

**BYLAWS OF THE
WOODLAND HILLS - WARNER CENTER
NEIGHBORHOOD COUNCIL**

Approved August 01, 2018

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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 mission of the Neighborhood Council shall be:

1. To foster a sense of community for all people to express ideas and opinions about their neighborhoods and their government; and provide a forum to effectively address the issues which impact the community.
2. To create, execute and support projects and initiatives for the physical, environmental, safety, social and cultural improvement of Woodland Hills and Warner Center
3. To promote and improve the quality of life in our neighborhoods,
4. 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;
5. To promote, empower, and encourage community participation in city governance so that government is more responsive to local needs and requests. The goal is to create opportunities to build partnerships with government that address local needs;
6. To secure support from the City of Los Angeles, our elected officials and other governmental agencies, for the resources needed to achieve our goals;
7. To advocate for compliance with and development of the standards of this Neighborhood Council as set forth in the community and specific plans;
8. To promote the public good by collaborating with other organizations or groups for the benefit of the region.

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;

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2. To remain non-partisan with respect to political party affiliation, race, creed, or national origin and inclusive in our operations including, but not limited to, the process of electing or selecting the Neighborhood Council Board of Directors (hereinafter "Board"), Officers, and committee members as set forth herein ;
3. To encourage all Stakeholders of Woodland Hills to participate in the activities of the Neighborhood Council and to collaborate/work together to improve the community;
4. To actively prohibit discrimination against any individual or group in our operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, homeowner/renter status or political affiliation, and
5. To have fair, open and transparent procedures for the conduct of all Neighborhood Council business;
6. The Neighborhood Council shall direct that a system of outreach, including but not limited to use of the Early Notification System of the City of Los Angeles, a publicly accessible website or other available forms of communication be instituted to inform Stakeholders as to the existence and activities of the Neighborhood Council;
7. The Neighborhood Council Board shall establish, implement and enforce a policy regarding media, government, community relations and communications

ARTICLE III BOUNDARIES

Section 1: Boundary Description: The Neighborhood Council area shall be comprised of the entire Woodland Hills Community, bounded on the 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), on the South by the City/County Line, on the East by Corbin Avenue, and on the West by the City/County Line.

Section 2: Internal Boundaries

- A. **Area 1:** Bounded by:
- | | |
|--------------|---------------------|
| 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:** Bounded by: **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:** Bounded by: **North** Victory Boulevard
South Ventura 101 Freeway
East Topanga Canyon Boulevard
West Woodlake Avenue
- D. **Area 4:** Bounded by: **North** Victory Boulevard
South Ventura 101 Freeway
East Woodlake Avenue
West Los Angeles City/County Line
- E. **Area 5:** Bounded by: **North** Ventura 101 Freeway
South Los Angeles City/County Line
East Corbin Avenue
West Serrania Avenue
- F. **Area 6:** Bounded by: **North** Ventura 101 Freeway
South Los Angeles County Line
East Serrania Avenue
West Topanga Canyon Boulevard
- G. **Area 7:** Bounded by: **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 is open to all Stakeholders. A “stakeholder” 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.

The Neighborhood Council shall be diverse, inclusive, and open to all Neighborhood Stakeholders and may not discriminate in any of its 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, resident status, income, or political affiliation.

ARTICLE V GOVERNING BOARD

Section 1: **Composition:** The Neighborhood Council Board of Directors ("Board"), shall consist of twenty-three (23) Stakeholders consisting of (21) Area Representatives, (1) At Large Representative either publicly-elected or Board Selected appointed (when necessary) and one board appointed Youth member as Neighborhood Council Representatives, as defined immediately below; plus (7) area alternates comprised of (1) alternate per area and (1) At Large Alternate. as defined in Article X, Section 6(A) ~~either publicly-elected or Board Selected (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 Community Stakeholder group shall comprise a majority of a quorum of the Neighborhood Council's governing body. A majority of a quorum is five (5) board members.

- A. **Residential Stakeholder Representatives** ("RSR"): An RSR 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 unit. There shall be one (1) RSR elected in each of the seven (7) areas.
- B. **Business Stakeholder Representative** ("BSR"): A BSR shall be any person who (1) owns a business (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) BSR elected in each of the seven (7) areas.
- C. **Community Based Organization Representative** ("CBO"): A CBO Representative shall be any person who identifies themselves as a Stakeholder, as defined in Article IV, including, but not limited to, participation in educational institutions, religious institutions, community organizations or other non-profit organizations. There shall be one (1) CBO Representative elected in each of the seven (7) areas.
- D. **At-Large Stakeholder Representative** ("~~ALSR~~"~~ASR~~"): An ~~ASR~~ shall be any person who meets the definition of a stakeholder to promote and improve the quality of life in our neighborhoods. There shall be only one (1) ~~AL~~ASR elected to represent all of Woodland Hills-Warner Center. The ~~ASR~~ candidates' names will appear on the ballot in all seven (7) areas off Woodland Hills Warner Center the Woodland Hills Warner Center Neighborhood Council during an even odd-number area election year.

