

**Bylaws of the**  
**Westwood Neighborhood Council**  
**Approved by Department of Neighborhood Empowerment**  
**1206.301.2020**

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**Seat 15: Chamber of Commerce** ..... 21

**Director** ..... 21

**Term: 4 Years** ..... 21

**1** ..... 21

**Elected** ..... 21

**Stakeholder within the WWNC boundaries who is a member of the West Los Angeles Chamber of Commerce and who is 18 years or older.** ..... 21

**Stakeholder within the WWNC boundaries who is 18 years or older.** ..... 21

Article I: NAME ..... 4

Article II: PURPOSE ..... 4

Article III: BOUNDARIES ..... 5

    Section 1: Boundary Description

    Section 2: Internal Boundaries

Article IV: STAKEHOLDER ..... 6

Article V: GOVERNING BOARD ..... 7

    Section 1: Composition

    Section 2: Quorum

    Section 3: Official Actions

    Section 4: Terms and Term Limits

    Section 5: Duties and Powers

    Section 6: Vacancies

    Section 7: Absences

    Section 8: Censure

    Section 9: Removal

    Section 10: Resignation

    Section 11: Community Outreach

Article VI: OFFICERS ..... 12

    Section 1: Officers of the Board

    Section 2: Duties and Powers

    Section 3: Selection of Officers

    Section 4: Officer Terms

Article VII: COMMITTEES AND THEIR DUTIES ..... 13

    Section 1: Standing

    Section 2: Ad Hoc

    Section 3: Committee Creation and Authorization

Article VIII: MEETINGS ..... 14

    Section 1: Meeting Time and Place

    Section 2: Agenda Setting

    Section 3: Notifications/Postings

    Section 4: Reconsideration

Article IX: FINANCES ..... 15

Article X: ELECTIONS ..... 16

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Section 1: Administration of Election  
Section 2: Governing Board Structure and Voting  
Section 3: Minimum Voting Age  
Section 4: Method of Verifying Stakeholder Status  
Section 5: Restrictions on Candidates Running for Multiple Seats  
Section 6: Other Election Related Language

Article XI: GRIEVANCE PROCESS..... 16  
Article XII: PARLIAMENTARY AUTHORITY..... 17  
Article XIII: AMENDMENTS..... 17  
Article XIV: COMPLIANCE..... 17

Section 1: Code of Civility  
Section 2: Training  
Section 3: Self-Assessment

ATTACHMENT A – Map of Neighborhood Council..... 19  
ATTACHMENT B – Governing Board Structure and Voting..... 20

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**ARTICLE I: NAME**

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The name of this Neighborhood Council shall be the Westwood Neighborhood Council (“WWNC” or “Council”).

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**ARTICLE II: PURPOSE**

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Principles of Governance - The purpose of the Council is to participate as a body on issues concerning our neighborhood and regarding the governance of the City of Los Angeles (“City”) in a transparent, inclusive, collaborative, accountable and viable manner.

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A. The **MISSION** of the Council is:

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- 1. To preserve and enhance the value of business and homeowner properties in Westwood and to preserve Westwood’s status as a highly desirable and important residential, business, educational, cultural, and entertainment center.
- 2. To provide an inclusive and open forum for public discussion of issues of interest to the Council, including City governance, the needs of the Council, the delivery of City services to the Council area, and other matters of a City-wide nature;
- 3. To advise the City on issues of interest to the Council, including City governance, the needs of the Council, the delivery of City services to the Council area, and other matters of a City-wide nature;
- 4. To initiate, execute and support projects for the physical, social and cultural improvement of the Council area; and
- 5. To facilitate communication between the City and Community Stakeholders on issues of concern to the community and/or the Stakeholders.

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B. The **POLICY** of the Council is:

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- 1. To respect the diversity, dignity, and expression of views of all individuals, groups, and organizations within the community and/or involved in the Council;
- 2. To remain non-partisan with respect to political party affiliation and inclusive in our operations including, but not limited to, the process of electing or selecting the Board of Directors, Officers, and committee members, as hereinafter set forth;
- 3. To utilize the Early Notification System (ENS) to inform the Council and Community Stakeholders of matters involving the City and our community in a way that is tailored to provide opportunities for involvement in the decision-making process;
- 4. To encourage all Community Stakeholders to participate in activities of the Council;
- 5. To prohibit discrimination against any individual or group in our operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation,

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age, disability, marital status, income, homeowner/renter status, or political affiliation;  
and

- 6. To have fair, open, and transparent procedures for the conduct of all Council business.

