

Westwood Neighborhood Council

By Laws

Article I: Name and Organization

- A.** The name of the organization shall be Westwood Neighborhood Council (hereafter WWNC).
- B.** The WWNC is conformed according to laws relating to the Neighborhood Council System in the Los Angeles City Charter, the Plan for a System of Citywide Neighborhood Councils and other City and state laws and regulations that pertain to Neighborhood Councils. It is an organization which represents the interests of its Stakeholders and is advisory to city government and its agents. The WWNC is composed of its Stakeholders, of which it's Board of Directors, Officers, and Committees are comprised.

Article II: Purpose and Policy

- A.** The Westwood Neighborhood Council strives to find solutions to common problems, advance the quality of life, and promote the common good of its Stakeholders.
- B.** To achieve this purpose the Westwood Neighborhood Council adopts the following purposes and policies to:
 - 1. Foster a sense of community through:
 - a. Respect for Stakeholders in whose primary interest this WWNC is formed.
 - b. Obtaining Stakeholder input to effectively determine priorities and issues to be considered.
 - c. Consistent and diligent outreach to the WWNC community in order to recruit participants to Board and committee positions who are representative of the WWNC's diversity.
 - d. Respect for the autonomy of all individuals, groups and organizations within the community.
 - 2. Operate effectively through:
 - a. Communicating with Stakeholders to advance the causes of, and effect positive change for, the Westwood neighborhood, including the maintenance of a dedicated website and all other appropriate methods
 - b. Maintaining a database of stakeholder contacts
 - c. Providing an open forum for the discussion of community issues that allows diverse points of view to be heard on matters coming before the WWNC. The Board will establish procedures for communication with all Neighborhood Council Stakeholders on a regular basis.
 - d. Maintaining open channels of communication with the City of Los Angeles and other governmental and community agencies.
 - e. Conforming to a Neighborhood Council Policy of Civility and Rosenberg's Rules of Order
 - 3. Represent Stakeholders' interests by:
 - a. Communicating with Stakeholders within the boundary of WWNC and other neighboring councils on issues that might be of general or regional concern
 - b. Informing Stakeholders on matters concerning the general health, safety and welfare of the WWNC'S district.
 - c. Participating in the local and citywide meetings and activities of neighborhood councils.
 - d. Informing Los Angeles City government and agencies of the community's priorities and making recommendations on the city budget.
 - e. adhering to these purposes and policies by the governing board.

Article III: Membership

- A. Eligibility:** Membership in WWNC shall be open to all Stakeholders within the WWNC area.
1. "Stakeholders" shall be defined as those who live, work, or own property within WWNC boundaries, or those who declare a stake in the area within the WWNC boundaries and affirm the factual basis for it. Members and Stakeholders are synonymous terms throughout this document.
- B. Powers and Duties:** Some of these Power and Duties may be shared with the general public.
1. Stakeholders have the right to attend and to participate at all Board meetings or events within the framework of the bylaws and Standing Rules and Regulations of the WWNC.
 2. Stakeholders may propose items to be put on the agenda based on procedures in the Standard Rules and Regulations.
 3. Stakeholders may vote for the Board of Directors as specified in Article V.C.2.
 4. Stakeholders may use the grievance procedure

Article IV: Neighborhood Council Boundaries

NARRATIVE DESCRIPTION OF WWNC BOUNDARIES

Beginning at Sunset Boulevard and the San Diego Freeway (I-405), the northern boundary extends easterly along the south side of Sunset Boulevard to the city of Beverly Hills western boundary; southerly along the Beverly Hills city border along the eastern boundary of the Los Angeles Country Club to the northerly right of way limit of Santa Monica Boulevard; westerly along the northern side of Santa Monica Boulevard to the eastern edge of the I-405; northerly along the I-405 to Sunset Boulevard, excluding the Veteran's Administration east of the I-405.

Northern boundary

The south side of Sunset Boulevard from the border of Beverly Hills on the east to the I-405 freeway on the west.

Eastern boundary

The western boundary of the city of Beverly Hills from Sunset Boulevard (south side) to Santa Monica Boulevard (north side).

Southern boundary

The north side of Santa Monica Boulevard extending from the western boundary of the city of Beverly Hills at the southeast corner of the Los Angeles Country Club to the I-405 freeway, (inclusive of Cotner Avenue.)

