

# **DOWNTOWN LOS ANGELES NEIGHBORHOOD COUNCIL BYLAWS**

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## ARTICLE I NAME

The name of this Neighborhood Council shall be the Downtown Los Angeles Neighborhood Council. It may hereinafter be referred to as "DLANC."

## ARTICLE II PURPOSE

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

A. The **MISSION** of DLANC is:

1. To provide an inclusive and open forum for public discussion of issues of interest to DLANC, including City governance, the needs of DLANC, the delivery of City services to DLANC area, and other matters of a City wide nature;
2. To initiate and participate in projects for the physical, social and cultural improvement of DLANC area; and
3. To facilitate communication between the City and Community Stakeholders on issues of concern to the community and/or the Stakeholders.

B. The **POLICY** of DLANC is:

1. To respect the diversity, dignity, and expression of views of all individuals, groups, and organizations within the community and/or involved in DLANC;
2. To remain non-partisan with respect to political party affiliation and candidates.
3. To utilize the Early Notification System (ENS) to inform DLANC and Community Stakeholders of matters involving the City and our community in a way that is tailored to provide opportunities for involvement in the decision-making process;
4. To encourage all Stakeholders to participate in activities of DLANC;
5. 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, income, homeowner/renter status, or political affiliation; and
6. To have fair, open, and transparent procedures for the conduct of all DLANC business.
7. The DLANC shall strive to unify and serve the interests of the Downtown community by:
  - a. Creating an organization that truly represents the diversity of people and interests of Downtown;

- b. Developing an organization that interacts with the Downtown community and adjacent Neighborhood Councils by becoming a conduit for communication and by listening to and informing all who have interests in Downtown;
- c. Representing community interests in dealings with the City of Los Angeles and other government jurisdictions;
- d. Monitoring and communicating with City employees and departments that serve Downtown;
- e. Utilizing all city, county, state, and federal mandates to enhance the quality of life Downtown;
- f. Consulting with City officials regarding development plans Downtown; and
- g. Encouraging activities that highlight public safety, neighborhood beautification, residential and economic development, and historic preservation and renovation.

### **ARTICLE III BOUNDARIES**

DLANC covers a geographic area described below.

**Section 1: Boundary Description** - The boundaries are contiguous with the boundaries of adjacent Neighborhood Councils and include those areas of the City within the following lines of demarcation:

**Northern Boundary** - Start at Beaudry Ave and the 101 Freeway

- East on the 101 Freeway to Los Angeles St.
- South on Los Angeles St. to 3rd St.
- East on 3rd St. to San Pedro St.
- South on San Pedro St. to Boyd St.
- East on Boyd St. to Omar St.
- South on Omar St. to 4th St.

**Eastern Boundary**

- East on 4th St. to Alameda St.
- South on Alameda St. to 7th St.
- East on 7th St. to the Los Angeles River
- South on the Los Angeles River to the city limits of Vernon

**Southern Boundary**

- West along the city limits of Vernon to Alameda St.
- North on Alameda St. to Washington Blvd.
- West on Washington Blvd. to Grand Ave.
- South on Grand Ave. to 23rd St.
- West on 23rd St. to the 110 Freeway.

**Western Boundary**

- North on the 110 Freeway to 8th St.
- West on 8th St. to Bixel St.
- North on Bixel St. to 7th St.
- West on 7th St. to Witmer St.
- North on Witmer St. to 6th St.

- East on 6th St. to Bixel St.
- North on Bixel St. to 3rd St.
- West on 3rd St. to Lucas Ave.
- North on Lucas Ave. to Emerald St.
- East on Emerald St. to 2nd St. to include the shared property of Miguel Contreras Learning Complex
- West on 2nd St. to Edgeware Rd.
- North on Edgeware Rd. to 1st St.
- East on 1st St. to Beaudry Ave.
- North on Beaudry Ave. to the 101 Freeway

The Downtown Los Angeles Neighborhood Council and the Westlake North Neighborhood Council share the Miguel Contreras Learning Complex.

The boundaries of DLANC are set forth in Attachment A - Map of Downtown Los Angeles Neighborhood Council.

## **Section 2: Internal Boundaries**

### **District 1 - Start at Beaudry Ave and the 101 Freeway**

- East on the 101 Freeway to Los Angeles St.
- West on 2nd St. to Hill St.
- South on Hill St. to 4th St.
- West on 4th St. to Olive St.
- South on Olive St. to 7th St.
- West on 7th St. to Witmer St.
- North on Witmer St. to 6th St.
- East on 6th St. to Bixel St.
- North on Bixel St. to 3rd St.
- West on 3rd St. to Lucas Ave.
- North on Lucas Ave. to Emerald St.; Emerald St. to 2nd St. to include the shared property of Miguel Contreras Learning Complex
- West on 2nd St. to Edgeware Rd.
- North on Edgeware Rd. to 1st St.
- East on 1st St. to Beaudry Ave.
- North on Beaudry Ave. to the 101 Freeway

### **District 2 - Bixel St. at 8th St.**

- East on 7th St. to Olive St.
- South on Olive St. to 11th St.
- East on 11th St. to Broadway
- South on Broadway to Washington Blvd.
- West on Washington Blvd. to Grand Ave.
- South on Grand Ave. to 23rd St.
- East on 23rd St. to the 110 Freeway
- North on the 110 Freeway to 8th St.
- West on 8th St. to Bixel St.
- North on Bixel St. to 8th St.

