

# **West Adams Neighborhood Council BYLAWS**

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# West Adams Neighborhood Council BYLAWS

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## **ARTICLE I NAME**

Upon certification, the name of the Neighborhood Council shall be the West Adams Neighborhood Council (WANC), an officially recognized advisory council hereby part of the Los Angeles Citywide system of Neighborhood Councils.

## **ARTICLE II PURPOSE**

**A. The purpose of the Council is:** to participate as an advisory body on issues of concern to our Neighborhood Council and to create more opportunities to build partnerships with government to address local needs and concerns in our community.

The Council is formed to engage in all of the civic, cultural, public and charitable purposes permitted to be conducted, or participated in, by a Neighborhood Council formed pursuant to Article IX of the Charter and Administrative Code of the City of Los Angeles.

**B. The mission of the WANC Council is:**

1. To empower and bring together a diverse community to maintain and improve the quality of life;
2. To work, in cooperation, with the necessary agencies toward the protection and improvement of our area, effectively addressing the needs and concerns as identified by our community;
3. To provide an inclusive open forum for public discussion of issues concerning City governance, the needs of this Neighborhood Council, the delivery of City services to this Neighborhood Council, and on matters of a Citywide nature; and
4. To advise the City of Los Angeles on issues concerning City governance, the needs of this neighborhood council, the delivery of City services to this neighborhood council, and on matters of a citywide nature.

**C. The policy of this Council shall be:**

1. To prohibit discrimination against any individual or group in our operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, homeowner/renter status, income, or political affiliation;
2. To have fair, open, and transparent procedures for the conduct of our Neighborhood Council business;

3. To bring together the diverse elements of our community into a united organization that truly represents the interests of all of our neighbors in a non-partisan manner;
4. To develop a capability to listen to and interact with and inform all who have interests in our community;
5. To effectively represent our community in collaboration with the City of Los Angeles and other government agencies;
6. To above all unify and serve the interests of our community so as to enhance the quality of life in the West Adams neighborhood and surrounding area; and
7. To service this larger public purpose, the Council will participate in:
  - a. Monitoring City services and holding City employees and their departments accountable to the residents of the community;
  - b. Pursuing enforcement of existing City zoning codes and ordinances;
  - c. Establish a committee to review, assess and provide written reports explaining the effect of new city ordinances that would adversely impact WANC entities and stakeholders;
  - d. Consulting with City officials regarding plans for appropriate development in commercial locations, including the provision of adequate parking and landscaping for these projects;
  - e. Revitalizing Commercial Corridors;
  - f. Establishing more recreational facilities;
  - g. Monitoring traffic throughout the area with special concern for the health and safety of residential neighborhoods;
  - h. Encouraging neighborhood beautification, tree planting, and graffiti removal; and  
Advocating historic preservation and renovation.

## **ARTICLE III BOUNDARIES**

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

WANC includes a geographic area that has a minimum of 20,000 residents. The boundaries are described as follows:

- A. **East:** The west side of Crenshaw Boulevard
- B. **West:** Between Obama Blvd. and the Santa Monica Freeway following the City of Los Angeles boundary line
- C. **North:** Santa Monica Freeway
- D. **South:** Starting from Coliseum Street continue west from Crenshaw Boulevard to Chesapeake Avenue, then continue north on Chesapeake Avenue to Obama Blvd. then continue west on Obama Blvd. to the Los Angeles City boundary line.

## **Section 2: Internal Boundaries**

Not applicable.

## **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 of Directors (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**

There shall be fifteen (15) Stakeholders elected, selected or appointed to the Board consisting of:

- A. **At-Large Representatives:** eight seats (8) for Stakeholders who are at least eighteen (18) years of age at the time of the election.
- B. **Community Interest Representative:** one (1) seat for a Stakeholder who is at least eighteen (18) years of age at the time of the election who declare a stake in the neighborhood as a community interest stakeholder, defined as a person who are 18 years or older and 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.
- C. **Business Representatives:** (2) seats for Stakeholders who are at least eighteen (18) years of age at the time of the election and who owns or operates a business or owns business property or multi-residential property within the WANC boundaries.
- D. **Youth Representative:** one (1) seat for a Stakeholder who is between the ages of fourteen (14) years or older and no more than seventeen (17) years of age, at the time of election or selection. See Admin. Code § 22.814(c).
- E. **Educational Representative:** one (1) seat for a Stakeholder who is a member of an educational institution (administration, faculty or student who is at least eighteen (18) years of age) within the WANC area.
- F. **Homeowner Representatives:** two (2) seats for Stakeholders who are at least eighteen (18) years of age at the time of the election and who are homeowners that live within the WANC area.

