

**EMPOWERMENT CONGRESS WEST AREA NEIGHBORHOOD
DEVELOPMENT COUNCIL (ECWANDC)
BYLAWS**

**Revised by ECWANDC and
Approved by the Department
of Neighborhood
Empowerment
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Table of Contents

Article I: Name	4
Article II: Purpose and Mission	4
Article III: Boundaries	4
Section 1: Geographic Boundaries	4
Section 2: Area Boundaries	5
Article IV: Stakeholder	5
Section 1: Definition and Eligibility.....	5
Section 2: Voting Privileges	5
Article V: Governing Body	5
Section 1: Composition of the Governing Body	6
Section 2: Quorum.....	6
Section 3: Official Actions.....	6
Section 4: Terms and Term Limits	6
Section 5: Duties and Powers	6
Section 6: Vacancies	7
Section 7: Absences.....	7
Section 8: Censure	8
Section 9: Removal	8
Section 10: Resignation	9
Article VI: Duties of Officers	9
Article VII: Committees	9
Section 1: Executive Committee.....	10
Section 2: Standing Committees	10
Section 3: Ad-Hoc Committees.....	10
Article VIII: Meetings	11
Section 1: Meetings.....	11

Section 2: Agenda Settings	11
Section 3: Notifications/Postings.....	11
Section 4: Reconsideration	11
Article IX: Finances.....	11
Article X: Elections	12
Section 1: Administration of Election	12
Section 2: Governing Board Structure and Voting	12
Section 3: Minimum Voting Age	12
Section 4: Method of Verifying Stakeholder Status	12
Section 5: Restrictions on Candidates Running for Multiple Seats	12
Section 6: Other Related Language	13
Section 7: At-Large, Treasurer and Corresponding Secretary Appointments	13
Article XI: Grievance Procedure	13
Section 1: Eligibility to Grieve.....	12
Section 2: Grievance Procedure	12
Section 3: Appeal.....	12
Article XII: Parliamentary Procedure	14
Article XIII: Bylaw Amendments.....	14
Article XIV: Compliance	14
Section 1: Code of Conduct	14
Section 2: Training	15
Section 3: Code of Ethics	15
Section 4: Conflict of Interest.....	15
Attachment A – Map of ECWANDC.....	18
Attachment B – Board Structure and Voting	19

ARTICLE I

Name

The Name of this organization shall be the **Empowerment Congress West Area Neighborhood Development Council (ECWANDC)**. The ECWANDC grew out of the “Campaign for a New Eighth District” initiated by Councilman Mark Ridley-Thomas on January 23, 1992 to enhance the quality of life for residents. Starting in 2002, the ECWANDC is now part of a citywide system of neighborhood councils established under Article X of the Los Angeles City Charter to promote more citizen participation in government and make government more responsive to local needs.

ARTICLE II

Purpose and Mission

The ECWANDC is a vehicle for individuals/stakeholders to shape the policies and decisions which affect their lives. The mission of the NC is to continuously improve the quality of life for stakeholders and ensure a safe, healthy and economically sustainable community. The neighborhood council is dedicated to:

- a. Working with community stakeholders and City officials to identify community concerns, develop solutions and advocate for the necessary resources and/or public policies to meet the needs of the community;
- b. Promoting and increasing civic engagement and community participation in government through the timely access to information, decision making and opportunities for leadership;
- c. Making government more responsive to the needs of the community and facilitating the delivery of City services and City government responses to ECWANDC’s issues and request for assistance
- d. Fostering a sense of community and supporting dialog, interaction and cooperation among the diverse socio-economic and ethnic stakeholders that make up the community, and
- e. Collaborating with other communities and neighborhood councils on common issues and concerns.

ARTICLE III

Boundaries

Section 1: Geographic Boundaries

The West Area Neighborhood Development Council has a minimum of 20,000 people. The geographic boundaries are as follows:

Northern Boundary

Jefferson Blvd at Culver City Boundary east to Rodeo Rd.; Rodeo Road east to Chesapeake; on Southside Chesapeake south to Coliseum; Coliseum east to Crenshaw; Crenshaw North to Rodeo Road. Rodeo Road east to Arlington Ave.

Southern Boundary

Vernon Ave. (Northside of street) west to the City border; the City border north to Stocker Street; Stocker Street west to La Brea (Northside); the city border west at La Brea to Jefferson Blvd.

Western Boundary

Culver City Eastern Border, at Jefferson Blvd. to La Brea

Eastern Boundary

Arlington (Westside of Street) between Rodeo Rd. and Vernon Ave.

Section 2: Area Boundaries

The ECWANDC shall be divided into a three sub-regions or areas to ensure broad representation and participation from the various neighborhoods as follows:

Area 1: the communities as bordered by La Brea on the west, Crenshaw on the east, Coliseum on the north to Chesapeake and Rodeo Rd. , Santo Tomas to the South .

Area 2: the communities as bordered by Jefferson Blvd at the Culver City line on the west, La Brea and Santo Tomas on the east, Stocker to the south.

