



CITY OF  
LOS ANGELES  
CALIFORNIA



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## WEST HILLS NEIGHBORHOOD COUNCIL

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

Thursday, January 28, 2021 at 7:00 p.m.

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, paste the following link into your browser:

<https://zoom.us/j/97472290319>

To call in by phone, dial toll-free 833-548-0276, then punch in this Webinar code when prompted: 97472290319#.

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 September 2020 Minutes
3. Possible Action to Add Committee Members with New Members Eligible to Vote Immediately
4. Comments from the Chairs
5. Public Comment
6. Discussion and Possible Action on Standing Rules for Vacancy Committee Selection  
Sample Proposed Standing Rule for Article 5, Section 6, Part A  
*In selecting the members for the committee, the President shall give first consideration to eligible Board members who express interest and who did not serve on the last previous Bylaws Ad Hoc Committee or the last previous Election Ad Hoc Committee. To be considered eligible a Board member must be current in all required neighborhood council training.*
7. 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.*

8. Discussion and Possible Action on Limiting the Number of Standing Committees on which a Board Member can be a Voting Member
9. Discussion and Possible Action on Standing Rules for Training Requirements for Voting Eligibility
10. 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?
11. Discussion and Possible Action on a Bylaws Amendment Establishing a Minimum Length of Board Service Required to be Eligible to Serve as a Board Officer

*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.*
12. Discussion and Possible Action on Standing Rules Concerning Operating Procedures in the Event of a Natural Disaster or other Emergency
13. Discussion and Possible Action on Standing Rules in the Event a Board Member Can No Longer Serve
14. General Discussion of Proposals for Bylaws or Standing Rules Amendments
15. 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](mailto:ethics@lacity.org). 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 BOARD and BYLAWS AD HOC COMMITTEE MEETING MINUTES

Thursday September 24, 2020 at 7:00 PM  
Telephonic and Online

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.

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
  - Members present: Aida Akarians, Sandi Bell, Dan Brin, Bob Brostoff, Carolyn Greenwood, Steve Randall, Charlene Rothstein, Brad Vanderhoof, Saif Mogri, Faye Barta, Thomas Booth
  - Members absent: Christina Walsh, Bonnie Klea, Joan Trent
2. Approval of February Minutes
  - Minutes approved?
3. Possible Action to Add Committee Members with New Members Eligible to Vote Immediately
  - New members added were Fay Barta and Thomas Booth
4. Comments from the Chairs ? (Proposals are neutral?)
5. Public Comment
  - None
6. Discussion and Possible Action Amending Standing Rules for Censure and Removal
  - Item tabled to next meeting
7. Discussion and Possible Action on Guidelines for Cancelling Zoom Meetings due to Late Starts or other Technical difficulties
  - Motion to recommend to Board that if a zoom meeting is delayed for at least 10 minutes the meeting will be cancelled. Brad Vanderhoof to write a draft for submission to the Board.
8. Discussion and Possible Action on Standing Rules for Vacancy Committee Selection  
Sample Proposed Standing Rule for Article 5, Section 6, Part A  
*In selecting the members for the committee, the President shall give first consideration to eligible Board members who express interest and who did not serve on the last previous Bylaws Ad Hoc Committee or the last previous Election Ad Hoc Committee. To be considered eligible a Board member must be current in all required neighborhood council training.*
  - This item was tabled to next month.
9. 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 3 previous meetings of the committee.*

- This item table to next month.

10. Discussion and Possible Action on Standing Rules for Training Requirements for Voting Eligibility

- This item tabled to next month

11. Discussion and Possible Action on Standing Rules Concerning Operating Procedures in the Event of a Natural Disaster or other Emergency

- This item tabled to next month

12. Discussion and Possible Action on Standing Rules in the Event a Board Member Can No Longer Serve

- This item tabled to next month

-

13. General Discussion of Proposals for Bylaws or Standing Rules Amendments

- - This item tabled to next month

14. Adjournment

- Meeting adjourned at 8 p.m.

The next scheduled meeting of this committee is October 22, 2020.