Western boundary

The eastern side of the I-405 Freeway between Santa Monica Boulevard (north side) and Sunset Boulevard (south side) excluding the Veterans Administration property.

Article V: Structure of Westwood Neighborhood Council

A. Board of Directors: The governing body of the Westwood Neighborhood Council shall be the Board of Directors. A quorum of the Board is eleven (11) Directors. The WWNC's governing body must, to the extent possible, reflect the diversity of the Neighborhood Council's community stakeholders. Accordingly, no single community stakeholder group shall comprise a majority of a certified Neighborhood Council's governing body, unless extenuating circumstances are warranted and approved by the Department of Neighborhood Empowerment. A Director represents the interest of the whole community not the constituency or interest that defined his/her Seat or Group.

B. Enumeration of Directors: The Board shall be composed of nineteen (19) Directors selected or elected from Seats or Groups with specific constituencies as enumerated:

Owner Residential Group: Directors who reside in single owner-occupied dwellings or own residential property within the WWNC boundaries. There will be four (4) Directors from this Group. In the City Clerk conducted elections, the four (4) candidates who obtain the highest vote tally shall be seated in **Seats 1-4**. In the case of a tie the winner will be selected by a blind drawing. In the case of selection a majority of the Selection Committee will be necessary to appoint a director.

Rental Residential Group: Directors who rent their residence within the WWNC boundaries. There will be four (4) Directors from this Group. In the City Clerk conducted elections, the four (4) candidates with the top four (4) vote totals will fill **Seats 5-8**. In the case of a tie the winner will be selected by a blind drawing. In the case of selection a majority of the Selection Committee will be necessary to appoint a director.

Business Group: Directors who own, operate or work for businesses within the WWNC boundaries. There will be four (4) Directors from this Group. In the City Clerk conducted elections, the four (4) candidates with the top four (4) vote totals will fill **Seats 9-12**. In the case of a tie the winner will be selected by a blind drawing. In the case of selection a majority of the Selection Committee will be necessary to appoint a director.

Seat 13: Student – Director must be currently enrolled full-time as an undergraduate or graduate student in a university or college

Seat 14: Faculty or Staff –Director must work full time as a faculty or staff member of a university or college.

Seat 15: Educational Community – Director must be a Stakeholder who may currently be a parent, teacher or administrator in the K-12 school community, public or private, within the WWNC boundaries

Seat 16: Non-Profit/Arts/Culture/Recreational Community – Director must be a Stakeholder who may be a member of, or works with a non-profit, arts or cultural organization located within the WWNC boundaries

Seat 17: Faith based Community – Director must be a Stakeholder who may be currently a leader such as clergy, laity, staff, or volunteer in a faith based institution located within the WWNC boundaries.

Seat 18: At Large– Director must be a Stakeholder who lives, works, owns property or affirms a factual basis in the WWNC area.

Seat 19: At Large– Director must be a Stakeholder who lives, works, owns property or affirms a factual basis in the WWNC area.

C. Selection of Directors:

1. Eligibility: No single stakeholder group shall comprise a majority of the WWNC Board, unless extenuating circumstances are warranted and approved by the Department of Neighborhood Empowerment.
 - a. All Directors shall be seventeen (17) years or older. Any Director less than 18 years of age shall be disqualified from voting on the expenditure of Neighborhood Council funds, the entering of the Neighborhood Council into a contract, or the recommendation to any City agency to enter into or expend funds on a specific contract.
 - b. Candidates must affirm in writing that they are Stakeholders in the Westwood Neighborhood Council District in accordance with these Bylaws and election procedures approved by the City Clerk.
 - c. Candidates for Seats must affirm in writing that they are qualified to serve in the particular seat for which they are running. Board members must maintain their stakeholder status and continue to meet the criteria on which their seat eligibility is based. Upon change of status a Board member shall forfeit their seat but may remain seated for sixty (60) days until a replacement can be found and appointed to the seat. If no replacement is available the Board member may remain for one hundred and twenty days (120) only.