### **Section 2: Quorum**

Eight (8) members of the Board shall constitute a quorum. There shall be no proxy voting.

The quorum for any regular meeting of the board's standing committees shall be no less than fifty (50) percent plus one (1). If the Chair of the committee is not present, then a person appointed by the Chair of the committee who is a member of said committee may conduct the committee meeting. The President may conduct the meeting in the absence of the Chair. No action may be taken by any committee in the absence of a quorum.

### **Section 3: Official Action**

The Board shall take Official Action by a majority vote of the Board members present and voting. Every member present must vote for or against each item; abstentions are not permitted. In the event a Board member fails to affirmatively vote either 'yes' or 'no,' that member will be deemed to have voted 'yes,' and the member's vote will be recorded as such. Board members ineligible to vote on items because of training non-compliance will not be counted towards the total number of votes needed to take action.

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

Board members shall serve a four (4) year staggered term or until a successor is elected or appointed commencing after being seated. There are no term limits.

To begin the staggered terms, positions elected to a one (1) time, two (2) year term beginning in year 2010 shall be designated Group A and shall include one (1) seat for Homeowner Representative, one (1) seat for Business Representative, one (1) seat for Community Interest & Engagement Representative, one (1) seat for Youth Representative, and two (2) seat for At-Large Representative with terms ending 2012. Thereafter, beginning in year 2012, Group A shall also have a four (4) year term. Two (2) At-Large Representatives added to the Board in 2018 will be part of Group A, serving a shortened term until 2021, at which point they will be elected to a regular four (4) year term.

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

The primary duties of the Board shall be to govern the Council and to carry out its objectives. No individual member of the Board shall speak for the Board or otherwise publicly represent a Board position unless authorized to do so by official action of the Board. The Board may, by official action, delegate to any individual the authority to present before any public body a standing Council position previously adopted by the Board or a statement that the Council has had insufficient time to develop a position or recommendation on a matter before that body. Such authority may be revoked at any time by the Board.

#### **Section 6: Vacancies**

In the event a position is not filled during the election, the Board may hold a special meeting within the next three (3) months to elect or select a person to fill the position. All vacancies on the Board be that from elections, resign or removed shall be handled by the vacancy statement above. In the event the position remains vacant after a special meeting, the Board may appoint a person to fill the position until the next regularly scheduled election.

#### **Section 7: Absences**

All Board members are expected to be present at regular Board meetings. In the event of an absence, prior notice is required, barring an emergency.

A. A Board Member who is not an active member of at least one (1) Standing committee,



or is derelict in his or her duties will be subject for review by the Executive Committee and removal from the board. Any monthly regular/general meeting of the Board, scheduled and posted per the Brown Act, shall constitute a meeting for the purpose of determining Board member attendance. A Board member who does not stay for the entire monthly or Standing committee meeting will be posted as absent from the meeting unless there is verification of an extenuating circumstance causing the absence.

Any Board Member who misses four regularly scheduled monthly Board meetings excused or not excused in a 12-month period will be automatically removed from the Board. On the third absence, the Board Member will be notified in writing that the fourth absence **will** result in removal. On the fourth absence, the Council presiding officer shall notify the Board Member that his/her seat has been declared vacant. Each Council Board Member absence shall be recorded in the Councils meeting minutes or other manner of Council record keeping. Board members may see their monthly attendance record upon request. When a Board member has missed the required number of meetings, he/she will be provided with the record of their attendance for prior 12 months.

It is expected that board members arrive on time and stay for the full duration of both monthly and special meetings. If the monthly meeting exceeds the scheduled two hours, board members are also expected to remain in the meeting up to thirty minutes beyond the two hours.

If a board member leaves a monthly or special meeting early without prior notification to the president or secretary, it will be counted as an unexcused absence. Extenuating circumstances that are non-reoccurring are exempt.