# **West Hills Neighborhood Council Bylaws**

Approved: November 18, 2020

## Bylaws Table of Contents

ARTICLE I NAME .....	4
ARTICLE II PURPOSE .....	4
ARTICLE III BOUNDARIES.....	4
Section 1: Boundary Description	
Section 2: Internal Boundaries	
ARTICLE IV STAKEHOLDER .....	5
ARTICLE V GOVERNING BOARD .....	6
Section 1: Composition	
Section 2: Quorum	
Section 3: Official Actions	
Section 4: Terms and Term Limits	
Section 5: Duties and Powers of Board Members	
Section 6: Vacancies on the Board	
Section 7: Absences	
Section 8: Censure	
Section 9: Removal of Governing Board Members	
Section 10: Resignation	
Section 11: Community Outreach	
ARTICLE VI OFFICERS.....	11
Section 1: Officers of the Board	
Section 2: Duties and Powers	
Section 3: Selection of Officers	
Section 4: Officer Terms	
ARTICLE VII COMMITTEES AND THEIR DUTIES.....	12
Section 1: Standing Committees	
Section 2: Ad Hoc	
Section 3: Committee Creation and Authorization	
ARTICLE VIII MEETINGS .....	14
Section 1: Meeting Time and Place	
Section 2: Agenda Setting	
Section 3: Notifications/Postings	
Section 4: Reconsideration	
ARTICLE IX FINANCES.....	15
ARTICLE X ELECTIONS.....	15
Section 1: Administration of Elections	
Section 2: Governing Board Structure and Voting	
Section 3: Minimum Voting Age	
Section 4: Method of Verifying Stakeholder Status	
Section 5: Restrictions on Candidates Running for Multiple Seats	
Section 6: Other Election Related Language	
ARTICLE XI GRIEVANCE PROCESS .....	16
ARTICLE XII PARLIAMENTARY AUTHORITY .....	16
ARTICLE XIII AMENDMENTS .....	16
ARTICLE XIV COMPLIANCE .....	16
Section 1: Code of Civility	
Section 2: Training	
Section 3: Self-Assessment	

ATTACHMENT A- Map of West Hills Neighborhood Council ..... 18  
ATTACHMENT B – Governing Board Structure and Voting..... 19  
ATTACHMENT C – Neighborhood Council Agenda Posting Requirements.....20



## **ARTICLE I NAME**

The name of this neighborhood council shall be the West Hills Neighborhood Council or WHNC.

## **ARTICLE II PURPOSE**

The purpose of the WHNC is to promote the welfare of West Hills and the City of Los Angeles.

1. The MISSION of the WHNC is:

To provide a forum in which West Hills stakeholders can learn about issues that affect the community and express their concerns and ideas; to recommend actions by government officials to address the needs of the West Hills community; to promote communication between Stakeholders and all levels of government; and to foster pride and participation in addressing the needs of the community.

2. The POLICY of the Council is:

To respect the expression of viewpoints of all individuals, groups and organizations involved with the community; to remain nonpartisan regarding candidates, political parties and religious affiliations; to encourage all Stakeholders to participate in the activities of the WHNC; and to prohibit discrimination against any individual or group in WHNC policies, recommendations, actions or operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, impairment, marital status, homeowner/renter, income or political affiliation.

## **ARTICLE III BOUNDARIES**

The WHNC covers a geographic area described below.

### **Section 1: Boundary Description**

The boundaries about the boundaries of adjacent Neighborhood Councils and include those areas of the City within the following lines of demarcation:

- A. North – From the center of the intersection of Topanga Canyon Boulevard and Nordhoff Street going west along the centerline of Nordhoff Street to its end, and continuing that line westward to the Los Angeles city limits;
- B. East – From the center of the intersection of Nordhoff Street and Topanga Canyon Boulevard going south along the centerline of Topanga Canyon

Boulevard to the center of the intersection of Topanga Canyon Boulevard and Roscoe Boulevard, then west along the centerline of Roscoe Boulevard to the center of the intersection of Roscoe Boulevard and Shoup Avenue, then south along the centerline of Shoup Avenue to the center of the intersection of Shoup Avenue and Victory Boulevard;

- C. South – From the center of the intersection of Victory Boulevard and Shoup Avenue going west along the centerline of Victory Boulevard to the city limits;
- D. West – From the intersection of the centerline of Victory Boulevard and the city’s western limits going north along the city limits to the northern boundary of West Hills.
- E. In addition, the West Hills Neighborhood Council and the Woodland Hills-Warner Center Neighborhood Council share jurisdiction over the property and grounds of the Platt Branch Library, 23600 Victory Blvd.

The boundaries of the WHNC are set forth on the map of the WHNC boundaries attached as Attachment A.

## **Section 2: Internal Boundaries**

Not applicable.

## **ARTICLE IV STAKEHOLDER**

Neighborhood Council membership is open to all Stakeholders. A “Stakeholder” shall be defined as any individual who:

- (1) Lives, works, or owns real property within the boundaries of the neighborhood council; or
- (2) Is a Community Interest Stakeholder, defined as an individual who is a member of or participates in a Community Organization within the boundaries of the neighborhood council.

A “Community Organization” is an entity that has continuously maintained a physical street address within the boundaries of the neighborhood council for not less than one year, and that performs ongoing and verifiable activities and operations that confer some benefit on the community within the boundaries of the neighborhood council. A for-profit entity shall not qualify as a Community Organization. Examples of Community Organizations may include Chambers of Commerce, houses of worship or other faith-based organizations, educational institutions, or non-profit organizations.

[The definition of “Stakeholder” and its related terms are defined by City Ordinance and cannot be changed without City Council action. See Los Angeles Administrative Code Section 22.801.1]

## **ARTICLE V GOVERNING BOARD**

The Board of Directors (or “the Board”) shall be the governing body of the WHNC within the meaning of that term.

### **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. The Board shall not include more than four (4) Directors who do not live, work, or own property in West Hills.