- d. All candidates for Director must indicate in writing that they will abide by non-discrimination policies as stated in the Plan for a Citywide System of Neighborhood Councils and these bylaws.
- e. Candidates must affirm their Stakeholder status applicable to the seat they are running for.
- f. The WWNC must encourage all community stakeholders to participate in all activities, and may not discriminate in any of their policies, recommendations, or actions against any individual or group on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, homeowner status, renter status, or political affiliation.

2. Election: the following are criteria under which WWNC stakeholders may participate in elections of directors that are administered by the City Clerk of the City of Los Angeles.

- a. Each stakeholder may cast eight votes.
 - 1) A vote may be cast for only one (1) Director among the three groups representing Seats 1-12
 - 2) One vote may be cast for each of the seven (7) Seats 13-19.
- b. All stakeholders are eligible to vote for any seat.

D. Term of Office: Elected Directors will hold office for a term of two (2) years. Directors appointed to fill a vacant seat will hold office for the remainder of the term of the vacated seat. Terms of office shall begin when, and extend until each election is certified by the City Clerk. All board terms, which end prior to a City Clerk-administered election shall be extended until after the certification of election results or the resolution of all official election challenges for that particular election cycle, whichever date is later.

E. Vacancy – defined: A vacancy in the Board shall be deemed to exist in case of a director's death, resignation, removal for cause, or absence of a candidate for a particular Seat or Group.

- 1. **Resignation:** A Director shall indicate his/her resignation by submitting written notice to the Secretary of the Board who will inform the Board. Such resignation will be effective when received unless the Director's notice specifies a later time for the effectiveness of such resignation, or until the board has made efforts to determine whether the Director has vacated the seat and, being unable to so ascertain, thereby deems the seat vacant.
- 2. **Removal for cause:** A Director may be removed by the Board for the following causes. Prior to and during the removal process the board shall consult with the City Attorney.
 - a. Inability to perform the duties of a Board Director
 - b. Serious, repeated, or uncorrected violation of WWNC Bylaws, WWNC Standing Rules and Regulations, WWNC Code of Civility, the Brown Act, or the Plan for a Citywide System of Neighborhood Councils
 - c. Non-Attendance by a Board Director. Unexcused absences from three (3) meetings during the previous six months shall be deemed a failure to consistently attend.
 - d. Failure to take the mandatory ethics training in the required time.
 - e. Any two board members may make a motion to the board for a director's removal. It must be seconded by a third member and approved by two-thirds of the Board.
- 3. **Removal of a Director** for cause shall require a two-thirds vote of the Board of Directors and should occur at the next scheduled board meeting.
 - a. The Board member subject to removal action shall be notified ten (10) days prior to the action. He/she shall not take part in the vote, but will be allowed to speak to the Board regarding the removal action at a publicly noticed meeting prior to the vote.

4. **Absence of candidacy:** In the event that no Stakeholder is a candidate for a Seat, or otherwise designated Directorship, the Board can select a Director from the Seat by a majority vote of the board after the board convenes. Candidates shall indicate in writing to the board that they meet the requirements of the board seat.

G. Vacancy -- Replacement:

1. **Resignation/death/removal for cause:** If a Director resigns, dies, or is removed for cause during his/her term, the Board selects a Stakeholder to fill the vacated seat, the term of which would extend to the next City Clerk supervised election. The replacing Director must fulfill the requirements for the vacated Seat or Group as enumerated in Article V.B.

2. **Filling a Vacancy:** The board shall request applications from interested Stakeholders who meet the Seat or Group eligibility requirements. These should be in writing and submitted within sixty (60) days after the vacancy occurs. The board shall fill the seat by a majority vote.

Article VI: Governance of the WWNC Board of Directors

A. Governance:

1. The current edition of Rosenberg's Rules of Order shall supplement these Bylaws and the Standing Rules and Regulations govern this organization in all cases to which they are applicable and in which they are not inconsistent with the Brown Act, these bylaws or any rules or guidelines applicable to a neighborhood council. If a matter is not covered in Rosenberg's Rules the board will turn for guidance to Roberts' Rules of Order.

2. Meetings of the Board of Directors shall generally be chaired by the President, or by an officer in succession as indicated in Article VII.D.

