of a committee or subcommittee.

Section 3: Official Actions

A simple majority vote by the Representatives 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.

Abstentions are not counted as votes in determining majority vote.

Section 4: Terms and Term Limits

Representatives serve two (2) year terms, except for vacancy appointments, or until their successors are seated, or until they resign or otherwise leave office. There are no term limits.

Section 5: Duties and Powers

The Board has the authority granted to neighborhood councils by the City Charter and the Plan for a Citywide System of Neighborhood Councils ("the Plan".)

The Board develops, maintains and fulfills a program to communicate with Stakeholders on a regular and timely basis.

The Board may also appoint non-voting advisory members to represent the Neighborhood Watch, youth, other groups and the Board.

Representatives must attend and participate in meetings of the Board.

Representatives should attend and participate in at least one of the Council's committees, as assigned by the President.

Section 6: Vacancies

A vacancy on the Board is filled by the following procedure: Stakeholders will be publicly notified that the Board has a vacancy to be filled in a specific category.

1. Eligible stakeholders submit written applications to the Secretary for verification.
2. The Secretary forwards the name of eligible Stakeholders to the President.
3. The President fills the vacancy, subject to majority approval by the Board.
4. If the offices of President and Vice-President are both vacant, then the Board appoints a President, following the latest edition of Robert's Rules of Order for "nominations from the floor" (i.e. from members of the board.) Voting will take place by roll call vote based on a majority vote. Successive rounds of voting will drop the lowest vote receiving candidate until a majority candidate is elected.

Section 7: Absences

Any Representative who misses three (3) regularly scheduled consecutive Council meetings without an excused absence will be removed from the Board and a removal vote will take place at the next regularly scheduled whereupon the Board shall determine the validity of the absences before taking action to remove the Representative, as outlined in Section 9: Removal.

Section 8: Censure

The Council can take action to publicly reprimand a Representative for actions conducted in the course of Council business by censuring the Representative at a Council meeting. Censures shall be placed on the agenda for discussion and action.

Section 9: Removal

A Representative may be removed from the Board by a two-thirds (2/3) vote of the Representatives present. Reasons for removal must be objective and may include, but are not limited to:

1. Inability to carry out the duties of the office due to time limitations, illness and/or other personal obligations.
2. Absence from three (3) consecutive regular or special meetings of the Council.
3. A finding by judicial determination to have failed to disclose a financial conflict of interest in a matter before the Council or a committee.
4. Continued and flagrant violation of the bylaws or the Ground Rules.

A vote to remove a Representative must be preceded by:

- i. Proof of notification to the Representative that a vote will be taken. Proof can include a response to an e-mail notification, notification at a public meeting to the representative with witnesses present, or certified mail sent to the address on file with DONE.

- ii. A waiting period of fifteen (15) days between the time of mailing the notice or proof of notification and the time of the vote.
- iii. An opportunity for the Representative to address the Board before the vote is taken.

The Representative shall not be counted as part of the quorum, nor allowed to vote on the matter.

The Council will consult with its legal counsel, the Office of the City Attorney, throughout this removal process.

Section 10: Resignation

A Representative may resign by giving oral or written notice to the President, the Secretary, or the Board. Such resignation will become effective on the date specified therein. If no date is specified, the resignation shall become effective at the time of acceptance by the Board.

Section 11: Community Outreach

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

Article VI OFFICERS

Section 1: Officers of the Board

Officers are the President, the Vice President, the Secretary, and the Treasurer.

Section 2: Duties and Powers

Officers' duties are listed below. Additional duties may be assigned by the Board or President.

A. President

1. Provides leadership for the Council and coordinates the development of an action program and draft budget for consideration and action by the Board.
2. Represents the organization to the public and explains the policies adopted by the Board. The President may assign partial responsibility for doing so to other people.
3. In cooperation with the Secretary and the Facilitator, if appointed, sets the agenda for Board meetings.
4. Appoints and replaces members of standing and ad hoc Committees.
5. Refers problems, complaints and suggestions to the proper Committee.
6. Signs or co-signs letters and documents as necessary on behalf of the Council.

B. Vice President

1. Assumes the duties of the President in case of absence, illness, and/or conflict of interest/recusal and becomes president on the death, resignation or permanent incapacity of the President for the remainder of the President's term.
2. Assists the President and assumes special duties and responsibilities as necessary.