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- E. **Youth Board Member** (1) – Open to Stakeholders at least sixteen (16), but less than eighteen (18) years of age at the time the Stakeholder is appointed to this seat. The Youth Member's term will end at the conclusion of their fourth year (senior year) of high school. on the date of his/her eighteenth birthday. The Youth Board 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.

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 twelve (12) Board Representatives and/or Alternates.

Section 3: **Official Actions:** A simple majority vote by the board members present and voting, ~~including abstentions, which act as a "yes" vote~~ shall be required to pass motions which deal with policy matters of the Neighborhood Council and to pass motions of an administrative nature (e.g., approval of minutes, Treasurer's reports and motions to adjourn).

- A. The presiding officer may vote on all motions.
- B. Voting by proxy shall not be allowed.
- C. The Alternate Representative may sit at the table and vote only when any of the area the Representative(s) is absent, or if any seat for the area is vacant. If all area representatives are present, the alternate shall sit in the audience and be limited to two (2) minutes of comment or amount of time determined by the presiding officer.
- D. In the event that an Elected Representative is absent or recuses him/herself or the seat is vacant, the Alternate for the corresponding area shall take a seat at the table and be able to vote. take his/her place.

Section 4: **Terms and Term Limits:** Each Representative and Alternate shall serve for a term of four (4) years based on an even-odd numbered area system of elections based on Area number. The ALSR shall be elected with odd numbered areas. The terms will be staggered with the even number seats and At Large Stakeholder Representative seat up for election in 2016. Prior to the beginning of a term and upon Election Certification, the newly elected persons will be referred to as Representative Elect and Alternate Representative Elect. Newly-elected NC board members will be seated in accordance with their NC Bylaws or DONE procedures after the City Clerk has issued certified election results and all election challenges have been resolved. There shall not be a limit on the number of terms which can be served.

~~A: Group A.— Seats up for election in 2021: At Large Stakeholder Representative, Business Representative of Area 2, Business Representative of Area 4, Business Representative of Area 6, Community Based Organization Representative of Area 2, Community Based Organization Representative of Area 4, Community Based Organization Representative of Area 6, Residential Representative of Area 2, Residential Representative of Area 4, Residential Representative of Area 6, Youth Board Member.~~

~~B: Group B.— Seats up for election in 2023: Business Representative of Area 1, Business Representative of Area 3, Business Representative of Area 5, Business Representative of Area 7, Community Based Organization Representative of Area 1, Community Based Organization Representative of Area 3, Community Based Organization Representative of Area 5, Community Based Organization~~

~~Representative of Area 7, Residential Representative of Area 1, Residential Representative of Area 3, Residential Representative of Area 5, Residential Representative of Area 7.~~

Section 5: Duties and Powers: The primary duties of the Neighborhood Council Board shall be to govern the Neighborhood Council and to carry out its mission, as defined in Article II.

- A. **Return of Neighborhood Council Property.** In the event of a change in the status of any Representative or alternate of the Neighborhood Council holding any office position, please see the ~~standing rules~~ Standing Rules and all rules of the City of Los Angeles.
- B. **Maintenance and Inspection of Articles and Bylaws.** Please see the ~~standing rules~~ Standing Rules
- C. **Maintenance and Inspection of Other ~~Corporate~~ Neighborhood Council Records.** The ~~accounting books, financial documents,~~ records, and minutes of all proceedings of the Board and any committee or subcommittee of the Neighborhood Council shall be kept in accordance with the ~~standing rules~~ Standing Rules.
- D. **Inspection by Members.** For procedures governing inspection of records, please see the ~~standing rules~~ Standing Rules.

Section 6: **Vacancies:** In the event that a Representative resigns, is removed, or is unable to serve, or the seat is vacant, 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 of the Neighborhood Council Board of Directors. 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) ~~consecutive~~ regularly scheduled monthly general Neighborhood Council Board meetings in any twelve (12) month period may be removed as a Neighborhood Council Representative by two-thirds of the quorum of the Board. Removal shall be effective after notice is ~~given~~ en to the person being removed and confirmation of notice delivery is received. Notice must be sent, ~~return receipt requested, by certified mail or email~~ to the Representative or Alternate's last known address.