3. The business of the Board can only be conducted after a quorum of eleven (11) has been obtained. Unless majority is otherwise defined in these bylaws, adoption of an item or position will prevail by a majority vote of those voting. It shall take no fewer than six (6) votes in favor of an action for adoption, save for the amending of the by-laws. Official meetings will be conducted according to Rosenberg's Rules of Order.

B. Powers and duties - Board of Directors:

1. Shall establish policies and positions of the WWNC at its regular meetings and review and recommend actions to governmental and other entities on issues affecting the Westwood Community in a timely manner.

a. The board shall receive recommendations from all committees but shall retain the authority to determine the final action .

b. The directors shall bring matters relevant to the mission of the WWNC to the board. The Board may refer new business to a Standing Committee, an Issue Committee or an Ad-Hoc Committee as applicable.

2. Shall ensure the financial integrity of the WWNC by accepting fiscal responsibility for the operation of the WWNC.

3. Shall ensure the ethical integrity of the WWNC in conformance with the standards set forth by the laws and rules of the City of Los Angeles, including taking the City of Los Angeles and State ethics training course within fifty-five (55) days of being seated on the Board.

4. Shall authorize the signature of all documents by the President

5. Shall deliberate on and decide matters regarding 1) the removal of a Director, 2) removal of an Officer, 3) a stakeholder grievance, 4) By-laws Amendments; 5) filling a Board vacancy.

6. The Board can reconsider all decisions.

- a. The Board's approval of a Motion for Reconsideration must occur within the following specific periods of time: The Motion for Reconsideration must be approved either:
- 1) During the same meeting where the Board initially acted; or
 - 2) During the Board's next regularly scheduled meeting that followed the meeting where the action subject to reconsideration occurred. These specified time frames do not prevent the Neighborhood Council from convening any special meetings within the specified time frames to address a Motion for Reconsideration.
- b. Before the Board reconsiders any matter, the Board must approve a Motion for Reconsideration. The Motion for Reconsideration must be approved by official action of a majority of the Board Members present. After determining in the affirmative that an action should be reconsidered, the Board then has the authority to re-hear, continue, or take action on the item that is the subject of reconsideration within any limitations that are stated in the Motion for Reconsideration.
- c. The Motion for Reconsideration shall only be proposed by a member of the Board that previously voted on the prevailing side of the original action that was taken by the Board (the "Moving Board Member"). The Moving Board Member may make the Motion for Reconsideration by either:
- 1) an oral motion that is made during the same meeting where the action that is the subject of reconsideration occurred, or
 - 2) by properly placing the Motion for Reconsideration on the agenda of a meeting that occurs within the allowed specified periods of time as stated above.
- d. If the Motion for Reconsideration is made subsequent to the meeting where the action that is the subject of reconsideration occurred, then the Motion for Reconsideration must be on that subsequent meeting's agenda. The Moving Board Member places a Motion for Reconsideration on the agenda by submitting a memorandum to the Secretary at least two days in advance of the deadline for posting notices for the meeting. The Moving Board Member's memorandum must briefly state the reason(s) for requesting the reconsideration, and provide the Secretary with the language necessary to complete the information that must be stated in the agenda. The language that must be stated in the agenda is an adequate description of the:
- 1) Motion for Reconsideration and its description of the item that is to be re-heard; and
 - 2) A proposed action that may be adopted by the Board if the Motion for Reconsideration is approved.
- e. When the Motion for Reconsideration is brought before the board for consideration, then that motion may be seconded during the public hearing by any member of the Board.
- f. This reconsideration process shall be conducted at all times in accordance with the Brown Act, including that: any discussion on the issue remain within permissible discussion parameters; that any decision is made during the public hearing; and that, if the Motion for Reconsideration is considered at a subsequent meeting to the meeting where the act that is the subject of reconsideration occurred, then the Motion for Reconsideration is properly listed on that meeting's agenda.

7. The board shall elect the Officers of the organization consistent with (Article VII.A)
8. Shall determine approval of the President's appointment of chairs of Issue Committees by 2/3 vote of those Directors present and eligible to vote.
9. Shall establish the address and phone number of the WWNC.

10. Within ninety (90) days of taking office and annually thereafter, the initial Board and successor boards shall prioritize issues of general concern and shall recommend such committees as are needed to address these issues. The Board shall have the power to form or dissolve issue committees and to establish the policies and procedures for those committees for whatever purpose it deems necessary, as long as these are within the mission, goals, and objectives of the WWNC.