Area 3: the communities as bordered by Crenshaw (from Stocker Street to Rodeo Rd.) and the City border (from Stocker Street to Vernon) on the west, Arlington on the east, Rodeo Rd. on the north and Vernon Ave. on the south.

**ARTICLE IV
Stakeholder**

Section 1: Definition and Eligibility: Neighborhood Council membership is open to all Stakeholders.

“Stakeholders” shall be defined as those who live, work or own real property in the neighborhood and also 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. Members of the Council shall be referred to as “Community Stakeholders.”

Section 2: Non-Discrimination

The NC will encourage all community Stakeholders to participate in its activities and will not discriminate in any policies, recommendations or actions against any individual or group on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, or political affiliation.

**ARTICLE V
Governing Body**

Section 1: Composition of the Governing Body

Each candidate for membership on the Board of ECWANDC shall be a stakeholder at the time of the nomination for election to the Board. Each Board member must maintain stakeholder status throughout the duration of his/her term of office. Failure to do so will result in the forfeiture of his/her seat.

- a. The EC West Area Neighborhood Development Council Board will consist of fifteen (15) elected and appointed members.
- b. Elected Positions – the board shall consist of the following elected positions:
 - 1. Chairperson
 - 2. Co-Chairperson
 - 3. Recording Secretary
 - 4. Two (2) - Area Representative per area for a total of six (6) area representatives

Any stakeholder is eligible to hold the area representative seat for the geographic area in which he/she holds stakeholder status.

- c. Appointed At Large Positions
 - 1. Four (4) At-Large Representatives
 - 2. Corresponding Secretary
 - 3. Treasurer

- d. The EC West Area NDC shall strive for stakeholder diversity when selecting its Board. The at-large positions shall be used to encourage broad stakeholder representation, including but not limited to the following priority criteria if not reflected in the elected positions:
 - a. Youth representative – any stakeholder between the age 16-24 at the time of the election or appointment.
 - b. Small Business – any business owner or employee of a business within the boundaries with less than 10 employees
 - c. Ethnic diversity representing the various ethnic and racial populations within the area
 - d. Community Based Service Organization any stakeholder who is an employee or board member of a community based 501 c3 non-profit organization that provides services within the ECWANDC boundaries
 - e. the ECWANDC boundaries
 - f. Faith Based Organization any stakeholder who is an affirmed member of a faith-based organization in the ECWANDC boundaries
 - g. Public school any stakeholder who is an employee or parent representative of a school within the ECWANDC boundaries

- e. At no time, however, shall a single stakeholder group comprise a majority of the Board unless extenuating circumstances warrant and are approved by the City of Los Angeles DONE.

Section 2: Quorum

Eight (8) members of the Board shall constitute a quorum.

Section 3: Official Action

A quorum must be present in order to take action on a matter. No proxy voting allowed. Unless otherwise stated in these by laws, the board shall take official action by a simple majority of those present and voting, not including abstentions. In the event of a tie vote, the matter shall be carried from agenda to agenda until the tie is broken or until the board determines to remove the item from the agenda with the exception of the appointed membership positions which shall be decided by a coin toss.

Section 4: Terms and Term Limits

- a. Board terms shall be two (2) years unless the individual is filling a vacancy as outlined in Section 9 of this article.
- b. All incumbents shall remain in office pending the outcome of the bi-annual elections. All at-large and appointed member seats shall be vacated prior to the board bi-annual vote in June.
- c. In accordance with Los Angeles City policy, there shall be no term limits placed on the term of office.

Section 5: Duties and Powers

A stakeholder Board shall be established through an area wide election and board appointments to serve as the Governing Body. The Board shall guide and coordinate the achievement of the goals, objectives and activities of the Neighborhood Council. The work of the Board shall include:

- a. Establish rules for its proceedings and operation
- b. Convene monthly board meetings and no less than quarterly community wide forums
- c. Communicate the issues, position and recommendations of the community to the city council and other officials

- d. Maintain an accurate record of all meetings, proceedings, correspondence and report of expenditures
- e. Ensure compliance with city policy, Public Records Act, Brown Act and all other appropriate regulations in the conduct of business
- f. Develop and oversee the expenditure of funding against an annual budget in accordance with city guidelines and general accounting standards
- g. Conduct outreach activities to generate community participation in the council and other city decision making processes
- h. Establish standing and ad-hoc committees as deemed necessary

Duties of Board Members:

- a. **All Board Members:** Membership on the board shall require regular attendance at and full participation in all board and general membership meetings as well as participation and regular attendance on at least one standing committee. Board members shall be responsible for; monitoring issues within the Neighborhood Council boundaries; participating in ongoing projects and at least two (2) council supported or sponsored events and activities; attending other scheduled community and planning meetings; actively supporting outreach and the promotion of community participation and engagement; and fulfilling the fiduciary duties and responsibilities of the neighborhood council as defined by all appropriate regulations and city guidelines.
- b. **Area Representatives:** In addition to the duties delineated above, the Area Representatives shall be responsible for: identifying and monitoring issues within their representative area within the Neighborhood Development Council boundaries; posting notices at the specified postings; and serving as the liaison to and for representative stakeholder groups and/or organizations in their respective geographic area.
- c. **At-Large Members:** Shall have the same duties and responsibilities as the Area Representative.
- d. Participation in the NC is entirely voluntary. No Board Member, Officer, Committee Member, or Stakeholder shall be compensated for their time unless the compensation is for reimbursement of expenses or services approved by the Board. The acceptance of any gift, favor, or gratuity in return for a specific vote or action by any Board Member may be considered a bribe and result in that Board Member's removal from the Board.