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### ARTICLE III: BOUNDARIES

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The Council covers the geographic area described below.

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#### Section 1:- Boundary Description

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The boundaries about the boundaries of adjacent Neighborhood Councils and include those areas of the City within the following lines of demarcation:

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- A. **North** – Starting from the northeast corner of I-405 Freeway and Sunset Blvd; south side of Sunset Blvd west to Veteran Ave, south on Veteran Ave (west side) to Ohio Ave, Ohio Ave (south side) east to alley between Westwood Blvd and Glendon Ave, north on alley to Wellworth Ave (south side), east on Wellworth Ave to Glendon Ave (adjacent to Westwood Gardens Park), east on Wellworth Ave (north side) to Malcolm Ave, north on Malcolm Ave to Ashton Ave, west on Ashton Ave (both sides) to back parking lot of Westwood Presbyterian Church (10822 Wilshire Blvd), north on Malcolm Ave (east side) from Wilshire Blvd to Weyburn Ave, north on Malcolm Ave (both sides) to Westholme Ave, north along west side of Westholme Ave to Thayer Ave, north along the eastside of the property lines of (580 Hilgard Ave, 574 Hilgard Ave, 560 Hilgard Ave) to Strathmore Dr (including all single-family homes/R1 and excluding student housing/R4), west on Strathmore Dr to Hilgard Ave, north on Hilgard Ave (east side) to Sunset Blvd, east on Sunset Blvd (south side) to border of Beverly Hills
- B. **South** - 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.)
- C. **East** - The western boundary of the city of Beverly Hills from Sunset Boulevard (south side) to Santa Monica Boulevard (north side).
- D. **West** - The eastern side of the I-405 Freeway between Santa Monica Boulevard (north side) and Sunset Boulevard (south side)

The following locations are shared facilities with the North Westwood Neighborhood Council: Los Angeles Fire Department Station 37 (1090 Veteran Avenue), UCLA Outpatient Rehabilitation Services (1000 Veteran Avenue), and the Westwood Branch Library (1246 Glendon Avenue).

The boundaries of the Council are set forth in Attachment A - Map of Westwood Neighborhood Council.

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**Section 2: Internal Boundaries**

**Area 1 – Comstock Hills**

East: Los Angeles City limit at Beverly Hills (Los Angeles Country Club included)  
West: East side of Beverly Glen Blvd.

North: Ashton Ave. east to Comstock Ave, north on Comstock Ave to Wilshire Blvd (along the east property line of 1200 Club View Dr), east on Wilshire Blvd to Los Angeles City limit at Beverly Hills (Los Angeles Country Club included).

South: North side of Santa Monica Blvd.

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**Area 2 – Holmby Westwood**

East: Los Angeles City limit at Beverly Hills (Los Angeles Country Club included)  
West: East side of Hilgard Ave.

North: South side of Sunset Blvd.

South: South side of Lindbrook Drive to Beverly Glen, South on both sides of Beverly Glen to the south property line of 831 S Beverly Glen and 836 S Beverly Glen, east along the south property line of 836 S Beverly Glen continue east along the south property of 843 Devon Ave and 851 Devon Ave to east on North side of Birchwood Dr, east along the south property line of 874 Birchwood Dr to Comstock Ave, south to Wilshire Blvd, east on the northside of Wilshire Blvd to Los Angeles City limit at Beverly Hills (Los Angeles Country Club included)

**Area 3 – Westwood Hills**

East: West side of Veteran Ave.  
West: The eastern side of the I-405 Freeway.  
North: South side of Sunset Blvd.  
South: North side of Wilshire Blvd

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**Area 4 – Westwood**

East: West side of Beverly Glen  
West: East side of I-405 Freeway  
North: Eastern side of the I-405 Freeway and Wilshire Blvd, east on Wilshire Blvd to Veteran Ave, south on Veteran Ave (west side) to Ohio Ave, Ohio Ave (south side) east to alley between Westwood Blvd and Glendon Ave, north on alley to Wellworth Ave (south side), east on Wellworth Ave to Glendon Ave (adjacent to Westwood Gardens Park), east on Wellworth Ave (north side) to Malcolm Ave, north on Malcolm Ave to Ashton Ave, west on Ashton Ave (both sides) to back parking lot of Westwood Presbyterian Church (10822 Wilshire Blvd), East on north side of Ashton Ave to Beverly Glen Blvd  
South: North side of Santa Monica Blvd.

