



CITY OF  
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CALIFORNIA



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## WEST HILLS NEIGHBORHOOD COUNCIL

### JOINT BOARD AND BYLAWS AD HOC COMMITTEE MEETING MINUTES

January 3, 2018

Revised January 4, 2018

Committee members in attendance: Aida Abkarians, Dan Brin, Bob Brostoff, Carolyn Greenwood, Bonnie Klea, Steve Randall, and Brad Vanderhoof.

Co-chair Bob Brostoff called the meeting to order at 7:02 PM. A quorum was established. The December 2017 minutes were approved as amended.

Public Comment: none

Numbers refer to agenda items.

5. Discussion and possible action on WHNC Standing Rules concerning removal of a member of the governing board:

Proposed change to WHNC Standing Rules --

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

A. A motion to remove a board member shall only be allowed for a violation of one or more of the following: Article V, Section 5, Paragraph A; Article 5, Section 8, Paragraph E; the WHNC Code of Civility; the Neighborhood Council Board Member Code of Conduct Policy-Policy Number 2014-2 – Adopted 10-4-1.

B. The WHNC President and Vice President shall first attempt to resolve the issue.

C. Should further action be required; a motion shall be placed on the agenda of the next appropriate meeting of the WHNC Board of Directors.

The amended text above was unanimously approved and will be sent to the Board for a vote in February.

6. Discussion and possible action on WHNC Bylaws Article V, Section 6: Vacancies on the 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, the vacancy shall be announced at the next regular meeting of the Board. The WHNC President shall form an Ad Hoc Vacancy Committee. An application period will open for a minimum of thirty (30) days, and application instructions will be posted on the WHNC website and promoted via social media.

B. Any qualified Stakeholder interested in filling a vacant seat on the Board shall submit an application to the Ad Hoc Vacancy Committee. Application forms shall be available on the WHNC website or obtained by written request to the Chair of the Ad Hoc Vacancy Committee.

C. The Ad Hoc Vacancy Committee shall meet no later than 15 days after 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.

D. The committee shall submit all applications and shall make a recommendation of a qualified candidate to the President within a reasonable time frame. The President shall have the filling of the vacancy placed on the agenda for a vote at the next Board meeting.

The votes of the Board shall be taken and the seat shall be filled by a vote of a simple majority. If no candidate has a simple majority after the first vote, the Chair shall call for subsequent votes with candidates who received a low number of votes in the previous round eliminated from consideration.

E. When the aforementioned process fills a vacant seat, that seat shall be filled for the remainder of the term for that seat.

F. In no event shall a vacant seat be filled when a general election or selection is scheduled for that seat within 60 days.

The amended text above was unanimously approved and will be sent to the Board for a first reading in February.

7. Discussion and possible action on WHNC Bylaws Article VII, Section 2: Committee Creation and Authorization

**Section 2: Committee Creation and Authorization**

The Board shall establish all Standing Committees and the President shall establish Ad Hoc Committees as needed to address temporary issues. Suggestions for committees may come from Stakeholders or from members of the Board.

The President shall appoint the chairs of all committees, subject to a majority vote of the Board as to chair positions in Standing Committees only. Following appointment, committee chairs shall oversee the appointment of other committee officers and the establishment of operating rules for their committees. Chairs of ad hoc committees shall occupy their positions for the lengths of their committees' intended purpose. The President may remove committee Chairs. Such a decision may be overridden by a two-thirds (2/3) vote of the membership present.

The amended text above was unanimously approved and will be sent to the Board for a first reading in February.

8. Discussion and Possible Action on WHNC Bylaws Article V, Section 1: Composition and ATTACHMENT B

***Section 1: Composition***

The WHNC Board shall consist of twenty-five (25) Directors (or Board Members) elected by the stakeholders on an "at-large" basis.

**ATTACHMENT B – Governing Board Structure and Voting  
West Hills Neighborhood Council – 25 Board Seats**

<b>BOARD POSITION</b>	<b># of SEATS</b>	<b>ELECTED OR APPOINTED?</b>	<b>ELIGIBILITY TO RUN FOR THE SEAT</b>	<b>ELIGIBILITY TO VOTE FOR THE SEAT</b>
At Large Directors Term: 4 Years	25	Elected	All Stakeholders who are 16 years or older	All Stakeholders who are 16 years or older

The amended text and table above were unanimously approved and will be sent to the Board for a first reading in February.

Co-chair Bob Brostoff adjourned the meeting at 8:05 PM

The next meeting of this committee will be held: Wednesday, February 7, 2018 at 7:00 PM, de Toledo High School, 22622 Vanowen Street, West Hills CA 91307