



CITY OF  
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CALIFORNIA



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## WEST HILLS NEIGHBORHOOD COUNCIL

### JOINT BOARD AND BYLAWS AD HOC COMMITTEE ONLINE AND TELEPHONIC MEETING AGENDA

Thursday September 24, 2020 at 7:00 PM

This meeting of the West Hills Neighborhood Council Bylaws Ad Hoc Committee will be conducted online via Zoom Webinar and telephonically. All are invited to attend and participate.

**To attend online** via Zoom Webinar, paste the following link into your browser:

**<https://zoom.us/j/97472290319>**

**To call in by phone**, dial toll-free **833-548-0276**, then punch in this Webinar code when prompted: **97472290319#**.

This meeting is open to the public. Comments on matters not on the agenda will be heard during the Public Comment period. Those who wish to speak on an agenda item will be heard when the item is considered.

1. Call to Order
2. Approval of February Minutes
3. Possible Action to Add Committee Members with New Members Eligible to Vote Immediately
4. Comments from the Chairs
5. Public Comment
6. Discussion and Possible Action Amending Standing Rules for Censure and Removal
7. Discussion and Possible Action on Guidelines for Cancelling Zoom Meetings due to Late Starts or other Technical difficulties
8. Discussion and Possible Action on Standing Rules for Vacancy Committee Selection  
Sample Proposed Standing Rule for Article 5, Section 6, Part A  
*In selecting the members for the committee, the President shall give first consideration to eligible Board members who express interest and who did not serve on the last previous Bylaws Ad Hoc Committee or the last previous Election Ad Hoc Committee. To be considered eligible a Board member must be current in all required neighborhood council training.*
9. Discussion and Possible Action on Standing Rules Concerning the Number of Seats and Procedure for Filling Seats for Standing Committees  
Sample Proposed Standing Rule for Article 5, Section 5  
*All committees shall have self-written ~~standing~~ operating rules that shall include:*
  - A. *Criteria for membership and voting in the committee*
  - B. *Definition of what “serving actively on at least one committee” means for the committee*
  - C. *Other rules of operation, if any*

*Add paragraph D. There shall be no limit on the number of board members for all Standing Committees. Any board member in good standing may request membership if that member has attended at least 3 previous meetings of the committee.*

10. Discussion and Possible Action on Standing Rules for Training Requirements for Voting Eligibility
11. Discussion and Possible Action on Standing Rules Concerning Operating Procedures in the Event of a Natural Disaster or other Emergency
12. Discussion and Possible Action on Standing Rules in the Event a Board Member Can No Longer Serve
13. General Discussion of Proposals for Bylaws or Standing Rules Amendments
14. Adjournment

***The next scheduled meeting of this committee is October 22, 2020.***

**Public input at Neighborhood Council meetings:** When prompted by the presiding officer, members of the public may address the committee on any agenda item before the committee takes an action on the item by punching in \*9 (if calling in by phone) or by clicking on the “raise hand” button (if participating online through Zoom) and waiting to be recognized. Comments from the public on agenda items will be heard only when the respective item is being considered. Comments from the public on matters not appearing on the agenda that are within the committee’s jurisdiction will be heard during the General Public Comment period. Please note that under the Ralph M. Brown Act, the committee is prevented from acting on a matter that you bring to its attention during the General Public Comment period; however, the issue raised by a member of the public may become the subject of a future committee meeting. Public comment is limited to 2 minutes per speaker, unless adjusted by the presiding officer of said committee.

**Notice to Paid Representatives** - If you are compensated to monitor, attend, or speak at this meeting, city law may require you to register as a lobbyist and report your activity. See Los Angeles Municipal Code §§ 48.01 et seq. More information is available at [ethics@lacity.org/lobbying](mailto:ethics@lacity.org/lobbying) For assistance, please contact the Ethics Commission at (213) 978-1960 or [ethics.commission@lacity.org](mailto:ethics.commission@lacity.org)

**Public Posting of Agendas:** WHNC agendas are posted for public review at Shadow Ranch Park, 22633 Vanowen St., West Hills, CA 91307 or at our website, [www.westhillsnc.org](http://www.westhillsnc.org). You can also receive our agendas via email by subscribing to the City of Los Angeles Early Notification System at [www.lacity.org/government/Subscriptions/NeighborhoodCouncils/index](http://www.lacity.org/government/Subscriptions/NeighborhoodCouncils/index).