### **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 removal 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 be 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 Councils ability to remove committee chairs or committee members according to the Neighborhood Council's bylaws and/or standing rules.

### **Section 10: Resignation**

All resignation shall be made in writing and submitted to the Board Secretary to be logged.

### **Section 11: Community Outreach**

The Board shall direct that a system of outreach be instituted to find and obtain nominees for subsequent elections to the Board. The Board may choose to design such a system through the committee process. The purpose of the Election Outreach Committee is to put forth a reasonable effort to inform and give every Stakeholder desiring to participate on the Board an opportunity to become a Board member. A period of at least sixty (60) days prior to any election shall be given to prospective Board members for purposes of soliciting stakeholder support.

## **ARTICLE VI OFFICERS**

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

The Board shall include the following Officers: President, Vice-President, Secretary, Treasurer, Parliamentarian and Sergeant-at-Arms.

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

- A. **President:** Subject to such supervisory powers as may be given by the Board to another Officer, the President shall, subject to the control of the Board, generally supervise and give direction for business of the Council. He/she shall preside at all meetings of the members and at all meetings of the Board and Executive Committee. He/she shall have such other powers and duties as may be prescribed by the Board or the bylaws. Represent the interests of WANC before the City Council and City departments, boards, commissions, or delegate such representation as warranted' serve as spokesperson for WANC in the press and before the public or delegate such a function as warranted. Refers problems, complaints, and suggestions to the proper WANC Committee. Oversee the preparation and release of formal positions of the WANC, subject to Board approval, and signs/co-signs letters and documents on behalf of the WANC.
- B. **Vice President:** In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board. The Vice President shall maintain a yearly calendar of all regular, board, special, and standing committee meetings. The Council's calendar may be revised from time to time.

C. **Secretary:** The Secretary shall attend to the following:

1. Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other places as the Board may direct, a book of minutes of all meetings and actions of the Board and committees of the Board, with the time and place and attendees of the meetings and, if a special, how authorized, present at those meetings. An Alternate Secretary or Notetaker may be hired by the Board to serve in the absence of the Secretary as needed. He or she shall not have any of the rights of a Board member.
2. Correspondence. The Secretary shall maintain copies of all outgoing and incoming correspondence to and from the Council, the Board and committees, and members of the Board and the chairpersons of committees (to the extent such correspondence constitutes business of the Board and the committees and not personal matters of such individuals).

The secretary shall serve as both the recording secretary (minutes taker) and the corresponding secretary. However, if the NC board has voted to hire a professional minute taker, then the secretary shall primarily serve as the corresponding secretary. The roles of the secretary is as follows:

1. Minutes Taker: (1) The recording secretary shall be responsible for producing and maintaining accurate minutes of the NC meetings (and special meetings where the executive board is required).
2. Correspondence: (1) The corresponding secretary shall perform the duties of the recording secretary in the absence of a professional minute taker; (2) Timely post minutes and meeting notices as required by law and in designated areas as specified by the law; (3) Submit/file all necessary documents as may be required by law; and (3) Serve as the primary, communication liaison between the NC and the community.

D. **Treasurer:** The Treasurer shall be responsible for overseeing, custody and control of the fiscal recordkeeping for the Council funds and assets; establishing and maintaining a system of booking and accounting for the Council as prescribed by the Department of Neighborhood Empowerment (Department) in accordance with Generally Accepted Accounting Principles (GAAP) and all applicable Local, State or Federal laws; being a required signatory on all funding matters; establishing communication with the City accounting services, vendors and recipients of community improvements or event funding; preparing and submission of all demand warrants to the city along with required documentation; purchasing; reconciling of all expenditures against the approved annual budget and city fiscal records; and complying with City auditing requirements. The Treasurer shall make a report to the Governing Body on the finances at every regular meeting. He/she shall perform such other duties as may be prescribed by the Board, the Financial Accountability

Guidelines of the bylaws. The Treasurer is required to serve on the Finance Committee but not required to serve as Chair of the Finance Committee.

- E. **Parliamentarian:** The Parliamentarian shall aid in the running of meetings of the Board and the general meetings, by ensuring that appropriate sections of Robert's Rules of Order of parliamentary procedures, Brown Act and any other rules of conduct are followed during meeting. He/she shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
- F. **Sergeant-at-Arms:** The Sergeant-at-Arms' responsibility shall be to keep the order during all regular and community meetings.

