

**NEIGHBORHOOD COUNCIL BYLAWS
TEMPLATE LANGUAGE**

REVISED AUG. 17, 2011
By the Bylaws Committee
Pending Approval by the West Hills Neighborhood Council

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ARTICLE I NAME

The name of this Neighborhood Council shall be the West Hills Neighborhood Council or WHNC.

ARTICLE II PURPOSE

The purpose of the WHNC is to promote the welfare of West Hills and the City of Los Angeles.

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

To provide a forum in which West Hills stakeholders can learn about issues that affect the community and express their concerns and ideas; to recommend actions by government officials to address the needs of the West Hills community; to promote communication between stakeholders and all levels of government; and to foster pride and participation in addressing the needs of the community.

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

To respect the expression of viewpoints of all individuals, groups and organizations involved with the community; to remain nonpartisan regarding candidates, political parties and religious affiliations; to encourage all stakeholders to participate in the activities of the WHNC; and to prohibit discrimination against any individual or group in WHNC policies, recommendations, actions or operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, impairment, marital status, income or political affiliation.

ARTICLE III BOUNDARIES

The WHNC covers a geographic area described below.

Section 1: Boundary Description

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

North – From the center of the intersection of Topanga Canyon Boulevard and Nordhoff Street going west along the median of Nordhoff Street to its end, and continuing that line westward to the Los Angeles city limits;

East – From the center of the intersection of Nordhoff Street and Topanga Canyon Boulevard going south along the median of Topanga Canyon Boulevard to the center of the intersection of Topanga Canyon Boulevard and Roscoe Boulevard, then west along the median of Roscoe Boulevard to the center of the intersection of Roscoe Boulevard and Shoup Avenue, then south along the median of Shoup Avenue to the center of the intersection of Shoup Avenue and Victory Boulevard;

South – From the center of the intersection of Victory Boulevard and Shoup Avenue going west along the median of Victory Boulevard to the city limits;

West – From the intersection of the median of Victory Boulevard and the city’s western limits going north along the city limits to the northern boundary of West Hills.

The boundaries of the WHNC are set forth on the map of the West Hills Neighborhood Council Boundaries attached as Addendum A.

Section 2: Internal Boundaries

All areas of the city of Los Angeles within the above boundaries are within the jurisdiction of the West Hills Neighborhood Council.

ARTICLE IV STAKEHOLDER

Neighborhood Council membership is open to all Stakeholders. “Stakeholders” shall be defined as those who live, work or own property in the neighborhood, and also as those who declare a stake in the neighborhood and affirm a factual basis for it as defined by rules promulgated by the WHNC Board of Directors.

1. Any Stakeholder 16 years old or older shall be eligible to vote.
2. Any Stakeholder 18 years old or older shall be eligible to sit on the Board.

ARTICLE V GOVERNING BOARD

The Board of Directors (or “the Board”) shall be the governing body of the WHNC within the meaning of that term as set forth in the Plan (Section 900 of the Los Angeles City Charter, established in 1999).

Section 1: Composition

The WHNC Board of Directors shall consist of 25 Directors (or Board Members) elected by the stakeholders on an “at large” basis. In no case shall the Board include more than two Directors who do not live, work or own property in West Hills, except as may be required to fill temporarily a position on the Board as described in Article V, Section 6 (“Vacancies on the Board”).

Section 2: Quorum

The quorum shall be one more than half of the sitting Directors. No floating quorums are allowed.

Section 3: Official Actions

The Board shall take Official Action by a majority vote of the total number of Directors voting. There shall be no proxy voting.

Section 4: Terms and Term Limits

Board members shall serve staggered four-year terms. Twelve or more Board seats will be decided in each regular biennial election, with the remaining Directors serving terms that extend until the next regular biennial election. Elections will be decided by plurality votes of Stakeholders. A tie may be broken by a coin toss by election officials. There will be no limits to the number of terms a person may serve on the Board.

A. Description of staggered terms

- (1) All members of the WHNC Board of Directors at the time of the ratification of these bylaws shall complete their current terms.
- (2) Elections will occur every two years to fill all open seats.
- (3) Commencing in 2012, all Directors shall be elected to terms of four years.

Section 5: Duties and Powers of Board Members

A. Duties of Board Members

The duties of Board Members include advancing the Purpose and Mission of the WHNC by:

1. Participating in regularly scheduled Board meetings;
2. Serving actively on at least one committee of the WHNC;
3. Participating in WHNC actions and events;
4. Representing the interests of Stakeholders before public officials and government agencies;
5. Encouraging the participation of Stakeholders in WHNC actions and events;
6. Assisting Stakeholders in obtaining government services.

B. Powers of Board Members

The powers of Board Members include:

1. Making proposals of actions for consideration by the Board.
2. Voting on proposals of actions by the WHNC.
3. Serving as Chairs of WHNC committees.