**District 3 - Hill St. and 2nd St.**

- East on 2nd St. to Los Angeles St.
- South on Los Angeles St. to 7th St.
- West on 7th St. to Main St.
- South on Main St. to Olympic Blvd.
- West on Olympic Blvd. to Broadway
- South on Broadway to 11th St.
- West on 11th St. to Olive St.
- North on Olive St. to 7th St.

**District 4 - Los Angeles St. and 3rd St.**

- East on 3rd St. to San Pedro St.
- South on San Pedro St. to Boyd St.
- East on Boyd St. to Omar St.
- South on Omar St. to 4th St.
- East on 4th St. to Alameda St.
- South on Alameda St. to 7th St.
- West on 7th St. to Central Ave.
- South on Central Ave. to 8th St.
- West on 8th St. to Gladys Ave.
- Gladys Ave. to Agatha St.
- West on Agatha St. to San Pedro St.
- North on San Pedro St. to 7th St.
- 7th St. to Los Angeles St.
- Los Angeles St. to 3rd St.

**District 5 - Main St. and 7th St.**

- East on 7th St. to San Pedro St.
- South on San Pedro St. to Agatha St.
- East on Agatha St. to Gladys Ave.
- South on Gladys Ave. to 8th St.
- East on 8th St. to Central Ave.
- North on Central Ave. to 7th St.
- East on 7th St. to the Los Angeles River
- South on the Los Angeles River to the city limits of Vernon
- West along the city limits of Vernon to Alameda St.
- North on Alameda St. to Washington Blvd.
- West on Washington Blvd. to Broadway
- North on Broadway to Olympic Blvd.
- East on Olympic Blvd. to Main St.
- North on Main St. to 7th St.

**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 (“the Board”) shall be the Governing Body of DLANC within the meaning of that term as set forth in the Plan for a Citywide System of Neighborhood Councils (“the Plan”). Directors (“the Directors”) are the elected or selected members of the Board.

**Section 1: Composition** – The Board shall consist of twenty-four (24) Stakeholders elected, selected or appointed by the Board and/or Stakeholders. No single Stakeholder group shall hold a majority of Board seats unless extenuating circumstances exist and are approved by the Department of Neighborhood Empowerment (“Department”). The composition of the Board shall be as follows:

- A. **Resident Stakeholder Board Members** – Open to Stakeholders eighteen (18) years of age or older who live (own or rent) within the DLANC boundaries. Eleven (11) Directors shall represent Residents. Residents are tenants or homeowners who occupy their own dwellings (36%). Resident Directors shall include one (1) Director elected by residents in each of the following geographic or community areas as follows:
  - 1. Civic Center/Financial District (1 Director)
  - 2. Central City East (2 Directors)
  - 3. Fashion District (1 Director)
  - 4. Historic Core (3 Directors)
  - 5. South Park (3 Directors)
  - 6. Area-Wide Homeless (1 Director)
  
- B. **Business Stakeholder Board Members** – Open to Stakeholders eighteen(18) years of age or older who work or own a business or business property within the DLANC boundaries. Eight (8) Directors shall represent Business Interests (34%); Business Interests are those interests whose members are engaged in for-profit activity, commercial activity, business associations, or business improvement



districts within the DLANC geographic area. Business Directors shall include Directors elected by business members in each of the identified geographic areas, as follows:

1. Civic Center/Financial District (1 Director)
2. Central City East (2 Directors)
3. Fashion District (1 Director)
4. Historic Core (2 Directors)
5. South Park (2 Directors)

- C. **Social Service Providers** – Open to Stakeholders who are at least eighteen (18) years of age. Two (2) Directors shall represent Social Service Providers elected area-wide from entities including but not limited to mission-type organizations, faith-based organizations that provide social services, nonprofit affordable housing development and management organizations, nonprofit educational and employment training organizations, social service advocacy groups, nonprofit hospital and other health care providers, social service counseling organizations, and life enrichment organizations such as senior service centers (11%).
- D. **Area Wide Stakeholder Board Members** - Open to Stakeholders who are at eighteen (18 years of age and live, work or own property within the DLANC boundaries (9%). Two (2) Area-Wide Directors shall represent any person who lives, works or owns property within the DLANC boundaries.
- E. **At-Large Stakeholder Board Member** – Open to Stakeholders at least eighteen (18) years of age. At-Large 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 (5%). The At-Large Director shall be elected by anyone who holds any Stakeholdership in Downtown.

**Alternate Board Directors** -- Each Director shall have the ability to appoint their alternate with approval by the Board. The Alternate will have voting authority when the Director is absent from board. It is the responsibility of each Director to inform his or her Alternate in advance if the Alternate needs to attend any meeting. Alternates are required to meet eligibility requirements for that Director's seat. Upon the resignation of a Director, their seat shall be deemed vacant and their Alternate's status shall be invalidated.

**Section 2: Quorum** – Thirteen (13) Directors shall constitute a quorum.

**Section 3: Official Actions** - A simple majority vote by the Directors 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 treated as a non-vote.