### **Section 2: Quorum**

The quorum shall be thirteen (13) Directors of the Board. No floating quorums are allowed.

### **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, not to include abstentions. There shall be no proxy voting.

### **Section 4: Terms and Term Limits**

Board members shall serve staggered four (4) year terms. Twelve (12) or more Board seats will be decided in each regular election with the remaining Directors serving terms that extend until the next regular election. There will be no limits to the number of terms a person may serve on the Board.

### **Section 5: Duties and Powers of Board Members**

Duties of Board Members:

The duties of Board Members include advancing the Purpose and Mission of the WHNC by:

1. Participating in regularly scheduled Board meetings;
2. Serving actively on at least one (1) committee of the WHNC;
3. Participating in WHNC actions and events;
4. Representing the interests of Stakeholders before public officials and government agencies;
5. Encouraging the participation of Stakeholders in WHNC activities and events;
6. Assisting Stakeholders in obtaining government services.

Powers of Board Members:

The powers of Board Members include:

1. Making proposals of actions for consideration by the Board.
2. Voting on proposals of action brought before the Board.
3. Serving as Chairs of WHNC committees.

## **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 shall be opened for a minimum of thirty (30) days, and application instructions shall 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 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.
- E.** 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.
- F.** When the aforementioned process fills a vacant seat, that seat shall be filled for the remainder of the term for that seat.
- G.** In no event shall a vacant seat be filled when a general election or selection is scheduled for that seat within 60 days.

## **Section 7: Absences**

A Board member who has been absent from five (5) of the previous twelve (12) regular or special meetings of the Board shall be subject to removal from the Board under procedures established by the Board. A Board member shall not be considered "absent" for purposes of this section when he or she attends a conflicting meeting or event as an official representative of the West Hills Neighborhood Council.

Any meeting of the WHNC Governing Board, scheduled and noticed as per the Brown Act, shall constitute a meeting for the purpose of determining Board Member attendance with the exception that missing any joint board/committee meeting shall not count as an absence for this purpose.

## Section 8: Censure

The purpose of the censure process is to place a Board member on notice of misconduct and to provide the Board member with an opportunity to correct the misconduct. The Neighborhood Council (“Neighborhood Council”) may censure any Board member at a regular or special meeting open to the public following a good-faith determination by the Neighborhood Council Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. Grounds for censure include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board’s bylaws or rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal process by acting in bad faith.

The Board shall use the following procedure when censuring a Board member:

1. A motion to censure a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed censure including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., “for alleged violations of the Code of Conduct” but shall contain factual statements that describe conduct only and is not intended to embarrass or humiliate the board member.
2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall include the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed censure motion.
3. The Board member subject to censure shall be given a minimum of thirty (30) days prior-written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which the motion to censure will be considered. The notice shall provide the specific facts and grounds for the proposed censure as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to the meeting at which the motion to censure will be considered.
4. The Board member subject to censure shall be given a reasonable opportunity to be heard at the meeting, either orally or in writing, prior to the Board’s vote on a motion of censure.
5. The Board shall decide by a majority vote of those present and voting whether or not the Board member should be censured. The Board member who is the subject of the censure motion shall not be counted as part of the majority present and voting and shall not be allowed to vote. For the purpose of censure motions, abstentions shall not be counted as votes.
6. In no event shall a motion to censure a board member be heard by the Neighborhood

Council within sixty (60) days of the next scheduled Board election or selection.

## **Section 9: Removal of Governing Board Members**

Any Board member may be removed by the Neighborhood Council ("Neighborhood Council") for cause, following a good faith determination by the Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. A Board member shall not be subject to removal under this Policy, unless the member has been censured at least once pursuant to the Board of Neighborhood Commissioners' ("Commission") Censure Policy. Grounds for removal include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board's bylaws or standing rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal processes by acting in bad faith.

The Board shall use the following procedure when removing a Board member:

1. A motion to remove a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The proposed motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed removal action including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., "for alleged violations of the Code of Conduct" but shall contain factual statements that describes conduct only and is not intended to embarrass or humiliate the board member. The motion to remove shall also include a copy of the prior censure motion and the date it was passed.
2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall list and briefly describe the motion on the agenda of the next regular or special Board meeting scheduled at least thirty(30) days following the delivery of the proposed removal motion.
3. The Board member subject to removal shall be given a minimum of thirty (30) days prior written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which a motion to remove will be heard. The notice shall provide the specific facts and grounds for the proposed removal as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to any meeting at which a motion to remove will be considered.
4. The Board member subject to removal shall be given reasonable time to be heard at the meeting, either orally or in writing, prior to the Board's vote on a motion for removal.
5. The Board shall decide whether or not the Board member should be removed by an affirmative vote of two-thirds (2/3) of the currently sitting Board members. The Board member who is the subject of the removal motion shall not be allowed to vote and shall not be counted when determining the two-thirds (2/3) majority vote. For the purpose of the removal motion, abstentions shall not be counted as votes.