Section 8: **Censure:** The Council can take action to publically reprimand a Board Member or alternate for actions in the course of Council business by censuring the Board Member or alternate at a regularly scheduled Council Board Meeting. To initiate a censure, a Board member must file a petition with the Neighborhood Council President and, Vice President, ~~and/or Secretary~~ for discussion and action at the next Neighborhood Council Meeting. Please see definition of censure for definition of censurable conduct on Attachment C. ~~The Board shall consult with the Office of the City Attorney prior to any Censure process.~~

Section 9: **Removal of Governing Board Members and Alternates:** Neighborhood Council Representatives and/or Alternates shall be removed for the following reasons:

- A. **Change or Loss of Stakeholder Status:** A Neighborhood Council Representative or Alternate who loses their qualifying status are disqualified as a Neighborhood Council Representative. A Board Member or alternate who loses their status has a duty to notify the ~~Board President and Vice President~~ immediately. Stakeholder status shall be determined by Article IV above.
- B. **Removal by Recall:** A Neighborhood Council Representative or Alternate may be removed by the submission of a written petition by seventy-five (75) verified Stakeholders of the elected Representative or /alternates/Alternative's Areaarea, pursuant to the procedure set forth below:
 - 1. Recall initiators informs an officer of the Neighborhood Council that they wish to collect signatures for the removal of their elected ~~Representative-area representative~~ or Alternatealternate.
 - 2. The Board notifies the ~~Representative/representative/Alternate or alternate~~, and advises initiators to create a "Pro Recall Statement" with a limit of five hundred (500) words for the Neighborhood Council required recall petition in the Woodland Hills Warner Center NC - Bylaws Approved 08/01/2018

Neighborhood Council ~~Standing Rules~~Standing Rules.

3. The Board receives the "Pro Recall Statement" and forwards it to the area Neighborhood Council member who is the subject of the recall effort by email or certified letter.
4. The aforementioned area Neighborhood Council member has fourteen (14) days to furnish a "Rebuttal Recall Statement" to the Neighborhood Council. (Same word limit as item 2 above)
5. The Neighborhood Council prepares a recall petition using the template from the Neighborhood Council ~~Standing Rules~~Standing Rules.
6. Recall stakeholder initiators have ~~ninety (90)~~sixty (60) days from the Council officer's receipt of the ~~recall petition~~"Pro Recall Statement" from the Neighborhood Council to collect signatures, including printed name, address and stakeholder status (residential, commercial, or community-based organization), of seventy-five (75) verified Stakeholders from the Representative's or Alternate's area and provide the petition to the officers of the Board.
7. The Governance Committee shall within thirty (30) days verify petitioners and, if verified, shall place the matter on the agenda for the earliest regularly scheduled Board meeting. ~~that allows for the Representative or Alternate to receive thirty (30) calendar days' prior written notice pursuant to D1 below.~~

~~8. Removal by recall shall be completed pursuant to the procedures set forth in D below.~~

- C. **Removal by Board:** A Representative or Alternate shall be removed by the Board for violation of the Bylaws, ~~Standing Rules~~Standing Rules, ~~Polieies~~Policies, rules and regulations of the City and/or State, including and the Code of Conduct, ~~if the Board deems the violation to be so serious to cause a majority of the Board to vote that the Board Member shall be removed.~~ The reason(s) for the removal must be in writing and include the bylaw(s) and/or rule(s) violated. The Board shall consult with the Office of the City Attorney prior to any removal process.

D. Procedure for Removal: The Officers shall have the matter placed on the agenda for a hearing by the Board of Directors at the next regular Neighborhood Council meeting, pursuant to the procedure set forth below.

1. The Representative or Alternate shall be given a minimum of twenty ~~onefive~~ (215) calendar days' prior written notice of the proposed removal and the reasons for the proposed removal. Notice must be sent by email or certified~~certified mail-mail, return receipt requested~~, to the Representative/Alternate's last known address or by email sent by the Board President.
2. The Representative/Alternate shall be given an opportunity to be heard, either orally ~~or~~ in writing at a Board meeting. Any written response provided by email or certified mail to the officers of the board ~~must~~must be received no

later than ten (10) days prior to the next regular Board meeting, ~~shall be sent to the Neighborhood Council address posted on the web site.~~ The hearing shall be held, and/or the written statement considered, before the next regular Neighborhood Council meeting, as the process allows.

3. The Board shall decide whether or not the Representative or Alternate should be removed. Any removal of a Representative pursuant to this subsection shall require an affirmative vote of two-thirds (2/3) of the Board present, but shall not include the vote of the Representative being considered for removal nor shall that Representative be considered for a quorum.

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 or appointed* members 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 as the Neighborhood Council may assign from time to time or as the Bylaws may prescribe. The President is the official primary spokesperson for the Board and the Neighborhood Council. No other Board member may represent the Neighborhood Council to the media or other entities unless designated by the President. The President appoints committee chairs and ad hoc committees.
- 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 shall have all the powers and perform such other duties as the Board of Directors or the Bylaws may prescribe. The Vice-President shall be responsible for the oversight of all committees designated by the Board. The Vice-President shall perform all other

duties as the President or the Board may assign from time to time.