C. Secretary

1. Assists the President before each meeting in preparing an agenda.
2. Prepares, sends and posts the notices in accordance with the Ralph M. Brown Act, at all designated posting locations, or delegates the tasks.
3. Brings to each meeting the minute book, a copy of the bylaws, rules and policies; a list of the Representatives of the Board; a list of committees, and a copy of Robert's Rules of Order, Simplified and Applied, New World edition.
4. Prepares a list of Representatives and calls the roll. Notes whether or not a quorum is present.
5. Endeavors to take careful and accurate notes of the proceedings and later prepares the minutes, or delegates the task.
6. Distributes the minutes to the Board for correction and approval, or delegates the task.
7. Provides the Facilitator, if appointed, with the exact wording of a pending Motion or of one previously acted on.
8. Preserves all records, reports and other official documents, except those specifically assigned to the custody of others.
9. May sign or co-sign official documents to attest to their authenticity.

D. Treasurer

1. Serves as a required signatory for the expenditure of funds by the Council.
2. Attends required financial training sessions of the City Clerk.
3. Maintains the Council's book of accounts, as prescribed and approved by the City Clerk, and submits accounting statements to the City Clerk. Complies with Generally Accepted Accounting Principles.
4. Gives a summary of the Council's financial status as directed by the Board and responds to questions about receipts and expenditures.

Section 3: Selection of Officers

Officer positions are elected during the elections of the Council.

If an executive board vacancy of any kind occurs, an executive board election to fill the vacancy from current members of the board must be held at the first Brown Act compliant Governing Board meeting that occurs at least 24 hours after the vacancy except as outlined in the preceding section. A Representative may hold both an Officer title and a Representative title.

Officer vacancy elections will proceed based on the latest edition of Robert's Rules of Order for "nominations from the floor" (with the 'floor' consisting of the members of the board.)

Voting will take place by roll call vote based on a majority vote. Successive rounds of voting will drop the lowest vote receiving candidate until a majority candidate is elected. IF no board member is elected to the seat, the President may fill the seat according to the vacancy rules outlined in Article V Section 6.

Section 4: Officer Terms

The Officers shall serve two (2) year terms. They may stand for reelection every two (2) years.

Officers may be removed before they have served their two (2) year terms. To call for a vote for removal, any member may follow the future agenda setting process outlined in Article VIII Section 2 Agenda Setting under ‘new business.’ If the Council votes to place the removal on a future agenda, a motion to remove the Officer will be placed on the next Governing Board agenda, in conformance with rule (2) below, as well as a separate agenda item to hold an election to fill the seat, should the removal motion prevail.

Upon a successful affirmative removal vote of the meeting (consisting of a supermajority of aye votes that is equal to or greater than seven (7); the Officer shall not vote on the matter,) the Officer will assume the title of “At Large Representative” at that time.

A vote to remove an Officer must be preceded by:

- i. Proof of notification to the Officer that a vote will be taken. Proof can include a response to an e-mail notification, notification at a public meeting to the representative with witnesses present, or certified mail sent to the address on file with DONE.
- ii. A waiting period of fifteen (15) days between the time of mailing the notice or proof of notification and the time of the vote.
- iii. An opportunity for the Officer to address the Board before the vote is taken.

Article VII COMMITTEES AND THEIR DUTIES

Section 1: Standing

The Standing Committees of the Council are set forth in the Ground Rules.

Section 2: Ad Hoc

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

Section 3: Committee Creation and Authorization

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

- C. **Committee Appointment** – All Committee Chairs shall be appointed by the President and confirmed by the Board. The Chairs shall keep a written record of Committee meetings and shall provide regular reports on Committee matters to the Board.
- D. **Committee Meetings** – Committee meetings are subject to and shall be conducted in accordance with the Brown Act.
- E. **Changes to Committees** – The Board may establish, disband or make changes as needed to any Standing or Ad Hoc committee. Any such action by the Board shall be noted in the Council meeting minutes.
- F. **Removal of Committee Members** – Committee members may be removed in the same manner in which they were appointed.

Article VIII MEETINGS

Section 1: Governing Board Meetings

Governing Board Meetings are held at least every quarter. All meetings will be conducted and noticed in accordance with the Brown Act. Agenda and notice of Governing Board meetings shall be publicly posted at least seventy-two (72) hours prior to the meeting.

Section 2: Agenda Setting

The agendas for the meetings are set by the President with the cooperation of the Secretary and the Facilitator, if appointed, and are distributed by the Secretary or any other person delegated to do so. Other board members may suggest items to the agenda at least 1 week before the meeting if they are within the Council’s purview and time permits, as determined by the President in consultation with the Secretary. The order of the items may be changed by the Board at the meeting.

Any Representative, during a section titled ‘New Business’ that shall appear on all Governing Board Meeting agendas, may move to add an item to a stated future meeting agenda. If seconded, the board shall vote on whether to place the item on a stated future meeting agenda as described in Cal Gov Code 54954.2(a)(3). If successful, that item must be placed on the stated future meeting agenda.