**ARTICLE IV: STAKEHOLDER**

Neighborhood Council membership is open to all Stakeholders. A "Stakeholder" shall be defined as any individual who:

(1) Lives, works, or owns real property within the boundaries of the Neighborhood Council;  
or

(2) Is a Community Interest Stakeholder, defined as an individual who is a member of or participates in a Community Organization within the boundaries of the Neighborhood Council.

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A "Community Organization" is an entity that has continuously maintained a physical street address within the boundaries of the Neighborhood Council for not less than one year, and that performs ongoing and verifiable activities and operations that confer some benefit on the community within the boundaries of the Neighborhood Council. A for-profit entity shall not qualify as a Community Organization. Examples of Community Organizations may include Chambers of Commerce, houses of worship or other faith-based organizations, educational institutions, or non-profit organizations.

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[The definition of "Stakeholder" and its related terms are defined by City Ordinance and cannot be changed without City Council action. See Los Angeles Administrative Code Section 22.801.1] Neighborhood Council membership is open to all Stakeholders. "Stakeholders" shall be defined as those who live, work or own real property in the neighborhood and also those who declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation within the Neighborhood Council's boundaries and who may be in a community organization such as, but not limited to, educational, non-profit and/or religious organizations. Members of the Council shall be referred to as "Community Stakeholders."

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**ARTICLE V: GOVERNING BOARD**

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The governing body of the WWNC shall be the Board of Directors ("Board") within the meaning of that term as set forth in the Plan for a Citywide System of Neighborhood Councils ("Plan").

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**Section 1: Composition-**

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The Board shall be composed of fifteen (15) Directors aged eighteen (18) years or older who are selected, elected or appointed for Seats or Groups with specific constituencies as enumerated:

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- A. Seat 1: Residential Area 1 Comstock Hills – Director must own and reside in a single-family residential property located within Residential Area 1.
- B. Seat 2: Residential Area 2 Holmby Westwood – Director must own and reside in a single-family residential property located within Residential Area 2.
- C. Seat 3: Residential Area 3 Westwood Hills – Director must own and reside in a single-family residential property located within Residential Area 3.
- D. Seat 4: Residential Area 4 Westwood – Director must own and reside in a single-family residential property located within Residential Area 4.
- E. Seat 5: Residential Condo Owner – Director must own and reside in a condominium within the boundary of the WWNC.
- F. Seat 6: Residential Owner – Director must own and reside in a single-family residential property and/or condominium dwelling located within the WWNC boundaries.
- G. Seat 7 – 8: Renter - Directors must rent and reside in a residential property located within the WWNC boundaries.
- H. Seat 9 – 10: Business - Directors must own or manage a business located within the WWNC boundaries.
- I. Seat 11 – 12: Non-Profit/Faith-based/Education Community – Directors must be a member of, or work for, a non-profit, arts, cultural, civic, faith-based or other community-oriented organization, or be a parent, teacher or administrator in a public or private K-12 school, located within the WWNC boundaries.
- J. Seat 13-14: At Large – Directors must currently live, work, own real property or be a community interest stakeholder (~~as defined in Article IV as that term is defined in the Plan or amendments thereto~~) within the WWNC boundaries.
- K. Seat 15: Chamber of Commerce – Director must be a member of the West Los Angeles Chamber of Commerce

The WWNC's Board must, to the extent possible, reflect the diversity of the Neighborhood Council's Community Stakeholders. Accordingly, no single ~~C~~community ~~S~~stakeholder group shall comprise a majority of a certified Neighborhood Council's governing body, unless

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extenuating circumstances are warranted and approved by the Department of Neighborhood Empowerment (“Department”).

**Section 2: -Quorum -**

The quorum shall be eight (8) members of the Board.- No floating quorums are allowed.

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**Section 3: -Official Actions -**

A simple majority vote by the Board Members present and voting, not including abstentions, at a meeting at which there is a quorum shall be required to take official action unless specified otherwise in these Bylaws.

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Any Director less than eighteen (18) years of age shall be disqualified from voting on the expenditure of Council funds, the entering of the Council into a contract, or the recommendation to any City agency to enter into or expend funds on a specific contract.

**Section 4: -Terms and Term Limits -**

Elected Directors will hold office for a term of four (4) years. -Terms of office shall begin when and extend until each election is certified by the City. All Board terms, which end prior to a City 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. There are no term limits.