6. In no event shall a motion to remove a Board member be heard by the Neighborhood Council within sixty (60) days of the next election or selection.
7. The Commission may review a Neighborhood Council's removal decision if requested to do so by the affected Board member. Once the request is made for the Commission to review the decision to remove, the Neighborhood Council voting to remove the board member may not fill the vacancy created by the removal until the Commission has made a decision on whether the removal was proper or the Commission declines to review the matter. The Commission's decision whether to hear or decline to hear the removal review request shall be sent in writing to the requestor and the Neighborhood Council within 30 days after the request for review is delivered.
8. A request for the Commission to review a Neighborhood Council's removal decision shall proceed as follows:
  - a. The request must in writing and must be delivered to the Executive Assistant of the Commission or, in the absence of an Executive Assistant, to the President of the Commission within thirty (30) days of the date of the action by the Neighborhood Council to remove the Board member.
  - b. The request must state the basis for the review. The request shall not cite or present any evidence not considered by the Neighborhood Council but must address only procedural deficiencies.
  - c. If the Commission determines the request for review raises sufficient questions regarding procedural deficiencies and agrees to hear the review, it will be placed on the agenda of a regular or special meeting of the Commission within sixty (60) days of receipt of the request for review.
  - d. At the review the Commission will determine if the facts as presented support the removal motion and if the procedures set out in this policy were correctly applied.
  - e. If the Commission determines that there were either factual or procedural deficiencies, the Commission may either reinstate the Board member or return the matter to the Neighborhood Council for further consideration.
  - f. If the Commission returns the matter for further consideration and the Neighborhood Council does not act within sixty (60) days of the Commission's decision the Board member will be considered reinstated.
  - g. During the period of appeal the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions.
  - h. If the matter is returned to the Neighborhood Council for further consideration the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions until the Board takes action as requested by the Commission or until the expiration of the sixty (60) day time period.
9. This policy is not intended to restrict or eliminate a Neighborhood Council's ability to

remove or render ineligible to serve, Board members who fail to attend meetings, join committees, maintain their stakeholder status, or perform other duties as may be described in the Neighborhood Council's bylaws and/or standing rules. Nor is it intended to limit a Neighborhood Council's ability to remove committee chairs or committee members according to the Neighborhood Council's bylaws and/or standing rules.

### **Section 10: Resignation**

A Director may resign by submitting a letter of resignation to the Secretary of the WHNC at any time.

### **Section 11: Community Outreach**

All Board Members shall inform, recruit and engage community members in regard to activities initiated by the Board.

## **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.

### **Section 2: Duties and Powers**

The duties of the Officers are as follows and also include such additional duties as may be adopted by action of the Board:

- A. The President shall act as the chief executive officer of the Council and shall preside at all Council meetings. The Presiding officer shall set agendas for all regularly scheduled Board meetings in consultation with members of the Board.
- 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.
- C. The Secretary shall take attendance, determine a quorum at regularly scheduled or special Board meetings, record roll call votes, receive correspondence and petitions, and keep minutes of all Board meetings. An Alternate Secretary may be appointed by the Board to serve in the absence of the Secretary, as needed. Unless the person serving as Alternate Secretary is already a Board member, he or she shall not have any of the powers of a Board member.



- 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 of the Budget Committee.
- 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.
  3. Shall submit the audits to the board quarterly.
  4. Shall be a member of the Budget Committee.

### **Section 3: Selection of Officers**

- A. All Officers shall be elected by a majority vote of the Board every two (2) years. The biennial election of officers shall occur immediately following the official certification of the biennial election of the Board.
- B. When a vacancy of an Officer seat is created, the seat shall be filled by a director selected by a majority vote of the Board at the next regularly scheduled meeting following the occurrence of the vacancy. The new officer shall complete the remaining term of the vacated position.

### **Section 4: Officer Terms**

The Officers shall serve two-year terms and serve at the pleasure of the Board. They may stand for reelection.

## **ARTICLE VII COMMITTEES AND THEIR DUTIES**

All standing committees shall meet at a minimum of nine (9) times per calendar year and shall invite the participation of stakeholders.

### **Section 1: Standing Committees**

The Standing Committees of the WHNC are:

- A. **STREETS AND TRANSPORTATION**, which shall interface with and negotiate with the City of Los Angeles, businesses and developers on matters concerning the sidewalks, streets, signage and traffic control measures and devices within West Hills and Los Angeles.
- B. **YOUTH AND EDUCATION**, which shall interface with and negotiate with public and private schools, the City of Los Angeles, businesses and developers on matters concerning the education, recreation and general welfare of the youth who reside in or use the facilities located within the boundaries set forth in Article II.