**Section 4: Terms and Term Limits** - Directors shall serve a term of two (2) years or until the next General Election. There are no term limits.

**Section 5: Duties and Powers** - The primary duties of the Board shall be to govern DLANC and to carry out its objectives.

- A. **Speaking for the Board** –No individual Director of the Board shall speak for the Board or otherwise publicly represent an unwritten or un-voted upon Board position unless authorized to do so by the President or by official action of the Board. This rule shall only apply when the Director is speaking publicly and has made it known or it is known of his/her position on DLANC.
  - 1. **Official Action** – The President may, delegate to any individual the authority to present before any public body a standing Board position that has been previously adopted or a statement that DLANC has had insufficient time to develop a position or recommendation on a matter before that body. Such authority may be revoked at any time.
  - 2. **Personal Opinion Exemption** – Upon discussing opinion on a topic that has not been voted upon or adopted by the DLANC Board, THEN the Board Member has a duty to make clear and clarify that this is their opinion and is NOT the opinion of the DLANC Board.

This rule is not designed or intended to limit Board Directors’ Outreach to the public and their constituents. The intention is to clarify that when Directors are speaking in a public forum on matters within the jurisdiction of DLANC that they state clearly that they are speaking to their personal opinion or to “factual” statements or statement within the public record.

**Section 6: Vacancies** – Vacancies on the Board shall be filled using the following procedure:

- A. Vacant Board seats shall be announced at the next regularly scheduled Board meeting.
- B. Any Stakeholder interested in filling a vacancy on the Board shall submit a written application to the Secretary and the Vice-President of Administration.
- C. The Vice-President of Administration shall cause the matter to be placed on the agenda for the next regular meeting of the Board.
- D. The Board shall vote on the application at the meeting. If multiple applications for a seat have been submitted, the candidate with the most votes wins.
- E. The candidate who wins shall fill the remaining term of the Board seat.
- F. In no event shall a vacant seat be filled where a general election is scheduled to occur within sixty (60) days of the date that a written application is presented to the Board.

- G. Any time a designated seat remains unfilled for sixty (60) days after the vacancy is announced at a Board meeting it shall automatically become an at-large seat until the next General Election at which point it shall revert back to the original designation as defined in these bylaws.

**Section 7: Absences** - Any Board Member who misses three (3) consecutive regularly scheduled DLANC Board meetings or four (4) total Board meetings during any twelve (12) month period will be automatically removed from the Board. Each DLANC Director's absence shall be recorded in the DLANC's meeting minutes or other manner of Board record keeping, and that, upon missing the specified number of Board meetings for removal, the President shall notify the Board Director, copy the Board, and announce at the next regular Board meeting that their seat has been declared vacant. If a Director's Alternate attends in the Director's absence, this will NOT count towards an absence for the purposes of this section. Any regular meeting of DLANC's Board, scheduled and noticed as per the Brown Act, shall constitute a meeting for the purpose of determining Director attendance.

**Section 8: Censure -**

The purpose of the censure process is to place a Board member on notice of misconduct and to provide the Board member with an opportunity to correct the misconduct. The Neighborhood Council ("Neighborhood Council") may censure any Board member at a regular or special meeting open to the public following a good-faith determination by the Neighborhood Council Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. Grounds for censure include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board's bylaws or rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal process by acting in bad faith.

The Board shall use the following procedure when censuring a Board member:

1. A motion to censure a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed censure including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., "for alleged violations of the Code of Conduct" but shall contain factual statements that describe conduct only and is not intended to embarrass or humiliate the board member.
2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall include the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed censure motion.
3. The Board member subject to censure shall be given a minimum of thirty (30) days prior-written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which the motion to censure will be considered. The

notice shall provide the specific facts and grounds for the proposed censure as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to the meeting at which the motion to censure will be considered.

4. The Board member subject to censure shall be given a reasonable opportunity to be heard at the meeting, either orally or in writing, prior to the Board's vote on a motion of censure.

5. The Board shall decide by a majority vote of those present and voting whether or not the Board member should be censured. The Board member who is the subject of the censure motion shall not be counted as part of the majority present and voting and shall not be allowed to vote. For the purpose of censure motions, abstentions shall not be counted as votes.

6. In no event shall a motion to censure a board member be heard by the Neighborhood Council within sixty (60) days of the next scheduled Board election or selection.

**Section 9: Removal of Governing Board Members** – 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 Director may resign from DLANC by submitting a written resignation to the Secretary, Vice President of Administration, and the President, and the position shall then be deemed vacant. Any Director of the Board who ceases to be a Stakeholder is required to submit his or her resignation. A Director may not retract a written resignation once it has been submitted unless the retraction occurs before the effective date of resignation provided in the notice.

**Section 11: Community Outreach** – DLANC shall direct that a system of outreach be instituted to inform Stakeholders as to the existence and activities of DLANC, including its Board elections, to find future leaders of DLANC, and to encourage all Stakeholders to seek leadership positions within DLANC.