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

These positions shall be filled by majority vote of the Board at the first regular meeting following the elections.

- A. Officers shall be elected bi-annually by the Board at the first meeting following an election for Members and every two (2) years thereafter with the term ending June 30<sup>th</sup> each election year. Newly elected officers shall take office immediately upon election.
- B. If there are more than two (2) candidates for an office and none receives a majority of the votes on the first election, a run-off election shall be held immediately between the two (2) candidates receiving the highest number of votes.

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

Executive Officers shall serve a two (2) year term at the pleasure of the Board. In the President's absence, another officer shall preside, according to availability, in the following order of priority: Vice President, Parliamentarian, Treasurer and Secretary. Should the President 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 President would be were she or he present and acting, until the remainder of the President's Term on the Executive Committee.

### **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 & Succession of Executive Committee Member**

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.

**Executive Officer Attendance at Executive Committee Meetings**

Any Board Officer who misses four (4) regularly scheduled Executive Committee meetings during any twelve (12) month period will be automatically removed from their position as a Board Officer. Each Board Officer absence shall be recorded in the Executive Committee Minutes or other manner of Board record keeping.

Upon a Board Officer missing three (3) Executive Committee Meetings during any twelve (12) month period, the Presiding Officer or their designee shall notify the Board Officer that an additional absence within a specified period will result in their removal from their position as a Board Officer. The notice shall be made in any manner reasonably expected to result in the Board Officer receiving the notice, but at a minimum the notice shall be emailed to the Board Officer’s last known public email address on file with the Board or the Department of Neighborhood Empowerment. Notice shall be given as soon as is reasonably possible after the Board Officer’s third absence.

Upon a Board Officer missing four (4) Executive Committee Meetings during any twelve (12) month period, the Presiding Officer shall notify the Board Officer that the Officer is removed from their position as a Board Officer. Notice shall be made per the process described above.

**Article VII  
COMMITTEES  
AND THEIR  
DUTIES**

Membership on any WANC committee shall be voluntary for stakeholders. Each board member is required to be an active participant of at least one (1) Standing committee. . Standing committee members must attend at least 75% of the meetings scheduled for the Standing committee they decide to join. All Committees may invite others to attend as may be required to assist in the work of the Committee. Board members must participate in planning and/or in person activities for 50% of scheduled Board approved events in a twelve-month period.

**Board Member Committee Requirements**

Board members must participate in planning and/or in person activities for 50% of scheduled Board approved events in a twelve-month period. Members of the public will be given an opportunity to speak and participate at these meetings and events.

**Non-Board Member Stakeholders**

Non-Board member Stakeholders are eligible to serve on all committees with the exception



of the executive committee, as follows:

- Non-Board member Stakeholders may not make up more than fifty percent (50%) of any WANC committee's voting membership;
- Non-Board member Stakeholders will be appointed to committee membership in the same manner as Board members are appointed;
- Non-Board committee members must be Stakeholders of WANC and provide proof.
- All committee members shall have equal voting rights.
- A Non-Board member Stakeholder may serve as a co-chair but not chair.

## Section 1: Standing Committees

Standing Committee meetings will be open to all Stakeholders. The WANC shall have committees including, but not limited to:

- Executive Committee:** The Agenda shall be set by the Executive Committee. The Executive Committee is composed of the President, Vice President, Secretary, Treasurer, and Parliamentarian. A quorum of three (3) members present will be sufficient to conduct business of the Executive Committee. The President or Vice president shall act as Executive Committee Secretary assembling and distributing the agenda for the Executive Committee's meeting. The Executive Committee may meet to add additional items as needed to finalize the agenda or as may be required in urgent situations. All matters will be decided by a majority vote of the Executive Committee members present. Any Executive Committee member may call an Executive Committee meeting.
- Youth/Education Committee:** Shall interface with youth stakeholders through LAUSD, the City of Los Angeles, businesses and developers on matters concerning the general welfare of the youth who reside in or use facilities located within WANC boundaries described in Article III.
- Finance Committee:** Shall oversee all projects and proposals and shall work with the individual and or committee in the execution of project or proposal.
- Outreach Committee:** Shall oversee and coordinate all outreach events and activities and shall be the main body to spearhead all outreach for the Council
- Rules Committee:** Shall oversee all proposed amendments to bylaws and standing rules.
- Public Safety Committee:** Shall address the various issues concerning public safety in the West Adams community.
- Land Use Committee:** Shall interface, address and advise Stakeholders, developers, the City of Los Angeles Planning Department and the Planning and Land Use Management Committee of the Los Angeles City Council.