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**Section 5: -Duties and Powers- -**

-A Director represents the interest of the whole community, not the constituency or interest that defined his/her Seat or Group.

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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.

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**Section 6: -Vacancies -**

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.

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 replacing Director must fulfill the requirements for the vacated Seat or Group as enumerated in Attachment B. -The Board shall fill the seat by a majority vote.

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Directors appointed to fill a vacant seat will hold office for the remainder of the term of the vacated seat or until the next City supervised election.

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**Section 7: -Absences -**

Unexcused absences from three (3) meetings during the previous six (6) months shall be deemed a failure to consistently attend and subject the Director to removal from the Board.

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**Section 8: -Censure -**

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The purpose of the censure process is to place a Board ~~M~~member on notice of misconduct and to provide the Board ~~M~~member with an opportunity to correct the misconduct. The Neighborhood Council ("Neighborhood Council") may censure any Board ~~M~~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.

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

1. A motion to censure a Board ~~M~~member may be initiated by any three (3) Board ~~M~~members. Those Board ~~M~~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 ~~B~~oard ~~M~~member.
2. The Board ~~M~~member, group of Board ~~M~~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 ~~M~~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 ~~M~~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 ~~M~~member should be censured. The Board ~~M~~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 ~~B~~oard ~~M~~member be heard by the Neighborhood Council within sixty (60) days of the next scheduled Board election or selection.

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**~~Section 9: Removal of Governing Board Members~~**



Any Board ~~M~~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 ~~M~~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.

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

1. A motion to remove a Board ~~M~~member may be initiated by any three (3) Board ~~M~~members. Those Board ~~M~~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 ~~B~~oard ~~M~~member. The motion to remove shall also include a copy of the prior censure motion and the date it was passed.

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2. The Board ~~M~~member, group of Board ~~M~~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.

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3. The Board ~~M~~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.

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4. The Board ~~M~~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.

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5. The Board shall decide whether or not the Board ~~M~~member should be removed by an affirmative vote of two-thirds (2/3) of the currently sitting Board ~~M~~members. The Board ~~M~~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.

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

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7. The Commission may review a Neighborhood Council's removal decision if requested to do so by the affected Board ~~M~~member. Once the request is made for the Commission to review the decision to remove, the Neighborhood Council voting to remove the ~~B~~board ~~M~~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.

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8. A request for the Commission to review a Neighborhood Council's removal decision shall proceed as follows:

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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 ~~M~~member.

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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.

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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.

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

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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 ~~M~~member will be considered reinstated.

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

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h. If the matter is returned to the Neighborhood Council for further consideration the Board ~~M~~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.

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9. This policy is not intended to restrict or eliminate a Neighborhood Council's ability to remove or render ineligible to serve, Board ~~M~~members who fail to attend meetings, join committees, maintain their stakeholder status, or perform other duties as may be described in the

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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 -**

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.

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**Section 11: Community Outreach -**

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

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**ARTICLE VI: —OFFICERS**

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**Section 1: Officers of the Board -**

The officers of the Board ("Officers") shall include the following positions which together comprise the Executive Committee: President, Vice President, Secretary, and Treasurer.

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**Section 2: Duties and Powers -**

The duties of the Officers are as follows and also include such additional duties as may be adopted by official action of the Board:

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**A. The President shall:**

1. Preside at all Board meetings and Executive Committee meetings.
2. Serve as spokesperson and representative of the Board's majority position.
3. Appoint, with Board approval, chairs to the standing committees, and representatives to organizations outside of the WWNC.
4. Act as chief liaison to all outside organizations and Neighborhood Councils.
5. Sign all correspondence coming from the WWNC.
6. Call special meetings when urgent matters arise.
7. With a majority of voting Board ~~M~~members, the President may appoint a parliamentarian with Board approval.
8. Act as liaison with the Department.
9. Co-sign all demand warrants or other financial documents that require two (2) signatures with the Treasurer.

**B. The Vice-President shall:**

1. Perform the duties of the President in the absence of the President.
2. Perform other duties as delegated by the President.
3. Assist the President in deciding what issues may deserve a special meeting.
4. Serve on the Executive Committee.
5. Act, with President's approval, as chief liaison with other Neighborhood Councils.

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6. 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.