- A. DLANC shall have a standing Outreach Committee, which will report its activities and recommendations to the Board at regular DLANC meetings.
- B. DLANC shall maintain a web site presence to disseminate information to DLANC Stakeholders and others interested in DLANC.
- C. In addition, the Board shall create, or shall cause to be created, a marketing plan to solicit participation from Stakeholders. The plan may include, for example, the creation of flyers, postcards, pamphlets and other related materials. It may also include e-mail blasts to various organizations including a regularly scheduled e-blast to local government officials and to the Chamber of Commerce, Neighborhood Watch, Home Owners' Association and other local organizations as determined by the Board.
- D. Outreach also should be undertaken at public events and shall be coordinated with other Neighborhood Councils when appropriate.

## **ARTICLE VI OFFICERS**

**Section 1: Officers of the Board** – The Board shall select the officers of the Board from among its Directors. Officers may be selected from any category of Stakeholdership. The officers of the Board ("Officers") shall include the following positions, which all together comprise the Executive Committee: President, Vice President of Administration, Vice President of Outreach and Communications, Secretary, and Treasurer.

**Section 2: Duties and Powers** – The duties of the Officers are as follows:

- A. **The President** – shall act as the chief executive of DLANC and shall preside at all DLANC Board meetings and Executive Committee meetings, represent the interests of DLANC before the City Council and City departments, boards, and commissions, or delegate such representation as warranted; serve as spokesperson for DLANC in the press and before the public or delegate such a function as warranted. The President shall be an ex-officio member of all DLANC committees.
  
- B. **The Vice President**
  - 1. **Vice President of Administration** – shall serve as President in the absence of the President; be responsible for the operational and logistical needs of the Board; and Chair the Rules and Selections Committee. The Vice President of Administration shall also maintain oversight of all DLANC Committees.
  
  - 2. **Vice President of Outreach and Communications** - shall prepare and release media statements (after approval by the President); oversee DLANC's web site and be responsible for maintaining and updating the stakeholder database and ensuring its confidentiality; routinely inform the public of DLANC's activities; actively solicit interest and participation in DLANC's activities; and Chair the Outreach Committee.
  
- C. **The Secretary** – shall be responsible for keeping a record of all proceedings, correspondence, documents and Board meeting attendance; shall be responsible for keeping and posting minutes of all Board and Executive Committee meetings; and shall maintain a current roster of Directors and Alternates. The Secretary shall also be the Officer of Service for grievances and California Public Records Act Requests, maintaining a roster and report and reconcile it with Empower LA roster. If the board hires a minute taker, the secretary is responsible for coordinating with the note taker and assuring that minutes are properly prepared.
  
- D. **The Treasurer** – shall Chair the Budget & Finance Committee. The Treasurer shall oversee the finances of DLANC to assure total compliance with all Department of Neighborhood Empowerment and Los Angeles City requirements and in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board. The Treasurer shall provide at each meeting of the Board and at such other times as the Board may request a written account of the finances of DLANC (MERS) for Board approval. The Treasurer will also report the details of the budget versus actual expenditures for the fiscal year.

**Section 3: Selection of Officers** - Officer Positions shall be filled at the first official Board meeting following a General election.

Removal of Officers - A petition to remove a member from their position as an Officer must be initiated by a minimum three (3) Board Directors in writing 14 days prior to a meeting and

delivered to the President, Vice President of Administration, Secretary, and the Department representative. If such a petition is timely delivered, the item shall be placed on the agenda of the next regular or special Board meeting. Officer positions may be revoked by two-thirds (2/3) vote of Board members present and voting at a regular or special Board meeting. Abstentions shall be treated as a “No” vote against removal. If the Officer is removed, the Officer position shall be filled at the next scheduled Board meeting.

**Section 4: Officer Terms** - The Officers shall serve at the pleasure of the Board and their terms shall correspond with the term of the Board. There shall be no term limits for DLANC officers.

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

**Section 1: Standing Committees** – The Standing Committees of DLANC are: The Executive Committee, the Budget and Finance Committee, the Outreach and Communications Committee, the Planning and Land Use Committee, the Rules and Selection Committee, the Livability Committee, the Government Liaison Committee and the Urban Issues and Resource Committee. The DLANC Board may also create additional Standing committees by amending these Bylaws. All Standing Committees shall be Chaired by a DLANC Director and shall consist of at least two (2) Directors including the Chair. Unless otherwise stated in these bylaws, Committees must consist of at least three (3) members. It is the responsibility of each Standing Committee to:

1. Monitor the proposed actions of the City Council or committees, and the proposed actions, programs, projects, and performance of the City departments, boards, and commissions for which each Standing Committee has subject matter jurisdiction;
  2. Invite City officials and others to Committee meetings and hear presentations on topics germane to the subject matter jurisdiction of the Committee;
  3. Consider recommending to the Board on a regular basis positions on proposed actions of the City Council and proposed actions, programs, projects, and performance of City departments;
  4. With the approval of the Board, undertake special projects and programs to achieve desired City actions, civic improvements, or other matters relating to its subject matter jurisdiction.
  5. Unless otherwise stated in these bylaws, all Standing Committees shall meet at least every other month with no less than five (5) meetings per year.
- A. **Executive Committee** – The Executive Committee consists of the President as Chair, the Vice President for Administration, the Vice President of Outreach and Communications, the Treasurer, and the Secretary. The Executive Committee shall nominate Standing Committee chairs and approve items for the agenda for the Board of Directors meeting. The Executive Committee shall have oversight of



operational and administrative items pertaining to the Neighborhood Council. The Executive Committee shall approve the Mission Statement for all newly proposed Ad Hoc Committees.