## Section 2: Ad Hoc

An Ad Hoc Committee is a Committee created to fulfill a specific, clearly defined, short term mission that can be completed usually in less than one year. The President, or the President's designee, shall draft a short simple statement to the chair of the Ad Hoc

Committee explain its mission and estimated time frame, and provide the Ad Hoc Committee with information needed to convene meetings, post notices, etc., in compliance with any applicable provisions of the Brown Act.

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

Committees will be formally established upon a majority vote by the Board, at the first meeting following the elections. Establishment and disbandment of all committees shall be noted in the minutes by the Secretary.

Each Committee shall elect a Chairperson from among its members. Committees shall determine how they will conduct their business. They shall report on their activities in writing at each meeting of the WANC. With the exception of the Executive Committee, committees will be composed of four (4) board members, and three (3) stakeholders, whereas certified committee members can vote. Each committee can have up to three (3) alternate board members who may vote in the absence of the primary committee board members. Committees shall meet at least quarterly.

Committee meeting are subject to and shall be conducted in accordance with the dictates of the Brown Act. Minutes shall be taken at every Committee meeting. The Chairs shall keep a written record of Committee meetings and shall provide regular reports on Committee matters to the Board.

Changes to Committees. The Board may establish, disband or make changes as needed to any Standing Committees by amending these bylaws. Ad Hoc Committees may be changed by Board action. Any such action by the Board shall be noted in the Council meeting minutes.

Committee Appointment. Standing Committee members shall be nominated by the Executive Committee and approved by the Board, with Board Members given preference based on existing committee assignment and board member preference. Voting Stakeholders must also be approved by the Board and abide by DONE policy.

## **ARTICLE VIII MEETINGS**

### **Section 1: Meeting Time and Place**

The WANC Board meetings shall be held on the third Monday of each month with the exception of holidays then monthly meetings shall be moved to the fourth Monday. Meeting will be held at Vineyard Recreation Center 2942 Vineyard Ave Los Angeles, CA 90016. However, the location for meetings may change from time to time.

### **Section 2: Agenda Setting**

The Agenda shall be set by the Executive Committee. Agenda setting will take place during regular board meetings during "Agenda Setting" time just before adjournment.

Should items come up at any other time, communication may be sent to any board member who will then submit the item to the Executive Committee for consideration to be placed on the next General Board meeting's agenda. Any items not covered may roll over to the next meeting under "Old Business." If the Executive Committee fails to meet due to quorum failure the WANC Presiding Officer may set the Agenda.

### **Section 3: Notification / Posting**

All "meetings", as defined by the Ralph M. Brown Act shall be noticed and conducted in accordance with the Act. Notification of all meetings shall include, at a minimum posting at one (1) physical location that is accessible to the public twenty-four hours a day and seven days a week within the WANC boundaries, on its website and emailed out to Stakeholders. Regular and special meeting agendas shall also be emailed to the Department.

### **Section 4: Reconsideration**

Other rules for the conduct and decorum of the Board meetings, including a procedure for reconsidering agenda items, shall be established by Roberts Rules of Order.

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:

- A. Make a Motion for Reconsideration and, if approved,
- B. Hear the matter and take appropriate action. If the motion to reconsider an action is to be scheduled at the next 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 pass and the reconsideration be approved.
- C. 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 a motion for reconsideration is not made on the action that was taken, then a Board member on the prevailing side of action must submit a memorandum to the Secretary identifying the motion to be reconsidered and a brief description of the reason(s) for reconsideration at the next regular meeting. The aforesaid shall all comply with the Ralph M. Brown Act.

### **Special Meetings**

Any Executive Committee member or a majority of the Board shall be allowed to call a Special Council Meeting as needed. Special Meetings requested by the Board of Neighborhood Commissioners shall only require approval from the President or Vice President.