**The Americans With Disabilities Act:** As a covered entity under Title II of the Americans with Disabilities Act, the City of Los Angeles does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its programs, services and activities. Sign language interpreters, assistive listening devices and other auxiliary aids and/or services may be provided upon request. To ensure availability of services, please make your request at least three business days (72 hours) prior to the meeting you wish to attend by contacting the WHNC’s executive director via email at [Michelle.Ritchie@westhillsnc.org](mailto:Michelle.Ritchie@westhillsnc.org) If you are hearing impaired please call 711.

**Public Access of Records:** In compliance with Government Code Section 54957.5, non-exempt writings that are distributed to a majority or all of the board in advance of a meeting may be viewed at the meeting where such writing was considered or by contacting the WHNC’s executive director via email at [Michelle.Ritchie@westhillsnc.org](mailto:Michelle.Ritchie@westhillsnc.org) Requests can be made for a copy of a record related to an item on the agenda.

**Reconsideration and Grievance Process:** For information on the WHNC’s process for board action reconsideration, stakeholder grievance policy or any other procedural matters related to this Council, please consult the WHNC Bylaws. The Bylaws are available at our website, [www.WestHillsNC.org](http://www.WestHillsNC.org).



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## WEST HILLS NEIGHBORHOOD COUNCIL

### JOINT BYLAWS AD HOC COMMITTEE/BOARD MEETING MINUTES February 27, 2020, de Toledo High School, West Hills, CA

Revised May 26, 2020

Attendance: Bob Brostoff, Brad Vanderhoof, Aida Abkarians, Sandi Bell, Dan Brin, Carolyn Greenwood, Saif Mogri, Steve Randall, Joan Trent, and Alec Uzemeck.

Co-chair Bob Roostoff called the meeting to order at 7:08 PM. A quorum was established. The January 2020 minutes were approved.

Floor motion to add Christina Walsh as a voting member of the committee.

**Yes -- 7, No -- 2, Abstentions -- 0**

**The motion carries, Ms. Walsh is eligible to vote at this meeting and will be added to committee roster.**

Chair Comments: None

Public Comment: None

#### 6. Submission of Final Bylaws Package to EmPowerLA:

Dan moved to submit the previously approved amendments. Sandi seconded.

**Yes – 10, No – 0, Abstentions – 1**

**The motion carried and will be sent to the Board for a vote.**

7. Standing Rule Amendments regarding Censure and Removal: B.O.N.C. has not finalized uniform censure and removal procedures for NCS. Item tabled to the next meeting.

8. 2020-2021 Budget Request: By consensus it was agreed the committee will request no funds except for copies.

9. Proposals for Amendments: Two topics were proposed for discussion.

1. What if there is a natural disaster or national emergency?

2. What if a member can no longer function sufficiently to serve?

These topics will be considered for the agenda the next time the committee meets.

Co-chair Bob Brostoff adjourned the meeting at 7:37 PM

The next meeting of this committee will be held **TBD**.

## **Supplemental Material – Bylaws Committee September 2020**

### **WHNC Bylaws Approved June 24, 2020**

#### **Section 8: Censure**

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

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

#### **West Hills Neighborhood Council Bylaws Approved 06-24-2020 8**

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

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

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

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

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

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

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

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

### **West Hills Neighborhood Council Bylaws Approved 06-24-2020 9**

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

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

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

3. The Board member subject to removal shall be given a minimum of thirty (30) days prior written notice, which may include email sent to the last email address on file with the

Neighborhood Council, of any meeting at which a motion to remove will be heard. The notice shall provide the specific facts and grounds for the proposed removal as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to any meeting at which a motion to censure will be considered.

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

5. The Board shall decide whether or not the Board member should be removed by an affirmative vote of two-thirds (2/3) of the currently sitting Board members. The Board member who is the subject of the removal motion shall not be allowed to vote and shall not be counted when determining the two-thirds (2/3) majority vote. For the purpose of the removal motion, abstentions shall not be counted as votes.