Section 6: Vacancies

Any vacancy may be filled by majority vote of a quorum of the Governing Body. Any person appointed to fill a vacancy shall serve for the remainder of the unexpired term. If a Board seat is vacated less than 90 days before an election or selection, the board shall not be required, but may so at its discretion, fill the vacancy.

Section 7: Absences

- A. Unexcused Absences. A Board Member shall be permitted a maximum of four (4) unexcused absences at board and/or general meetings per "Council Year" (July 1 through June 30)

Unexcused absence is the failure to provide written, by email, or telephonic notice to the full board, chair or Recording Secretary 48 hours prior to the start of the scheduled meeting, except in an emergency situation.

An unexcused absence is valid regardless of the reason for the absence and even if a meeting is not held because there was no quorum. The Board shall provide written notice to the Board Member who reaches four unexcused absences stating that the next absence shall result in the removal of the Board Member. Written notice can be by email or by first class registered mail to the Board Member's last known address.

Upon occurrence of the fifth unexcused absence, the Board Member can be removed from the Council in accordance with the procedure outlined in "Removal".

- B. Excused Absences. A Board member shall be permitted a maximum of six (6) excused absences at board and/or general meetings per "Council Year" (July 1 through June 30). Upon the seventh excused absence, the board member can be removed from the council in accordance with the procedure outlined in Section 9

Section 8: Censure—*Intentionally Left Blank*

Section 9: Removal

- a. **Reason for Removal:** A member may be removed from office for the following reasons:
Unexcused Absences (see previous section: "Absences")

Loss of Stakeholder Status. A Board Member who is no longer a Stakeholder as defined in Article IV shall be automatically removed as a Board Member. It is the responsibility of each Board Member to notify the chairperson of any change of stakeholder status within 30 days of such change.

Removal of Officer, Board Member or Committee Chair. Failure to disclose, or to recuse oneself in the event of, a "disqualifying interest" shall be grounds for removal pursuant to Article V – Section 10.

Unlawful behavior. A Board Member may be removed for any and all behavior in violation of federal, state, or local laws, including, but not limited to:

1. Embezzlement of NC funds.
2. Misappropriation of NC funds.
3. Buying or selling votes in Board Member elections.
4. Making or soliciting bribes for votes on particular issues.

Removal by Stakeholder Action. A Board Member may be removed by the submission of a written petition which 1) identifies the Board Member to be removed, 2) describes in detail the reason for removal, and 3) includes the signatures of 100 Stakeholders from the geographic area represented by the Board Member.

- b. **Removal Procedures.** Once a reason for removal of a Board Member has been determined, the NC shall satisfy the following removal procedures:

Meeting. Removal of a Board Member shall be heard at a regular or special meeting. The proposed removal will be placed on the agenda for a hearing by the Board at the earliest regular NC meeting. If the next regular NC meeting is more than thirty days away, then a special meeting may be called no sooner than fifteen days in order to give notice to the Board Member. The proposed removal will be placed on the agenda for a hearing by the NC at the special meeting.

Notice. The Board Member shall be given written notice of the proposed removal and the reasons for the proposed removal. Notice shall be sent by email or by first class registered mail to the Board Member's last known address a minimum of fourteen days prior the NC meeting hearing the proposed removal.

Opportunity to be Heard. The Board Member shall be given an opportunity to be heard, either orally or in writing. The hearing shall be held, or the written statement considered, at the NC meeting hearing the proposed removal.

Decision. The Board shall decide whether or not the Board Member should be removed. Any removal of a Board Member pursuant to this subsection shall require an affirmative vote of the majority of the seated Board Members. The Board Member being considered for removal shall not take part in the removal vote or be counted towards the number of seated board members if the vote for removal is affirmative, then the position shall be determined vacant.

- c. **Reinstatement.** The Board Member may seek reinstatement through the grievance procedure provided in Article IX.
- d. **Counsel.** The NC shall consult with its legal counsel, the Offices of the City Attorney, throughout this removal process.