Section 3: Notifications/Postings

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

Section 4: Reconsideration

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Section 5: Special Meetings

Special Meetings of the Board may be called for a specific purpose that requires consideration before the next regular Board Meeting. The President, or a minimum of two Officers of the Board, may call a Special Meeting of the Board. Agenda and notice of such meeting shall be publicly posted at least twenty-four (24) hours before the scheduled meeting date.

Article IX FINANCES

The Council complies with all financial accountability requirements as specified by city ordinance and in the Plan and as stated in the certification application. The Council complies with all financial reporting requirements as prescribed by the Department.

Article X ELECTIONS

Section 1: Administration of Elections

The Council's election will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council elections.

Section 2: Governing Board Structure and Voting

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

Section 3: Minimum Voting Age

Stakeholders must be at least fourteen (14) years old to vote.

Section 4: Method of Verifying Stakeholder Status

Stakeholders will self-affirm their stakeholder status in order to vote.

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

- A. Representatives must be stakeholders aged eighteen (18) or above and eligible to vote for the office they hold, with the exception of the Youth Representative who must be a stakeholder who is fourteen (14) years or older and who is less than twenty-three (23) years of age.
- B. Use of candidates' photographs in official publications of the Council is not allowed.
- C. A majority of votes is necessary to win. Instant run-off voting will be used if no majority is obtained. Instant run-off voting is defined as follows: voters rank candidates in order of choice: first, second, third and so on. If anyone receives a majority of the first choice votes, that candidate is elected. If not, the last place candidate is defeated, and all

ballots are counted again, but this time each ballot cast for the defeated candidate counts for the next choice candidate listed on the ballot. The process of eliminating the last place candidate and recounting ballots continues until one (1) candidate receives a majority of the vote.

- D. Representatives take office immediately upon the official results of their election being declared, although a ceremonial transfer of office may take place at a regular or special meeting of the Board. There is no swearing-in.
- E. Candidates cannot use the Council's outreach database for electioneering purposes.
- F. The Board shall appoint a non-voting "Election Point Person," who will be a resource to candidates, stakeholders, the board and the City to assist in directing Election issues and concerns.

Article XI GRIEVANCE PROCESS

The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances.

- A. In order to express concerns to the Board about its procedural matters, decisions, and actions, individual stakeholders or groups of stakeholders may bring forward written grievances.
- B. A grievance panel consisting of at least three (3) stakeholders, chosen by lot from among interested stakeholders and with the approval of the Board, shall examine the issue and submit a written report and recommendation to the Secretary within seventy-five (75) days of grievance notification. The matter shall be placed on the agenda of the next meeting. In accordance with the Ralph M. Brown Act, the matter shall not be discussed until that meeting.
- C. In the event that a grievance cannot be resolved through this process, then the matter may be referred to the Department for consideration pursuant to the Plan.
- D. This grievance process is not intended to apply to Stakeholders who simply disagree with a position taken by the Board, but rather to address such things as failure to comply with Department rules or these bylaws.
- E. Representatives are not permitted to file a grievance against another Representative or against the Council.

Article XII PARLIAMENTARY AUTHORITY

- A. The rules of order of the Neighborhood Council are known as the Ground Rules. They include these bylaws and other rules adopted by the Board not in conflict with the Brown Act.
- B. Where there is no Ground Rule, Robert's Rules of Order, Simplified and Applied (Webster's New World), applies if not in conflict with the Brown Act.

Article XIII AMENDMENTS

- A. An amendment to the bylaws may be adopted by a two-thirds (2/3) vote of the Representatives present at the meeting when the vote is taken, but dissolution of the Board can only be enacted by a unanimous vote of the entire Board.
- B. The amendment becomes valid and effective upon its approval by the Department.

Article XIV COMPLIANCE

Section 1: Code of Civility

The Council conducts its business in accordance with the Los Angeles Governmental Ethics Ordinance, LAMC 49.5. It engages in no discrimination based on race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income or political affiliation. The Council abides by all applicable federal, state and local laws. Board members will abide by the Commission's Neighborhood Council Board Member Code of Conduct Policy.

