



CITY OF  
LOS ANGELES  
CALIFORNIA



P.O. BOX 4670, WEST HILLS, CA 91308  
WWW.WESTHILLSNC.ORG  
MAIL@WESTHILLSNC.ORG

## WEST HILLS NEIGHBORHOOD COUNCIL

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

Wednesday September 22, 2021 at 6:30 PM

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

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

<https://zoom.us/j/82813378324>

To call in by phone, dial toll-free 833-548-0276, then punch in this Webinar code when prompted: 828 1337 8324#.

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 August 25, 2021 Meeting Minutes
3. Comments from the Chairs
4. Public Comment
5. Discussion and Possible Action to amend the **Bylaws Committee Operating Rules** on how action is taken and abstentions are counted.

Proposed amendment is based on the WHNC Bylaws for determining how the Board takes action.

Proposed amendment is based on the WHNC Board Bylaws.

*Proposed amendment -- The Committee shall take official action by a simple majority of yes and no votes cast by the committee members present at a duly noticed regular or special Bylaws Committee meeting, not to include abstentions. There shall be no proxy voting.*

6. Discussion and Possible Action to Amend WHNC Board Decision from September 3, 2020 and Require Recording of Meetings to Continue after In-person Meetings are Resumed

20-0091 – Discussion and possible action to record all WHNC Board of Directors meetings:

*Amendment to have this only apply as long as the Board is meeting via Zoom. Joanne Yvanek-Garb so moved. Faye Barta seconded. Reeyan Raynes said the WHNC should record or stream all meetings. Glenn Bailey said he feels Zoom is a valuable tool and the meetings should be accessible to the community.*

*Amendment*

*Yes – 19, N – 0, Abstain – 1, Absent – 3, Ineligible – 0, Recusal – 0 The motion to amend passes.*

*Amendment, Bob Brostoff moved to have this a requirement for all WHNC committees. Thomas Booth seconded.*

*Yes – 6, N – 12, Abstain – 1, Absent – 4, Ineligible – 0, Recusal – 0 The motion to amend fails.*

Action on amended proposal.

Yes – 20, N – 0, Abstain – 0, Absent – 3, Ineligible – 0, Recusal – 0 The action passes.

7. Discussion and Possible Action on a Standing Rule Change or Board Resolution Requiring Recording of the WHNC Operations Committee Meeting
8. Discussion and Possible Action on a Standing Rule Change or Board Resolution Requiring Recording of all WHNC Standing Committee Meetings
9. Discussion and Possible Action on a Standing Rule Change or Board Resolution Requiring Recording of the WHNC Ad Hoc Committee Meetings
10. Discussion and Possible Action on Standing Rules for Vacancy Committee Selection  
Sample Proposed Standing Rule for Article 5, Section 6, Part A  
*The WHNC Vice President shall Chair an Ad Hoc Vacancy Committee. In selecting the members for the committee, the Chair shall give first consideration to eligible Board members who express interest and who did not serve on the last previous Bylaws Ad Hoc Committee. To be considered eligible a Board member must be current in all required neighborhood council training.*
11. Discussion and Possible Action to Amend WHNC Bylaws Article V -- Officers, Section 2 Duties and Powers:  
*B. The Vice-President shall serve in the absence of the President in his or her stead. In addition, the Vice-President may perform certain presidential duties as mutually agreed by the president and vice president. The Vice-President shall chair the Ad Hoc Vacancy Committee.*

This would not preclude the naming of additional co-chairs with equal responsibilities.

*D. The Treasurer shall maintain the records of the Council's finances and books of accounts and perform other duties in accordance with the appropriate Los Angeles City agency's policies and procedures and shall be a ~~member~~ co-chair of the Budget Committee.*

This would not preclude the naming of additional co-chairs with equal responsibilities.

*E. The Controller:*

1. Shall maintain an inventory of all assets and properties of the WHNC.
2. Shall conduct an audit of the budgeted expenditures of all committees monthly (review of the MER).
3. Shall submit the audits to the board quarterly.
4. Shall be a ~~member~~ co-chair of the Budget Committee.

This would not preclude the naming of additional co-chairs with equal responsibilities.

12. 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 three (3) previous meetings of the committee.

*Additional suggestion – Committee Chairs shall not deny committee membership to any Board member who requests to join the committee.*

13. Discussion and Possible Action on a Bylaws Amendment Limiting the Number of Standing Committees on which a Board Member can be a Voting Member
14. Discussion and Possible Action on a Bylaws Amendment Limiting the Number of Standing Committees on which a Board Member can be a Chair or Co-chair
15. Discussion and Possible Action on Bylaws or Standing Rules Amendment for Training Requirements for Voting Eligibility on WHNC Board Actions
16. Discussion and Possible Action on a Bylaws Amendment Establishing Term Limits for WHNC Board Officers
  - a. All officers or a subset of officers?
  - b. When does the clock start on counting terms (or number of years)?
  - c. How are partial terms counted?
  - d. Is this a hard limit or does it apply only to consecutive terms?
23. Discussion and Possible Action on a Bylaws Amendment Establishing a Minimum Length of Board Service Requirement to be Eligible to Serve as a Board Officer

*ARTICLE VI OFFICERS Section 1: Officers of the Board*

*The Officers of the Board shall include a President, Vice President, Secretary, Treasurer and Controller. The President may share duties of office with the Vice President. No individual may hold more than one Officer Position at the same time.*

*Example – To be eligible for nomination for the Office of President of the WHNC Board of Directors a Board member must have been a member of the WHNC Board for two (2) years.*

24. Discussion and Possible Action to Make the Bylaws Committee a Standing Committee
25. General Discussion of Proposals for Bylaws or Standing Rules Amendments
26. Adjournment

The next scheduled meeting of this committee is TBD.