Section 10: Resignation

A vacancy may occur if a member can no longer serve in their position. In the event of resignation, a written request must be submitted to the governing body describing in detail the reason(s) for resigning

Article VI- Duties of Officers

- a. **Chair:** The Chair shall: prepare the agenda and preside over all regular meetings of the Neighborhood Councils, general membership and the Executive Body; appoint committees and committee chairs with the approval of a majority vote of the Board; represent the Council before other agencies and organizations as directed by the board or by a majority vote of the Executive Committee in the absence of a board meeting; sign official documents when the signature by a board official is required; act as the official representative of the ECWANDC on official public and ceremonial occasions; and lead delegations to citywide neighborhood council conventions and other events where representatives of the ECWANDC are required to be present.
- b. **Co-Chair:** The Co-Chair shall perform the duties of the Chair in his/her absence, serve as an ex- officio member of committees and any other duties as directed by the Chair.
- c. **Recording Secretary:** The Recording Secretary shall be responsible for overseeing or recording and maintaining a full and true record of: minutes of all proceedings of the Board; attendance at all meetings; and any and all amendments to the bylaws and standing rules.
- d. **Corresponding Secretary:** The Corresponding Secretary shall be responsible for or overseeing, preparing and transmitting the official correspondence of the Council; preparing and distributing the agenda for each meeting of the Executive Body, Governing Body, and general membership meetings; and communicating with the public including, but not limited to the distribution of meeting notices and posting appropriate documents on the website.
- e. **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 bookkeeping and accounting for the Council as prescribed by DONE and in accordance with Generally Accepted Accounting Principles (GAAP) and conforms to all applicable Local, State, or Federal laws; being a required signatory on all funding matters; establishing a system of accounting and distribution of petty cash; communication with the city accounting services, vendors and recipients of community improvement or event funding; preparing and submission of all demand warrants to the city along with required documentation; purchasing and control of the credit card issued by the city; reconciliation of all

expenditures against the approved annual budget and city fiscal records; and satisfactory compliance with city quarterly auditing requirements. The Treasurer may request authorization from the Governing Body to retain professional assistance in creating bookkeeping and accounting systems. The Treasurer shall make a report to the Governing Body on the NDC finances at every regular meeting of the Governing Body.

Applicants/candidates for the position of Treasurer must have professional experience in accounting or bookkeeping and knowledgeable of standard accounting principles.

Article VII Committees

Section 1: Executive Committee

The Executive Committee shall be composed of the four officers: the Chair, Co-Chair, Treasurer and Recording Secretary. The duties of the Executive Committee shall include, but are not limited to overseeing and carrying out the day-to-day activities of the ECWANDC.

Section 2: Standing Committees

All Standing Committees shall function consistent with the guidelines of the Brown Act. Standing Committees shall not be comprised of a majority of the number of quorum of Board Members (five). A minimum of one board member must serve on each standing committee. Committee membership and the committee chair are not limited to Board membership. All stakeholders are eligible to serve on one or more standing committees and serve as a chair. The Chair and members of the standing committee are to be appointed by the Board Chair and confirmed by majority vote of the board. No member shall serve as chair for more than one committee at a time. The standing committees are and their respective responsibilities include but are not limited to the following:

- a. **Outreach Committee:** development of an annual plan and budget proposal for the participation and engagement of stakeholder in the NC; coordination of participation and NC promotion in community events and activities; development and distribution of outreach materials.
- b. **Planning, Land Use and Beautification Committee:** oversight and, monitoring all land use proposals and policy changes within the NC boundaries; communication and coordination with appropriate city agencies and stakeholders responsible for or engaged in land use, economic and community development, community beautification and nuisance abatement.
- c. **Finance Committee:** development of an annual budget for approval by the board; monitoring the board's financial status and expenditures; screening and reviewing all funding request for eligibility and appropriateness; development and compliance with NC funding guidelines and all city, state and federal financial reporting requirements.
- d. **Safety Committee:** monitoring, promoting and advocating for the safe and quiet enjoyment of all stakeholders; liaison to local law enforcement, schools, parks and recreation and local businesses on matters of public safety and youth development.

Section 3: Ad-hoc Committees

Ad-Hoc committees may be established at the discretion of the chair and by majority vote of the board on an as-needed basis. Ad hoc committees that include non-board member stakeholders shall be agendaized and noticed in keeping with the Brown Act.

Article VIII Meetings

Section 1: Meetings

- a. Board Meetings: the Governing Body/Board shall meet at a regularly scheduled time and location to be determined by a majority vote of the board. The meeting schedule shall be fixed and not less than twice per calendar quarter. Board meetings shall be opened to the public. Special Board meetings may be called at any time by the Chair or by a majority of the board members.
- b. Community Meetings - Community wide meetings will be held at least once per calendar quarter and open to all members of the public.

Section 2: Agenda Setting—*Intentionally Left Blank*

Section 3: Notifications/Postings

At a minimum, meeting notices shall be posted in compliance with the Ralph M. Brown Act and in compliance with City of Los Angeles Neighborhood Council posting policy. An updated listing of the Neighborhood Council's physical posting location/s shall be kept on file with the Neighborhood Council.