**C. The Secretary shall:**

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

**D. The Treasurer shall:**

1. Be accountable for all funds belonging to WWNC.
2. Chair the Budget Committee.
3. Receive and disburse all WWNC funds to assure total compliance with all Department and LA City requirements.
4. Comply with the financial controls and reporting specified by the Standing Rules and Regulations.
5. Prescribe a method for keeping a book of accounts that includes any or all provisions of Generally Accepted accounting procedures.
6. Submit semi-annual and annual financial reports to the Department.
7. Co-sign checks with the President of the Board.
8. Act as President in the absence of the President and Vice-President.
9. Serve on the Executive Committee.
10. Prepare the year-end financial report for each fiscal year to be delivered to the Board at least thirty-five (35) days prior to the close of the fiscal year.
11. Present a current financial report to the Board at every regular meeting.
12. Oversee the financial side of any out-sourced work.

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**Section 3: -Selection of Officers -**

Officer positions shall be filled annually at the first official Board meeting following their election in Board election years and at the subsequent one (1) year anniversary mark of the Officers' election in Board non-election years.

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**Section 4: -Officer Terms -**

The Officers shall serve one (1) year terms and serve at the pleasure of the Board. -They may stand for reelection annually.

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**ARTICLE VII: COMMITTEES AND THEIR DUTIES**

All Standing and Ad Hoc Committees shall be established by the Board. -Suggestions for committees may come from Stakeholders or from members of the Board, and all such

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suggestions shall be voted upon by the Board.

**Section 1: -Standing Committees -**

The Standing Committees of the Council are: The Budget and Finance Committee, The Outreach and Communications Committee, and The Planning and Land Use Committee, Homeless Taskforce Committee, Bylaws Committee, Public Safety Committee, and Park Advisory Committee.

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Other Standing Committees as identified in the Standing Rules, appointed by the President, and approved by the Board.

**Section 2: -Ad Hoc Committees -**

The Board may create Ad Hoc Committees as needed to deal with temporary issues.

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**Section 3: -Committee Creation and Authorization**

- A. **Committee Authority** - All committee recommendations shall be brought back to the full Board for discussion and action.
- B. **Committee Structure** - With the exception of the Executive Committee, Committee members shall be appointed by the President and ratified by the Board. -Standing Committees shall be comprised of at least two (2) Board ~~M~~members and may include any interested Stakeholders. -Ad Hoc Committees shall be comprised of four (4) or fewer Board ~~M~~members.
- C. **Committee Appointment** - All Committee Chairs shall be appointed by the President and confirmed by the Board. -Only those Committee members who are Board ~~M~~members are eligible to serve as Chairman of a Committee. -The Chairs shall keep a written record of Committee meetings and shall provide regular reports on Committee matters to the Board.
- D. **Committee Meetings** - Standing Committee meetings are subject to and shall be conducted in accordance with the dictates of the Brown Act. -Minutes shall be taken at every Standing Committee meeting.
- E. **Changes to Committees** - The Board may establish, disband or make changes as needed to any Standing or Ad Hoc committee. Any such action by the Board shall be noted in the Council meeting minutes.
- F. **Removal of Committee Members** - Committee members may be removed in the same manner in which they were appointed.

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**ARTICLE VIII: MEETINGS**

All meetings, as defined by the Ralph M. Brown Act (California Government Code Section 54950.5 et seq.), shall be noticed and conducted in accordance with the Act and all other applicable laws and governmental policy.

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**Section 1: -Meeting Time and Place -**

All meetings shall be held within the Council boundaries at a location, date and time set by the Board. -A calendar of regular meetings may be established by the Board at its first regular meeting of each calendar year.

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- A. **Regular Meetings** - Regular Council meetings shall be held at least once per quarter and may be held more frequently as determined by the Board. -Prior to any action by the Board, there shall be a period of public comment. -The Board shall determine the length and format of the period as appropriate.
- B. **Special Meetings** - The President or a majority of the Board shall be allowed to call a special Council meeting as needed.

**Section 2: -Agenda Setting -**

The President shall set the agenda for each Council meeting utilizing input suggested by any Board Member, or by a non-Board Member Stakeholder, who shall submit his suggestion in writing to the Secretary at least one (1) week prior to the scheduled Board meeting

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Any Stakeholder may make a proposal for action by the Council during the public comment period of a regular Council meeting. -The Board shall decide by vote whether the proposal is to be placed on the agenda for the next meeting, and may, by vote, refer the proposal to an appropriate committee of the Board.