- C. **Treasurer.** The Treasurer shall keep ~~the books~~all financial records and maintain, or cause to be kept and maintained, adequate and correct books and records of the Neighborhood Council's financial transactions. The books and records, including ~~books of accounts,~~financial records, shall be open to inspection by any Representative or Stakeholders of the Neighborhood Council at all reasonable times. All ~~books of accounts~~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 that meeting shall be the Treasurer.
- D. **Secretary.** The Secretary shall ~~keep record~~ the minutes of the Neighborhood Council Board Meetings and post the board approved meeting minutes on the Council website within (21) days of the last Board Meeting~~fourteen (14) days of approval; see that all notices are given in accordance with the provisions of these Bylaws;~~ be custodian of the Neighborhood Council's non-financial records; and perform all other duties as requested by the President and/or the Board. The Secretary shall keep the Bylaws and ~~Standing Rules~~Standing Rules up to date and shall keep an official list of all Representatives, Alternates, and Committee Members and their terms, and keep a register of the addresses (including electronic address, if applicable) and telephone numbers of each Representative and Alternate. The Board shall appoint an Assistant Secretary who shall assist the Secretary with all duties and act in his or her absence.
- E. **Parliamentarian.** The Parliamentarian shall ensure that the Neighborhood Council's meetings follow Robert's Rules of Order or such other rules as the Board adopts (insofar as such rules are not inconsistent with these Bylaws or with the law). The Parliamentarian shall ensure the meetings are undertaken in an expeditious manner and shall be the timekeeper, ensuring that all speakers speak within the required time frames.

Section 3: Selection of Officers

- ~~A. The Officers shall be elected from the 22 elected and appointed Area Board Representatives. The Youth member cannot be an Officer. The Officer's will be nominated by board member nomination at regular scheduled Regular board meeting where the Officer Election is placed on the Board Meeting Agenda.~~
- ~~B. Alternate board members may not nominate Officers and cannot vote in the Officer election. Elections are determined by open election by a majority (23) Board vote by a majority show of hands of the Board.~~
- ~~A. Following any annual election and prior to the start of new terms, a Transition Caucus will be convened composed of newly elected Representative Elects and Alternate Representative Elects for the purpose of nominating and accepting nominations of candidates for officer positions. The Transition Caucus shall include one person from each of the seven (7) areas, plus the elected ASR. Final selection of Transition Caucus members will be at the discretion of the President whose term is ending.~~
- ~~B. Officers shall be elected from the annual Transition Caucus nominations. In the event that a newly elected Representative is removed from office due to a successful election challenge and the margin of victory for any given officer is close, the~~

~~Transition Caucus may reconvene to re-vote for the affected officer positions.~~

- C. 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.

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 of Directors present. The replacement shall serve for the remainder of the term of the office being filled.

Section 5: **Removal of Officers:** An Officer of the Board shall be removed by the Board for violation of the Bylaws, Standing Rules, and Rules, Regulations and Policies of the City and/or State, and including the Code of Conduct. The reason(s) for the removal must be in writing and include the bylaw(s) and/or rule(s) violated. The Officers shall consult with the Office of the City Attorney prior to any removal process.

Any Board member Representative who desires to remove an Officer must make a formal request to the Officers of the Board by certified letter or via email. The Officer to be removed will be provided a written notice by certified letter or via email (maximum 500 words) of the proposed action with detailed reasons provided. After receipt of the request, the Officer to be considered for removal will be allowed (21) days to provide a detailed written response (maximum 500 words). The Youth member and Alternates cannot request removal of an Officer of the Board.

The Board member Representative written request and Officer written response shall be placed on the agenda at the next two (2) consecutive regular Board meetings. Therefore: Removal shall take place only upon two consecutive Regular Full council Board member meetings, both which must have two-thirds votes of the 223 Board members Representatives (voting must be by roll call) supporting removal before the Officer is removed. The individual subject to removal shall be permitted to vote.

~~Any Board Member who desires to remove an officer shall present it to the Board and it shall be placed on the agenda at two consecutive regular Board meetings. Removal shall take place only upon two consecutive full council meetings, both which have two thirds votes (voting must be by roll call) supporting removal before the Officer is removed. The individual subject to removal shall be permitted to vote.~~

ARTICLE VII COMMITTEES AND THEIR DUTIES

Section 1: Standing Committees: All committee chairs must be Board members or alternates. No Committee may have more than (5) board members on a committee as more than (5) members constitutes a majority of thea quorum of the Board. The (5) Board members includes Alternate members. All Neighborhood Council committees, subcommittees and/or ad hoc committees shall be elected, selected, or appointed in a manner to be determined by the Board, as the need arises. are appointed in a manner to be determined by the President and Vice President the Board, as the need arises and are approved by the Board at a regularly scheduled Board meeting. All Ad hoc Committees are appointed by the President and are approved by the Board at a regularly scheduled Board meeting.

Section 2: **Sub-Committees:** A Subcommittee is established as part of a Standing Committee for a
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related specific purpose until it either fills its assigned task, is terminated, or there is another change in status. Sub-committees may be appointed by Committee Chairs with approval of the President and Vice President.

Section 3 **Ad Hoc Committees:** See Section 1. Ad hoc committees ~~that include non-board member stakeholders shall be agendaized and noticed in keeping with the Brown Act.~~ are established by the President of the Board for a specific purpose until it either fulfills its assigned task, is terminated or there is another change in status. If the ad hoc includes non-board member stakeholders the ad hoc shall be publicly noticed in conformance with the Brown Act.