11. The board shall appoint ad hoc committees as needed.

12. The board shall establish policy for incorporating Stakeholder input into WWNC's goals.

13. The board may take other actions and establish other policies as necessary.

Article VII: Officers

A. Enumeration of the Officers:

1. There are five (5) Officers of the WWNC: President, Vice President, Treasurer, Secretary, Outreach and Communications.

B. Requirements:

1. Officers must be members of the board in good standing.

2. No officer shall hold more than one (1) office at a time.

3. Officers shall perform the duties prescribed by these Bylaws with the parliamentary authority of Rosenberg's Rules of Order.

4. All Officers shall serve one (1) year terms and shall be eligible to serve no more than four (4) consecutive terms in the same office.

5. Officers shall serve at the pleasure of the Board and may be removed.

C. Selection of Officers:

1. Officers will be elected at the first Board Meeting following the seating of the Board and every twelve months thereafter.

2. Candidates shall state to the Board of Directors their interest in the office and their background at the Board meeting in which selection is scheduled.

3. Officers are elected by a majority vote.

D. Duties of Officers:

1. The President shall:

a. Preside at all board meetings and Executive Committee meetings

b. Serve as spokesperson and representative of the Board's majority position

c. Appoint, with board approval, chairs to the standing committees, and representatives to organizations outside of the WWNC

d. Act as chief liaison to all outside organizations and Neighborhood Councils

e. Sign all correspondence coming from the WWNC

f. Call special meetings when urgent matters arise

g. With a majority of voting board members, the President may appoint a parliamentarian with board approval.

h. Act as liaison with DONE

I. Co-sign all demand warrants or other financial documents that require two (2) signatures with the Treasurer

2. The Vice-President shall:

- a. Perform the duties of the President in the absence of the President.
- b. Perform other duties as delegated by the President
- c. Assist the President in deciding what issues may deserve a special meeting.
- d. Serve on the Executive Committee
- e. Act, with President's approval, as chief liaison with other NCs
- f. Maintain oversight of all committees to ensure their well working, and report to the Executive Committee about their committee activities for the purpose of setting the Board's agenda

3. The Secretary shall be responsible to:

- a. Take and keep all minutes and public records of the Neighborhood Council, Board, and Executive Committee meetings; submit the approved minutes of the Board for public display no later than seven (7) days after the meeting at which they were approved
- b. See that all general notices are duly given in accordance with the provision of these By-laws and as required by law;
- c. Serve on the Executive Committee and keep the minutes of its meetings
- d. Receive and log all submissions and correspondence to the WWNC and refer them to appropriate Officer or Committee within seven (7) days of receiving them
- e. Should the WWNC cease to exist, all of its property and records shall be handed over to the City of Los Angeles, as Neighborhood Council property and records are ultimately City of Los Angeles property.

4. The Treasurer shall:

- a. Be accountable for all funds belonging to WWNC
- b. Chair the Budget Committee
- c. Receive and disburse all WWNC funds to assure total compliance with all Empower L.A--the Department of Neighborhood Empowerment-- and LA City requirements
- d. Comply with the financial controls and reporting specified by the Standing Rules and Regulations.
- e. Prescribe a method for keeping a book of accounts which includes any or all provisions of Generally Accepted accounting procedures.
- f. Submit a semi-annual financial report to the Empower L.A. and an annual budget also to Empower. LA
- g. Co-sign checks with the President of the Board
- h. Act as President in the absence of the President and Vice-President
- i. Serve on the Executive Committee
- j. Prepare the year-end financial report for each fiscal year to be delivered to the Board at least (35) days prior to the close of the fiscal year
- k. Present a current financial report to the Board at every regular meeting
- l. Oversee the financial side of any out-sourced work

5. The Outreach and Communications Officer shall:

- a. Serve on the Executive Committee
- b. Chair the Outreach Committee
- c. Initiate and supervise all community outreach activities, whether educational or entertainment
- d. Maintain electronic correspondence with DONE and its representatives
- e. Maintain membership lists and updates them quarterly
- f. Maintains the official website of the WWNC, updating regularly and accepting the direction of the Board in matters of content
- g. Wherever possible ensure that communications between the WWNC with its members occur electronically and regularly

- h. Arranges all mailings whether by electronic means or by mail
- i. Receive training in the use of electronic hardware or software as instructed by the board.
- j. Supervise the outsourcing of the technical side of the website and the updating of membership lists.