## **ARTICLE IX FINANCES**

- A. The Treasurer shall establish and oversee a system of bookkeeping and accounting for the Council that complies with Generally Accepted Accounting Principles, the Council Financial Accountability Guidelines and conforms to all applicable local, state, or federal laws. The Treasurer may request authorization from the other members of 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.
- B. The Council's financial statements, books and accounts shall be open for inspection and copying by any member of the public upon a written request to the Board. The Board shall establish fair and open procedures to permit inspection within a reasonable time. Any copying of financial records will be performed by an established copy service and the charge for such a service will be billed to the person or entity requesting the copies.
- C. The Board shall adhere to all rules and regulations promulgated by appropriate City officials regarding the Council's finances, where the term "appropriate City officials" means those officials and/or agencies of the City of Los Angeles who have authority over Neighborhood Councils.
- D. The Treasurer shall make a report to the Board on the Council's finances at every regular meeting of the Board.
- E. The Treasurer shall be responsible for preparing or coordinating the preparation of a financial statement for the Department annually. The Treasurer shall also coordinate and cooperate with the Department on establishing a process and/or a system by which the Council's finances and book of accounts can be reviewed by the Department pursuant to the Plan.
- F. The Council will not enter into any contracts or agreements except through the Department.
- G. Card Holders:
- The Treasurer shall be the first bank cardholder.
  - The 2<sup>nd</sup> Bank Cardholder will be appointed by the President and Approved by the full Board.
  - Emergency Bank Cardholder (as needed) will be appointed by the President and Approved by the full Board.

## **ARTICLE X ELECTIONS**

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

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 Board Seats and which Stakeholders may vote for the Board seats are noted in Attachment B.

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

All Stakeholders aged eighteen (18) and above shall be entitled to vote in the Council elections. 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 by providing acceptable documentation. Acceptable documentation will be listed in the Standing Rules.

### **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. No person may serve as a Member while simultaneously holding elected office in any government office jurisdiction not excluding the California State government, Los Angeles County government, or the Los Angeles City government.

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

Not applicable.

## **ARTICLE XI GRIEVANCE PROCEDURE**

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

Any grievance by a Stakeholder must be submitted in writing to the Board. The Board shall then refer the matter to an ad hoc grievance committee composed of five (5) Stakeholders who are selected by the Board Secretary from a list of Stakeholders who have previously expressed an interest in serving from time-to-time on such a grievance panel. The Secretary will coordinate a time and a place for the panel to meet with the person(s) submitting a grievance and to discuss ways in which the dispute may be resolved.

The Ad Hoc Grievance Committee shall prepare a written report to be forwarded to the Board outlining the recommendations for solving the grievance. The Board shall receive a

copy of the report and recommendations; however the matter shall not be discussed among the Board members until the next regular meeting of the Council pursuant to the Ralph M. Brown Act.

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 Board meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the Board's failure to comply with Board Rules or these Bylaws.

In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to a neutral third-party for further assistance and resolution.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

Robert's Rules of Order of parliamentary procedures is the main authority for all meetings. One exception to Robert's Rules of Order is that the Board takes official action by a majority vote of the Board members present and voting. Every member present must vote for or against each item; abstentions are not permitted. Rules and/or policies and procedures regarding the conduct of the Board meetings may be developed and adopted by majority vote of the Board members present and voting.

## **ARTICLE XIII AMENDING BYLAWS**

Amendments, challenges, additions or deletions to the WANC Bylaws may be proposed by the Board or any Stakeholder(s) during the public comment period of a regular meeting of the Board or during Rules committees meetings. A proposal to amend these bylaws, however, must then be formalized in writing by the Rules Committee and then logged with the Board Secretary or person responsible for preparing the agenda. The proposed amendment will be placed on the agenda for public discussion for the next regular meeting of the Board.

A recommendation for amendment or adjustment of these Bylaws must be made by a majority vote of the Board. Thereafter, a Bylaw Amendment Application shall be submitted to the Department for review and approval by the Department in accordance with the Plan.