Section 6: Vacancies on the Board

Vacancies on the Board shall be filled using the following procedure:

1. When a vacancy is created on the Board, a notice must be posted on the WHNC web site and it must be announced at the next regularly scheduled Board Meeting.
2. Any Stakeholder(s) interested in filling a vacant seat on the Board shall submit an application to the Secretary within 30 days after announcement of the vacancy at a Board meeting.
3. Such applications will be available on the WHNC web site or by written request to the Secretary of the WHNC.
4. The Secretary shall immediately transmit the application to the Chair of a designated committee for review and action.
5. The Chair of the designated committee shall call a meeting of the committee within 30 days of the filing deadline.
6. The committee shall review the applications to ensure that the applicants are eligible to hold the office.

7. The committee shall make a recommendation of a qualified candidate to the President within 10 business days of its decision. The President shall have the recommendation placed on the agenda for a vote at the next Board meeting.
8. All applicants shall be required to speak to the Board in conjunction with their application. Then a vote of the Board shall be taken and the applicants may be elected by simple majority of those Directors voting.
9. When the aforementioned process fills a vacant seat, that seat shall be filled for the remainder of the term for that seat.

Section 7: Absences

Any Director who has three unexcused absences from Board meetings within a six-month period or five absences during a 12-month period will be removed from office automatically. In order to avoid unexcused absences, Directors who anticipate being absent must request an excused absence from the Presiding Officer. A Board member may, for good cause, request a leave of absence not to exceed three months, subject to approval by a majority of the Board.

Section 8: Censure or Removal of Governing Board Members

The West Hills Neighborhood Council shall consult with the Office of the City Attorney throughout any Board censure or removal process. Board members may be censured or removed in the following ways:

A. The seat held by a Director who has lost his/her status as a Stakeholder (as defined in Article IV) shall be declared vacant automatically. It is the responsibility of each Director to notify the President of loss of Stakeholder status within 30 days of such change.

B. The seat held by a Director who has exceeded his/her allowable number of absences (as defined in Article V, Section 7) shall be declared vacant automatically.

C. A Director may be recommended for censure or removal by submission of a written petition signed by at least 50 Stakeholders and/or five Board members to an ad hoc committee of the West Hills Neighborhood Council. That committee shall take evidence regarding the petition, including giving the individual the opportunity to appear and present testimony and other evidence in her or his defense. The committee then shall make a recommendation to the Board of Directors for action.

1. Allowable reasons for removal of a Director via the petition process shall include:

- a. Failure to fulfill the duties of a Board member as defined in Article V, Section 5A.
- b. Failure to comply with the legal and ethical responsibilities of Board members.
- c. An act (or acts) of moral turpitude.

2. Requirements for a Petition for Recommendation of Censure or Removal of a Director. The petition must:

- a. Identify the Director whose censure or removal is being requested.

b. Describe in detail the reason for censure or removal as defined in Article V, Section 8C1.

3. Process of consideration of Recommendation for Censure or Removal Submitted by Petition: Upon the ad hoc committee's certification of the petition's validity according to these Bylaws, the Secretary of the Board shall have the matter placed on the agenda for a hearing by the Directors at the next regular meeting of the Board pursuant to the procedure set forth below:

1. The Director who is the subject of the Recommendation for Censure or Removal shall be given a minimum of fifteen (15) business days prior notice of the proposed censure or removal and the reasons for the proposed censure or removal. Any Notice given by mail shall be sent by first-class registered mail to the Director at the last known address.
2. The Director shall be given an opportunity to be heard, either orally or in writing, at the next Board meeting, and to present testimony and other evidence in her or his defense.
3. Any censure or removal of a Director pursuant to this subsection shall require an affirmative vote of two-thirds (2/3) of the Directors present, excluding the vote of the Director being considered for removal.

Section 9: Resignation

A Director may resign by submitting a written letter of resignation to the Secretary of the WHNC at any time.

Section 10: Community Outreach

[This section is left blank intentionally.]

ARTICLE VI OFFICERS OF THE BOARD

Section 1: Officers of the Board

The Officers of the Board shall include a President (or President/Co-Chair), Vice President (or Vice President/Co-Chair), Secretary, Treasurer and Controller.

1. Alternatively, for purposes of assisting a President in her or his authorized duties, the WHNC may operate with a joint officer relationship in the role of President. This relationship would be identified as “Co-Chairs” and would perform the duties described under Article VI, Section 2.1, “President,” and Article VI, Section 2.2, “Vice President,” above.
 - a. Upon election to office, a President may submit a motion for this option to the Board. A two-thirds (2/3) majority vote of the Board members is required for approval of the motion.
 - b. A motion to rescind the Co-Chair relationship may be submitted to the Board by the President. A two-thirds (2/3) majority vote of the Board members is required for approval of the motion.