Article VIII: Establishment of Board of Director Elections (Selection)

- A. The election of the WWNC’s Directors** is conducted by the City Clerk every two (2) years in accordance with the rules and regulations promulgated by the City Clerk. The WWNC will establish general voter and candidate guidelines specific to this election working within the framework set out by the City Clerk. Notification of elections with location, voting period and nominees for election shall be distributed to Stakeholders in a timely manner.

In preparation for the first City Clerk-administered election, the WWNC will establish a Transition Committee that will be authorized to provide suggestions to the City Clerk regarding the administration of the WWNC election, and provide suggestions to the Department of Neighborhood Empowerment regarding election-related expenses.

B. Transition Committee & Establishment of Initial Board

- The Board of Neighborhood Commissioners will request that the City Clerk conduct the WWNC election in 2010 as scheduled with the other 89 Neighborhood Councils. If the City Clerk is unable or unwilling to conduct the election, the Neighborhood Council will request that the City Clerk approve an independent election Administrator, with the support of the Department, to conduct an initial election for the Westwood Neighborhood Council. If the above options do not take place, then the alternative will be that the forming group will randomly select two people, and the opposition will provide the names of two people. A 5th member will be selected by those four. If after thirty (30) days there is no agreement, the Department will select the 5th person. If the opposing group never submits names, those three individuals will select the Board of the Westwood Neighborhood Council.

- In preparation for the first City Clerk-administered election, the Transition Committee shall be composed and administered as follows: the following seven (7) persons: Teo Ruiz, Jann Williams, Prue Faxon, Roxane Stern, Jane Hunt, Frank Appleby, and Joyce Rich shall be its members. The Transition Committee’s quorum shall be four (4) with a majority vote of the committee required for decision making. The Transition Committee will be subject to the Ralph M. Brown Act. No member of the Transition Committee shall run for office in the upcoming June, 2010 elections. The Transition Committee’s authority shall be limited to entering into a letter of agreement with the City Clerk regarding the administration of the elections and providing suggestions regarding the administration of the elections. In addition, the Transition Committee shall be limited to providing suggestions to the Department of Neighborhood Empowerment regarding expenditures for the Election.

1. Until such time as the City Clerk administers and certifies the results of an election for the WWNC, and if the Transition Committee is unable to carry out its duties, the WWNC board shall be established by the following process:

- a. The Selection Committee will be comprised of three (3) members from the seven (7) signatories of the Certification Application. If more than three (3)

volunteer then the seven (7) signatories to the application will vote for three. Failing to find three (3) applicants willing to perform this task, five (5) members of the formation committee as listed on the website of the WWNC as of 12/20/ 2009 shall undertake the selection. See www.westwoodnc.org/formation. Selection will occur by majority vote of the formation committee present at a previously announced meeting.

- 1). Members of the Selection Committee may not be considered for a Seat on the Initial Board.
 - 2). A member chosen by the random process may decline the position at which point another member will be chosen randomly.
- b. The sole function of the Selection Committee is to select the Initial Board.
- c. The Selection Committee will appoint a minimum of eleven (11) Board members with a maximum of nineteen (19).. In deference to the demographic size and configuration of the stakeholder constituency, three (3) directors in each of the three (3) groups, residential, renter and business groups will be chosen and seats thirteen (13) and fourteen (14) will be also filled by selection.
- 1). A notice will be posted for a minimum of thirty (30) days in the five (5) certified posting locations and on the WWNC website soliciting applications.
 - 2).The appointed Seats will reflect as closely as possible the board structure certified in the bylaws.
 - 3). The members appointed by the Selection Committee will be the Initial Board.
- d. The Initial Board shall be empowered to fill any remaining vacant director seats, and act to carry out the business, outreach, and operations of the Neighborhood Council.
- 1). Stakeholders will have a minimum of thirty (30) days to submit applications to the Board.
 - 2). No more than sixty (60) days after being selected, the Initial Board shall hold a public meeting at which the applicants may make brief remarks in support of their application and at which members of the public can comment. At the close of public comment, the sitting Directors shall vote to select which of the applicants will fill the remaining Board Seats.
- e. The selection committee, once chosen, and the Initial Board established after a quorum is in place are subject to the Brown Act.