Section 4: Reconsideration

The board may reconsider and amend its action on items listed on the agenda if the reconsideration takes place immediately following the original action or at the next regular meeting of the Board. The Board on either of these two days shall (1) make a Motion of Reconsideration and if approved, (2) hear the matter and take an action.

If the motion to reconsider an action is to be scheduled at the next meeting following the original action, two items shall be placed on the agenda for that meeting: (1) motion for Reconsideration and (2) a proposed action should the motion be reconsider be approved. A motion for reconsideration can only be made by a Board Member who has previously voted on the prevailing side of the original action taken.

If the motion for reconsideration is not made on the date the action was taken, then a Board Member on the prevailing side of the action must submit a memorandum to the Recording Secretary identifying the matter to be reconsidered and a brief description of the reason(s) for requesting reconsideration at the next regular meeting. The aforementioned shall be in compliance with the Brown Act

Article IX Finances

- a. General Practices. The NC shall comply with all financial accountability requirements as specified by L.A. City Ordinance 174006 and as stated in the City's Certification Application. The NC further agrees to comply with all financial reporting requirements as prescribed by the Department of Neighborhood Empowerment (DONE). The NC shall establish procedures as are necessary and convenient for the transaction of the business and activities of the NC, and for the designation of the persons authorized to disburse moneys from any fund or account ("Authorized Persons"). In addition to the accounting practices outlined in these By-

laws, General Accepted Accounting Principles (GAAP) shall be adhered to in all bookkeeping and accounting procedures and polices provided that they conform to all applicable city, state, and federal laws. The NC shall have no funds or bank accounts outside or separate from the accounts established and maintained by the City of Los Angeles for the neighborhood council.

The Treasurer shall have charge of all accounting for and safeguarding the funds and accounts of the NC.

- b. Disbursement. All funds, accounts and credit cards shall provide for the disbursement of funds only upon approval by the board and the signature of the Treasurer and any other Authorized Person(s). Appropriation and disbursement of the NC funds may occur only by a duly adopted resolution for the specific expenditure or as delineated in the duly approved budget of the NC stating the amount to be expended or disbursed (which may be expressed as a "not to exceed" amount) and the payee.

The Treasurer will be responsible for securing, maintaining and submitting the required supporting documentation of each expenditure including but not limited to: copy of the minutes of the board meeting at which time the expenditure was approved; copies of the application for funding and/or invoice, packing slips and other proof of receipt of the merchandize,

- c. Financial Reports. Detailed financial and budget reports (i.e., reconciliations and DONE automated expenditure report) including all expenditures and incomes, shall be submitted to the Board and made available to the public on a monthly basis. The Treasurer shall submit supporting

Article X Elections

Section 1: Administration of Election

Elections are held every even-numbered year for the positions of Chair, Co-chair, Recording Secretary and Area Representatives in accordance the election procedures as revised and approved by the Los Angeles City Council and under the supervision and oversight of the City Clerk effective 2010.

Section 2 Minimum Voting Age

Eligibility to vote in the ECWANDC elections is limited to one vote per person and stakeholders who are 16 years of age or older on the day of the election

Section 3: Method of Verifying Stakeholder Status

Voting stakeholders shall provide acceptable documentation to establish stakeholder status

Section 4: Restrictions on Candidates Running for Multiple Seats

A stakeholder may only run for one area, office or category at a time.

Section 5: Other Election Related Language

- a. Individuals may nominate themselves or be nominated by another stakeholder within the Neighborhood Development Council.
- b. Each candidate is given time to address the stakeholders at a prearranged meeting. Candidates who cannot attend the meeting must communicate, in writing, their intention to serve if elected.
- c. A candidate may hold only one office at a time.

- d. An Ad Hoc Nomination committee will be established for the purpose of notifying and identifying perspective candidates of upcoming election.
- e. All newly elected members of the Governing Body will not be seated pending the certification and final results of a recount or an election challenge. The incumbent members of the Governing Body will continue in their duly elected/ appointed positions until the election Challenge is resolved.

Section 6: At-Large, Treasurer and Corresponding Secretary Appointments

- a. The four (4) at-large, Corresponding Secretary and Treasurer positions will be filled by a majority vote of the quorum at the June meeting every odd-numbered year beginning June 2009 and every two years thereafter to provide for staggered terms. Current at-large and appointed positions must be vacated prior to the election.
- b. An Ad-hoc Nomination committee will be established for the purpose of notifying and identifying perspective candidates of the upcoming appointment of at large positions and the selection of the Corresponding Secretary and Treasurer; establish an application process; screen all candidates for eligibility.
- c. A slate of candidates shall be presented to the board at the June meeting for consideration. Each nominee/applicant will have an opportunity to address the board prior to the vote. Any tie will be resolved through a coin toss.

**Article XI
Grievance Procedure**

Section 1: Eligibility to Grieve

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

A Stakeholder may file a grievance with the Board at any time. 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 and/or these Bylaws, or its failure to comply with the City's Charter, the Plan, local ordinances, and/or state and federal law.