**Section 3: -Notifications/Postings -**

Notice of a regular meeting shall be a minimum of three (3) days (72 hours) in advance of the meeting and at least one (1) day (24 hours) in advance of a special meeting. -At a minimum, meeting notices shall be posted in compliance with the Ralph M. Brown Act and in compliance with the 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.

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**Section 4: -Reconsideration -**

The Board may reconsider or amend its actions at any time.

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**ARTICLE IX: FINANCES**

- A. The Board shall review its fiscal budget and make adjustments as needed to comply with City laws and City administrative rules and to keep in compliance with Generally Accepted Accounting Principles and the City's mandate for the use of standardized budget and minimum funding allocation requirements.
- B. The Board shall adhere to all rules and regulations promulgated by appropriate City officials regarding the Council's finances, where the term "appropriate City officials" means those officials and/or agencies of the City of Los Angeles who have authority over Neighborhood Councils.
- C. All financial accounts and records shall be available for public inspection and posted on the Council website, if available.

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D. Each month, the Treasurer shall provide to the Board detailed reports of the Council's accounts.

E. At least once each quarter, the President and at least one Board Member other than the Treasurer, who is designated by the Board, shall examine the Council's accounts and attest to their accuracy before submitting the documentation to the Department for further review.

F. The Council will not enter into any contracts or agreements except through the Department.

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## ARTICLE X: ELECTIONS

### Section 1: -Administration of Election -

The Council's election will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council elections.

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### 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.

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### Section 3: -Minimum Voting Age -

Except with respect to a Youth Board Seat, a stakeholder must be at least 16 years of age on the day of the election or selection to be eligible to vote. [See Admin. Code §§ 22.814(a) and 22.814(c)]

~~All Community Stakeholders aged eighteen (18) and above shall be entitled to vote in the Council elections.~~

### Section 4: Method of Verifying Stakeholder Status -

Voters will verify their Stakeholder status through written self-affirmation.

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### Section 5: Restrictions on Candidates Running for Multiple Seats -

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

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### Section 6: -Other Election Related Language -

In the event that no Stakeholder is a candidate for a Seat, the Board can select a Director for 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.

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## ARTICLE XI: GRIEVANCE PROCESS

A. Any grievance by a Stakeholder must be submitted in writing to the Board Secretary who shall cause the matter to be placed on the agenda for the next regular Council meeting

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for which posting of the item on the agenda per Brown Act requirements can be accomplished.

- B. At that meeting, the Board shall refer the matter to an Ad Hoc Grievance Panel comprised of two (2) volunteer non-Board ~~M~~member stakeholders randomly selected by the Board from a list of Stakeholders who have expressed an interest in serving from time-to-time on such a panel and two (2) Board ~~M~~member Stakeholders. The list of volunteers will be constituted by requesting volunteers at regular meetings of the WWNC Board. - If there is an insufficient number of non-Board ~~M~~member volunteers to compose the panel of four (4), the balance of the panel shall be selected from WWNC Board ~~M~~members.
- C. Within two (2) weeks of the panel's selection, the Board Vice President shall coordinate a time and place for the panel to meet with the person(s) submitting a grievance to discuss ways in which the dispute may be resolved.
- D. Within two (2) weeks following such a meeting, a member of the panel shall prepare a written report to be forwarded to the Vice President of the Board outlining the panel's collective recommendations for resolving the grievance. The Board may receive a copy of the panel's report and recommendations prior to a Board meeting, but, in accordance with the Brown Act, the matter shall not be discussed among the Board ~~M~~members until it is heard publicly at the next regular Council meeting.
- E. This grievance process is intended to address matters involving procedural disputes, such as the Board's failure to comply with Board Rules or these Bylaws. It is not intended to apply to Stakeholders who merely disagree with a position or action taken by the Board at one of its meetings, which grievances may be aired publicly at Council meetings.
- F. Board ~~M~~members are not permitted to file a grievance against another Board ~~m~~Member or against the Council, except as permitted under the City's grievance policy. The Neighborhood Council will follow the City's policy and/or rules regarding the handling of grievances.

## ARTICLE XII: PARLIAMENTARY AUTHORITY

The Council shall use the Rosenberg's Rules of Order when conducting Council meetings. -If Rosenberg's Rules are silent on an issue, the Council shall refer to Robert's rules of order. Additional rules and/or policies and procedures regarding the conduct of the Board and/or Council meetings may be developed and adopted by the Board.

