



Help Guide the Future of West Hills
West Hills Neighborhood Council

P.O. Box 4670, West Hills, CA 91308-4670



Ad Hoc Bylaws Committee

Meeting Minutes

Thursday, March 27, 2014 7:00 PM

Hidden Lake Clubhouse

8360 Sedan Av. West Hills CA. 91304

West Hills, CA 91307

Members in attendance: Bob Brostoff, Alec Uzemeck, Carolyn Greenwood, Bobbi Trantafello, Joanne Yvanek-Garb, Dan Brin, Nicole Flessati, Bonnie Klea, Sandi Bell, Charlene Rothstein, Steve Randall

1. Call to order at 7:05 pm
2. Discussion and possible action on amending WHNC Standing Rules
Discussion was held and proposed WHNC Standing Rules approved.
3. Discussion of possible future changes to WHNC Bylaws
Discussion was held and tabled to April meeting.

Note: See attached details.

Meeting adjourned at 8:25 p.m.

Meeting Adjournment

West Hills Neighborhood Council
Standing Rules
Approved, Aug., 7, 2013
(Proposed Amendments in italics, March 27, 2014)

Article V Governing Board, Section 5A Duties and Powers of Board Members

All committees shall have self-written standing 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

The requirement to serve actively on at least one committee shall not be considered fulfilled by participation in the Operations Committee or any ad hoc committee.

Article V, Governing Board, Section 7, Absences:

- A. Absences started being counted effective with the adoption of the bylaws. (May 1, 2013)
- B. ***A record of attendance for the previous 12 months shall be kept current on the WHNC web site.***
- C. ***Any board member who comes within one (1) absence of being subject to removal shall be notified promptly in writing that he/she is in jeopardy of being removed from the board.***
- D. ***Upon exceeding the permissible number of absences, the board member shall be notified promptly in writing. This notice shall include the relevant absence records and shall notify the board member that he/she may dispute the absence records at the next regular board meeting.***
- E. ***Upon the board's verification of the absence records at its next regular meeting, the board shall ratify the facts and the subject board member's seat shall be vacated.***

A board member's inability to be present because of a medical emergency or due to a conflicting meeting, at which the board member is obligated to attend on Board business, shall not be considered an "absence" for purposes outlined in this Section.

Article V, Governing Board, Section 8/9 Censure or Removal of Governing Board Members

- A. A petition must describe in detail the reason(s) for censure or removal as defined in Article V, Section 8/9
- B. A complete copy of the signed written petition shall be provided to the subject board member within 10 days of receipt by the board. Any notice given by mail shall be sent by first class registered mail to the Director at his or her last known address.
- C. The ad hoc committee referred to in Article V, Sections 8/9, Paragraph C shall take evidence regarding the petition, including giving the individual the opportunity to appear and present testimony and other evidence in her/his defense. The committee then shall make a recommendation to the Board for action.
- D. The ad hoc committee shall make its recommendation to the board within 30 days of receiving the petition for removal.

1. The recommendation shall be placed on the agenda of the next regular Board meeting.
 2. The Director shall be given an opportunity to be heard, either orally or in writing, at that Board meeting, and to present testimony and other evidence in her or his defense. Upon a showing of good cause, the Board may vote to grant a continuance of the meeting for a period of not less than fourteen (14) days or more than thirty (30) days.
- E. 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 affirmative votes excluding the vote of the Director being considered for removal or censure.
- F. The subject shall be given a minimum of fifteen (15) business days prior to notice of the Board meeting at which the matter is to be discussed and voted on.

Article VI Officers of the Board, Section 2 Duties and Powers

Alternatively, the President and/or the Vice President may request of the board that the duties described under Article VI, Section 2.A, "The President" and Article VI, Section 2.B, "The Vice President" be a shared responsibility and that these two officers of the board be referred to as "Co-Chairs".

- A. Upon receipt of such a request the board shall take a vote. 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 or Vice President at any time. A two-thirds (2/3) majority vote of the Board Members is required for approval of the motion.

Section 2: Duties and Powers, Paragraph D: Duties and Powers - Treasurer

The Treasurer shall:

- A. Be a co-signer on the WHNC bank accounts
- B. Be responsible for the WHNC Purchase Card and/or checkbook
- C. Prepare detailed monthly reports to the board that shall include:
 1. Details of all expenses for the month, such as contract labor, committee expenses, administration expenses, etc.
 2. Balances for each detail account
 3. Total expenses for the year to date

Article VI Officers of the Board, Section 5, Removal from Office of an Officer of the Board

- A. The Officer shall be given a minimum of fifteen (15) days prior notice of the proposed removal and provided with a complete signed copy of the written petition for the proposed removal. Any notice given

by mail shall be sent by first-class registered mail to the Director at his or her last known address.

- B. The Officer shall be given an opportunity to be heard, either orally or in writing, at the meeting of the Board in which the petition is scheduled to be. Upon a showing of good cause, the Board may grant a continuance of the scheduled meeting for a period of not less than fourteen (14) days but not more than thirty (30) days to allow the subject Director an opportunity to prepare a response.
- C. The Board shall vote on whether or not the Officer shall be removed. An affirmative vote of 2/3 of the board present and no fewer than 13 (13) affirmative votes are required for removal or censure. The officer being considered for removal or censure is not allowed a vote.

Article VII Committees and Their Duties, Section 2: Committee Creation and Authorization

- A. The chair of each committee shall be responsible for seeing that agendas and approved minutes are prepared in a timely manner and are published **posted per all rules and regulations.**
- B. Any ad hoc committee that has more than 12 board members is subject to all Brown Act requirements.
- C. If any action is taken in a Standing Committee, the names of all committee members attending the meeting shall be recorded in the minutes.
- D. The results of all votes taken at a **Standing** committee meeting must be recorded in the minutes.
- E. Initially, a vote may be taken by show of hands. If the vote is unanimous, or there are only a few negative vote, the roll call does not need to be taken. Only the negative, and/or abstentions need be announced by name.
- If the show of hands is not mostly "aye" the best action is to do a roll call vote.
 - If a vote is done in a manner other than roll call, or show of hands, the results must be announced orally, by name.
 - The final tally must be announced for all votes
- F. Any violation of these requirements may subject the chair of the committee to lose his/her position as chair.
- G. Although ad hoc committees are not bound by the Brown Act, unless they consist of more than 12 members of the board, a good practice is to record minutes and publish them.

Article IX Finances

The properties and assets of the WHNC are dedicated to the fulfillment of the objectives and purposes set forth in Article III hereof. No part of the 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 returned to the City of Los Angeles in accordance with the directives of the City of Los Angeles Department of Neighborhood Empowerment (or "the Department").

Article XI Grievance Process

- A. The 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.

- B. A grievance *only may* be filed against the WHNC board, not an individual board member or officer.
- C. Upon receipt of a grievance, the Board shall refer the matter to an ad-hoc grievance panel composed of three (3) non board 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 members .
- D. Within two (2) weeks of the panel's selection, the Board 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.
- E. Within two (2) weeks following such meeting, a member of the panel shall prepare a written report to be forwarded by the Secretary to 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 members until it is heard publicly at the next regular Council meeting.

Article XIV Compliance, Section 3: Self-Assessment

There shall be two self-assessments, one for stakeholders and one for board members which shall take place within 30 days of the end of each fiscal year. Please see the attachments.