

**BYLAWS OF THE WOODLAND HILLS - WARNER CENTER
NEIGHBORHOOD COUNCIL Approved on March 13, 2024**

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ARTICLE I: NAME

The name of this organization shall be the WOODLAND HILLS - WARNER CENTER NEIGHBORHOOD COUNCIL ("Neighborhood Council").

ARTICLE II: PURPOSE

A. The purpose of the Neighborhood Council shall be:

1. To foster a sense of community for all Stakeholders to express ideas and opinions about their neighborhoods and their government; and to provide a forum to effectively address the issues which impact the community.
2. To promote, empower, and encourage community participation in city governance so that government is more responsive to local needs and requests.
3. To promote the public good by collaborating and building partnerships with local government and organizations that address local needs.
4. To create, execute and support projects and initiatives for the physical, environmental, safety, social and cultural improvement of Woodland Hills and Warner Center.
5. To inform, on a continuing basis, the community of pending relevant or significant changes or actions of the City of Los Angeles that will or may affect them.
6. To secure support from the City of Los Angeles, our elected officials and other governmental agencies to enable the Neighborhood Council to receive the resources needed to achieve our goals.

B. The policy of the Neighborhood Council shall be:

1. To respect the rights, diversity, dignity and expression of views of all citizens, whether they be individuals, businesses; groups and organizations, within the community;
2. To remain non-partisan with respect to the diverse community of Woodland Hills and Warner Center in our operations including, but not limited to, the process of electing or selecting the Neighborhood Council Board (hereinafter "Board"), Officers, and committee members as set forth herein.
3. To encourage all Stakeholders to participate in the activities of the Neighborhood Council and to collaborate/work together to improve/evolve the community.
4. To actively prohibit discrimination against any individual or group in our operations.
5. To have fair, open and transparent procedures for the conduct of all Neighborhood Council business.
6. To utilize an outreach system for informing Stakeholders about the activities and objectives of the Neighborhood Council and the City of Los Angeles.

ARTICLE III: BOUNDARIES

Section 1: Boundary Description

The Neighborhood Council area shall be comprised of the entire Woodland Hills Community, as follows:

North: by Victory Boulevard (except between Shoup Avenue and De Soto Avenue, where the northern boundary shall be Vanowen Street, and between Corbin Avenue and Winnetka Avenue, where the northern boundary shall be the Los Angeles River Channel)

South: by the City/County Line

East: by Corbin Avenue

West: by the City/County Line

Section 2: Internal Boundaries

- A. **Area 1 Boundaries:**
- North** Victory Boulevard
 - South** Ventura 101 Freeway
 - East** Corbin Avenue
 - West** DeSoto Avenue

This area shall also include the area between the Los Angeles River Channel and Victory Boulevard between Corbin and Winnetka Avenues.

- B. **Area 2 Boundaries:**
- North** Vanowen Street
 - South** Victory Boulevard (between Shoup Avenue and the lots fronting along the west side of Topanga Canyon Boulevard) and the Ventura 101 Freeway (between Topanga Canyon Boulevard and De Soto Avenue)
 - East** DeSoto Avenue
 - West** Shoup Avenue (between Vanowen Street and Victory Boulevard) and the lots fronting along the west side of Topanga Canyon Boulevard (between Victory Boulevard and the Ventura 101 Freeway)

- C. **Area 3 Boundaries:**
- North** Victory Boulevard
 - South** Ventura 101 Freeway
 - East** Topanga Canyon Boulevard
 - West** Woodlake Avenue

- D. **Area 4 Boundaries:**
- North** Victory Boulevard
 - South** Ventura 101 Freeway
 - East** Woodlake Avenue
 - West** Los Angeles City/County Line

- E. **Area 5 Boundaries:**
- North** Ventura 101 Freeway
 - South** Los Angeles City/County Line
 - East** Corbin Avenue
 - West** Serrania Avenue

- F. **Area 6 Boundaries:**
- North** Ventura 101 Freeway
 - South** Los Angeles County Line
 - East** Serrania Avenue
 - West** Topanga Canyon Boulevard

- G. Area 7 Boundaries:**
- North** Ventura 101 Freeway
 - South** Los Angeles County Line
 - East** Topanga Canyon Boulevard
 - West** Los Angeles City/County Line

The boundaries of the Neighborhood Council are set forth in Attachment A – Map of Woodland Hills -Warner Center Neighborhood Council. Please note: The Platt Library, located at 23600 Victory Blvd., Woodland Hills, CA, 91367 (Area 4) is under co-jurisdiction with the West Hills Neighborhood Council.

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 Organization 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 Interest 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

Section 1: Composition

The Neighborhood Council Board (“Board”), shall consist of twenty-three (23) Stakeholders either publicly-elected or Board appointed (when necessary) as Neighborhood Council Representatives, as defined immediately below, plus their alternates, as defined in Article X, Section 6(A). In accordance with the Plan for a Citywide System of Neighborhood Councils (“The Plan”), 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”).