Section 2: Grievance Procedure

Any grievance by a Stakeholder must be submitted in writing to the Board. Within ten days from the receipt of the grievance, the Board shall refer the matter to an Ad Hoc Grievance Committee comprised of five Stakeholders/Board Members who are randomly selected by the Board Secretary from a list of Stakeholders/Board Members who have previously expressed an interest in serving on such a committee. If the grievance is directed at a particular person(s), the Secretary shall ensure said person(s) in the grievance is not on the Ad Hoc Grievance Committee.

Once the Ad Hoc Grievance Committee is formed, the Secretary will coordinate a time and a place for a special meeting to review the grievance. This meeting should be set no later than thirty days after the receipt of the grievance. Best efforts should be made to ensure the Stakeholder(s) submitting the grievance is available to meet with the Ad Hoc Grievance Committee.

Within ten days after the meeting, the Ad Hoc Grievance Committee shall prepare a written report to be forwarded to the Board outlining the recommendations for resolving the grievance. Once the Board is

in receipt of the report, they will put the report on the agenda for discussion and action at the next regular meeting of the NC. The Stakeholder(s) filing the grievance has the right to review the report prior to this meeting and to address the Board prior to any action. Final resolution of the complaint shall be by a majority vote of the Board.

Section 3: Appeal

If the Stakeholder(s) filing the grievance is not satisfied with the Board’s decision, that Stakeholder(s) may appeal the decision following the same basic procedures required for a Recall or Referendum. Stakeholders may also appeal a grievance decision to DONE for consideration or dispute resolution in accordance with the Plan.

**Article XII
PARLIAMENTARY PROCEDURE**

The Board shall use parliamentary procedure rules of conduct and decorum for conducting meetings provided such rules are not in conflict with the bylaws or other appropriate regulations and requirements. The latest edition of Robert’s Rules of Order shall serve as the governing parliamentary authority of the NC. A Parliamentarian may be appointed by the Board to assist in the conduct of meetings. In the case of any conflict between these By-Laws and the governing parliamentary authority, these By-Laws shall prevail.

**Article XIII
Bylaw Amendments**

Amendments, changes, additions or deletions to the Bylaws may be proposed by the Board or any stakeholder(s) during the public comment period of a regular meeting of the Governing Board. A proposal to amend the bylaws, however, must then be formalized in writing and then lodged with the Secretary or board chair for the next regular meeting. The proposed amendment will be placed on the agenda for public discussion at a subsequent regular meeting of the board of governors.

A recommendation for amendment or adjustment of the Bylaws must be made by a two-thirds vote of the entire Governing Board. Thereafter, and within 14 days after a vote recommending adjustment or amendments to the Bylaws, a Notice of Proposed Adjustment of Bylaws shall be submitted to DONE along with a copy of the existing Bylaws for review and approval by the Department all in accordance with the city guidelines.

**ARTICLE XIV
Compliance**

Section 1 Code of Conduct

Board members will abide by the Commission’s Neighborhood Council Board Member Code of Conduct Policy. Board Members shall abide by a Code of Civility during the course of business for the NC to ensure that NC business is conducted in a respectful and courteous manner. Under the Code of Civility, Board Members shall:

- a. Act in a professional and civil manner at all time as a representative of the NC, including, but not limited to, treating each member of the board and members of the public with respect, e.g. committing to communicate ideas and points of view clearly and allowing others to do the same without interruption; refusing to engage in or threaten to engage in any verbal or physical attack on any other individual; and refraining from using language that is abusive, threatening, obscene, or slanderous,

including using profanities, insults, or other disparaging remarks or gestures about an individual's ethnicity, race, sexuality, age, disability, or religion.

- b. Promote and enforce a safe meeting environment at all times by demanding all Board Members, stakeholders, and other members of the public who become disruptive and violate the Code of Civility to conduct themselves in a respectful and orderly manner regardless of their points of view. Work to fulfill their roles and responsibilities as specified in the bylaws as well as commit to learn the applicable laws that govern Neighborhood Councils, including bylaws, standing rules, meeting procedures, the Brown Act, conflict of interest laws, city ordinances, and the City Charter, in order to best understand the issues engaged by the NC.
- c. Present information truthfully and will not knowingly misrepresent, mischaracterize, or misquote information received from others.
- d. Abide by the NC's bylaws, standing rules, the Plan for a Citywide System of Neighborhood Councils, and all city, county, state, and/or federal laws that apply to the NC.

NC requires Board Members to abide by its Code of Civility to the best of their abilities. If a Board Member violates any provisions of this code, s/he will be subject to removal pursuant to Article III, Section 7.

Section 2: Training

All board members must take ethics and funding training prior to making motions and voting on funding related matters

Section 3: Code of Ethics

- a. City of Los Angeles Governmental Ethics Ordinance 49.5.1. The NC, its representatives and all Stakeholders will endeavor to conduct business in a professional and respectful manner. The NC, its representatives, and all Stakeholders shall refrain from violating the Brown Act and these By- Laws and shall be subject to any and all applicable federal, state and local laws.
- b. No Political Activity. Neither the NC nor any member purporting to speak for it shall endorse any candidate for public office or any political party. Membership rosters, sign-in sheets, contact lists or email distribution lists of the NC shall not be used for political, commercial, recruitment or any other activity not directly related to the NC.
- c. Financial Disclosure – The NC'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 service will be the responsibility of the person or entity requesting the copies and payable upon receipt of said copies.