## **ARTICLE XIV COMPLIANCE**

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

The Council, its representatives, and all Stakeholders will endeavor to conduct Council business in a professional and respectful manner. The Council is committed to developing a

system whereby pertinent information will be disseminated or made available to every stakeholder in this Council. The Council, its representatives, and all Stakeholders will refrain from violating Board Rules and shall abide by the Plan and all City, County, State, and/or federal laws that apply. Board members will abide by the Commission’s Neighborhood Council Board Member Code of Conduct Policy.

## **Section 2: Training**

Neighborhood Council Board members, whether elected, selected or appointed, are required to complete all mandatory training in order to vote on issues that come before the Board. Board members not completing mandatory training provided by the Department of Neighborhood Empowerment and Board of Neighborhood Commissioners within 45 days of election or selection will be considered derelict in their duties and their seat will be considered vacant with no other action required by the Board. All Board members are mandated by State Law (AB 1234) to take the ethics training. Board members must take this training every two (2) years thereafter. All Board members must take ethics, funding and Code of Conduct training prior to making motions and voting on funding related matters.

## **Section 3: Self Assessment**

The WANC shall sponsor an annual retreat at each fiscal year. The Board shall determine the theme of the retreat, which includes a self-assessment per the Plan.

## **Digital Accounts & Passwords**

As a neighborhood council, WANC utilizes a range of digital accounts across social media, text messaging, email services, websites, and other digital platforms to effectively engage with the West Adams community.

## **Digital Asset Governance**

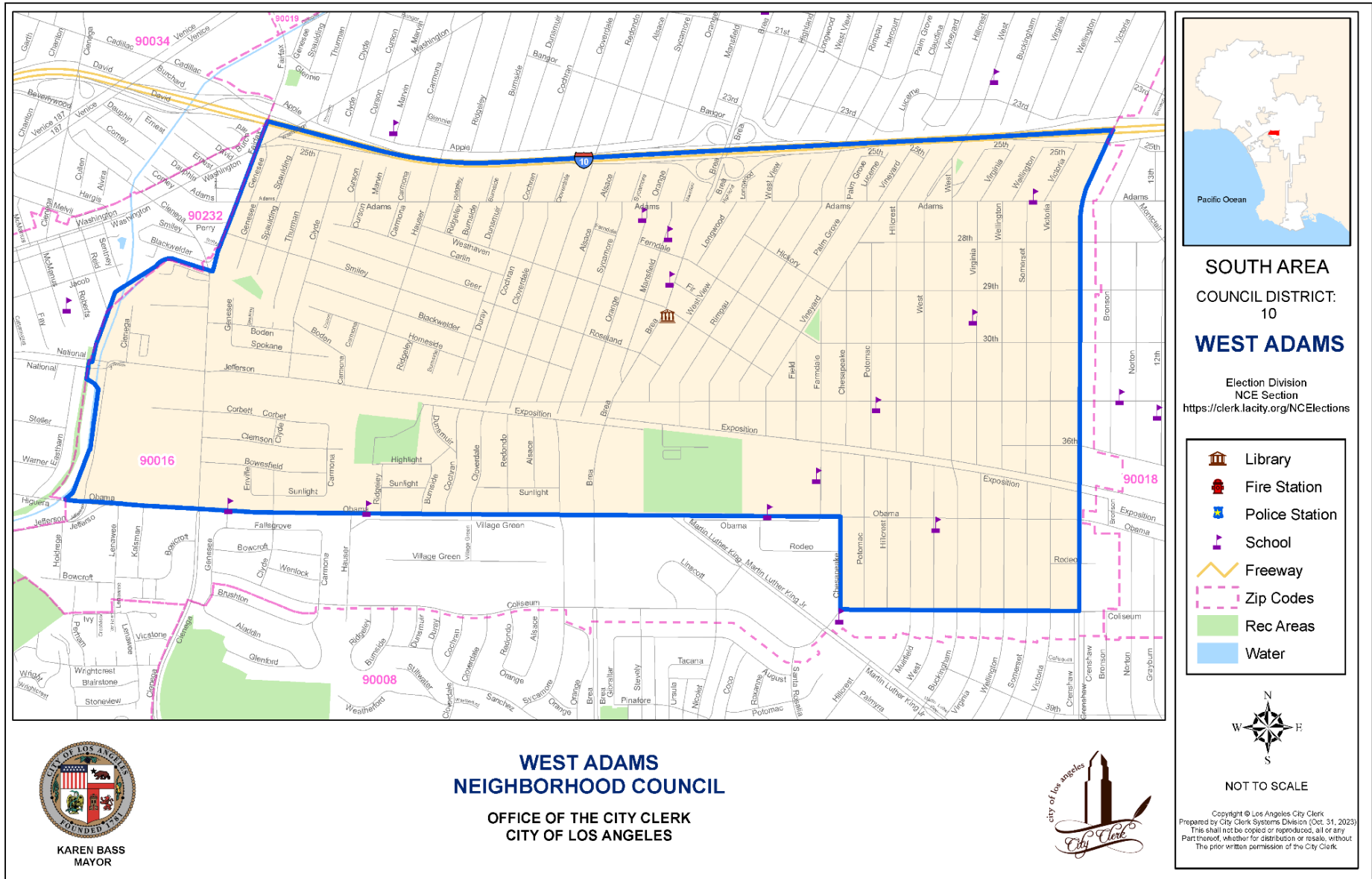
The following rules have been established to safeguard WANC's digital presence, with further details provided in the standing rules.