- A. **Residential Representatives (“RR”):** An RR shall be any person whose primary residence is located within an area as defined in Article III Section 2 whether in a home, apartment, condominium or other permanent housing structure. There shall be one (1) RR elected in each of the seven (7) areas.

- B. **Business Representative** (“BR”): A BR shall be any person who: (1) owns a business of commercial property (2) owns a rental property; or (3) is employed by a business located within an area defined in Article III Section 2. There shall be one (1) BR elected in each of the seven (7) areas.
- C. **Community Organization Representative** (“COR”): A COR Representative shall be any person who identifies themselves as a Community Organization Stakeholder, as defined in Article IV, an individual who is a member of or participates in a community organization such as, but not limited to educational institutions, religious institutions, community organizations or other non-profit organizations based in that one WHWCNC area as defined in Article III Section 2. There shall be one (1) COR elected in each of the seven (7) areas.
- D. **At-Large Representative** (“ALR”): An ALR shall be any person who meets the definition of a Stakeholder. There shall be only one (1) ALR elected to represent all Stakeholders of Woodland Hills - Warner Center.
- E. **Youth Member** (1) – Open to Stakeholders between the ages of fourteen (14) and seventeen (17), at the time the Stakeholder is appointed lives, works or attends a school within the boundaries of Woodland Hills - Warner Center. The Youth member shall be precluded from voting on matters regarding the expenditure of funds, contracts, or recommendations on age restricted issues.

However, the Youth member shall be allowed to speak on such matters. The youth member shall be appointed by a majority vote of the Board on a written application made to the Board on a form to be designated.
- F. **Alternate Area Representative** (“AAR”): Each of the seven (7) areas shall have an Alternate who is authorized to vote in the Board member's absence.

Per the Administrative Code section 22.810.1 (b)(2)(C)(iii)(1):

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”).

If the Stakeholder status of a Board Member is in question, then the Department will verify status using the Department’s procedure, at the request of the Board.

Section 2: Quorum

No formal meeting of the Board shall be held or Neighborhood Council business conducted or votes taken in the absence of a quorum. A quorum shall consist of thirteen (13) Board Representatives and/or Alternates present and voting.

Section 3: Official Actions

A simple majority vote by the board members, present and voting, shall be required to pass motions. Abstentions shall not be counted as votes.

- A. The presiding officer may vote on all motions.

- B. Voting by proxy shall not be allowed.
- C. The Alternate Representative may vote only when a corresponding Area Representative or At-Large Representative is absent.
- D. In the event that an Elected Representative is absent or recuses him/herself, the Alternate for the corresponding area shall **vote in their absence**.

Section 4: Terms and Term Limits

All elected representatives and alternates serve in their seat's 4-year term. Each appointed Board member shall serve for the remainder of the established term. Positions are established via elections held every two years in the following staggered manner:

- Starting in 2025: Areas 2, 4, 6, and the At-Large position
- Starting in 2027: Areas 1, 3, 5, and 7

There's no limit on how often someone, who still qualifies, can be re-elected or serve again.

Section 5: Duties and Powers

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

Section 6: Vacancies

In the event that a Representative resigns, is removed, or is unable to serve, the Alternate shall become the Representative for the remainder of the Representative's elected term. In the event that the Alternate is removed, unable to serve, or there is no Alternate, any Stakeholder as defined in Article IV, "Stakeholder" may make a recommendation to the President, who shall present a replacement nominee to the Governance Committee. The applicant's qualifications shall be verified and confirmed by the Governance Committee, and then be seated immediately after approval by a majority vote of the Neighborhood Council Board. The replacement shall serve for the remainder of the term of the office being filled.

Section 7: Absences

A Neighborhood Council Representative who fails to attend three (3) regularly scheduled Neighborhood Council Board meetings in any twelve (12) month period may be removed as a Neighborhood Council Representative following attendance and participation review by the Governance Committee and a two-thirds vote of the Board present and voting. The President of the Board will notify the representative of their removal via email notice to the representative's last known email address on record.

Section 8: Censure

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

misuse or abuse of the censure or removal process by acting in bad faith.

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

1. A motion to censure a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed censure including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., "for alleged violations of the Code of Conduct" but shall contain factual statements that describe conduct only and is not intended to embarrass or humiliate the board member.
2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall include the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed censure motion.
3. The Board member subject to censure shall be given a minimum of thirty (30) days prior-written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which the motion to censure will be considered. The notice shall provide the specific facts and grounds for the proposed censure as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to the meeting at which the motion to censure will be considered.
4. The Board member subject to censure shall be given a reasonable opportunity to be heard at the meeting, either orally or in writing, prior to the Board's vote on a motion of censure.
5. The Board shall decide by a majority vote of those present and voting whether or not the Board member should be censured. The Board member who is the subject of the censure motion shall not be counted as part of the majority present and voting and shall not be allowed to vote. For the purpose of censure motions, abstentions shall not be counted as votes.
6. In no event shall a motion to censure a board member be heard by the Neighborhood Council within sixty (60) days of the next scheduled Board election or selection.