- B. **Budget and Finance Committee** – Chaired by the Treasurer, the Budget and Finance Committee shall create the annual budget and monthly financial statements for Board approval.
- C. **Rules and Selections Committee** – Chaired by the Vice President of Administration. The Rules and Selections Committee shall review and recommend proposed amendments to these Bylaws and Standing Rules and oversee the selection process to fill vacancies on the Board of Directors. This committee shall meet as needed.
- D. **Outreach and Communications Committee** – Chaired by the Vice President of Outreach and Communication. The Outreach Committee is responsible for organizing DLANC Town Halls and promoting all DLANC meetings and events. This committee shall administer all DLANC social media.

**Planning and Land Use Committee** – Chaired by Board Director as nominated by the Executive Committee and selected by the Board. The Committee shall consist of eleven (11) members, no more than seven (7) and no less than four (4) of which shall be DLANC Board members. The committee members shall be selected by each new Board within sixty (60) days of being seated.

- E. **Livability Committee** – Chaired by Board Director as nominated by the Executive Committee and selected by the Board. The Livability Committee hears issues related to open space, recreation, transportation, mobility, sustainability and other topics related to giving downtown a rich, livable environment for DLANC stakeholders.
- F. **Foreign and Domestic Affairs Committee**– Chaired by Board Director as nominated by the Executive Committee and selected by the Board. The Foreign and Domestic Affairs Committee is responsible for monitoring city, county, state, federal, or international issues and motions coming before the City Council and other City Departments and bringing them before the DLANC Board and/or committees.
- G. **Urban Issues and Resources Committee** – Chaired by Board Director as nominated by the Executive Committee and selected by the Board. The Urban Issues and Resources Committee works with issues related to the Central City East area, also known as “Skid Row”. Issues would include, but not be limited to, housing, health, safety, and economic development.

**Section 2: Ad Hoc Committees** – The Board may create Ad Hoc Committees as needed to deal with temporary issues. Proposed Ad Hoc committees shall submit a brief Mission Statement which needs to be approved by the Executive Committee prior to being placed on the Board agenda. The term shall be specified upon the creation of the committee, but shall

not exceed one (1) year or until the seating of a newly elected Board, whichever occurs first. Upon the seating of a new DLANC Board, any existing Ad Hoc committees shall be terminated and may apply for renewal. Chairs of Ad Hoc Committees shall be selected by the Board President at any regular Board meeting. Any Ad Hoc Committee not meeting for four (4) consecutive months shall be automatically terminated.

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

- A. Committee Authority** – Committees shall only make recommendations. All committee recommendations shall be brought back to the full Board for discussion and action.
- B. Committee Structure** – Unless otherwise defined in by-laws all committees shall have at least (3) members of which at least (2) are Board members and may include interested Stakeholders.
- C. Committee Appointment** – All Committee Chairs shall be appointed by the by the Board..
- D. Committee Meetings** – All Committee meetings are subject to and shall be conducted in accordance with the dictates of the Brown Act. Minutes shall be taken at every Committee meeting and post it on the DLANC website.
- E. Removal of Committee Members** – Committee members may be removed in the same manner in which they were appointed.

## **ARTICLE VIII MEETINGS**

All meetings, as defined by the Ralph M. Brown Act (*California Government Code Section 54950.5 et seq.*), shall be noticed and conducted in accordance with the Act, the Neighborhood Council Agenda Posting Policy, and all other applicable laws and governmental policy .

**Section 1: Meeting Time and Place** – All meetings shall be held within DLANC boundaries at a location, date and time set by the Board. A calendar of regular meetings shall be established by the Board at its first regular meeting of each calendar year.

- A. Regular Meetings** – Regular DLANC meetings shall be held at least once per quarter and may be held more frequently as determined by the Board. Prior to any action by the Board, there shall be a period of public comment.
- B. Special Meetings** – A Special Meeting of the Directors for any lawful purpose may be called at any time by the Board, by the President, or by a petition signed by one

hundred (100) or more Stakeholders. A meeting called by petition shall be dated at least fifteen (15) days but no more than thirty (30) days after receipt of the petition by the Board.

**Section 2: Agenda Setting** – The Executive Committee shall approve the draft agenda set by the President for each DLANC meeting at its monthly meeting prior to the next general DLANC Board meeting. During the seven (7) days prior to the DLANC Board meeting, excluding the seventy-two (72) hour period just prior to the DLANC Board Meeting, the President or his/her Executive Committee Member appointee, may set or amend/change the agenda and submit it prior to posting. Any such agenda items or changes shall be specially noted on the published agenda.

AND:

Any Stakeholder may make a proposal for action by DLANC by submitting a written request to the Secretary. The Secretary shall promptly refer the proposal to the appropriate Committee, or at the next regular DLANC meeting, the Board shall either consider the proposal or create an Ad Hoc Committee to consider the proposal. DLANC is required to consider the proposal at a Committee or Board meeting, but is not required to take further action on the proposal.

**Section 3: Notifications/Postings** – Meeting notices shall be posted in compliance with the Ralph M. Brown Act and with the Neighborhood Council Posting Policy. An updated listing of DLANC's physical posting location/s shall be kept on file with the Board and the Department.