Section 4: Conflict of Interest

- a. Applicability. This Section applies to all members of the NC Governing Board, Officers, and Committee Chairs and candidates for those positions with regard to their advisory and non-advisory decision-making functions.
- b. Compliance with Applicable Laws and Regulations: The Governing Board of the NDC will abide all applicable provisions of the City's Governmental Ethics Ordinance, as set forth in the Los Angeles

Municipal Code Section 49.4.1, et seq. The Governing Board will also abide by all applicable Federal, State and Local Government”.

- c. Duty to Disclose Conflicts of Interest. Any member holding a Governing Body/Board, Officer, or Committee Chair position in the NC shall immediately inform the Board if a “disqualifying interest” should arise during his or her term of office. Any Board Member may request a ruling from the City Attorney’s Office regarding a potential “disqualifying interest”.
- d. Abstention Requirement for Board Members, Officers, and Committee Chairs. A member holding a Governing Board, Officer, or Committee Chair position in the NC shall abstain from participation in any vote, and abstain from in any way attempting to influence the NC’s recommendation or decision, on any matter in which he or she has a “disqualifying interest.” The member with the “disqualifying interest” must provide a written declaration to the Secretary identifying the subject of the conflict and stating that he or she will abstain from participating.
- e. Definition of a Disqualifying Interest. Any person who is a member of the Governing Board, Officer, or Committee Chair of the NC has a “disqualifying interest” if, he or she, or his or her spouse or domestic partner:
 - is a high level official as defined in the Governmental Ethics Ordinance of the City of Los Angeles whose official duties include making a decision on, or advising an elective City officer who would be responsible for making a decision on a matter under consideration by the NC, or likely to come before the NC within 12 months; or
 - is a person, such as an employee or “independent contractor,” in a decision making capacity for a high level official as defined in the Governmental Ethics Ordinance of the City of Los Angeles; or
 - is an owner or other person, such as an employee or “independent contractor,” in a decision making capacity, of a lobbyist registered with the City Ethics Commission of the City of Los Angeles that has any lobbyist employer with a matter before the NC or likely to come before the NC within 12 months; or
 - has pending or is preparing to file with the City of Los Angeles within the next 12 months, an application for a “project” within the NC boundaries; or is a director, owner, or other person, such as an employee or “independent contractor,” in a decision making capacity, of any for profit or nonprofit organization of any kind that has pending or is preparing to file with the City of Los Angeles within the next 12 months, an application for a “project” within the NC boundaries; or
 - has economic interests on which a decision on the particular matter can reasonably be expected to have a material effect.