Section 9: Removal

Any Board member may be removed by the Neighborhood Council ("Neighborhood Council") for cause, following a good faith determination by the Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. A Board member shall not be subject to removal under this Policy, unless the member has been censured at least once pursuant to the 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.
- i. 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

Representatives or Alternates may remove themselves by providing written notice of resignation to the Neighborhood Council President. Email notification is acceptable when sent from the email address on record with the Neighborhood Council. Resignations will become effective immediately upon confirmed receipt and acceptance by the President.

Section 11: Community Outreach

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

ARTICLE VI: OFFICERS

Section 1: Officers of the Board

The Officers of the Board ("the Officers") shall consist of a President, a Vice-President, a Treasurer, a Secretary and a Parliamentarian. These Officers shall be elected by the Board as provided below, and all must be *elected* members of the Board. An appointed member of the board can be elected as an Officer should no elected member choose to be nominated for a specific Officer position or no elected member is elected by a majority vote of the board for a specific Officer position. The Youth member and Alternate members cannot serve as an Officer of the Board.

Section 2: Duties and Powers

- A. **President.** The President shall be the principal officer of the Neighborhood Council, shall be the presiding officer at meetings of the Neighborhood Council and shall exercise and perform such other duties and have additional responsibilities as the Neighborhood Council may assign from time to time as prescribed in the Bylaws, and Standing Rules.
- B. **Vice-President.** The Vice-President shall act as a presiding officer in the absence of the President. In case of vacancy in the office of President, or in the case of the President's unavailability due to sickness, disability, death or resignation, the Vice-President shall perform the duties of the President and when so acting duties and have additional responsibilities as the Neighborhood Council may assign from time to time as prescribed in the Bylaws, and Standing Rules. The Vice-President shall be responsible for the oversight and compliance of the Standing Committees of the WHWCNC as well as oversee internal operations and on-boarding of new Board members.
- C. **Treasurer.** The Treasurer shall maintain the financial records, or cause to be kept and maintained, adequate and correct financial records of the Neighborhood Council's financial transactions duties and have additional responsibilities as the Neighborhood Council may assign from time to time as prescribed in the Bylaws, and Standing Rules. The financial records shall be open to inspection by any Stakeholder and Representative of the Neighborhood Council at all reasonable times. All financial records shall be kept in accordance with Article IX of these Bylaws. In the absence of both the President and Vice-President, the presiding officer for board meetings and executive committee meetings shall be the Treasurer.
- D. **Secretary.** The Secretary shall record, write and post the minutes of the Neighborhood Council; board meetings, special board meetings and Executive Committee Meetings. The Secretary shall be the custodian of the Neighborhood Council's non-financial records; and perform all other duties and have additional responsibilities as the Neighborhood Council may assign from time to time as prescribed in the Bylaws, and Standing Rules. The Secretary shall keep an official list of Representatives, Alternates, and Committee Members terms, meeting attendance and keep a register of the physical addresses, electrical addresses and telephone numbers of each Representative and Alternate. The Secretary shall be present when the meeting is called to order and remain present until the meeting is adjourned.

The Board shall appoint by a majority vote of board members present and voting a board member Assistant Secretary who shall assist the Secretary, at the request of the Secretary, with all duties and act in his or her absence at board meetings, special board meetings and at Executive Committee meetings. When the Assistant Secretary is acting as the Secretary the Assistant Secretary shall be present when the meeting is called to order, remain present until the meeting is adjourned and record and write the minutes of that meeting.

- E. **Parliamentarian.** The Parliamentarian shall ensure that the WHWCNC meetings are in compliance with the Bylaws, Standing Rules, WHWCNC Code of Civility, EmpowerLA Code of Conduct and all other City, State and Federal rules and regulations and have additional responsibilities as the Neighborhood Council may assign from time to time as prescribed in the Bylaws, and Standing Rules. The Parliamentarian shall ensure the meetings are undertaken in an expeditious manner and shall be the timekeeper, ensuring that all speakers speak within the publicly noticed time frames. The Parliamentarian shall ensure the members abide by all rules to ensure that our NC's business is conducted in a respectful and courteous

manner and in a manner that will generate respect and credibility for our WHWCNC.

Section 3: Selection of Officers

- A. After the Election, and the election results are certified by the City Clerk, the Officers shall be elected from the twenty-one (21) elected area representatives and the one (1) elected ALSR member by a majority of voting board members present and voting at the board meeting.