C. In order to vote Stakeholders must affirm their Stakeholder status (Article III.A.) and be seventeen (17) years of age or older.

Article IX: Meetings: Board of Directors and Members

A. Board of Directors Meeting

1. The Board of Directors shall meet at least once per calendar quarter or as required. The meeting place will satisfy the requirements of the Americans with Disabilities Act so that all interested Stakeholders can be present.
2. The meetings of the Board will obey any or all applicable sections of the Ralph M. Brown Act, including the provisions regarding open meetings and the posting of notices. Notice of meetings called by the WWNC Board shall be placed in the five locations listed in the certification application, and on the WWNC website, and may be transmitted electronically. The Board will meet at one location in the WWNC area to facilitate stakeholder involvement.

3. The Directors shall establish procedures for communicating with Neighborhood Council Stakeholders on a regular basis.

Article X: Standing and Issue Committees and their Governance

A. There are at least six (6) Standing Committees: These include the Executive, Budget, Land Use and Development, Outreach and Communications, Transportation and Traffic, and Standing Rules and Regulations Committees. The duties of each are elaborated in the Standing Rules and Regulations of the WWNC. All must be chaired by WWNC Stakeholders. Standing Committee Chairs shall be appointed by the President with approval of the Board within four (4) months of the seating of the Board (as per Article VII.D.1.c). Standing Committees report to the Board. The Board shall have the power to establish the policies and procedures for those committees for whatever purpose it deems necessary as long as these are within the mission, goals, and objectives of the WWNC. All chairs and vacancies to chairs must be chosen by a majority of the board.

B. Issue Committees: Issue Committees work to address major issues that are of concern to the general membership. The board shall prioritize issues of general concern and shall establish such committees as are needed to address these issues. The Board shall have the power to form or dissolve issue committees and to establish the policies and procedures for those committees for whatever purpose it deems necessary, as long as these are within the mission, goals, and objectives of the WWNC.

Article XI: Official Correspondence

A. Correspondence representing the WWNC shall be approved by a majority of the Directors. Correspondence subject to approval includes all statements of official policies and positions and will carry the President's signature. Informational correspondence and other nominal communications such as setting up an appointment, or requesting information on matters relevant to the WWNC do not require approval.

B. Copies of all official correspondence and outreach material shall be submitted to the Secretary. The Secretary shall be custodian of these copies.

C. Positions taken by the initial Board and then successor Boards shall be in writing, approved by the Board, signed by the President and made available to the public.

Article XII: Stakeholder and Board Disclosure

A. Any Stakeholder sitting on a WWNC authorized committee, must act in an ethical manner and cannot participate in any discussion of or decision on an issue if a conflict of interest exists.

B. Board Director who has a question of conflict of interest or believes him-or-herself to have such a conflict may discuss this with the City Attorney and get a ruling. Any board member who has a conflict of interest must disclose the fact to the board, recuse him or herself from discussion or voting on the issues, and leave the meeting room when discussion and voting on the issue take place.

C. All Board members shall complete the Los Angeles City and State ethics training and present the Certificate of Completion to the Secretary within fifty-five (55) days of being elected to the WWNC Board. Any Board member who does not comply with this shall be prohibited from voting on any issue which comes before the Board until such time as he/she does comply.

D. No Board director shall be entitled to receive any salary or compensation on account of their office. No board member is entitled to receive reimbursement for any expenditure unless approved by the board in advance of making the expenditure.

Article XIII: Nondiscrimination

Nondiscrimination: The WWNC shall encourage all Stakeholders to participate in its activities, and shall not discriminate against individuals or groups on the basis of race, religion, color, creed, national origin, ancestry, gender, sex, sexual orientation, age, disability, marital status, income, homeowner status, renter status, citizenship status, or political affiliation in any of its policies, recommendations or actions.

Article XIV Funding, Contracts, Checks

A. No expenditures shall be entered into on behalf of the WWNC without the consent of the initial or successor elected Boards.