- A. All accounts created by board members or stakeholders for the purpose of West Adams Neighborhood Council (WANC) business are deemed property of the board.
- B. No such accounts should be created without prior approval from the Outreach Committee through official committee action.
- C. All new accounts created for WANC business must be reported to the WANC Treasurer, Outreach Chair, and Secretary via a Blind Carbon Copy (BCC) email.
- D. Upon turnover of a board member's position, all passwords associated with WANC accounts must be changed within 48 hours by the WANC Treasurer, Outreach Chair, or Secretary.
- E. In the event of resignation, removal, or any other departure from the board, board members agree to promptly surrender all administrative rights to their WANC accounts.
- F. WANC reserves the right to pursue legal action to recover any digital assets belonging to WANC in the possession of former board members or stakeholders.

- G. WANC authorizes the Outreach committee and its appointees to post on behalf of WANC to its social media channels, website, and email database. Authorized posters appointed by the outreach committee must be approved by the board in a regular board meeting.
- H. Under no circumstances are WANC digital account passwords to be shared with anyone except the authorized posters.
- I. No Political or Commercial Endorsements should be posted on any WANC Digital Accounts



# ATTACHMENT A – Map of West Adams Neighborhood Council



## ATTACHMENT B – Governing Board Structure and Voting

### West Adams Neighborhood Council – 15 Board Seats

BOARD POSITION	# OF SEAT	ELECTED OR APPOINTED	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE
At-Large Representatives Term: 4 Years	8	Elected	Any Stakeholder who is at least 18 years of age at the time of the election.	Stakeholder who is at least 16 years of age on the day of the election.
Community Interest & Engagement Representative Term: 4 Years	1	Elected	Stakeholder who is at least 18 years of age at the time of the election, who is a member of a community based organization or a faith-based group	Stakeholders 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, chambers of commerce, houses of worship or other faith-based organizations, educational institutions, or non-profit organization.
Business Representatives Term: 4 Years	2	Elected	Stakeholders who own a business, operate a business, own business property or multi-residential property and who are 18 years or older.	Stakeholders who live, work or own property or stakeholders who own a business, operate a business, own commercial property, multi-residential property and who are at least 16 years old at the time of the election
Youth Representative Term: 4 Years	1	Elected	Stakeholders who have attained at least fourteen (14) years of age but not more than seventeen (17) years of age at the time of the election to such seat. See Admin. Code § 22.814(c). This seat is exclusively reserved for a Stakeholder meeting such age requirements. Any vacancy created and filled by appointment may only be filled by a Stakeholder who meets such age requirements.	Stakeholder who is at least 16 years of age on the day of the election.

Educational Representative Term: 4 Years	1	Elected	A stakeholder who is a member of an educational institution (administration, faculty or student) area and who is 18 years or older.	Stakeholder who is at least 16 years of age on the day of the election.
Homeowner Representatives Term: 4 Years	2	Elected	Any stakeholder who owns residential property and lives within the WANC area and who is 18 years or older.	Stakeholder who is at least 16 years of age on the day of the election.