An appointed member of the (21) member board can be elected as an Officer should no elected member choose to be nominated for a specific Officer position or no elected member is elected by a majority vote of the board for a specific Officer position.

The Officer's shall be nominated and elected at a board meeting where the Officer Election is placed on the Board Meeting Agenda, within sixty (60) days of the certification of the election or as required by EmpowerLA or the City Clerk.

The Youth Member shall not be an Officer but can vote in the election. An Alternate Area Representative shall not be an Officer and cannot vote in the election.

Officers shall be nominated by a one of the twenty one (21) Area Representatives and the one (1) ALSR. The nominee must accept the nomination.

- B. If there are more than two (2) candidates for an office and none receives a majority vote on the first election, a run-off election shall be held immediately between the two (2) candidates receiving the highest number of votes.

Section 4: Officer Terms

No President or Vice-President shall serve more than two (2) consecutive two (2) year terms in that office, unless this provision is waived by a two-thirds (2/3) vote of the Board members present and voting.

In the event of a permanent vacancy in the office of President, the Vice-President shall become the President for the remainder of the President's term. In the event of a permanent vacancy in the office of the Vice-President, Treasurer or Secretary, the presiding officer shall entertain nominations from the Board for a replacement who shall be seated after approval by a majority of the Board present. The replacement shall serve for the remainder of the term of the office being filled.

Section 5: Removal of Officers

Removal of Officers is pursuant to the Board of Neighborhood Commissioners (BONC) Uniform Policy for Board Member Removal, Bylaws Article V – Governing Board; Section 8: Removal of Governing Board Members and Alternates. Officers may also be removed due to a dereliction of duties with a two-thirds vote of the voting Board members.

ARTICLE VII: COMMITTEES AND THEIR DUTIES

The Board for a Neighborhood Council faces a huge amount of work, dealing with a wide range of issues and decisions. To manage this effectively, the work is split up based on the type of issue at hand. Committees are formed for this purpose, consisting of Board Members and often include Stakeholders, to concentrate on specific issues. These committees then advise the Board on the best actions to take to benefit the community and the city.

Ideas for new committees can be presented by Stakeholders or Board members to the President and Vice President for consideration.

These committees usually meet once or twice a month on a scheduled day and time, and their meetings are announced pursuant to the Brown Act and subject to adhering to the Bylaws, Standing Rules, Code of Civility, Code of Conduct, and the rules and procedures outlined by EmpowerLA.

Committees may have a maximum of 6 Board members as anything larger could be considered an action by the Board and should instead be submitted to the full Board.

Section 1: Standing

Standing Committees: meet once or twice a month on a regular basis at a specific day and time and are publicly noticed in advance of the committee meeting pursuant to the Brown Act. Standing Committees must be compliant with the Brown Act, Bylaws, Standing Rules, Codes of Conduct and EmpowerLA rules and procedures.

The Budget Committee and the Executive Committee meet as needed.

Standing Committees are Listed in the Standing Rules.

Section 2: Ad Hoc

An Ad Hoc committee is established with approval by the President for a specific purpose until it fulfills its assigned task and is then dissolved by the President. An Ad Hoc committee that includes non-board member Stakeholders must be ajenized and noticed in keeping with the Brown Act posting requirement.

Section 3: Committee Creation and Authorization

The President and Vice President shall create standing committees and ad hoc committees, and assign committee members. All members of the board must serve on and regularly attend at least one Standing Committee. Each committee may also include non-elected Stakeholders. The President and Vice President review the committees' compositions at the beginning of each fiscal year. The Board, by a majority vote of board members present and voting may authorize or terminate one (1) or more committees. A maximum of six (6) Board members may serve on a Standing Committee. Additional guidelines are outlined in the Standing Rules.

- A. Committee: Term of Office:** Each committee member of a standing committee and/or ad hoc committee shall continue until a successor is appointed by the President and Vice President or until the standing committee, or ad hoc committee is terminated.

A committee member shall be removed by the President and Vice President with concurrence of the other Officers from a specific committee, or ad hoc committee by committee member resignation or for non-compliance of rules and regulations as defined in the Bylaws, Standing Rules and all other rules and regulations of the WHWCNC, City and EmpowerLA.

- B. Committee Chairperson:** With the concurrence of the other Officers of the Neighborhood Council, the President and Vice President shall designate a Board member or Alternate Representative to serve as a Chairperson for each Neighborhood Council committee, and ad hoc committee.
- C. Committee Vacancies:** Vacancies on any committee, subcommittee and/or ad hoc committee may be filled by appointment made by the Committee Chairperson with the concurrence of the President and Vice President of the Neighborhood Council.
- D. Committee Member Dismissal:** Standing Committee members can be dismissed by the Committee Chair with the President and a Vice President approval.