Section 4: **Committee ~~Creation and~~ Authorization:** Committees established or disbanded shall be noted in the minutes by the Secretary. The Board, by ~~motion~~ vote, may designate or terminate one (1) or more committees ~~and provide for the manner of approving members for each committee.~~ Each committee may include no greater than six (6) non-elected board member Stakeholders.

A. **Term of Office:** Each member of a committee, ~~subcommittee~~ and/or ad hoc committee shall continue until a successor is appointed by the ~~President~~ President and Vice President and by concurrence of the Board. Neighborhood Council, unless the committee, subcommittee and/or ad hoc committee is terminated, or the member is removed from the committee, subcommittee and/or ad hoc committee pursuant to the same removal procedure as is set forth in Article V.

B. **Chairperson:** With the concurrence of the ~~other Officers of the~~ Neighborhood Council board, the President shall ~~designate~~ appoint a person to serve as a Chairperson for each Neighborhood Council committee, ~~subcommittee~~ and/or ad hoc committee.

~~C.~~ **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 Officers of the Neighborhood Council.~~ stakeholder and/or board members. Committee Chairs may make recommendations to fill vacant seats for their committee and appoint subcommittees with concurrence of the President and Vice President.

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 and committee meetings shall be held within the Neighborhood Council boundaries at a location, date and time set approved by the Board. Committee meetings date and time shall be set by or a committee chair in concurrence with board approval. A calendar of regular meetings shall be established by the Board 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 regular meetings shall be established by the Board at its first regular meeting of each calendar year. Regular meetings must be posted 72 hours prior to the meeting. Special Meetings must be posted 24 hours prior to the meeting.

A. **Special Meetings:** A special meeting of the Board may be called on an emergency basis or on time-sensitive issues by the President, the Vice-President, or a majority of the elected Representatives, by delivering written notice to each member of the Board and in accordance with the Act and these Bylaws. Such notice may be given either personally or by mail, but must be received 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 and the business to be transacted.

~~B. **Adjourned Meetings:** All meetings may be adjourned or suspended to another specified time, place and date, but not beyond the next regular meeting. A majority of the Board present, whether or not constituting a quorum, may adjourn any meeting. A copy of the notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned time and place meeting was held, within twenty-four (24) hours after the time of adjournment.~~

~~B. When a regular or adjourned regular meeting is adjourned as provided herein, the resulting adjourned regular meeting shall be a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for the regular meetings.~~

Section 2: **Agenda Setting:** The President shall set the agenda for each Council board meeting. The President may place items on the agenda.

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 Act.

B. **Minutes.** Within ~~ten (10) business~~twenty-one (21)fourteen (14) calendar days following approval of the minutes of regular Neighborhood Council meetings, or as the Board of Directors otherwise directs,

The secretary of the Board shall post Board Meeting minutes on the NC website. Within ~~twenty-one (21) business~~fourteen (14) calendar days after approval, each Committee Chair shall post their committee minutes on the NC website

~~minutes of the meeting shall be posted on the Neighborhood Council web site and/or sent by mail, fax or electronic mail to all Board of Directors and such others in the community as the Neighborhood Council directs.~~

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 a motion previously brought to a vote. A motion may be made only from a member who voted for the prevailing side. The motion can only be brought at the meeting in which the motion was made or at the following meeting. The motion cannot be tabled. The Rules for Reconsideration must be followed as defined in "Robert's Rules of Order".

ARTICLE IX FINANCES

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:

~~**Bank Reconciliation:** Each fund or account will be reconciled monthly with bank statements~~

~~**Monthly Expense Report (MER):** The MER will be provided monthly and will include all documents required by the office of the City Clerk.~~

~~**Bookkeeping/Financial Records:** The Treasurer will set up and maintain an appropriate bookkeeping/financial records keeping system for the Neighborhood Council. Documents to be used for purposes of accounting and financial control control may be reviewed by the Board, stakeholders, Empower LA and the Office of the City Clerk, City Clerk Funding Program Chief Accounting Employee of the Department.~~

~~**Books of Accounts:** The Treasurer shall keep the books of accounts of the Neighborhood Council. The books of accounts will, at a minimum, consist of Cash Receipts and Disbursements Ledgers which will show the beginning cash balance, the kinds and amounts of expenses paid from day to day, and the running balance of each fund. Each type of fund will be duly accounted for under separate ledgers.~~

~~**Budget:** The Treasurer shall keep the computerized and 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 Cash receipts, expenses and Disbursements which will show the beginning cash balance, the kinds and amounts of expenses paid daily, and the running balance of each fund funded category. NC funds will be duly accounted for under separate ledgers. 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 should shall be approved by the President of the Officers Board of the Neighborhood Council. 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 drawn approved by a vote of the Board are requested by the Treasurer and dispersed by the Office of the City Clerk. All disbursements shall be paid by check. Checks drawn shall be signed by the President of the Officers and countersigned by the Treasurer of the Neighborhood Council.~~

Receipts Neighborhood Council Funds: All WHWCNC receipts of funds ~~and/or grants shall~~ be deposited intact into their respective bank accounts by the Office of the City Clerk.