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

7. The Commission may review a Neighborhood Council's removal decision if requested to do so by the affected Board member. Once the request is made for the Commission to review the decision to remove, the Neighborhood Council voting to remove the board member may not fill the vacancy created by the removal until the Commission has made a decision on whether the removal was proper or the Commission declines to review the matter. The Commission's decision whether to hear or decline to hear the removal review request shall be sent in writing to the requestor and the Neighborhood Council within 30 days after the request for review is delivered.

### **West Hills Neighborhood Council Bylaws Approved 06-24-2020 10**

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

a. The request must in writing and must be delivered to the Executive Assistant of the Commission or, in the absence of an Executive Assistant, to the President of the Commission within thirty (30) days of the date of the action by the Neighborhood Council to remove the Board member.

b. The request must state the basis for the review. The request shall not cite or present any evidence not considered by the Neighborhood Council but must address only procedural deficiencies.

c. If the Commission determines the request for review raises sufficient questions regarding procedural deficiencies and agrees to hear the review, it will be placed on the agenda of a regular or special meeting of the Commission within sixty (60) days of receipt of the request for review.

- d. At the review the Commission will determine if the facts as presented support the removal motion and if the procedures set out in this policy were correctly applied.
  - e. If the Commission determines that there were either factual or procedural deficiencies, the Commission may either reinstate the Board member or return the matter to the Neighborhood Council for further consideration.
  - f. If the Commission returns the matter for further consideration and the Neighborhood Council does not act within sixty (60) days of the Commission's decision the Board member will be considered reinstated.
  - g. During the period of appeal the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions.
  - h. If the matter is returned to the Neighborhood Council for further consideration the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions until the Board takes action as requested by the Commission or until the expiration of the sixty (60) day time period.
9. This policy is not intended to restrict or eliminate a Neighborhood Council's ability to remove or render ineligible to serve, Board members who fail to attend meetings, join committees, maintain their stakeholder status, or perform other duties as may be described in the Neighborhood Council's bylaws and/or standing rules. Nor is it intended to limit a Neighborhood Council's ability to remove committee chairs or committee members according to the Neighborhood Council's bylaws and/or standing rules.

### **WHNC Standing Rules**

Article V, Governing Board, Section 8/9 Censure or Removal of Governing Board Members (As amended 01-17-2016)

Procedures for submitting petitions

- A. A petition must describe in detail the reason(s) for censure or removal as delineated in Article V, Section 8/9
- B. All petitions shall be submitted to the president and vice president, who shall verify that the petition is based upon one or more of the following: 3 reasons delineated in Article V, Section 8/9, paragraph D of the bylaws and that, if submitted by a stakeholder, the required minimum 50 signatures are on the petition.
- C. If verified, a complete copy of the petition shall be provided to the subject board member within 5 (five) days of receipt by the president or vice president. Any notice given by mail shall be sent by mail with proof of delivery to the last known address.
- D. The president and vice president shall first attempt to mediate the issues.

E. An informal meeting of the president, vice president, petition author(s) and the named board member shall take place within 15 days of notification to the named board member to attempt to resolve the issues presented in the petition.

F. If this mediation is successful no further action will be taken.

G. If this mediation is not successful the following steps will be taken:

1. The president or vice president shall seek advice of the City Attorney and EmpowerLA.

2. A mediation or facilitation shall be requested through EmpowerLA.

3. If this mediation or facilitation does not take place within 30 days of the request, or if the mediation/facilitation is not successful for any reason the following steps shall be taken:

a. If the petition was submitted by a board member, a special meeting of the board shall be called within 15 days from the failure of the mediation for the purpose of the petitioner presenting their case, obtaining the required board signatures on the petition, and proceeding with discussion and possible action.

b. If the petition is submitted by a non-board member, a special meeting shall be scheduled only for discussion and possible action

(1). At the special meeting, advocates shall present their case which may include discussion, documents and witnesses.

(2). 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, and no fewer than 13 (thirteen) affirmative votes.