

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

Approved July 31, 2020

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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 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 the Neighborhood Council's governing body.
- 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** ("AL"): An AL 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 elected to represent all of Woodland Hills-Warner Center. The AL candidates' names will appear on the ballot in all seven (7) areas of Woodland Hills Warner Center.
 - 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 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 vote only when the Representative is absent.
- D. In the event that an Elected Representative is absent or recuses him/herself, the Alternate for the corresponding area shall 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. The terms will be staggered with the even number seats and At-Large 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. There shall not be a limit on the number of terms which can be served.

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 of the Neighborhood Council holding any office, please see the standing rules.
- B. **Maintenance and Inspection of Articles and Bylaws.** Please see the standing rules
- C. **Maintenance and Inspection of Other Corporate Records.** The accounting books, 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.
- D. **Inspection by Members.** For procedures governing inspection of records, please see the standing rules.

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 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 to the person being removed and confirmation of notice delivery is received. Notice must be sent, return receipt requested, to the Representative or Alternate's last known address.

Section 8: **Censure:** The purpose of the censure process is to place a Board member on notice of misconduct and to provide the Board member with an opportunity to correct the misconduct. The Neighborhood Council ("Neighborhood Council") may censure any Board member at a regular or special meeting open to the public following a good-faith determination by the Neighborhood Council Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. Grounds for censure include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board's bylaws or rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal process by acting in bad faith.

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

1. A motion to censure a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed censure including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., "for alleged violations of the Code of Conduct" but shall contain factual statements that describe conduct only and is not intended to embarrass or humiliate the board member.

2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall include the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed censure motion.

3. The Board member subject to censure shall be given a minimum of thirty (30) days prior-written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which the motion to censure will be considered. The notice shall provide the specific facts and grounds for the proposed censure as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to the meeting at which the motion to censure will be considered.

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

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

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

Section 9: Removal of Governing Board Members and Alternates: Any Board member may be removed by the Neighborhood Council ("Neighborhood Council") for cause, following a good faith determination by the Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. A Board member shall not be subject to removal under this Policy, unless the member has been censured at least once pursuant to the Board of Neighborhood Commissioners' ("Commission") Censure Policy. Grounds for removal include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board's bylaws or standing rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal processes by acting in bad faith.

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

1. A motion to remove a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The proposed motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed removal action including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., "for alleged violations of the Code of Conduct" but shall contain factual statements that describes conduct only and is not intended to embarrass or humiliate the board member. The motion to remove shall also include a copy of the prior censure motion and the date it was passed.

2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall list and briefly describe the motion on the agenda of the next regular or special Board meeting scheduled at least thirty(30) days following the delivery of the proposed removal motion.
3. The Board member subject to removal shall be given a minimum of thirty (30) days prior written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which a motion to remove will be heard. The notice shall provide the specific facts and grounds for the proposed removal as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to any meeting at which a motion to remove will be considered.
4. The Board member subject to removal shall be given reasonable time to be heard at the meeting, either orally or in writing, prior to the Board's vote on a motion for removal.
5. The Board shall decide whether or not the Board member should be removed by an affirmative vote of two-thirds (2/3) of the currently sitting Board members. The Board member who is the subject of the removal motion shall not be allowed to vote and shall not be counted when determining the two-thirds (2/3) majority vote. For the purpose of the removal motion, abstentions shall not be counted as votes.
6. In no event shall a motion to remove a Board member be heard by the Neighborhood Council within sixty (60) days of the next election or selection.
7. The Commission may review a Neighborhood Council's removal decision if requested to do so by the affected Board member. Once the request is made for the Commission to review the decision to remove, the Neighborhood Council voting to remove the board member may not fill the vacancy created by the removal until the Commission has made a decision on whether the removal was proper or the Commission declines to review the matter. The Commission's decision whether to hear or decline to hear the removal review request shall be sent in writing to the requestor and the Neighborhood Council within 30 days after the request for review is delivered.
8. A request for the Commission to review a Neighborhood Council's removal decision shall proceed as follows:
 - a. The request must in writing and must be delivered to the Executive Assistant of the Commission or, in the absence of an Executive Assistant, to the President of the Commission within thirty (30) days of the date of the action by the Neighborhood Council to remove the Board member.
 - b. The request must state the basis for the review. The request shall not cite or present any evidence not considered by the Neighborhood Council but must address only procedural deficiencies.
 - c. If the Commission determines the request for review raises sufficient questions regarding procedural deficiencies and agrees to hear the review, it will be placed on the

agenda of a regular or special meeting of the Commission within sixty (60) days of receipt of the request for review.