**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)

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**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**

**August 25, 2021**

**Telephonic and Online**

Revised August 25, 2021

Attendance: Aida Abkarians, Faye Barta, Sandi Bell, Dan Brin, Bob Brostoff, Carolyn Greenwood, Bonnie Klea, Saif Mogri, Steve Randall, Char Rothstein, Anthony Scarce, Myrl Schreiberman, Joan Trent, Alec Uzemeck, Brad Vanderhoof, and Christina Walsh  
Other WHNC Board Members in Attendance: Clarice Chavira, Glenn Jennings, and Kent Mariconda  
Guest: Sharon Brewer  
Co-chair Bob Brostoff called the meeting to order at 7:33 PM, A quorum was established.

Numbers refer to agenda items.

#### 2. Approval of July 28, 2021 Meeting Minutes

Aida Abkarians – Yes, Faye Barta – Yes, Sandi Bell – Yes, Thomas Booth – Absent, Dan Brin – Yes, Bob Brostoff – Yes, Carolyn Greenwood – Yes, Marie Javdani – Absent, Bonnie Klea – Yes, Saif Mogri – Yes, Daniel Osztreicher – Absent, Steve Randall – Yes, Char Rothstein – Yes, Anthony Scarce – Yes, Myrl Schreiberman – Yes, Joan Trent – Yes, Alec Uzemeck – Yes, Brad Vanderhoof – Yes, Christina Walsh – Abstain

Yes – 15, No – 0, Abstain – 1, Absent – 3, Recusal -- 0  
The July 2021 minutes were approved as amended.

#### 3. Comments from the Chairs: Bob asked everyone to conduct themselves in a civil manner.

#### 4. Public Comment: None

#### 5. Change the Age Requirements for the WHNC Youth Seat to 14-17 Years of Age:

Aida Abkarians – Yes, Faye Barta – Yes, Sandi Bell – Yes, Thomas Booth – Absent, Dan Brin – No, Bob Brostoff – Yes, Carolyn Greenwood – No, Marie Javdani – Absent, Bonnie Klea – Yes, Saif Mogri – Yes, Daniel Osztreicher – Absent, Steve Randall – Yes, Char Rothstein – Yes, Anthony Scarce – Yes, Myrl Schreiberman – Yes, Joan Trent – Abstain, Alec Uzemeck – Yes, Brad Vanderhoof – Yes, Christina Walsh – Yes

Yes – 13, No – 2, Abstain – 1, Absent – 3, Recusal -- 0  
The motion passes and will be sent to the WHNC Board.

#### 6. Add a Provision to the Ad Hoc Bylaws Committee Operating Rules Requiring a Minimum Period of Service on the WHNC Board to Sit on the Bylaws Committee.

Steve moved to amend the Bylaws Committee Operating Rules to require six (6) months service on the WHNC Board of Directors before becoming eligible to sit on the Bylaws Committee with stakeholder committee members exempt from this requirement. Myrl seconded.

Aida Abkarians – No, Faye Barta – No, Sandi Bell – No, Thomas Booth – Absent, Dan Brin – No, Bob Brostoff – No, Carolyn Greenwood – No, Marie Javdani – Absent, Bonnie Klea – No, Saif Mogri – No, Daniel Osztreicher – Absent, Steve Randall – No, Char Rothstein – No, Anthony Scarce – No, Myrl Schreiberman – No, Joan Trent – Abstain, Alec Uzemeck – No, Brad Vanderhoof – No, Christina Walsh – Abstain

Yes – 0, No – 15, Abstain – 1, Absent – 3, Recusal -- 0  
The motion fails.

#### 7. Add a Provision to the Ad Hoc Bylaws Committee Operating Rules Allowing Committee Chairs to Remove Committee Members:

Myrl moved to add the following to the Bylaws Committee Operating Rules – Members of this committee shall be appointed or removed for cause by agreement of the Chair(s).

Aida Abkarians – No, Faye Barta – No, Sandi Bell – No, Thomas Booth – Absent, Dan Brin – No, Bob Brostoff – No, Carolyn Greenwood – No, Marie Javdani – Absent, Bonnie Klea – No, Saif Mogri – No, Daniel Osztreicher – Absent, Steve Randall – No, Char Rothstein – No, Anthony Scarce – No, Myrl Schreiberman – No, Joan Trent – Abstain,

Alec Uzemeck – No, Brad Vanderhoof – No, Christina Walsh – No

Yes – 0, No – 16, Abstain – 0, Absent – 3, Recusal -- 0

The motion fails.

8. Require Recording of Meetings to Continue after In-person Meetings are Resumed: Item tabled to September
9. Standing Rule Change or Board Resolution Requiring Recording of the WHNC Operations Committee Meeting: Item tabled to September.
10. Standing Rule Change or Board Resolution Requiring Recording of the WHNC Standing Committee Meetings: Item tabled to September.
11. Standing Rule Change or Board Resolution Requiring Recording of the WHNC Ad Hoc Committee Meetings: Item tabled to September.
12. Content for WHNC Board of Directors General Board Meeting Minutes: Item tabled.

Co-chair Bob Brostoff adjourned the meeting to order at 9:37 PM.

The next scheduled meeting of this committee is September 22, 2021 at 6:30 PM online and telephonic.