



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 MEETING AGENDA

Wednesday, December 6, 2017 at 7:00 PM

de Toledo High School (DTHS)
22622 Vanowen Street, West Hills, CA 91307

This meeting is open to the public. Doors open 10 minutes before the meeting starts. Those who wish to speak during the meeting are asked to fill out a speaker card. 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 Minutes from the November 2017 Bylaws Ad Hoc Committee Meeting
3. Comments from the Chair
4. Public Comment
5. Discussion and possible action on WHNC Standing Rules concerning censure and removal

Current 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 of the 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.

6. Discussion and possible action on WHNC Bylaws to address multiple vacancies that occur in a short time frame
Current bylaws – working copy with updates approved by Board

Section 6: Vacancies on the Board

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

- A. When a vacancy is created on the Board, a notice shall be posted immediately in a public place and on the WHNC website. The notice also shall be sent to the WHNC email list, and the vacancy shall be announced at the next board meeting.
- B. Any qualified Stakeholder interested in filling a vacant seat on the Board shall submit an application to the Secretary within 30 days after the posting of the vacancy. Application forms shall be available on the WHNC website or obtained by written request to the Secretary of the WHNC.
- C. The Secretary shall immediately transmit the application to the Chair of a designated committee for review and action.
- D. The designated committee shall meet within 15 days of the filing deadline. The committee shall review the applications to ensure that the applicants are eligible to hold the office and are otherwise qualified to undertake the level of participation expected of Directors of the Board of the WHNC.
- E. The committee shall submit all applications and shall make a recommendation of a qualified candidate to the President within ten (10) business days of its decision. The President shall have the filling of the vacancy placed on the agenda for a vote at the next Board meeting.
- F. All applicants shall be required to speak to the Board in conjunction with their application. Then votes of the Board shall be taken and the seat shall be filled by a vote of a simple majority.
- G. When the aforementioned process fills a vacant seat, that seat shall be filled for the remainder of the term for that seat.

Bylaws amendments submitted for approval – First reading November WHNC Board meeting

Item 17-0104

First reading to amend the WHNC Bylaws regarding

Article V Governing Board, Section 8: Censure

- The Council can take action to reprimand a Board member for actions during the conduct of Council business by censuring the Board member at a regular meeting of the Board of Directors. Censures shall be placed on the agenda for discussion and action.

Item 17-0105

First reading to amend the WHNC Bylaws regarding

Article V Governing Board, Section 9: Removal of Governing Board Members

– The Council shall consult with the Office of the City Attorney throughout any Board removal process. Board members may be removed in the following ways:

1. Petition by Stakeholders– A Board member may be removed from office by the submission of a written petition that includes: i) the identity of the Board member to be removed, ii) a description, in detail, of the reason for removal, and iii) the valid signatures of fifty (50) stakeholders.

a. Upon receipt of a written petition for removal, the matter shall be placed on the agenda for a vote at the next regular Board meeting.

b. Removal of the identified Board member requires a two-thirds (2/3) majority of the attending Board members.

c. The Board member who is the subject of the removal action shall have the right to deliver to Board members a written statement about the matter and/or to speak at the Board meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter.

2. Petition by Board - A Board member may be removed from the Board for good cause, including, but not limited to, disruptive conduct; interfering with Council business; violations of the Bylaws, Operating Procedures or Code of Conduct following a Board member's submission to the Board of a petition that includes: i) the identity of the Board member to be removed, ii) states the reason for removal by identifying the violation of the internal rules or procedures and specifies the conduct of the person, and iii) contains the signatures of six (6) Board members.

a. The petition shall be delivered simultaneously to all Board members and the matter placed on the agenda for a vote at the next regular Board meeting.

b. Removal of the identified Board member requires a two-thirds (2/3) majority of the attending Board members.

c. The Board member who is the subject of the removal action shall have the right to deliver to Board members a written statement about the matter and/or to speak at the Board meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter.

d. The Board member being removed must first have been censured by the Board once for the same action before a Petition by the Board for removal shall be considered by the Council.

If the vote for removal is affirmative, the position shall be deemed vacant and filled via the Council's vacancy clause.

7. Additional Business and Suggestions for Future Agenda Items

8. Adjournment

Public Input: The public is requested to fill out a Speaker Card to address the Board on any agenda item before the Board takes an action on an item. Comments from the public on agenda items will be heard only when the respective item is being considered. Comments from the public on other matters not appearing on the agenda that are within the Board's jurisdiction will be heard during the General Public Comment period. Please note that under the Brown Act, the Board is prevented from acting on a matter that you bring to its attention during the General Public Comment period; however, an issue raised by a member of the public may become the subject of a future committee meeting. Public comment is limited to two minutes per speaker, unless adjusted by the presiding officer of the committee.

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. 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.

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. 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. 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.

Servicios De Traducción: Si requiere servicios de traducción, favor de avisar al Concejo Vecinal 3 días de trabajo (72 horas) antes del evento. Por favor contacte Michelle.Ritchie@westhillsnc.org



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 MEETING MINUTES

November 1, 2017

Revised November 8, 2017

Committee members in attendance: Aida Abkerians, Dan Brin, Bob Brostoff, Carolyn Greenwood, Steve Randall, Charlene Rothstein, Joan Trent, Brad Vanderhoof.

Committee members absent: Sandi Bell, Simone Best, Anthony Brosamle, Margery Brown, Bonnie Klea.

Co-chair Brad called the meeting to order at 7:00 PM. A quorum was established. The October minutes were approved.

Public Comment: none

1. Discussion and possible action on WHNC Bylaws Article V Governing Board, Section 3: Official Actions
Proposed Bylaws amendment to replace Article V section 3:
Article V Governing Board Section 3: Official Actions
The Board shall take official action by a simple majority of yes and no votes cast by the Directors present at a duly noticed regular or special Board meeting. Abstentions are not counted as either yes or no votes. There shall be no proxy voting.
 - **Motion was passed on a vote of 7 Yes to 1 No.**
2. Discussion and possible action on amending WHNC Bylaws Article XIII Amendments
WHNC Bylaws September 01, 2015
 - **After discussion it was decided Brad would write a proposal for the next committee meeting.**
3. Discussion and possible action on amending the WHNC Bylaws Article XII Parliamentary Authority
Recommendation from Co-chair Vanderhoof
The parliamentary process is to be governed by "Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century."
 - **Motion passed unanimously.**
4. Additional Business and Suggestions for Future Agenda Items
 - A suggestion was made, and agreed upon, to include discussion a possible action on amending the WHNC standing rules related to public censure and possible removal from the board.
 - A suggestion was made, and agreed upon, to include discussion and possible action on how to deal with two vacancies on the board within a month or two of each other.
 - A suggestion was made, and agreed upon, to start all meetings at 7:00 p.m.
5. Adjournment at 7:49 pm

The next meeting of this committee will be held: Wednesday, December 6, 2017 at 7:00 PM, de Toledo High School, 22622 Vanowen Street, West Hills CA 91307