An Executive Board shall consist of all elected Officers of the Board. It may meet at the discretion of the President or Co-Chair. Its function is to suggest administrative guidelines for the efficient operation of the Council. Agendas for Board action shall be set by the President or Co-Chair in regular consultation with members of the Board.

No individual may hold more than one Officer position at the same time.

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:

1. The President shall act as the chief executive of the Council and shall preside at all Council meetings.
2. The Vice President shall serve in place of the President if the President is unable to serve.
3. The Secretary shall take attendance, record roll-call votes, receive correspondence and petitions, and keep minutes of all Board meetings. An Alternate Secretary may be appointed by the Board to serve in the absence of the Secretary, as needed. Unless the person serving as Alternate Secretary is already a Board member, he or she shall not have any of the rights of a Board member, including the right to vote on matters before the Council.

4. The Treasurer shall maintain the records of the Council's finances and books of accounts and perform other duties in accordance with the Council's Financial Management Plan and the appropriate agency's policies and procedures and shall be a member of the Budget Committee.
5. The Controller:
 - a. Shall maintain an inventory of all assets and properties of the West Hills Neighborhood Council;
 - b. Shall conduct quarterly audits of all financial records and submit the results of each audit to the Board within 30 days of completion of such audit;

Section 3: Selection of Officers and Filling of Vacancies

- A.** All Officers shall be elected by a majority vote of the Board every two years. The biennial election of officers shall occur within 60 days of the official certification of the biennial election of the Board.
- B.** When a vacancy of an Officer Seat is created, the seat shall be filled by a majority vote of the Board at the next meeting following the occurrence of the vacancy. The term of office shall be to complete the term of the officer who is no longer in that position.

Section 4: Officer Terms

Officers of the Board shall serve two-year terms.

Section 5: Removal from Office of an Officer of the Board

Only Board Action may remove an Officer.

A. An Officer may be recommended for removal by the submission of a written petition that identifies the Officer recommended for removal from office and describes in detail the reason for removal and includes the signatures of at least five (5) Directors.

B. The Secretary shall have the matter placed on the agenda for a hearing by the Directors at the next regular meeting of the Board pursuant to the procedure set forth below:

1. The Officer shall be given a minimum of fifteen (15) days prior notice of the proposed removal and the reasons for the proposed removal. Any notice given by mail shall be sent by first-class registered mail to the Director at the last known address.
2. The Officer shall be given an opportunity to be heard, either orally or in writing, at that meeting.
3. The Board shall decide whether or not the Officer should be removed.

C. Any removal of an Officer pursuant to this subsection shall require an affirmative vote of two-thirds (2/3) of the Board present, including the vote of the Officer being considered for removal.

ARTICLE VII COMMITTEES AND THEIR DUTIES

Section 1: Standing Committees – The Standing Committees of the West Hills Neighborhood Council are:

- 1 STREETS AND TRANSPORTATION, which shall interface with and negotiate with the City of Los Angeles, businesses and developers on matters concerning the sidewalks, streets and traffic control measures and devices within the boundaries as set forth in Article II.
- 2 YOUTH AND EDUCATION, which shall interface with and negotiate with public and private schools, the City of Los Angeles, businesses and developers on matters concerning the education, recreation and general welfare of the youth who reside in or use the facilities located within the boundaries set forth in Article II.
- 3 ZONING AND PLANNING, which shall interface with and negotiate with developers, the City of Los Angeles Planning Department and the Planning and Land Use Management Committee of the Los Angeles City Council.
- 4 PUBLIC SAFETY AND EMERGENCY PREPAREDNESS, which shall interface with the Los Angeles Police Department, the Los Angeles Fire Department, hospitals and other agencies on matters relating to the safety of the Stakeholders.
- 5 COMMUNICATIONS, which shall be responsible for an outreach program to keep Stakeholders aware of West Hills Neighborhood Council activities, shall promote Stakeholder participation and shall provide the interface with other information technology organizations of the city.
- 6 PUBLIC HEALTH AND ENVIRONMENT, which shall be responsible for making recommendations to the Board for protecting the environment and protecting and promoting the health of the Stakeholders.
- 7 BUDGET COMMITTEE, which shall be responsible for making recommendations to the Board for all budgetary and financial matters of the West Hills Neighborhood Council.
- 8 GOVERNMENT RELATIONS COMMITTEE, which shall interface with local, state and federal agencies and officials and bring recommendations to the Board of Directors.

Section 2: Ad Hoc Committees – The Board may create Ad Hoc Committees as needed to deal with temporary issues.

Section 3: Committee Creation and Authorization

The Board shall establish all Standing Committees and the President or Co-Chair shall establish Ad Hoc Committees as needed. Suggestions for committees may come from Stakeholders or from members of the Board.