f. Other Definitions

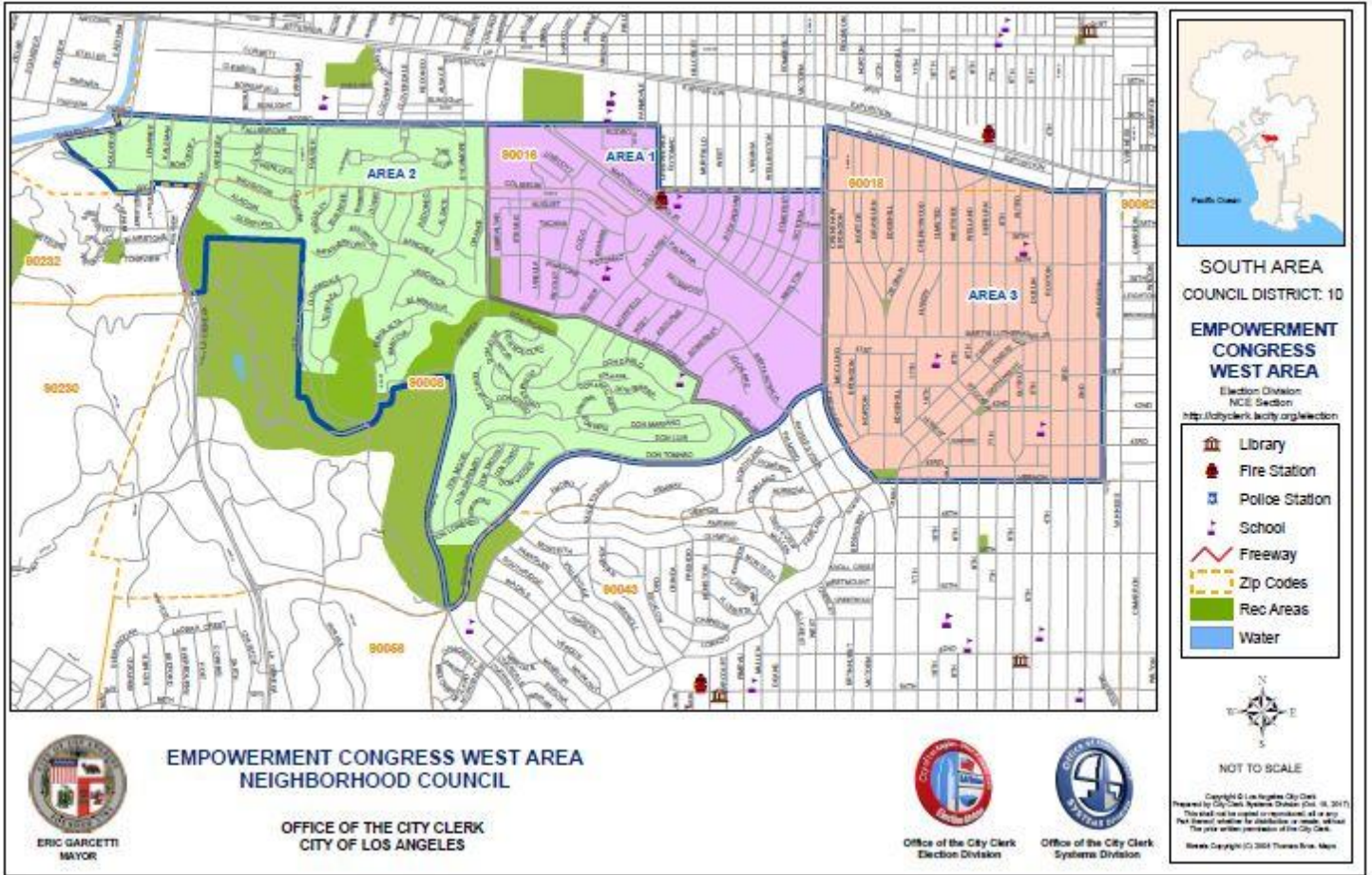
“Independent Contractor” means any individual, legal entity, or agent who has provided goods or services to an organization within any of the last 5 years, is currently providing such goods and services, or has any reasonable expectation to provide goods and services to the organization anytime within the next year.

“Project” means an application filed with the City of Los Angeles for any of the following within the neighborhood boundaries of the NC: (1) for the subdivision or aggregation of land or lots for the development of single family homes, multi-family housing, or other real estate project within the NC boundaries; or (2) that would change the zoning of any lot within the NC boundaries; or (3) for a

development agreement, conditional use permit, variance, or any other discretionary permit, or combination of such permits.

- g. Disclosure Statement of Interests. During the election cycle for the NC, all Board members and candidates for the NC Board of Directors, Officers and Committee Chairs shall file with the Secretary a statement of interests, including all for profit or nonprofit businesses and organizations in which he or she is a director, owner, or other person, such as an employee or “independent contractor,” in a decision making capacity. Each person under consideration for appointment to fill a Board or Officer vacancy or to be a Committee Chair must complete the same statement at the time of consideration. [
- h. Abstention Requirement for Members of Organizations with Projects. An employee or member who has no decision making authority in any for profit or nonprofit organization that has pending with the City of Los Angeles, an application for a project within the boundaries of the NC, may participate in a decision concerning the project but must disclose the existence of the organizational relationship to the Board Secretary.

Attachment A- Map of Empowerment Congress West Neighborhood Development Council



**Attachment B—Board Structure and Voting
Empowerment Congress West Area Neighborhood Development Council—15 Board Seats**

Board Seat & Term	Number of Seats	Elected or Appointed	Who May Run for the Seat	Who May Vote for the Seat
Chairperson (2 years)	1	Elected	Stakeholders aged 16 and above.	Stakeholders aged 16 and above.
Co-Chairperson (2 years)	1	Elected	Stakeholders aged 16 and above.	Stakeholders aged 16 and above.
Recording Secretary (2 years)	1	Elected	Stakeholders aged 16 and above.	Stakeholders aged 16 and above.
Corresponding Secretary (2 years)	1	Appointed	Stakeholders aged 16 and above.	Elected and Appointed Board Members
Treasurer (2 Years)	1	Appointed	Stakeholders aged 16 and above with knowledge of bookkeeping and/or accounting.	Elected and Appointed Board Members
Area 1 Representatives (2 years)	2	Elected	Stakeholders aged 16 and above whose stakeholder status is based in Area 1.	Stakeholders aged 16 and above whose stakeholder status is based in Area 1.
Area 2 Representatives (2 years)	2	Elected	Stakeholders aged 16 and above whose stakeholder status is based in Area 2	Stakeholders aged 16 and above whose stakeholder status is based in Area 2
Area 3 Representatives (2 years)	2	Elected	Stakeholders aged 16 and above whose stakeholder status is based in Area 3.	Stakeholders aged 16 and above whose stakeholder status is based in Area 3.
At-Large Representatives (2 years)	4	Appointed	Stakeholders aged 16 and above.	Elected and Appointed Board Members