**Section 4: Reconsideration** – The Board may reconsider or amend its actions through the following Motion for Reconsideration process:

- A. Before the Board reconsiders any matter, the Board must approve a Motion for Reconsideration. The Motion for Reconsideration must be approved by 2/3 vote of the board members present and voting, not including abstention. After determining that an action should be reconsidered, the Board has the authority to re-hear, continue, or take action on the item that is the subject of reconsideration within any limitations that are stated in the Motion for Reconsideration.
- B. The Motion for Reconsideration must be brought, and the Board's approval of a Motion for Reconsideration must occur, either during the same meeting where the Board initially acted or during the Board's next regularly scheduled meeting that follows the meeting where the action subject to reconsideration occurred. DLANC may also convene a special meeting within these specified time frames to address a Motion for Reconsideration.
- C. A Motion for Reconsideration may be proposed only by a Director of the Board that previously voted on the prevailing side of the original action that was taken by the Board (the "Moving Director").
- D. The Moving Director may make the Motion for Reconsideration orally during the same meeting where the action that is the subject of reconsideration occurred, or by properly placing the Motion for Reconsideration on the agenda of a meeting that occurs within the allowed specified periods of time as stated above.

- E. In order to properly place the Motion for Reconsideration on the agenda of the subsequent meeting, the Moving Director shall submit a memorandum to the Secretary at least two (2) days in advance of the deadline for posting notices for the meeting. The memorandum must briefly state the reason(s) for requesting the reconsideration, and provide the Secretary with an adequate description of the matter(s) to be re-heard and the proposed action that may be adopted by the Board if the Motion for Reconsideration is approved.
- F. A Motion for Reconsideration that is properly brought before the Board may be seconded by any Director of the Board.
- G. This reconsideration process shall be conducted at all times in accordance with the Brown Act.

## **ARTICLE IX FINANCES**

- A. The Board shall review its fiscal budget and make adjustments as needed to comply with City laws and City administrative rules, and to keep in compliance with Generally Accepted Accounting Principles and the City's mandate for the use of standardized budget and minimum finding allocation requirements.
- B. The Board shall adhere to all rules and regulations promulgated by appropriate City officials regarding DLANC's finances, where the term "appropriate City officials" means those officials and/or agencies of the City of Los Angeles who have authority over Neighborhood Councils.
- C. All financial accounts and records shall be available for public inspection and posted on DLANC website, if available.
- D. Each month, the Treasurer shall provide to the Board detailed reports of DLANC's accounts.
- E. At least once each quarter, the President and at least one (1) other individual other than the Treasurer, who is designated by the Board, shall examine DLANC's accounts and attest to their accuracy before submitting the documentation to the Department for further review.
- F. DLANC will not enter into any contracts or agreements except through the Department. No dues, fees, or assessments shall be required for membership in the DLANC.

## **ARTICLE X ELECTIONS**

**Section 1: Administration of Election** – DLANC'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** – 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.

**Section 5: Restrictions on Candidates Running for Multiple Seats** – A candidate shall declare their candidacy for no more than one (1) position on DLANC Board during a single election cycle.

**Section 6: Other Election Related Language** – Any additional language shall be put forth in the Standing Rules.

## **ARTICLE XI GRIEVANCE PROCESS**

A. Any grievance by a Stakeholder must be submitted in writing to the Board who shall cause the matter to be placed on the agenda for the next regular DLANC meeting.

B. At that meeting, the Board shall refer the matter to an Ad Hoc Grievance Panel comprised of three (3) Stakeholders randomly selected by the Board from a list of Stakeholders who have expressed an interest in serving from time-to-time on such a panel.

C. Within two (2) weeks of the panel's selection, the Board shall coordinate a time and place for the panel to meet with the person(s) submitting a grievance to discuss ways in which the dispute may be resolved.

D. Within two (2) weeks following such meeting, a member of the panel shall prepare a written report to be forwarded by the Secretary to the Board outlining the panel's collective recommendations for resolving the grievance. The Board may receive a copy of the panel's report and recommendations prior to a Board meeting, but, in accordance with the Brown Act, the matter shall not be discussed among the Directors until it is heard publicly at the next regular DLANC meeting.

E. This grievance process is intended to address matters involving procedural disputes, such as the Board's failure to comply with Board Rules or these Bylaws. It is not intended to apply to Stakeholders who merely disagree with a position or action taken by the Board at one of its meetings, which grievances may be aired publicly at DLANC meetings. The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances.

F. Directors are not permitted to file a grievance against another Director or against DLANC.

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

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

DLANC shall use the Robert's Rules of Order when conducting DLANC meetings. Additional rules and/or policies and procedures regarding the conduct of the Board and/or DLANC meetings may be developed and adopted by the Board and set forth in the DLANC Standing Rules. The President shall have the authority to appoint an impartial parliamentarian.

## **ARTICLE XIII AMENDMENTS**

A. Any Director may propose an amendment to these Bylaws by requesting that the Secretary place the item on the agenda.

B. Any Stakeholder may propose an amendment to these Bylaws during the public comment period of a regular DLANC meeting.

C. Any proposal to amend the Bylaws shall be formalized in writing and noticed on the agenda for public discussion and Board vote at the next regular DLANC meeting.