ARTICLE VIII: MEETINGS

The Neighborhood Council shall abide by all California statutes relative to public meetings and public records. All public meetings, as defined by the Ralph M. Brown Act (the "Act" or "The Brown Act"), shall be noticed and conducted in accordance with the Act and the Neighborhood Council Agenda Posting Policy. All meetings, as defined by the Act, are open and public, and shall permit, to the extent feasible, all Stakeholders to participate in the conduct of business, deliberation and decision-making.

Section 1: Meeting Time and Place

Any public meetings shall be held within the Neighborhood Council boundaries at a location, date and time set by the Board or a committee chair. A calendar of meetings shall be approved by the Board at the beginning of each fiscal year.

- A. Special Meetings:** A special meeting may be called on an emergency basis or on time-sensitive issues by the President and/or the Vice-President of the Board by delivering written notice to each member of the Board in accordance with the Brown Act and these Bylaws. Such notice per the Brown Act, must be received and posted at least twenty-four (24) hours before the time set for the special meeting. The notice shall specify the time and place of the special meeting, the business to be transacted and posted to ENS, the WHWCNC website and at the physical posting location. A special meeting must be scheduled for a day and time different from when the regular meeting would have been held. A Chair of a Committee can also call a special meeting. However, special meetings may not be a safety net for not posting agendas (72) hours in advance of meetings.
- B. Adjourned Meetings:** The presiding officer shall adjourn the meeting after all items listed on the agenda have been discussed and an action taken. At Board Meetings and Committee Meetings members shall not leave the meeting until the presiding officer has declared the meeting adjourned as a meeting must be immediately adjourned if there is a lack of a quorum of present and voting members. Neighborhood Councils may not hold closed sessions.

Section 2: Agenda Setting

The President shall set the agenda for each Council Board meeting.

- A. No items may be added to the Agenda once it is posted. No action or discussion shall be undertaken of any item not appearing on the Agenda, except in response to comments or questions made during Public Comment(s), in which case such responses shall be brief. Neighborhood Council Representatives will be permitted to make brief announcements or a brief report on his/her activities, or make a request of any City staff or other resource present for factual information or request City staff to report back a subsequent meeting concerning any matter, or take action to have a matter of business placed on a future agenda, or any other action or discussion permitted by the Brown Act.
- B. **Minutes.** Within ten (10) business days following approval of the minutes of Neighborhood Council meetings, or as the Board otherwise directs, minutes of the meeting shall be posted on the Neighborhood Council web.

Section 3: Notifications/Postings

At a minimum, meeting notices shall be posted in compliance with the Ralph M. Brown Act, on ENS, on the WHWCNC website and in compliance with all EmpowerLA posting policy. An updated listing of the WHWCNC physical posting location/s shall be kept on file with the Neighborhood Council Secretary, EmpowerLA and stated in writing on meeting agendas.

Section 4: Reconsideration

The Board may reconsider a motion previously brought to a vote. A motion to reconsider must be made by a member who voted on the prevailing side. The motion to reconsider can be requested at the meeting in which the motion was made or at the following meeting. The motion to reconsider cannot be tabled and must be voted on. If the motion to reconsider is approved by a majority vote of the members present and voting, the item for reconsideration can be heard at the meeting or will be placed on the agenda of the next scheduled meeting.

ARTICLE IX: FINANCES

Section 1: Responsibilities of the Board

- A. The Board shall review its fiscal budget and adjust 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 disseminated by appropriate City officials regarding the Council's finances, where the term "appropriate City officials" means those officials and/or agencies of the City of Los Angeles who have authority over Neighborhood Councils.
- C. All financial accounts and records shall be available for public inspection and posted on the Council website, if available and possible.
- D. The Council will not enter into any contracts or agreements except through the appropriate City officials.

Section 2: Responsibilities of the Treasurer

In addition to the responsibilities described and contained in these Bylaws, the Treasurer shall be the custodian of the funds of the Neighborhood Council. The Treasurer shall cooperate fully with the Department and City Clerk Funding Program in matters related to the Neighborhood Council funding, financial affairs and accounting procedures, and shall allow Department and City Clerk Funding staff access to the accounting records of the Neighborhood Council.

In addition, the Treasurer shall be responsible for ensuring the following:

Monthly Expense Report (MER)

The MER will be provided monthly and will include all documents required by the office of the City Clerk.

Financial Records

The Treasurer will set up and maintain an appropriate record keeping system for the Neighborhood Council. Documents to be used for purposes of accounting and financial control may be reviewed by the Board, Stakeholders, Empower LA and the Office of the City Clerk.