B. All payments (demand warrant) will require two (2) signatures. Any other person utilizing the board's credit cards must complete the Department of Neighborhood Empowerment's treasurer training and consult with the President and/or Treasurer prior to his/her use of the card. Any payment (check, draft) shall require the approval of the Board of Directors.

Article XV: Financial Controls and Financial Reporting

A. The WWNC will comply with all applicable local, state, and federal laws including any and all provisions of generally accepted accounting principles and requirements of Empower.LA—the Department of Neighborhood Empowerment.

B. The WWNC will deposit all funds and disburse all funds through the Department of Neighborhood Empowerment rules. All monies received from the City of Los Angeles will be carefully monitored and a quarterly report filed with the Department. All checks will require the signature of two (2) officers, the President and Treasurer.

C. The Treasurer shall prepare financial reports for each Board meeting including a budget update.

D. The books and records of WWNC will be open to any WWNC Stakeholder or director.

E. Accounting journals, records, reports and supporting data for each year will be maintained for six (6) years.

Article XVI: Grievance

A. A grievance is a matter that has affected the grievant and not simply a matter of disagreement with a position or action taken by the Board at one of its meetings. Rather it is intended to address matters involving procedural disputes, such as the Board's failure to comply with the City's Charter, the Plan for a Citywide System of Neighborhood Councils or other City or State laws and regulations.

1. The process for receiving and resolving Stakeholder grievances is as follows: a stakeholder must present his/her grievance in writing at a regular meeting of the board or by written communication (including via e-mail message) to the board secretary, which states the complainant's issue, stakeholder status, name and contact information. The complaint must be stated on one 8.5" x 11" sheet of paper and be a matter that has affected the grievant and not simply a matter of disagreement with a position or action taken by the Board at one of its meetings. Rather it is intended to address matters involving procedural disputes, such as the Board's failure to comply with the City's Charter, the Plan for a Citywide System of Neighborhood Councils or other City or State laws and regulations. The secretary will select two (2) members at

random from a pool of stakeholders who have expressed an interest in serving from time-to-time on such a grievance panel to address the complaint. They will be notified in writing and asked to respond within seven (7) business days, also in writing. Two (2) Board members shall also be assigned to this ad-hoc committee by majority vote of the board. The secretary also will establish the time and place for the grievance panel to meet with the grievant, after which meeting a grievance panel member shall promptly prepare a written report with recommendations and the grievance to be forwarded to the Secretary to the Board. Stakeholders may file their grievances with the Department directly and it in turn must forward the grievance to the WWNC Board within five (5) business days of its receipt. Once received these grievances shall be treated the same way as any grievance filed directly with the WWNC. Any party to a grievance shall have the right to complain to DONE or any other entity authorized by the City.

B. Any stakeholder has the right to file a grievance with the WWNC board

C. The Board is responsible to address and redress (where possible) the grievance based on procedures in the Standing Rules and Regulations.

D. The Grievance panel will comply with the Brown Act.

Article XVII: Reports

The WWNC shall prepare a written report at least every two (2) years on its activities which is to be made available to the Mayor, City Council, The Department of Neighborhood Empowerment (Empower L.A). and the WWNC Stakeholders.

Article XVIII: Political Activities

Neither the WWNC nor any Stakeholder purporting to speak for it shall endorse or oppose any candidate for public office or any political party. Stakeholder rosters of the WWNC shall not be used for political, commercial, or any other activity not directly related to the WWNC.

Article XIX: Dissolution or Termination

In the event that the WWNC becomes inactive or dissolves, all funds and property shall be returned to the Department of Neighborhood Empowerment of the City of Los Angeles

Article XX: Bylaw Review and Amendment

A. Amendments, changes, additions or deletions to these Bylaws may be proposed by the initial board and successor boards.

B. Recommendation for amendment or adjustment of these Bylaws shall be authorized after a quorum has been obtained. Adoption of an amendment will prevail by a two thirds (2/3) vote of those voting with at least a quorum present. Official meetings will be conducted according to Rosenberg' Rules of Order. Within fourteen (14) days after voting to amend the bylaws, the bylaws amendment shall be submitted to the DONE along with a copy of the existing by-laws. The amendment shall not take effect until approval from DONE is received.