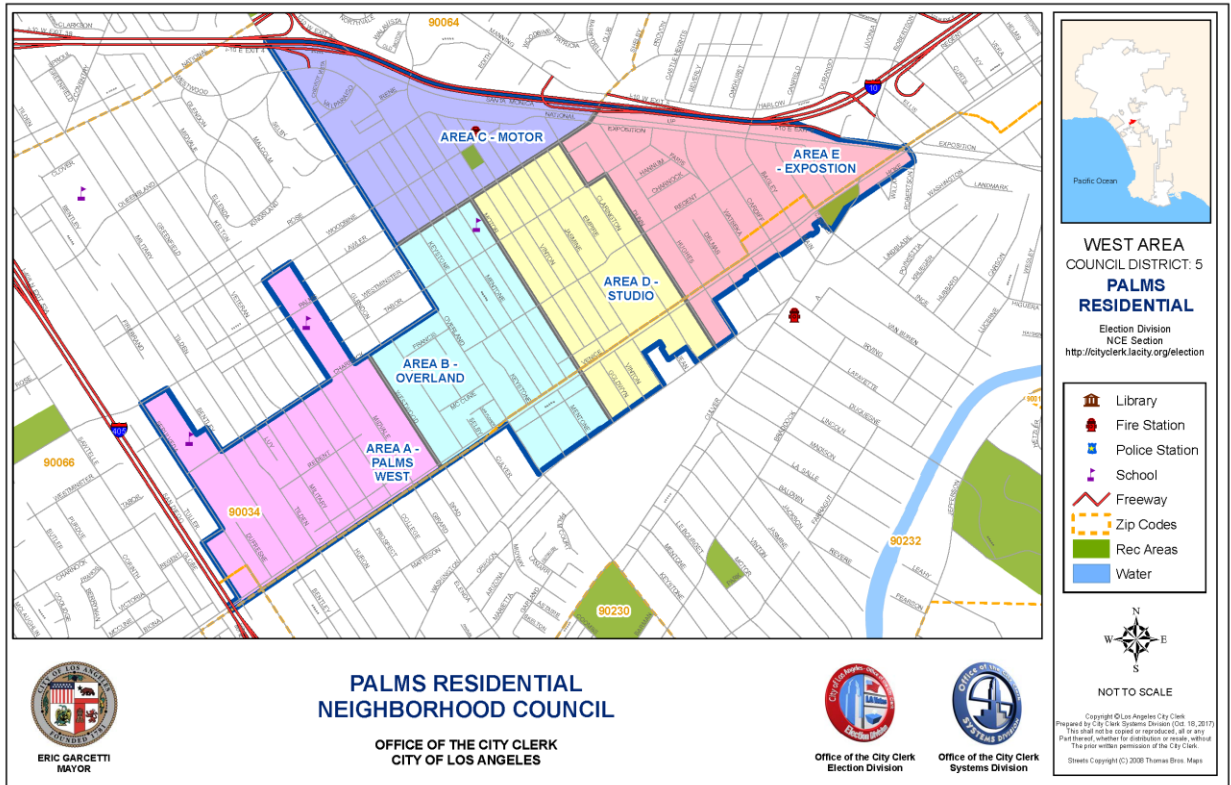
Section 2: Training

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

Section 3: Self-Assessment

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

ATTACHMENT A – Map of Palms Neighborhood Council Boundaries



**ATTACHMENT B –Governing Board Structure and Voting
Palms Neighborhood Council – 13 Board Seats**

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
President Term: 2 Years	1	Elected	Stakeholders 18 years or older.	Stakeholders 14 years or older.
Vice President Term: 2 Years	1	Elected	Stakeholders 18 years or older	Stakeholders 14 years or older.
Secretary Term: 2 Years	1	Elected	Stakeholders 18 years or older	Stakeholders 14 years or older.
Treasurer Term: 2 Years	1	Elected	Stakeholders 18 years or older	Stakeholders 14 years or older.
Community-Based Organization Representative Term: 2 Years	1	Elected	Stakeholder who is 18 years or older who is associated with a community-based or faith-based group located in or serving Palms.	Stakeholders 14 years or older.
Residential Representative, Area A Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who resides in Residential Area A.	Stakeholder who is 14 years or older and who resides in Residential Area A.
Residential Representative, Area B Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who resides in Residential Area B.	Stakeholder who is 14 years or older and who resides in Residential Area B.
Residential Representative, Area C Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who resides in Residential Area C.	Stakeholder who is 14 years or older and who resides in Residential Area C.
Residential Representative, Area D Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who resides in Residential Area D.	Stakeholder who is 14 years or older and who resides in Residential Area D.
Residential Representative, Area E Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who resides in Residential Area E.	Stakeholder who is 14 years or older and who resides in Residential Area E.
Business Representative Term: 2 Years	2	Elected	Stakeholder who is 18 years or older and who works or owns a business in Palms.	Stakeholder who is 14 years or older.
Youth Representative Term: 2 Years	1	Elected	Stakeholder who is 14 years or older and who is less than 23 years of age.	Stakeholder who is 14 years or older.