Budget

The Treasurer shall keep the computerized and any required paper financial records of the budget of the Neighborhood Council. Budget Committee Meetings will be held no less than quarterly to re-allocate the funds of the WHWCNC. The Budget financial records will, at a minimum, consist of receipts, expenses and disbursements which will show the beginning balance, the kinds and amounts of expenses paid daily, and the running balance of each funded category. NC funds will be duly accounted for under categories/line items as defined by the Office of the City Clerk and further defined and approved by a vote of the Board.

Disbursements

All disbursements shall be paid by the WHWCNC credit card or by check. The Treasurer and President of the Board shall be the first and second signers. Check payments approved by a vote of the Board are requested by the Treasurer and dispersed by the Office of the City Clerk.

Neighborhood Council Funds

All WHWCNC receipts of funds are deposited intact into their respective bank accounts by the Office of the City Clerk.

Financial Reporting

The Treasurer shall prepare and submit financial documents and reports to the Board as prescribed in the Standing Rules.

The Treasurer shall prepare and submit the financial documents of the Neighborhood Council to the Department/Office of the City Clerk according to their requirements and the requirements of the City of Los Angeles.

ARTICLE X: ELECTIONS

Section 1: Administration of Elections

The Neighborhood Council's election will be conducted pursuant to any and all City, EmpowerLA and City Clerk 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 (which must be between 14 and 17 years of age), 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

Candidates and Voters will verify their Stakeholder status by providing acceptable documentation submitted and verified by the office of the City Clerk.

Section 5: Restrictions on Candidates Running for Multiple Seats

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

Section 6: Other Election Related Language

- A. **Alternates:** For each area, one (1) Alternate Area Representative shall be selected pursuant to the Elections Rules and Procedures. The Alternate Representative must attend all Board meetings of the Neighborhood Council. The Alternate Representative shall be a voting member of the Neighborhood Council at any Neighborhood Council Board meeting where the corresponding Area Representative is absent.

If an Area Representative resigns or is removed from office, the corresponding Alternate Representative shall become the Representative for that area for the remainder of the Representative's elected term.

- B. **Selection of Representative and Alternates:** The person receiving the highest number of votes in an election of RRs, BRs, CORs and ALRs, shall serve as the area Representatives for the new term. The person receiving the second highest number of votes in each area election shall become the area Alternate Representative for the new term, providing he or she accepts. The term of the area Alternate Representative shall be concurrent with that of the area Representative.

ARTICLE XI: GRIEVANCE PROCESS

- 1) **Eligibility to Grieve.** The Neighborhood Council grievance review process will be conducted pursuant to all City ordinances, policies and procedures pertaining to Neighborhood Council grievances. The Neighborhood Council shall take appropriate action as advised by EmpowerLA. This formal grievance process is not intended to apply to Stakeholders who simply disagree with a position or action taken by the Board. Those grievances can be aired at Neighborhood Council meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the Board's failure to comply with the Neighborhood Council Standing Rules or these Bylaws.
- 2) **Filing a Grievance,** Board members and Stakeholders shall visit the EmpowerLA Grievance Policy website page and portal for instructions for filing a grievance or contact EmpowerLA at 213-978-1551.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The Board shall meet regularly, as prescribed in the Standing Rules. All Neighborhood Council

meetings, including General Meetings, Executive Committee Meetings and Committee meetings, shall be governed by Roberts' Rules of Order or have modifications of those rules as the Neighborhood Council Board sets forth in the Standing Rules, insofar as such rules are not inconsistent with city, state and federal laws.

Ad-hoc Committees of six (6) or less Board members therefore not open to the public, can waive parliamentary procedure.

ARTICLE XIII: AMENDMENTS

Requests for amendments, changes, additions and/or deletions to the Bylaws or Standing Rules may be proposed by a member of Board. All proposed amendment(s) reviewed by the Governance Committee for analysis and recommendation(s) shall be submitted to the Board. The proposed amendments will be placed on the agenda for public discussion at any scheduled regular Neighborhood Council Board meeting. A recommendation for amendment, change(s), addition(s) and/or deletion(s) of the Bylaws or Standing Rules requires a majority vote of the Board members present and voting. Thereafter, and within fourteen (14) business days after a vote recommending amendment, change(s), addition(s) and/or deletion(s) to the Bylaws, a Bylaw Amendment Application shall be submitted to EmpowerLA in accordance with all rules and regulations.

ARTICLE XIV: COMPLIANCE

All Neighborhood Council Representatives, Alternates, Officers, and any others within the scope of the applicable law, shall abide by all Federal, State and Local laws, including the standards adopted by the Los Angeles Ethics Commission, as a minimum ethical standard. The Neighborhood Council shall adopt as Standing Rules and Codes of Conduct as a pledge and methodology for Neighborhood Council Representatives, Alternates, Officers, and other affected persons, regarding obeying the law and rules and achieving high standards of conduct, including, but not limited to, fair and open procedures for conducting business and financial accountability of Neighborhood Council funds.