d. At the review the Commission will determine if the facts as presented support the removal motion and if the procedures set out in this policy were correctly applied.

e. If the Commission determines that there were either factual or procedural deficiencies, the Commission may either reinstate the Board member or return the matter to the Neighborhood Council for further consideration.

f. If the Commission returns the matter for further consideration and the Neighborhood Council does not act within sixty (60) days of the Commission's decision the Board member will be considered reinstated.

g. During the period of appeal the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions.

h. If the matter is returned to the Neighborhood Council for further consideration the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions until the Board takes action as requested by the Commission or until the expiration of the sixty (60) day time period.

9. This policy is not intended to restrict or eliminate a Neighborhood Council's ability to remove or render ineligible to serve, Board members who fail to attend meetings, join committees, maintain their stakeholder status, or perform other duties as may be described in the Neighborhood Council's bylaws and/or standing rules. Nor is it intended to limit a Neighborhood Council's ability to remove committee chairs or committee members according to the Neighborhood Council's bylaws and/or standing rules.

Section 10: Resignation: 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.

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.
- 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 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, shall be open to inspection by any Representative or Stakeholders of the Neighborhood Council at all reasonable times. All books of accounts 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 the minutes of the Neighborhood Council; 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 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. 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: 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 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.

Section 2: Sub-Committees: A Subcommittee is established for a specific purpose until it either fills its assigned task, is terminated, or there is another change in status.

Section 3: Ad Hoc Committees: See Section 1. Ad hoc committees that include non-board member stakeholders shall be agendized and noticed in keeping 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, may designate or terminate one (1) or more committees and provide for the manner of approving members for each committee. Each committee may include non-elected 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 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, the President shall designate 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.

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 regular meetings shall be established by the Board at its first regular meeting of each calendar year.

- 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. 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 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 Act.
- B. **Minutes.** Within ten (10) business days following approval of the minutes of regular Neighborhood Council meetings, or as the Board of Directors otherwise directs, 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 in matters related to the Neighborhood Council funding, financial affairs and accounting procedures, and shall allow Department staff access to the accounting records of the Neighborhood Council.

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

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- Bank Reconciliation:** Each fund or account will be reconciled monthly with bank statements.
- Bookkeeping:** The Treasurer will set up and maintain an appropriate bookkeeping system for the Neighborhood Council. Documents to be used for purposes of accounting and financial control may be reviewed by the Chief Accounting Employee of 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.
- Disbursements:** All disbursements should be approved by the President of the Officers of the Neighborhood Council. 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:** All receipts of funds and/or grants should be deposited intact into their respective bank accounts.
- Financial Reporting:** The Treasurer shall prepare and submit the accounting statements of the Neighborhood Council to Department 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) days after the close of its fiscal year, a report containing 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.
- Section 4: Method of Verifying Stakeholder Status:** Voters will verify their Stakeholder status by providing acceptable documentation.
- Section 5: Restrictions on Candidates Running for Multiple Seats:** A candidate shall declare their candidacy for no more than one (1) position on the 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 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 from which the Representative is absent 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.
 - B. **Selection of Representative and Alternates:** The person receiving the highest number of votes in an election of RSRs, BSRs and ASRs, 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 Representative.

ARTICLE XI GRIEVANCE PROCESS

- 1) **Eligibility to Grieve.** The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances. 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 or these Bylaws.

- 2) **Complaint Receipt.** Within ten (10) working days of receipt of the complaint from the Department, the Executive Committee of the Neighborhood Council shall arrange with the petitioner for a mutually acceptable place, day and hour for a review of the complaint, and will, in writing, within two regularly scheduled full Board meetings, recommend a resolution of the grievance to the Board.