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## ARTICLE XIII: AMENDMENTS TO BYLAWS

Any Board ~~M~~member or Stakeholder may propose an amendment to these Bylaws formalized in writing. The Board shall forward all proposals to an Ad Hoc Bylaws Committee to review and to provide recommendations to the Board, and the proposal placed on the next meeting's agenda. An amendment to these bylaws requires a majority vote of the Board ~~M~~members present at a duly noticed general or special meeting. -All changes shall then be forwarded to the Department

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for review and approval. -Amendments shall not be valid, final or effective until approved by the Department. -Once approved, any changes in the Bylaws shall become effective immediately.

## **ARTICLE XIV: COMPLIANCE**

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The Council, its representatives, and all Community Stakeholders shall comply with these Bylaws and with any additional Standing Rules or Procedures as may be adopted by the Board as well as all local, county, state and federal laws, including, without limitation, the Plan, the City Code of Conduct, the City Governmental Ethics Ordinance (*Los Angeles Municipal Code Section 49.5.1*), the Brown Act (*California Government Code Section 54950.5 et seq.*), the Public Records Act, the American Disabilities Act, and all laws and governmental -policies pertaining to Conflicts of Interest.

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### **Section 1: Code of Conduct -**

The Council, its representatives, and all Community Stakeholders shall conduct all Council business in a civil, professional and respectful manner. -Board **M**members will abide by the Commission's Neighborhood Council Board Member Code of Conduct Policy.

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### **Section 2: Training -**

All Board **M**members shall take training in the fundamentals of Neighborhood Council, including, but not limited to, ethics, funding, workplace violence and sexual harassment trainings provided by the City within forty-five (45) days of being seated, or they will lose their Council voting rights. All **B**oard **M**members must take ethics and funding training prior to making motions and voting on funding related matters.

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### **Section 3: Self-Assessment -**

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

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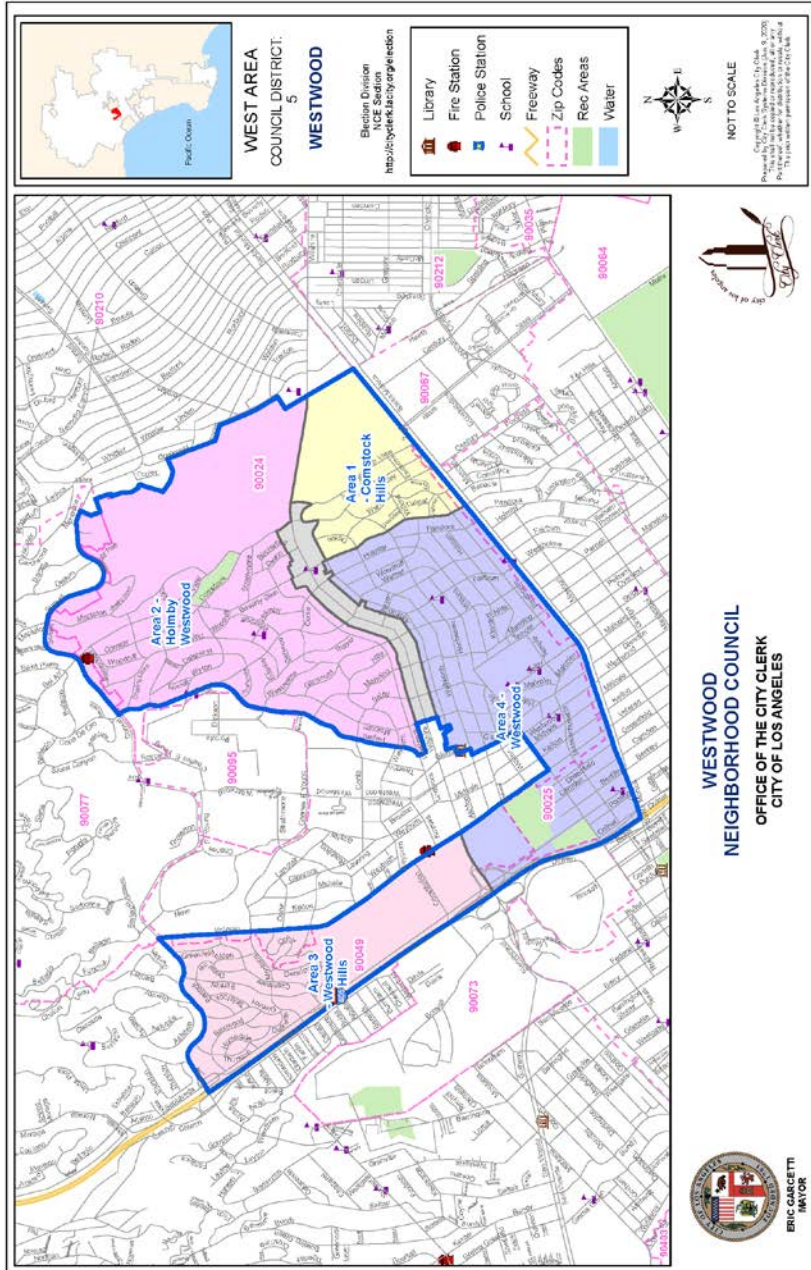
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ATTACHMENT A – Map of Westwood Neighborhood Council