Section 1: Code of Civility

The Neighborhood Council, its representatives, and all Stakeholders shall conduct all Neighborhood Council business in a civil, professional and respectful manner or be subject to disciplinary action per the Standing Rules. Board members will abide by both the Commission's Neighborhood Council Board Member Code of Conduct Policy and the Neighborhood Council's Code of Conduct Policy.

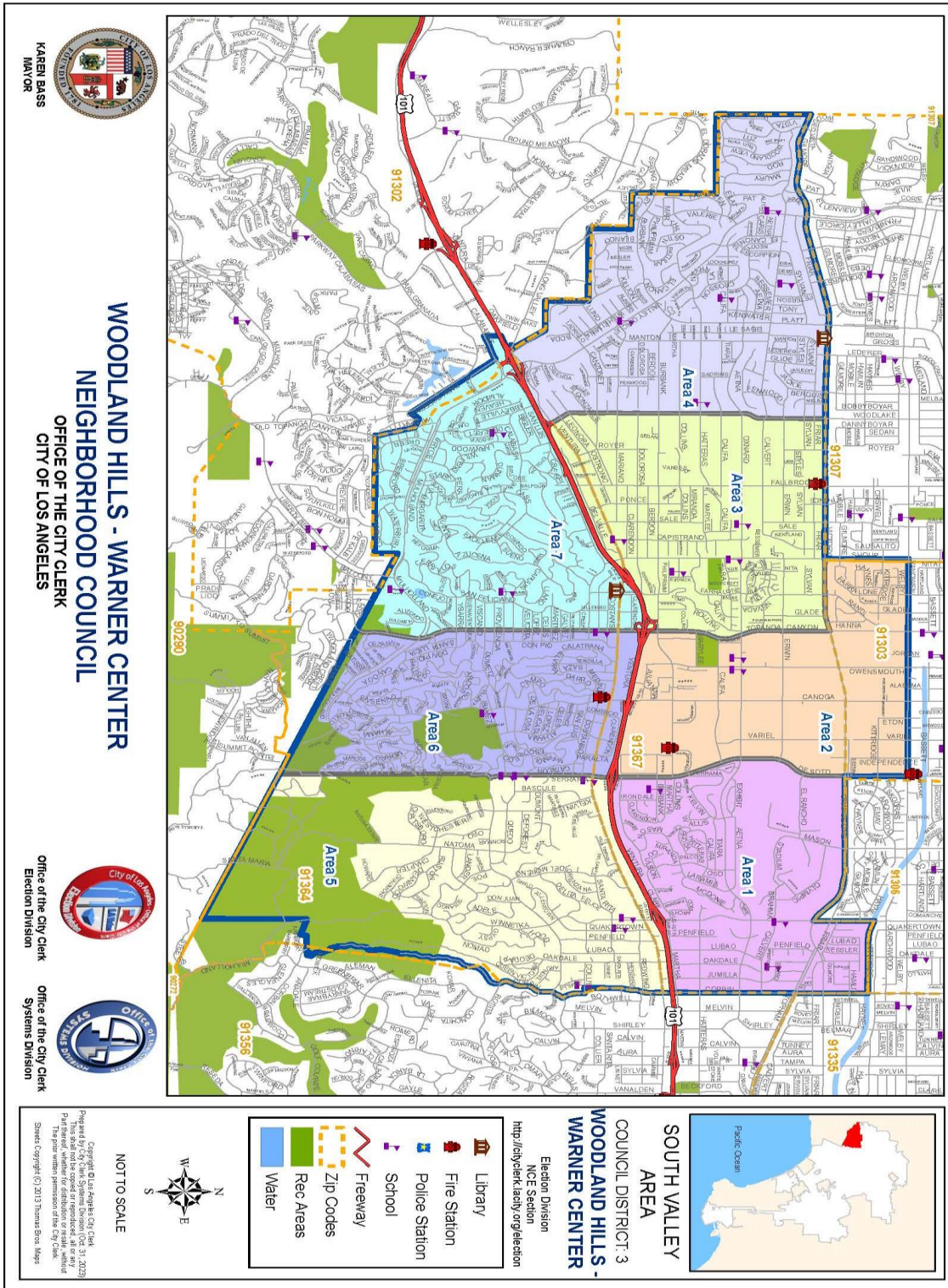
Section 2: Training

Neighborhood Council (NC) board members, both elected and appointed, are required to complete four trainings in order to vote on issues that come before the council: Ethics, Funding, Code of Conduct, Anti-Bias Learning for Employees (ABLE) Training and the Gender Expression and Gender Identity Training.

Section 3: Self-Assessment

Every year, the Neighborhood Council shall conduct a self-assessment pursuant to Article VI, Section 1 of the Plan and as defined by EmpowerLA.