Financial Reporting: The Treasurer shall prepare and submit the ~~accounting statements~~ financial documents of the Neighborhood Council to Department Office of the City Clerk according to their requirements and the requirements of the City of Los Angeles.

Annual Report: The Board shall provide to the Neighborhood Council within ~~one hundred and twenty (120)~~ sixty (60) days after the close of its fiscal year, a report containing the WHWCNC audit of the prior fiscal year, as determined and reported by the Office of the City Clerk. ~~the following information in reasonable detail:~~

~~A. The assets and liabilities, including the trust funds, of the Neighborhood Council fiscal year, as of the end of the fiscal year;~~

~~B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;~~

~~C. The revenue or receipts of the Neighborhood Council, for both general and restricted purposes, for the fiscal year;~~

~~D. The expense disbursements of the Neighborhood Council, for, both unrestricted and restricted to particular purposes during the fiscal year.~~

ARTICLE X ELECTIONS

Section 1: Administration of Election: The Neighborhood Council's election will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council elections.

Section 2: Governing Board Structure and Voting: The number of Board seats, the eligibility requirements for holding any specific Board seats, and which Stakeholders may vote for the Board seats are noted in Attachment B.

Section 3: Minimum Voting Age: All Stakeholders aged eighteen (18) and above shall be entitled to vote in the Neighborhood Council elections. Each stakeholder may only vote in one area per election. All stakeholders may vote for ALSR.

Section 4: Method of Verifying Stakeholder Status: Voters will verify their Stakeholder status by providing acceptable documentation as defined by Empower LA and the Office of the City Clerk.

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

Section 6: Other Election Related Language

A. **Alternates:** For each area, one (1) Alternate Representative shall be ~~selected~~ elected pursuant to the City Elections Rules and Procedures. After the election and elected Board members are formally seated, Alternants may request to be appointed to open Board seats per stakeholder appointment procedures. The Alternate Representative must attend all publicly noticed Board meetings of the Neighborhood Council. The Alternate Representative shall be a voting member of the Neighborhood Council at any Neighborhood Council Board meeting from which the Representative is absent, or if the seat is vacant, or and, if a Representative resigns or is removed from office, the Alternate Representative shall become the Representative for the remainder of the Representative's elected term. Alternates may request to be appointed to vacant seats in their area.

B. **Selection of Representative and Alternates:** The person receiving the highest number of votes in an election of representatives, defined as Residential Stakeholder Representative (RSR)s, Business Area Representative, (BSR), s and Community-Based Organization (CBO) ASRs, or and At-Large representative shall serve as the Representatives for the new term. ~~The person receiving the second highest number of votes in each election shall become the Alternate Representative for the new term, providing he or she accepts.~~ The term of the Alternate Representative shall be concurrent with that of ~~the other area R~~ representatives.

C. Board Seat Appointments to the WCWCNC Board: After the election and Board members are formally sworn in, any stakeholder or WHWCNC Alternate may request to be considered for a vacant area Board seat by notifying an Officer of the Board. The request will be placed on the Governance Committee agenda for stakeholder verification. The Governance Committee will verify and submit candidates to the Board for review and a vote of the Board.

~~B.D. -~~

ARTICLE XI GRIEVANCE PROCESS

- 1) **Eligibility to Grieve.** Stakeholders: The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances. The Neighborhood Council Representatives shall resolve the complaint or take appropriate action and advise the complainant of the outcome. 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~~ Standing Rules or these Bylaws.
- 2) **Complaint Receipt.** Within ten (10) working days of receipt of the complaint from the Department of Neighborhood Empowerment/City Attorney's Office, the Executive Committee of the Neighborhood Council shall arrange with the petitioner for a mutually acceptable place, day and hour of a publicly held officer's meeting for a review of the complaint, and will, in writing, place the matter on a Board meeting agenda, and within two regularly scheduled full Board meetings, recommend a resolution of the grievance to the Board.

~~The Officers shall consult with the Office of the City Attorney prior to any grievance process.~~
2)3)

ARTICLE ~~XII~~
~~PARLIAMENTARY~~XII
PARLIAMENTARY AUTHORITY

The Board shall meet regularly, as prescribed in the ~~Standing Rules~~ Standing Rules. All Neighborhood Council meetings, including ~~General Board~~ Meetings, Executive Committee Meetings and Committee meetings, shall be governed by Roberts' Rules of Order or such other rules as the Neighborhood Council Board adopts, insofar as such rules are not inconsistent with these Bylaws or with the law.