D. An amendment to these bylaws requires approval by two-thirds (2/3) of the Directors present and voting at a duly noticed general or special meeting. All changes shall then be forwarded to the Department for review and approval.

E. Amendments shall not be valid, final or effective until approved by the Department. Once approved, any changes in the Bylaws shall become effective immediately. Those affecting board structure shall not take effect until the next scheduled election.

## **ARTICLE XIV COMPLIANCE**

DLANC, its representatives, and all Community Stakeholders shall comply with these Bylaws and with any additional Standing Rules or Procedures as may be adopted by the Board as well as all local, county, state and federal laws, including, without limitation, the Plan, the City Code of Conduct, the City Governmental Ethics Ordinance (*Los Angeles Municipal Code Section 49.5.1*), the Brown Act (*California Government Code Section 54950.5 et seq.*), the Public Records Act, the American Disabilities Act, and all laws and governmental policies pertaining to Conflicts of Interest.

**Section 1: Code of Civility** – DLANC, its representatives, and all Community Stakeholders shall conduct all DLANC business in a civil, professional and respectful manner. In addition, Board Directors will sign and abide by the Commission's Neighborhood Council Board Member Code of Conduct Policy.

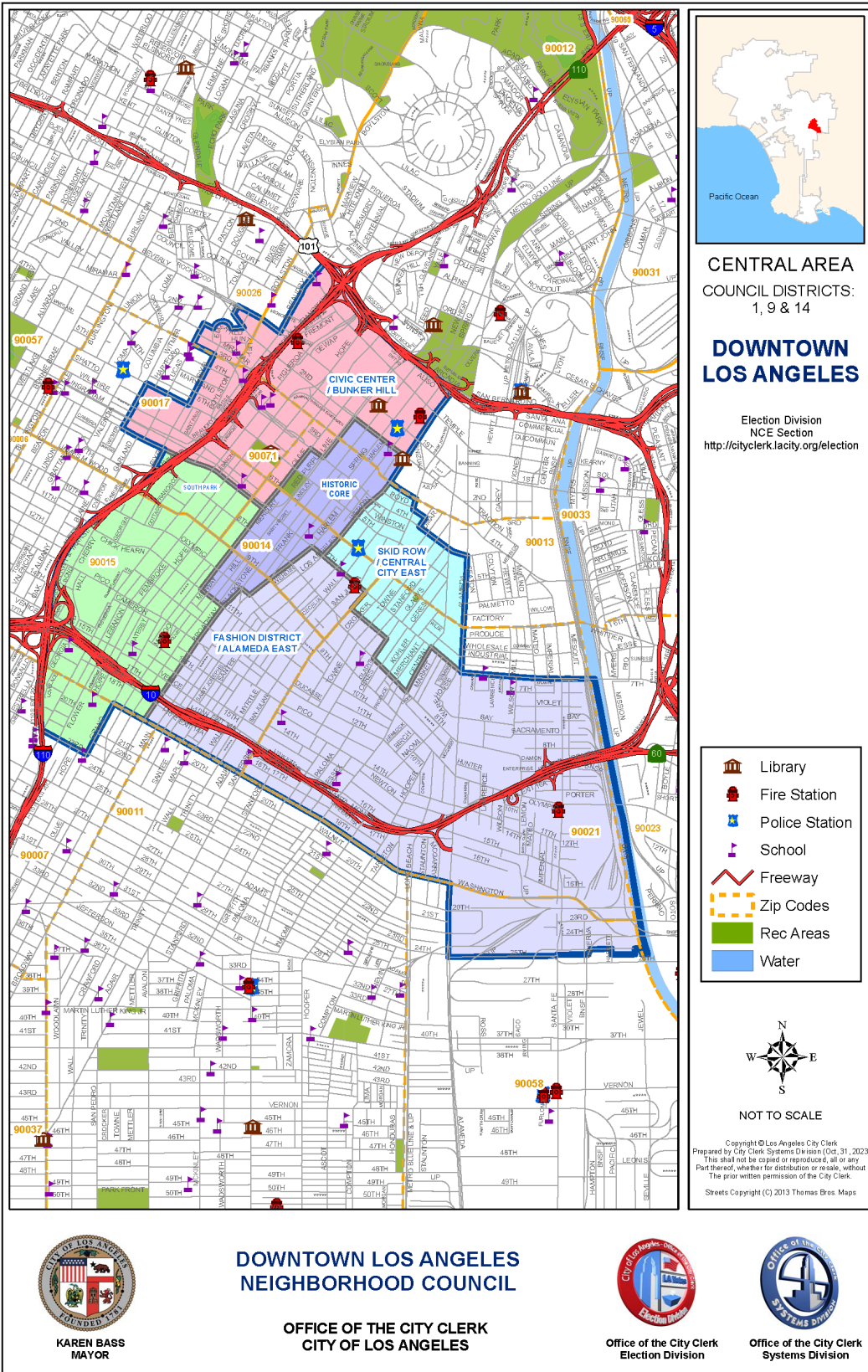
**Section 2: Training** – Neighborhood Council Board Members, whether elected, selected or appointed, are required to complete all mandatory trainings in order to vote on issues that come before the Council. Trainings available to Board Members are created to ensure success during their period of service. All Board Members shall complete mandatory trainings as

prescribed by the City Council, the Commission, the Office of the City Clerk, Funding Division, and the Department.