- C. ZONING AND PLANNING**, which shall interface with and negotiate with Stakeholders, developers, the City of Los Angeles Planning Department and the Planning and Land Use Management Committee of the Los Angeles City Council among others.
- D. PUBLIC SAFETY AND EMERGENCY PREPAREDNESS**, which shall interface with the Los Angeles Police Department, the Los Angeles Fire Department, hospitals and other agencies on matters relating to the safety of the Stakeholders.
- E. COMMUNICATIONS**, which shall be responsible for keeping Stakeholders aware of WHNC activities, shall promote Stakeholder participation and shall interface with other information technology organizations of the city.
- F. ENVIRONMENT COMMITTEE**, which shall be responsible for making recommendations to the Board for protecting the environment.
- G. BUDGET COMMITTEE**, which shall be responsible for making recommendations to the Board for all budgetary and financial matters of the WHNC.
- H. GOVERNMENT RELATIONS COMMITTEE**, which shall interface with local, state and federal agencies and officials and bring recommendations to the Board to protect and promote the welfare of West Hills and Los Angeles.
- I. PUBLIC HEALTH COMMITTEE**, which shall be responsible for making recommendations to the Board for protecting and promoting the health of stakeholders.
- J. OPERATIONS COMMITTEE**, which shall discuss agendas and administrative matters pertaining to the WHNC.
- K. BEAUTIFICATION COMMITTEE**, which shall, in cooperation with stakeholders advocate, promote, facilitate and engage in activities to improve and maintain the appearance of West Hills' streets, sidewalks, parks and other features by encouraging greater participation and responsibility of West Hills stakeholders.
- L. HOMELESSNESS COMMITTEE**, which shall inform and educate the stakeholders of West Hills on homelessness issues in the West San Fernando Valley, connect those experiencing homelessness to resources, and advocate for the effective use of government resources to contend with the problem of homelessness in the area.
- M. SPECIAL EVENTS**, which shall produce, develop and present unique events to serve and engage the community of West Hills. Moreover, the Special Events Committee, when consulted, will serve as an adjunct advisory committee for other events that might be produced and/or developed by other committees of the West Hills Neighborhood Council.

## **Section 2: Ad Hoc**

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## **Section 3: 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.

- A.** All committees shall present copies of their approved minutes or reports for posting.
- B.** All standing committees shall publish agendas and post meeting notices.
- C.** All committee recommendations shall be brought back to the full Board for discussion and action.
- D.** Only those committee members who are Board Members are eligible to serve as chairs of committees.

## **ARTICLE VIII MEETINGS**

### **Section 1: Meeting Time and Place**

Frequency – Meetings of the Board shall be held as often as determined by the Board, but at least nine (9) times per calendar year.

Location – Meetings of the Board shall be held at a location within the boundaries of the WHNC, as defined in Article III of this document. In the event that the Neighborhood Council desires conducting a meeting outside its boundaries in conformance with applicable laws, it shall consult with the Department of Neighborhood Empowerment and the Office of the City Attorney for appropriate advice.

### **Section 2: Agenda Setting**

The Presiding Officer shall be responsible for setting the agendas for the meetings of the Board. Where a standing committee has voted to place an item on the agenda, that vote shall be honored if the motion has been transmitted to the Presiding Officer no later than seven (7) days prior to the next Board meeting.

### **Section 3: Notifications/Postings**

Announcements of meetings must be posted according to applicable laws and regulations. Notices for all meetings must be posted in one public posting place designated by the Neighborhood Council, posted on the Neighborhood Council website, submitted to the Early Notification System and otherwise comply with the Brown Act and Neighborhood Council Posting Policy (See Attachment C – Requirements for Posting Agendas).

### **Section 4: Reconsideration**

The reconsideration process shall be conducted at all times in accordance with Rosenberg's Rules of Order.

## **ARTICLE IX FINANCES**

1. The Treasurer shall establish and oversee a system of bookkeeping and accounting for the WHNC that complies with Generally Accepted Accounting Principles and conforms to all applicable local, state and federal laws. The Board may retain a financial professional to assist in creating a bookkeeping and annual accounting system. The Treasurer may request the assistance of appropriate city agencies when implementing the system. The Treasurer shall be responsible for the maintenance of the system of bookkeeping and accounting and for the protection of all Council assets.
2. The Treasurer shall submit a written and itemized monthly report of income and expenses for the previous month to the Board at every regular Council meeting.
3. The Treasurer shall be responsible for preparing or coordinating the preparation of a financial statement to be submitted to the appropriate agency and in accordance with the applicable deadlines.
4. The Treasurer, in consultation with the Budget Committee, shall be responsible for preparing an annual budget to be submitted to the Board for approval within deadlines prescribed by appropriate government agencies.

## **ARTICLE X ELECTIONS**

### **Section 1: Administration of Elections**

WHNC elections will be conducted pursuant to any and all relevant ordinances, policies and procedures.

### **Section 2: Governing Board Structure and Voting**

The number of Board seats, the eligibility requirements for holding any specific board seats and which Stakeholders may vote are described in Article V Section 1 and noted in Attachment B.