ATTACHMENT A – Map of Neighborhood Council
Woodland Hills - Warner Center Neighborhood Council



**ATTACHMENT B – Governing Board Structure and Voting
Woodland Hills - Warner Center Neighborhood Council**

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Residential Representative of Areas 1 - 7 Term: 4 Years	7	Elected	Stakeholder who is at least 18 years old; whose primary residence is located within the physical boundaries of each respective area.	Stakeholder who is at least 16 years old at the time of the election and lives, works, owns a business, or is a member or participates in a community organization within the area.
Business Representative of Areas 1 – 7 Term: 4 Years	7	Elected	Stakeholder who is at least 18 years old, who owns a business or rental property or is employed by a business that is located within the physical boundaries of each respective area.	Stakeholder who is at least 16 years old at the time of the election and lives, works, owns a business, or is a member or participates in a community organization within the area.
Community Organization Representative of Areas 1 – 7 Term: 4 Years	7	Elected	A person who is at least 18 years old and is a member of, or regularly participates in the activities of a community organization that is located within the physical boundaries of each respective area.	Stakeholder who is at least 16 years old at the time of the election and lives, works, owns a business, or is a member or participates in a community organization within the area.
At-Large Representative Term: 4 Years	1	Elected	Stakeholder who is at least 18 years old at the time of the election and who lives, works, 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 is a member of or participates in a Community Organization 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.	Stakeholder who is at least 16 years old at the time of the election and who lives, works, 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 is a member of or participates in a Community Organization 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.
Youth Member	1	Appointed	Stakeholders between the ages of fourteen (14) and seventeen (17) at the time the Stakeholder is appointed to this seat.	The youth member shall be appointed by a majority vote of the Board on a written application made to the Board on a form to be designated

ATTACHMENT C – Glossary Definitions

1. Absence - Failure to be present at a scheduled meeting, where you are a voting member.
2. Acceptable Documentation - Documentation acceptable through the City of Los Angeles.
3. Adjourned - End of doing business of a meeting.
4. Administration of Elections - Department of Neighborhood Empowerment and City Clerk election procedures.
5. Agenda - A list of items to be addressed at a meeting per Brown Act Requirements.
6. Alternate - The runner up who has the second highest vote count, regardless of Stakeholder category, for that area.
7. Amendment - A parliamentary procedure for any alteration made to a motion.
8. Area - The Neighborhood Council is divided into seven (7) sections, which are called "Areas." Each Area has three (3) elected Representatives and one alternate representative. Please see Attachment "A"
9. Board - Those elected and appointed members who comprise the Board ("The Board").
10. Board Meetings - A standing monthly meeting of the board Neighborhood Council as defined by the Bylaws (Article VIII).
11. Meeting (Special) - A meeting which requires twenty-four (24) hours notice
12. Bylaws - A set of regulations addressing the operations and governance of the WHWCNC.
13. Censure - An act of condemnation of an act or behavior as deemed unacceptable by the NC
 - a. (Please see Article V, Section 8.).
14. Chairperson - The appointed leader of a standing committee or ad hoc committee
15. Committee (Ad Hoc) - A Committee created for a limited purpose (temporary) that may contain both board members and Stakeholders (Article VII).
16. Committee (Executive)- The officers of the WHWCNC. (Article VII).
17. Committee (Standing) - A committee that meets on a regular basis on a specific day and time, as defined by the Bylaws (Article VII).
18. Complaint - A formal objection (in writing) in the course of the operation of the NC referencing a specific action or actions.
19. D.O.N.E. - "Department of Neighborhood Empowerment" - The City's department overseeing the NC. Also referred to as "the Department"
20. Duties - The required actions of the NC Members as defined by the Bylaws and Standing Rules
21. Election Certification - D.O.N.E.'s and the City Clerk system of validating election results.
22. Grievance - A dispute involving procedural matters. (Please see Article XI.)
23. Motion - Sets forth a specific request for action by the WHWCNC.
24. WHWCNC - "Woodland Hills - Warner Center Neighborhood Council."
25. NC - "Neighborhood Council."
26. Neighborhood Council Property - All nonexpendable items paid for with City funds.
27. Officer/Officers of the Board - Please see Article VI, § 1.
28. President - please see Article VI §2A.
29. Quorum – Thirteen (13) members of the board present and voting at board meetings.
30. Removal - Disqualification of a Board Member or Alternate for the reasons and through the procedures delineated in the Bylaws. (Article 5, Section 8)
31. Representative - The person (either elected or appointed) to fill a position in one of the seven Areas or the At-Large position.
32. Stakeholder - Those individuals who live, work, or own property in the neighborhood as well as those who declare a stake in the neighborhood and affirm the factual basis for it, as determined by The Department.
33. Standing Rules - Non-legislative, operating procedures.
34. Vacancy(s) - An open seat on the Board or a committee.
35. Vice-President - Please see Article VI §2B.