Board members not completing mandatory trainings provided by the City within 45 days of being seated or after expiration of the training, shall lose their Council voting rights on all items before the board.

**Section 3: Self-Assessment** – Every year, DLANC shall conduct a self-assessment pursuant to Article VI, Section 1 of the Plan.

# ATTACHMENT A – Downtown Los Angeles Neighborhood Council Map





## ATTACHMENT B – Governing Board Structure and Voting

### Downtown Los Angeles Neighborhood Council – 24 Board Seats

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Civic Center / Financial District Resident Term: 2 Years	1	Elected	Resident (tenant or homeowner) who is at least 18 years of age and who occupies his/her dwelling within the Civic Center / Financial District area within the DLANC boundaries	Stakeholder who are at 16 years of age and live, work or own property within the Civic Center / Financial District area within the DLANC boundaries. (requires documentation)
Civic Center / Financial District Business Term: 2 Years	1	Elected	Business owner or employee of a business who is at least 18 years of age and whose physical address is located with the Civic Center / Financial District area.	Stakeholder who are at 16 years of age and live, work or own property within the Civic Center / Financial District area within the DLANC boundaries. (requires documentation)
Center City East Resident Term: 2 Years	2	Elected	Resident (tenant or homeowner) who is at least 18 years of age and who occupies his/her dwelling within the Center City East area within the DLANC boundaries	Stakeholder who are at 16 years of age and live, work or own property within the Center City East area within the DLANC boundaries. (requires documentation)
Center City East Business Term: 2 Years	2	Elected	Business owner or employee of a business who is at least 18 years of age and whose physical address is located within the Center City East area.	Stakeholder who are at 16 years of age and live, work or own property within the Center City East area within the DLANC boundaries. (requires documentation)
Fashion District Resident Term: 2 Years	1	Elected	Resident (tenant or homeowner) who is at least 18 years of age and who occupies his/her dwelling within the Fashion District area within the DLANC boundaries	Stakeholder who are at 16 years of age and live, work or own property within the Fashion District area within the DLANC boundaries. (requires documentation)
Fashion District Business Term: 2 Years	1	Elected	Business owner or employee of a business who is at least 18 years of age and whose physical address is located within the Fashion District area.	Stakeholder who are at 16 years of age and live, work or own property within the Fashion District area within the DLANC boundaries.
Historic Core Resident Term: 2 Years	3	Elected	Resident (tenant or homeowner) who is at least 18 years of age and who occupies his/her dwelling within the Historic Core District area within the DLANC boundaries	Stakeholder who are at 16 years of age and live, work or own property within the Historic Core area within the DLANC boundaries. (requires documentation)

BOARD POSITION	# OF SEAT	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Historic Core Business Term: 2 Years	2	Elected	Business owner or employee of a business who is at least 18 years of age and whose physical address is located within the Historic Core area.	Stakeholder who are at 16 years of age and live, work or own property within the Historic Core area within the DLANC boundaries. (requires documentation)
South Park Resident Term: 2 Years	3	Elected	Resident (tenant or homeowner) who is at least 18 years of age and who occupies his/her dwelling within the South Park area within the DLANC boundaries	Stakeholder who are at 16 years of age and live, work or own property within the South Park area within the DLANC boundaries. (requires documentation)
South Park Business Term: 2 Years	2	Elected	Business owner or employee of a business who is at least 18 years of age and whose physical address is located within the South Park area.	Stakeholder who are at 16 years of age and live, work or own property within the South Park area within the DLANC boundaries. (requires documentation)
Area Wide Term: 2 Years	2	Elected	Stakeholders who are at least 18 years of age and live, work or own property within the DLANC boundaries	Stakeholders who are at 16 years of age and live, work or own property within the DLANC boundaries. (requires documentation)
Area-Wide Homeless Resident Term: 2 Years	1	Elected	Stakeholder who is at least 18 years of age and who self-attest as homeless within the DLANC boundaries in places not meant for human habitation, such as cars, parks, sidewalks, abandoned buildings, in emergency transitional or residing in supportive housing for homeless persons who originally came from the streets; or who receives assistance (housing or resources) from a homeless services agency.	Stakeholder who is at least 16 years of age and who self-attest as homeless within the DLANC boundaries in places not meant for human habitation, such as cars, parks, sidewalks, abandoned buildings, in emergency transitional or residing in supportive housing for homeless persons who originally came from the streets; or who receives assistance (housing or resources) from a homeless services agency. (self-affirmation)
Social Services Provider (SSP) Term: 2 Years	2	Elected	Stakeholders who are at least 18 years of age and with proof of SSP interests from organizations but not limited to mission-type, faith-based organizations that provide social services, non-profit affordable housing, development and management organizations, non-profit educational and employment training, social service advocacy groups, non-profit hospitals, health care providers, social service counseling and life enrichment organizations such as senior service centers.	Stakeholders who are at 16 years of age and live, work or own property within the DLANC boundaries. (requires documentation)

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
At Large Term: 2 Years	1	Elected	Any stakeholder within the DLANC boundaries and who is at least 18 years of age.	Any stakeholder within the DLANC boundaries and who is at least 16 years of age. (requires documentation)