### **Section 3: Minimum Voting Age**

Except with respect to a Youth Board Seat, a stakeholder must be at least 16 years of age on the day of the election or selection to be eligible to vote. [See Admin. Code §§ 22.814(a) and 22.814(c)]

### **Section 4: Method of Verifying Stakeholder Status**

Procedure for verifying Stakeholder status is self-affirmation

### **Section 5: Restrictions on Candidates Running for Multiple Seats**

A candidate may not declare candidacy for more than one (1) position on the Council Board during a single election cycle.

### **Section 6: Other Election Related Language**

[This section left blank intentionally.]

## **ARTICLE XI GRIEVANCE PROCESS**

1. This grievance process is intended to address only matters involving procedural disputes, such as the Board's failure to comply with Board Rules or these Bylaws.
2. Any grievance by a Stakeholder must be submitted in writing to the Board, which shall cause the matter to be placed on the agenda for the next regular Council meeting.
3. A Board Member is not permitted to file a grievance against another Board member or against the Council, except as permitted under the City's grievance policy. The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

The parliamentary process is to be governed by "Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century."

## **ARTICLE XIII AMENDMENTS**

Any Board member or Stakeholder may propose amendments to these Bylaws in writing during a regular meeting of the Board. These proposals shall be reviewed by an Ad Hoc Bylaws Committee, which shall provide recommendations to the WHNC. All recommendations shall be announced at a regularly scheduled and noticed meeting. These recommendations shall be voted upon by the Board after consultation with all stakeholders present at a meeting conducted no sooner than thirty (30) days but no later than sixty (60) days after the proposed changes are noticed.

## **ARTICLE XIV COMPLIANCE**

The Council, its representatives and all Community Stakeholders shall comply with these Bylaws and with any additional Standing Rules or Procedures that may be adopted by the Board, as well as all applicable laws.

### **Section 1: Code of Civility**

The Council, the Board and all Stakeholders shall conduct Council business in a professional and respectful manner and in accordance with any Board-adopted Code of Civility. Board members will abide by the Commission's Neighborhood Council Board Member Code of Conduct Policy