ARTICLE XIII AMENDMENTS

Amendments, changes, additions and/or deletions to these Bylaws or ~~Standing Rules~~Standing Rules may be proposed by a member of the Board, by Stakeholder(s) or a Neighborhood Council Committee Chairs. This may be done during the public comment period ~~or for by action to be taken by the Governance Committee Chair. Bylaw amendment requests will be placed on a Governance Committee agenda for review and subsequently placed on the agenda at a regularly scheduled Neighborhood Council meeting. Bylaw amendments will have a defined deadline, set by the President and Governance Chair~~City, for Governance Committee Bylaw review and the subsequent amendments to be sent to the Board for review. or set as an agenda item for a regular Neighborhood Council meeting. A proposal to amend, however, must then be formalized in writing and filed with the Secretary. All proposed amendment(s) will be reviewed by the Governance Committee for analysis and recommendation(s) shall be reported to the Board. The proposed amendments will be placed on the agenda for public discussion and vote at the next two (2) consecutive scheduled Neighborhood Council meetings.

A recommendation for amendment, change(s), addition(s) and/or deletion(s) of these Bylaws or ~~Standing Rules~~Standing Rules requires an affirmative vote of two-thirds (2/3) of the full ~~23-member~~23-member Board. Thereafter, and within fourteen (14) 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 the Department for review and approval by the Department all in accordance with the Plan.

ARTICLE XIV COMPLIANCE

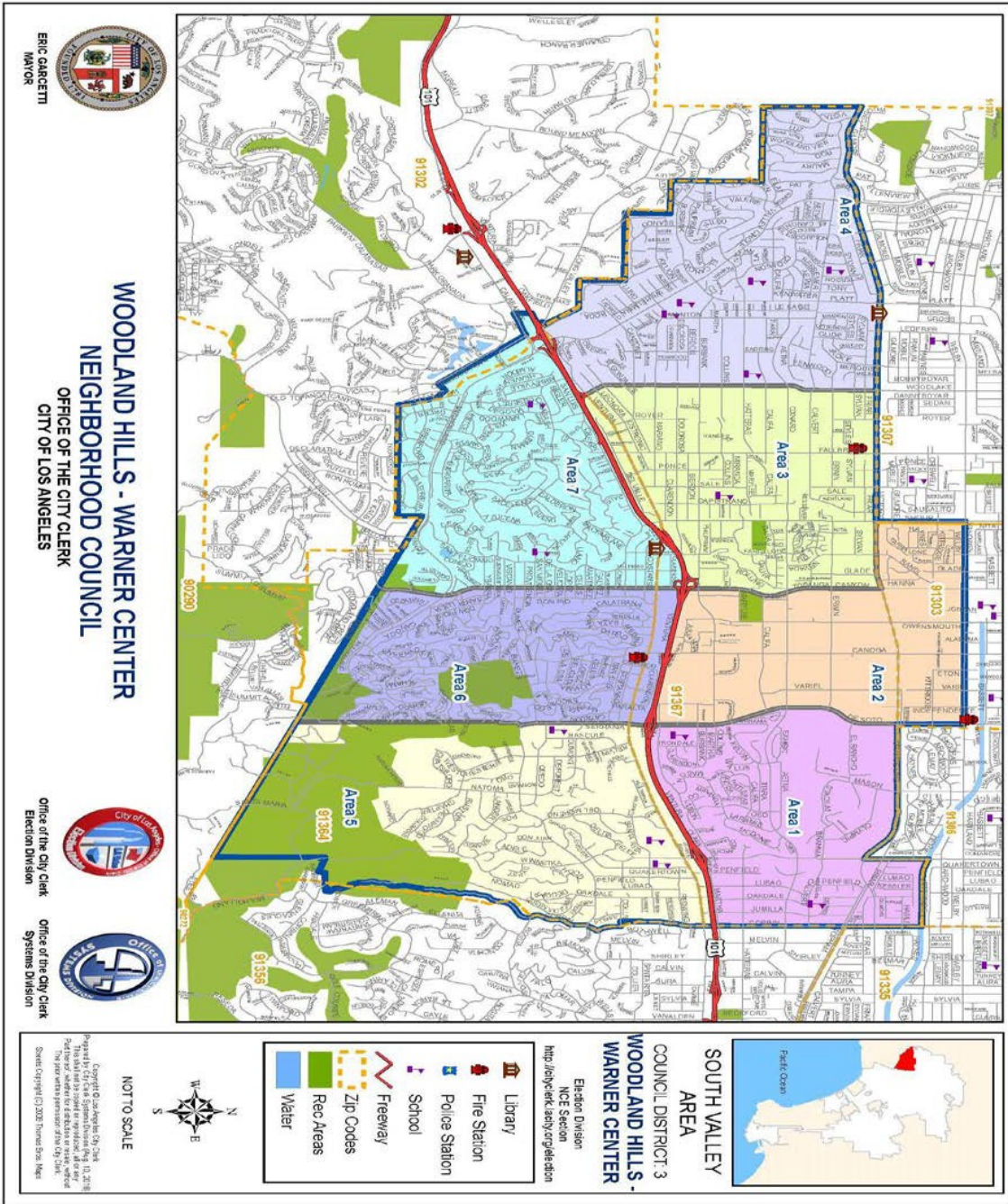
All Neighborhood Council Representatives, Alternates, Officers, and any others within the scope of the applicable law, shall abide by all Federal, State and Local laws, including the standards adopted by the Los Angeles Ethics Commission, as a minimum ethical standard. The Neighborhood Council shall adopt as ~~Standing Rules~~Standing Rules both a pledge and methodology for Neighborhood Council Representatives, Alternates, Officers, and other affected persons, regarding obeying the law 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. 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: All board members must take ethics, code of conduct, and funding training prior to making motions and voting on agenda items and funding related matters. All board members, alternates, and committee members must read and sign the Code of Conduct and take Ethics training.