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**ATTACHMENT B – Governing Board Structure and Voting**  
**Westwood Neighborhood Council – 15 Board Seats**

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Seat 1: Owner Residential Area 1 - Director Term: 4 Years	1	Elected	Stakeholder who resides in and owns a single-family residential property (zoned RE, RS, R1, RU, RZ, RW1) within the Area 1 of WWNC boundaries and who is 18 years or older.	Stakeholder within the WWNC Area 1 boundaries who is 16 <del>8</del> years or older.
Seat 2: Owner Residential Area 2 - Director Term: 4 Years	1	Elected	Stakeholder who resides in and owns a single-family residential property (zoned RE, RS, R1, RU, RZ, RW1) within the Area 2 of WWNC boundaries and who is 18 years or older.	Stakeholder within the WWNC Area 2 boundaries who is 16 <del>8</del> years or older.
Seat 3: Owner Residential Area 3 - Director Term: 4 Years	1	Elected	Stakeholder who resides in and owns a single-family residential property (zoned RE, RS, R1, RU, RZ, RW1) within the Area 3 of WWNC boundaries and who is 18 years or older.	Stakeholder within the WWNC Area 3 boundaries who is 16 <del>8</del> years or older.
Seat 4: Owner Residential Area 4 - Director Term: 4 Years	1	Elected	Stakeholder who resides in and owns a single-family residential property (zoned RE, RS, R1, RU, RZ, RW1) within the Area 4 of WWNC boundaries and who is 18 years or older.	Stakeholder within the WWNC Area 4 boundaries who is 16 <del>8</del> years or older.
Seat 5: Residential Condo Owner Director Term: 4 Years	1	Elected	Stakeholder who resides in and owns a condominium property within the WWNC boundaries and who is 18 years or older.	Stakeholder within the WWNC boundaries who is 16 <del>8</del> years or older.
Seat 6: Residential Owner Director Term: 4 Years	1	Elected	Stakeholder who resides in and owns a single-family residential property (zoned RE, RS, R1, RU, RZ, RW1) and/or condominium dwellings within the WWNC boundaries and who is 18 years or older.	Stakeholder within the WWNC Boundaries who is 16 <del>8</del> years or older.
Seats 7 – 8 : Rental Residential Directors Term: 4 Years	2	Elected	Stakeholder who rents a residence within the WWNC boundaries and who is 18 years or older.	Stakeholder within the WWNC boundaries who is 16 <del>8</del> years or older.

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BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Seats 9-10: Business Group Directors Term: 4 Years	2	Elected	Stakeholder who owns, operates or works for businesses within the WWNC boundaries and who is 18 years or older.	Stakeholder within the WWNC boundaries who is <del>18</del> 6 years or older.
Seat 11 - 12: Non-Profit/Faith-Based/Education Community Director Term: 4 Years	2	Elected	Stakeholder within the WWNC boundaries who is a member of, or work for, a non-profit, arts, cultural, civic, faith-based or other community-oriented organization, or be a parent, teacher or administrator in a public or private K-12 school, located within the WWNC boundaries and who are 18 years or older.	Stakeholder within the WWNC boundaries who is <del>16</del> 8 years or older.
Seat 13 - 14: At Large Director Term: 4 Years	2	Elected	Stakeholder within the WWNC boundaries who live, work, own real property or be a community interest stakeholder and who is 18 years or older.	Stakeholder within the WWNC boundaries who is <del>16</del> 8 years or older.
Seat 15: Chamber of Commerce Director Term: 4 Years	1	Elected	Stakeholder within the WWNC boundaries who is a member of the West Los Angeles Chamber of Commerce and who is 18 years or older.	Stakeholder within the WWNC boundaries who is <del>16</del> 8 years or older.

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