



CITY OF
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CALIFORNIA



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WEST HILLS NEIGHBORHOOD COUNCIL

JOINT BOARD and BYLAWS AD HOC COMMITTEE ONLINE & TELEPHONIC MEETING AGENDA

Wednesday October 27, 2021 at 6:30 PM

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/82813378324>

To call in by phone, dial toll-free **833-548-0276**, then punch in this Webinar code when prompted: **828 1337 8324#**.

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 2021 Meeting Minutes
3. Comments from the Chairs
4. Public Comment
5. Discussion and Possible Action to Amend WHNC Bylaws Article V -- Officers, Section 2 Duties and Powers:

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~~ co-chair of the Budget Committee.

This would not preclude the naming of additional co-chairs with equal responsibilities.

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 (review of the MER).
3. Shall submit the audits to the board quarterly.
4. Shall be a ~~member~~ co-chair of the Budget Committee.

This would not preclude the naming of additional co-chairs with equal responsibilities.

6. 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.

7. Discussion and Possible Action on a Bylaws Amendment Limiting the Number of Standing Committees on which a Board Member can be a Voting Member
8. Discussion and Possible Action on a Bylaws Amendment Limiting the Number of Standing Committees on which a Board Member can be a Chair or Co-chair
9. Discussion and Possible Action on Bylaws or Standing Rules Amendment for Training Requirements for Voting Eligibility on WHNC Board Actions
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?
23. Discussion and Possible Action on a Bylaws Amendment Establishing a Minimum Length of Board Service Requirement to be Eligible to Serve as a Board Officer

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.

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.

24. Discussion and Possible Action to Make the Bylaws Committee a Standing Committee
25. General Discussion of Proposals for Bylaws or Standing Rules Amendments
26. Adjournment

The next scheduled meeting of this committee is TBD.

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 requiereservicios de traducción, favor de avisar al ConcejoVecinal 3 días de trabajo (72 horas) antes del evento. Por favor contacte Michelle.Ritchie@westhillsnc.org

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WEST HILLS NEIGHBORHOOD COUNCIL

JOINT BYLAWS AD HOC COMMITTEE/BOARD MEETING MINUTES

September 22, 2021

Telephonic and Online

Revised September 22, 2021

Attendance: Aida Abkarians, Faye Barta, Sandi Bell, Dan Brin, Bob Brostoff, Bonnie Klea, Saif Mogri, Steve Randall, Char Rothstein, Anthony Scarce, Myrl Schreiber, Joan Trent, Alec Uzameck, Brad Vanderhoof, and Christina Walsh

Absent: Carolyn Greenwood, Marie Javdani, and Daniel Osztreicher

Other WHNC Board Members in Attendance: Tariq El-Atrache

Co-chair Bob Brostoff called the meeting to order at 6:33 PM, A quorum was established.

Tariq El-Atrache asked to join the committee. The Co-chairs said he will be added when he meets the attendance requirements in the standing rules.

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. Approval of August, 2021 Meeting Minutes

Roll Call Vote;

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

Yes – 15, No – 0, Abstain – 0, Absent – 3, Recusal -- 0

The August 2021 minutes were approved as amended.

3. Comments from the Chairs: None

4. Public Comment: None

5. Amend the **Bylaws Committee Operating Rules** on how action is taken and abstentions are counted.

Proposed amendment is based on the WHNC Bylaws for determining how the Board takes action.

Proposed amendment is based on the WHNC Board Bylaws.

Proposed amendment -- 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.

Dan Brin moved to approve. Bob Brostoff seconded.

Roll Call Vote;

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

Yes – 15, No – 0, Abstain – 0, Absent – 3, Recusal -- 0

The Committee Operating Rules amendment was approved.

6. Amend WHNC Board Decision from September 3, 2020 and Require Recording of Meetings to Continue after In-person Meetings are Resumed: Brad Vanderhoof explained this item needs to be tabled until the WHNC receives instructions from DONE regarding AB 361.

7. Standing Rule Change or Board Resolution Requiring Recording of the WHNC Operations Committee Meeting:

Roll Call Vote;

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

Yes – 3, No – 12, Abstain – 0, Absent – 3, Recusal -- 0

The proposal fails.

8. Standing Rule Change or Board Resolution Requiring Recording of all WHNC Standing Committee Meetings: Based on the result of item 7 the Co-chairs tabled this item.

9. Discussion and Possible Action on a Standing Rule Change or Board Resolution Requiring Recording of the WHNC Ad Hoc Committee Meetings

10. Standing Rules for Vacancy Committee Selection

Sample Proposed Standing Rule for Article 5, Section 6, Part A

The WHNC Vice President shall Chair an Ad Hoc Vacancy Committee. In selecting the members for the committee, the Chair shall give first consideration to eligible Board members who express interest and who did not serve on the last previous Bylaws Ad Hoc Committee. To be considered eligible a Board member must be current in all required neighborhood council training.

Steve Randall moved to amend as follows:

The Committee Chair(s) shall be appointed by the WHNC President. In selecting members for the committee, the Chair(s) shall give consideration to eligible Board members who express interest and who did not serve on the previous Vacancy Ad Hoc Committee. To be considered eligible, a Board member must be current in all required neighborhood council trainings and must currently be a member of the Board for at least two (2) years.

Joan Trent seconded.

Roll Call Vote;

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

Yes – 10, No – 3, Abstain – 1, Absent – 4, Recusal -- 0

The amendment is approved.

Roll Call Vote on the Amended standing Rule;

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

Yes – 12, No – 1, Abstain – 1, Absent – 4, Recusal -- 0

The proposed standing rule will be sent to the WHNC Board.

Items 11 – 25 tabled to October.

Co-chair Bob Brostoff adjourned the meeting to order at 8:10 PM.

The next scheduled meeting of this committee is October 27, 2021 at 6:30 PM, Location TBD.