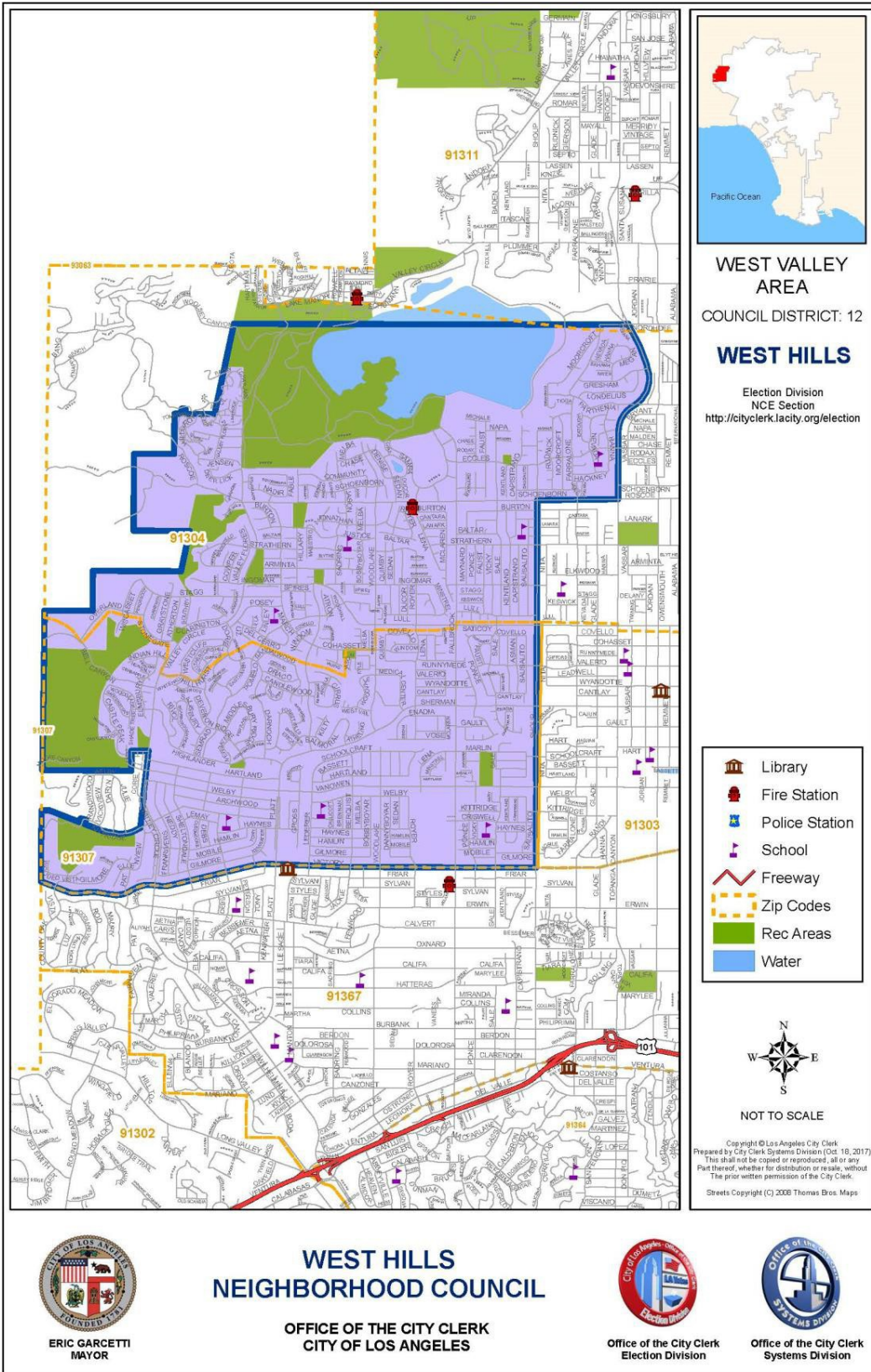
### **Section 2: Training**

All Board members shall take training in the fundamentals of Neighborhood Council, including, but not limited to, ethics. All board members must take ethics and funding training prior to making motions and voting on funding related matters.

### **Section 3: Self-Assessment**

Every year, the Council shall conduct a self-assessment within ninety (90) days after the end of the fiscal year pursuant to the Plan for the Citywide System of Neighborhood Councils.

# ATTACHMENT A- Map of West Hills Neighborhood Council



## ATTACHMENT B – Governing Board Structure and Voting

### West Hills Neighborhood Council – 25 Board Seats

BOARD POSITION	# of SEATS	ELECTED OR APPOINTED	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
At Large Directors Term: 4 Years	25	Elected	Stakeholders who are 18 years or older and live, work, own real property, or declare a stake in the neighborhood as a community interest stakeholder	All Stakeholders who are 16 years or older (Refer to Article V Section 1)

\*The Board shall not include more than four (4) Directors who do not live, work, or own property in West Hills.



## ATTACHMENT C – Neighborhood Council Agenda Posting Requirements

### RESOLUTION

Be it resolved that the Board of Neighborhood Commissioners creates the following policy:

#### NEIGHBORHOOD COUNCIL AGENDA POSTING REQUIREMENTS

**WHEREAS**, the Board of Neighborhood Commissioners established Working Groups comprised of current and past Neighborhood Council members and Neighborhood Council stakeholders to recommend changes to the Plan for a Citywide System of Neighborhood Councils;

**WHEREAS**, the Working Groups recognized stakeholders are increasingly using the internet and that it allows Neighborhood Councils to communicate with their stakeholders efficiently and inexpensively;

**WHEREAS**, the Working Groups recognized that any change in the physical posting policy should be accompanied by increased use of other media for outreach;

**WHEREAS**, the Working Groups recommended that the posting requirements for Neighborhood Councils be changed to require only one physical Brown Act compliant posting while maintaining the Board of Neighborhood Commissioners other outreach requirements;

**WHEREAS**, Section 902 (b) Article IX of the new Charter provides that the Board of Neighborhood Commissioners “shall be responsible for policy setting and policy oversight...and the promulgation of rules and regulations but not be responsible for day to-day management”.

**WHEREAS**, this policy supersedes all other posting policies previously adopted by the Board of Neighborhood Commissioners; including the August 3, 2010, Commission Policy on “Neighborhood Council Agenda Posting Requirements” (Policy No. 2010-02), which was also revised at the December 17, 2012, Commission meeting, and the May 6, 2014, Commission Policy on “Neighborhood Council Agenda Posting Requirements” (Policy No. 2014-01), which was also revised at the July 21, 2014, Commission meeting.

**NOW, THEREFORE, IT IS RESOLVED** that the Board of Neighborhood Commissioners establishes this policy regarding the posting of agendas for Neighborhood Councils.

**POLICY NUMBER:** 2014-01.1


Neighborhood Councils are required to post meeting agendas for Board and Committee meetings as follows:

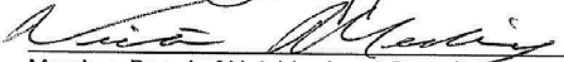
Board of Neighborhood Commissioners  
Resolution: Policy No. 2014-01.1 (Revised August 18, 2014)  
Neighborhood Council Agenda Posting Requirements