1. All committees shall determine their own rules of operation, including selection of officers of the committee, as long as there is no conflict with the Bylaws of the WHNC.
2. At a minimum, each committee shall elect or appoint a Chair and a Secretary. Renewal or appointment shall occur after each biennial election and certification.
3. All committees shall present copies of their approved minutes or reports for posting.
4. All standing committees shall publish agendas and post meeting notices in accordance with Article VIII, Section 1C.
5. All committee recommendations shall be brought back to the full Board for discussion and action.
6. Only those committee members who are Board members are eligible to serve as Chair of a committee. The President of the West Hills Neighborhood Council shall have the authority to fill a vacant chair position by appointing an acting chair should the committee fail to fill the position.
7. Committee meetings are subject to and shall be conducted in accordance with the dictates of the Brown Act. Minutes shall be taken at every committee meeting.

ARTICLE VIII MEETINGS OF THE BOARD

Section 1: Meeting Time and Place

A. **Frequency** – Meetings of the Board shall be held as often as determined by the board, but at least once per quarter.

B. **Location** – Meetings of the Board shall be held at a location within the boundaries of the WHNC, as defined in Article III of this document, unless such a facility is not available, in which case an alternate site as near as possible to West Hills may be used on a temporary basis.

Section 2: Agenda Setting

This section intentionally left blank.

Section 3: Notifications/Postings

Announcements of meetings must be posted according to applicable laws and regulations. (posting of MINUTES???)

Section 4: Reconsideration

The reconsideration process shall be conducted at all times in accordance with the Brown Act.

ARTICLE IX FINANCES

1. The Treasurer shall establish and oversee a system of bookkeeping and accounting for the West Hills Neighborhood Council that complies with Generally Accepted Accounting Principles and conforms to all applicable local, state and federal laws. The Board may retain a financial professional to assist in creating a bookkeeping and annual accounting system. The Treasurer may request the assistance of appropriate city agencies when implementing the system. The Treasurer shall be ultimately responsible for the maintenance of the system of bookkeeping and accounting and for the protection of all Council assets.
2. The Treasurer shall submit a written and itemized monthly report of income and expenses for the previous month to the Board at every regular Council meeting.
3. The Treasurer shall be responsible for preparing or coordinating the preparation of a financial statement to be submitted to the appropriate agency.
4. The Treasurer, in consultation with the Budget Committee, shall be responsible for preparing an annual budget to be submitted to the Board for approval.

ARTICLE X ELECTIONS

Section 1: Administration of Elections

The West Hills Neighborhood Council elections shall be conducted biennially according to rules established by the Board.

Section 2: Governing Board Structure and Voting

[This section left blank intentionally.]

Section 3: Minimum Voting Age

All Community Stakeholders 16 years of age and above shall be entitled to vote.

Section 3: Method of Verifying Stakeholder Status

Stakeholder status shall be verified according to rules established by the Board.

Section 4: Restrictions on Candidates Running for Multiple Seats

[Does not apply.]

Section 6: Other Election Related Language

[This section left blank intentionally.]

ARTICLE XI GRIEVANCE PROCESS

The West Hills Neighborhood Council shall establish and implement grievance procedures.

ARTICLE XII PARLIAMENTARY AUTHORITY

The parliamentary authority that governs the WHNC is any applicable laws, the Bylaws, the Board rules and the most recent edition of *Robert's Rules of Order*, in that order. This applies to committee meetings as well.

ARTICLE XIII AMENDMENTS

Any Board member or Stakeholder may propose amendments, changes, additions or deletions to these Bylaws in writing during a regular meeting of the Board. The Board shall forward all proposals to a Bylaws Committee to review and to provide recommendations to the Board. All amendments shall be voted upon at a meeting of the Board. All stakeholders present at the meeting shall be allowed to vote.

ARTICLE XIV COMPLIANCE

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 applicable laws.

Section 1: Code of Civility

The Council, the Board and all Stakeholders shall conduct Council business in a professional and respectful manner and in accordance with any Board-adopted Code of Civility.

Section 2: Training

All Board members shall take training in the fundamentals of Neighborhood-Council, including, but not limited to, ethics.

Section 3: Self-Assessment

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

ARTICLE XV PROPERTY AND ASSETS

The properties and assets of the West Hills Neighborhood Council are dedicated to the fulfillment of the objectives and purposes set forth in Article III hereof. No part of the net earnings, properties or assets of this Council, on dissolution or otherwise, shall inure to the exclusive benefit of any private person of individual or any member, director or chairperson except in the fulfillment of said objectives and purposes. On liquidation or dissolution, all properties, assets or obligations of the City held by the Council shall be distributed to the City of Los Angeles in accordance with the directives of the City of Los Angeles Department of Neighborhood Empowerment.

ATTACHMENT A