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

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



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ATTACHMENT B – Governing Board Structure and Voting

**Woodland Hills - Warner Center Neighborhood Council – 23 Board Seats
(even number seats and At-Large seat up for election in 2016)**

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Residential Stakeholder 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 18 years old at the time of the election and lives, works, owns a business, or is a member or participates in a community-based <u>community-based</u> organization within the area.
Business Stakeholder Representative of Areas 1 – 7 Term: 4 Years	7	Elected	Stakeholder who is atis – least <u>at least</u> 18 years old, who owns a business or rental property or is employed by a business that is located within the physical boundaries– of boundaries – each of each respective area.	Stakeholder who is at least 18 years old at the time of the election and lives, works, owns a business, or is a member or participates in a community-based <u>community-based</u> organization within the area.
Community Based Organization Representative of Areas 1 – 7 Term: 4 Years	7	Elected	A person who is at least 18 years old and is – is a member of, or regularly participates in the activities of a community-based <u>community-based</u> organization that is located within the physical boundaries of each respective area.	Stakeholder who is at least 18 years old at the time of the election and lives, works, owns a business, or is a member or participates in a community-based <u>community-based</u> organization within the area.
At-Large Stakeholder 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 affirms a substantial and ongoing participation within the Neighborhood Council's boundaries and who may be in	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 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.	a community organization such as, but not limited to, educational, non-profit and/or religious organizations.
Youth Member	1	Appointed	Stakeholders at least sixteen (16), but less than eighteen (18) years of age 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 ~~called-public~~ meeting on which the board member or alternate serves-.
2. Acceptable Documentation - Documentation acceptable through the City of Los Angeles. Examples: driver's license, passport, etc.
3. Adjourned - End of doing business of a meeting.
4. Administration of Elections - Department of Neighborhood Empowerment 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 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 members who comprise the Board of Directors ("The Board").
10. Board Meetings (Regular) - A standing monthly meeting of the Neighborhood Council as defined by the Bylaws (Article VIII).
11. Board Meeting (Special) - A meeting which requires twenty-four (24) ~~hours-notice~~ hours' notice in advance in special circumstance(s) as defined by the Bylaws (Article VIII.).
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 Bylaws, Standing Rules, Ralph M. Brown Act, Code of Conduct, ethics, or any other regulation of the City. (Please see Article V, Section 8.).
14. Chairperson - The appointed leader of a committee (Ad Hoc or Standing).
15. Committee (Ad Hoc) - A Special Committee for a limited purpose (temporary). (Article VII).
16. Committee (Executive)- The officers of the WHWCNC. (Article VII).
17. Committee (Standing) - A permanent committee as defined by the Bylaws (Article VII).
18. Committee (Sub) - A group formed under the supervision of the standing committee that carries out specific actions (Article VII).
19. Complaint - A formal objection (in writing) in the course of the operation of the NC referencing a specific action or actions.
20. D.O.N.E. - "Department of Neighborhood Empowerment" - The City's department overseeing the NC. Also referred to as "the Department" or "The City".
21. Duties - The required actions of the NC Members as defined by the Bylaws.
22. Election Certification - D.O.N.E.'s system of validating election results.
23. General Meeting - A monthly scheduled meeting of the WHWCNC.
24. Grievance - A dispute involving procedural matters. (Please see Article XI.)
25. Motion - Sets forth a specific request for action by the WHWCNC.
26. WHWCNC - "Woodland Hills Warner Center Neighborhood Council."
27. NC - "Neighborhood Council."
28. Neighborhood Council Property - All nonexpendable items paid for with City funds.
29. Officer/Officers of the Board - Please see Article VI, § 1.
30. President - please see Article VI §2A.
31. Quorum - Fifty Percent (50%) plus 1 of the membership of the Board or committee in order to transact business.
32. Recall - Removal of a member of the Board for the causes stated in the Bylaws (please see Article V §9D4).
33. Removal - Disqualification of a Board Member or Alternate for the reasons and through the

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procedures delineated in the Bylaws.

34. Representative - The person (either elected or appointed) to fill a position in one of the seven Areas or at the At-Large position.
35. 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.
36. Standing Committee - A committee established by the Board which holds regular meetings for a purpose as defined by the Board.
37. ~~Standing Rules~~Standing Rules - Non-legislative, operating procedures.
38. Vacancy(s) - An open seat on the Board or a committee.
39. Vice-President - Please see Article VI §2B.