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CALIFORNIA



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## WEST HILLS NEIGHBORHOOD COUNCIL

### SPECIAL JOINT BYLAWS AD HOC COMMITTEE/BOARD MEETING MINUTES

**January 25, 2022**  
**Telephonic and Online**

Approved February 24, 2022

Attendance: Aida Abkkarians, Faye Barta, Sandi Bell, Bob Brostoff, Carolyn Greenwood, Bonnie Klea, Steve Randall, Char Rothstein, Anthony Scarce, Myrl Schreibman, Joan Trent, Alec Uzemeck, and Brad Vanderhoof

Absent: Dan Brin, Saif Mogri, and Christina Walsh

Other WHNC Board Members in Attendance: Rosi Mariconda, and Bryan Newman

Co-chair Bob Brostoff called the meeting to order at 7:35 PM. A quorum was established.

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.

Numbers refer to agenda items.

2. Comments from the Co-Chairs: None

3. Public Comment: None

4. Amend the WHNC Standing Rules: ARTICLE VII COMMITTEES AND THEIR DUTIES - Section 3: Committee Creation and Authorization:

Brad moved to table to the next regular Bylaws Committee meeting. Steve seconded.

Aida Abkarians – Yes, Faye Barta – Yes, Sandi Bell – Yes, Dan Brin – Absent, Bob Brostoff – Yes, Carolyn Greenwood – Yes, Bonnie Klea – Yes, Saif Mogri – Absent, Steve Randall – Yes, Char Rothstein – Yes, Anthony Scarce – Yes, Myrl Schreibman – Yes, Joan Trent – Yes, Alec Uzemeck – Yes, Brad Vanderhoof – Yes, Christina Walsh – Absent

Yes – 13, No – 0, Abstain – 0, Absent – 3, Recusal -- 0

The Item is tabled until the next regular meeting.

5. Add a Youth Seat by amending Article V and Attachment B of the WHNC Bylaws:

Brad moved to table. Steve seconded.

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

Yes – 11, No – 2, Abstain – 0, Absent – 3, Recusal -- 0

The Item is tabled.

6. Bylaws Package for Submission to DONE: The Committee reviewed a draft of the WHNC Bylaws edited to the new DONE template.

#### **Article V Governing Board, Section 1 Composition**

Steve moved to amend as follows;

*The WHNC Board shall consist of twenty-five (25) Directors (or Board Members) elected by the stakeholders on an "at-large" basis. The Board shall not include no more than four (4) Community Interest Stakeholder Directors who do not live, work, or own property in West Hills.*

Anthony seconded.

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

Yes – 10, No – 3, Abstain – 0, Absent – 3, Recusal – 0  
The amendment passes.

Char moved to change the number of Community Interest Stakeholders from four (4) to three (3). Joan seconded.

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

Yes – 9, No – 4, Abstain – 0, Absent – 3, Recusal – 0  
The amendment passes.

Myrl moved to approve the DONE recommendation;

*When a Board Member ceases to maintain their stakeholder status pursuant to these Bylaws, their position shall be deemed vacant.*

Char seconded.

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

Yes – 10, No – 3, Abstain – 0, Absent – 3, Recusal – 0  
The amendment passes.

Bob moved to approve the DONE recommendation.

*If the Stakeholder status of a Board Member is in question, then the Department will verify status using the Department's procedure, at the request of the Board.*

Carolyn seconded.

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

Yes – 5, No – 8, Abstain – 0, Absent – 3, Recusal – 0  
The amendment fails

#### **Article V Governing Board, Section 10 Resignation**

Steve moved to reject the DONE recommendation.

*Board Member resignation must be submitted in writing to an executive officer and should include the secretary. The position shall then be deemed vacant. Any member of the Board who ceases to be a Stakeholder is required to submit their resignation to an executive officer and should include the secretary. If the Stakeholder status of a Board Member is challenged, then the Department will contact the board member, verify the Stakeholder status using its procedure.*

Joan seconded.

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

Yes – 13, No – 0, Abstain – 0, Absent – 3, Recusal – 0  
The DONE recommendation will not be included in the Bylaws amendments.

#### **Article V Governing Board, Section 11 Community Outreach**

Faye moved to reject the DONE recommendation.

*The Council shall direct that a system of outreach be instituted to inform Stakeholders as to the existence and activities of the Council, including its Board elections, to find future leaders of the Council, and to encourage all Stakeholders to seek leadership positions within the Council. The template contains additional options.*

Aida seconded.

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

Yes – 13, No – 0, Abstain – 0, Absent – 3, Recusal – 0

The DONE recommendation will not be included in the Bylaws amendments.

#### **Article VII Committees and Their Duties, Section 2 Ad Hoc**

Faye moved to reject the DONE recommendation.

*The Board may create an Ad Hoc Committee as needed to deal with temporary issues and report its findings, conclusions or recommendations to the Board. An Ad Hoc Committee must have a defined purpose and limited timeframe, carry out a specific task, be composed of only Board Members that constitutes less than a majority of the Quorum, and cease to exist upon the completion of its specific task. If an Ad Hoc Committee is not created as set forth above and includes Stakeholders, the committee must operate under the notice and posting requirements of the Brown Act.*

Carolyn seconded.

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

Yes – 13, No – 0, Abstain – 0, Absent – 3, Recusal – 0

The DONE recommendation will not be included in the Bylaws amendments.

Sandi moved to change ‘Intentionally Left Blank’ to See Section 3.

Char seconded.

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

Yes – 13, No – 0, Abstain – 0, Absent – 3, Recusal – 0

The amendment passes.

#### **Article VIII Meetings, Section 3 Notifications/Postings**

Carolyn moved to reject the DONE recommendation.

*The Neighborhood Council shall comply with the Ralph M. Brown Act and Department requirements for posting notices, including the Neighborhood Council Agenda Posting Policy approved by the Board of Neighborhood Commissioners. Notice of a regular meeting shall be a minimum of three (3) days (72 hours) in advance of the meeting and at least one (1) day (24 hours) in advance of a special meeting.*

Aida seconded.

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

Yes – 13, No – 0, Abstain – 0, Absent – 3, Recusal – 0

The DONE recommendation will not be included in the Bylaws amendments.

7. Proposals for Bylaws or Standing Rules Amendments: Item tabled to the next meeting.

Co-chair Bob Brostoff adjourned the meeting at 9:17 PM.

The next scheduled meeting of this committee is Thursday, January 27, 2022 at 6:30 PM.