1. Neighborhood Councils shall physically post at least one Brown Act compliant agenda for all Board and Committee meetings.
2. Neighborhood Councils shall post agendas of all Board and Committee meetings on their web site or, on a page made available to them on the EmpowerLA web site. Such postings shall be Brown Act time compliant.
3. Neighborhood Councils shall submit a copy of all regular and special Board and Committee agendas to the Department of Neighborhood Empowerment (Department) to be posted through the Early Notification System (ENS). The agenda for regular meetings shall be submitted to the Department not less than 72 hours in advance of the meeting and the agenda for special meetings shall be submitted to the Department not less than 24 hours in advance of the meeting. As soon as feasible, the Department will submit the agenda for posting to the ENS system. Accordingly, posting the notices of meetings to the ENS system will not be required to comply with the Brown Act's time limits for posting agendas.
4. Neighborhood Councils that maintain an email list of stakeholders may email either a copy of the agenda for all Board and Committee meetings or an announcement of the meeting with a link to the agenda. Distribution to the email list shall occur at the time meeting information is disseminated to the board or committee members.
5. Neighborhood Councils shall inform the Department of (a) the physical location of their posting site, (b) the address of their web site, if any and (c) confirm with the Department whether they use a stakeholder database to distribute their agendas. Neighborhood Councils shall be required to submit this information on a form approved by the Department.
6. Neighborhood Councils that do not maintain a web site or, a page on the EmpowerLA web site, if available, shall continue to comply with the five (5) to seven (7) physical locations posting requirements imposed during their certification process; one (1) of the posting locations shall be Brown Act compliant; the remaining posting locations shall be within the Neighborhood Council boundaries and shall comply with Brown Act time limits for posting.
7. This Posting Policy does not restrict or prevent a Neighborhood Council from posting any additional notices of its meetings beyond the notices required under this policy in any other locations or within any timeframes determined by the Neighborhood Council in its discretion.

Board of Neighborhood Commissioners  
Resolution: Policy No. 2014-01.1 (Revised August 18, 2014)  
Neighborhood Council Agenda Posting Requirements

- 8. These posting requirements shall be appended to and become a part of the bylaws of all current and future Neighborhood Councils and any violation of this policy may become the subject of a grievance.
- 9. If a Neighborhood Council is notified by the Department prior to any Board or Committee meeting that a confirmed violation of this policy has been reported the Neighborhood Council shall repost in accordance with this Policy. If the scheduled meeting cannot be reposted in compliance with this Policy, the Neighborhood Council shall cancel the meeting and make reasonable efforts to inform its stakeholders. If it becomes necessary to cancel Board or Committee meetings Neighborhood Councils are encouraged to contact the City Attorney for further guidance.
- 10. If a Neighborhood Council is found to be in violation of this Policy three (3) times within the current fiscal year the Board and any non-Board member committee chairs shall be required to take additional training as may be determined by the Department. If after receiving additional training the Neighborhood Council is again found to be in violation of this policy during the current fiscal year, then exhaustive efforts to remedy this matter, including loss of funding may be taken by the Department pursuant to Article VI section 4 and Article X section 3 of the Plan for a Citywide system of Neighborhood Councils.

Moved by:   
Member, Board of Neighborhood Commissioners

Seconded by:   
Member, Board of Neighborhood Commissioners

Witnessed by:   
Staff, Department of Neighborhood Empowerment

**VOTES:**

AYES: 6

NAYS: 0

DATE: 8/18/14

**West Hills Neighborhood Council**

**Standing Rules**

**Approved, Aug., 7, 2013**  
**(As amended Jan, 7, 2016)**  
**(As amended July 6, 2017)**  
**(As amended Aug. 3, 2017)**  
**(As amended Jan. 4, 2018)**  
**(As amended Oct. 4, 2018)**  
**(As amended Oct. 4 2020)**

**Article V Governing Board, Section 3, Official Actions**

A minimum of seven (7) yes votes is required for the Board to take action

**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.

**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 they are obliged to attend an event elsewhere on Board business, shall not be considered an “absence” for purposes outlined in this section.

**Article V, Paragraph B, Section 6: Vacancies on the Board (New, adopted 01-17-2016)**

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

- A. Any qualified Stakeholder interested in filling a vacant seat on the Board shall submit an application to the Secretary within 30 days of the announcement, of the vacancy and the required posting of the vacancy on the WHNC web site, in a public place, on social media, and by email. Such application forms shall be available on the WHNC website or may be obtained by written request to the secretary of the WHNC.
- B. The Secretary shall immediately transmit the application(s) to the Chair of a designated committee for review and action.
- C. The designated committee shall meet no fewer than seven (7) 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.

- D. The committee shall submit all applications and shall make a recommendation of up to two (2) qualified candidate(s), per vacant seat, to the President no fewer than 4 calendar days prior to the next regular board meeting. The President shall have the filling of the vacancy placed on the agenda for a vote at the next regular Board meeting.

**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 or more of the following: 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.

## **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. A. The chair of each committee shall be responsible for seeing that agendas are posted in a timely manner. Each committee shall present copies of all approved committee meeting minutes for posting. The word “present” shall be defined as; provide approved minutes to the designated person for posting within fifteen (15) days of approval. If any action is taken in a

committee meeting subject to the Brown Act, the names of all committee members attending the meeting shall be recorded in the minutes.

- B. The results of all votes taken in a committee meeting subject to the Brown Act must be recorded in the minutes.
- C. Voting
  - All votes must be recorded and announced orally, by name, unless they are unanimous.
  - All abstentions must be recorded and announced orally.
  - If a member has left the meeting, and is not there for a vote, this must be noted in the minutes for that vote.
  - When a member leaves the meeting it must be announced orally.

### **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 assessments of the Board, one by stakeholders and one by board members, which shall take place within 30 days of the end of each fiscal year.