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 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 may be proposed by the Board, by Stakeholder(s) or a Neighborhood Council Committee. This may be done during the public comment period 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 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 requires an affirmative vote of two-thirds (2/3) of the full 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 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,

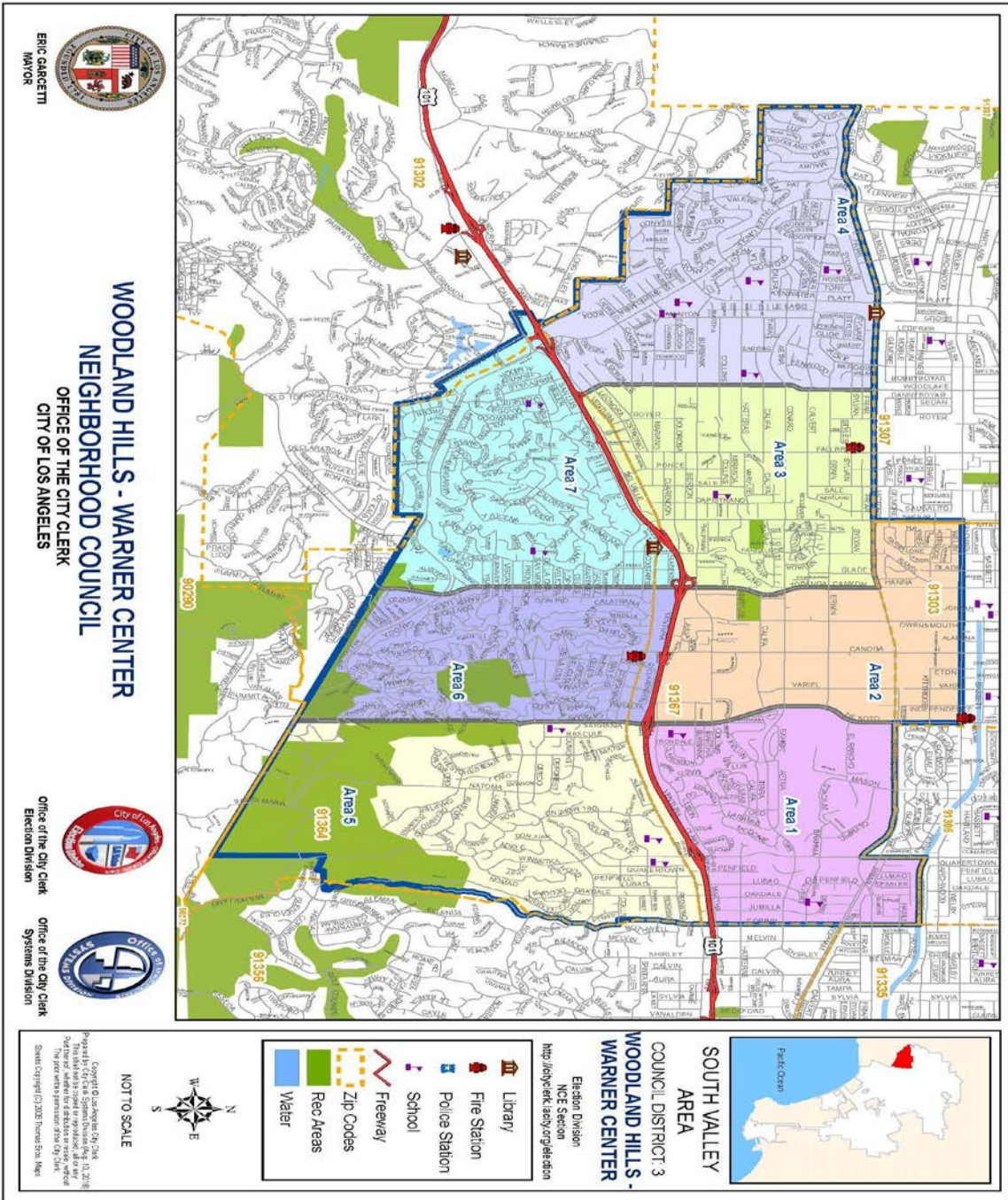
including, but not limited to, fair and open procedures for conducting business and financial accountability of Neighborhood Council funds.

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 and funding training prior to making motions and voting on funding related matters

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



ATTACHMENT B – Governing Board Structure and Voting

Woodland Hills Warner Center NC - Bylaws Approved 07/31/2020

**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 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 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 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 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 a member of, or regularly participates in the activities of a community based 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 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 affirms a substantial and ongoing participation within the Neighborhood Council's boundaries and who may be in a community organization such	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

			as, but not limited to, educational, non-profit and/or religious organizations.	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 meeting.
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 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 (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 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 - Non-legislative, operating procedures.
38. Vacancy(s) - An open seat on the Board or a committee.
39. Vice-President - Please see Article VI §2B.