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CALIFORNIA



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WEST HILLS NEIGHBORHOOD COUNCIL

JOINT BYLAWS AD HOC COMMITTEE/BOARDMEETING MINUTES

October 27, 2021

Telephonic and Online

Approved December 9, 2021

Attendance: Faye Barta, Sandi Bell, Dan Brin, Bonnie Klea (left early), Saif Mogri, Steve Randall, Char Rothstein, Anthony Scearce, Myrl Schreibman, Joan Trent, Brad Vanderhoof, and Christina Walsh

Absent: Aida Abkarians, Bob Brostoff, Carolyn Greenwood, and Alec Uzemeck

Other WHNC Board Members in Attendance: Clarice Chavira (arrived 7:30 PM), Glenn Jennings, and Kent Mariconda

Co-chair Brad Vanderhoof called the meeting to order at 6:35 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. Approval of September 2021 Meeting Minutes: Minutes approved as amended.

3. Comments from the Chairs: None

4. Public Comment: None

5. Amend WHNC Bylaws Article V -- Officers, Section 2 Duties and Powers: Item tabled.

6. 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.*

Char Rothstein said she was told by the City Attorney DONE is working on new rules for neighborhood councils that would eliminate committees meeting having Joint Board/Committee meetings and limit the number of members a committee could have. Anthony Scearce said he always thought the joint meetings were incorrect if all attending board members cannot vote. He said AB992 imposes new rules and he is in favor of the new rules. Dan Brin said he has always favored inclusivity but does not support a rule forcing committee chairs to accept members. He also said the elimination of joint meetings would be a disaster by limiting participation. Dan Brin also said it has been the tradition of the WHNC to have committees set their own rules. Myrl Schreibman said the WHNC should not be concerned with how other neighborhood councils operate.

Char Rothstein moved to change the word standing to operating. Steve Randall seconded.

Roll Call Vote to change standing to operating;

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

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

The Standing Rules amendment will be presented to the WHNC Board.

The proposed paragraph D was tabled.

7. Bylaws Amendment Limiting the Number of Standing Committees on which a Board Member can be a Voting Member:

Dan Brin moved to table. Steve Randall seconded.

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

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

The Item is tabled.

8. Bylaws Amendment Limiting the Number of Standing Committees on which a Board Member can be a Chair or Co-chair:

Roll Call Vote to limit the number of committees a Board member can chair;

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

Yes – 1, No – 11, Abstain – 0, Absent – 4, Recusal -- 0

The Bylaws amendment fails.

9. Bylaws or Standing Rules Amendment for Training Requirements for Voting Eligibility on WHNC Board Actions: Item tabled.

10. 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? Item tabled.

23. 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. *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.*

Christina Walsh said she supports term limits for Board members. Dan Brin said he is opposed. Steve Randall said the President has a very powerful position and length of service in that office should be limited. Saif Mogri said he is opposed because the Board elects a president every two years. Myrl Schreiberman said it is hard enough to find someone who wants to serve as a Board officer. Christina Walsh suggested rotating the position of president through different Board members with the outgoing president helping the new president. Char Rothstein said it should be up to the Board if they want a change. Dan Brin said a new member could have served as president of another neighborhood council and be the best choice. He does not want to deny the Board the democratic option to choose the president. Steve Randall said the office of president is so important a Board members needs a couple of years WHNC experience before they are ready for the job. Clarice Chavira said she understands a waiting period but thinks two years is excessive. Sandi Bell said we should not hold WHNC officers to a higher standard than other elected officials. Myrl Schreiberman said there is a tremendous learning curve for new members and he does not feel a new member can handle the job of president. Clarice Chavira said timing does not equate to competency.

Steve Randall moved to approve the proposed Bylaws amendment. Myrl Schreiberman seconded.

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

Yes – 3, No – 7, Abstain – 1, Absent – 5, Recusal -- 0

The Bylaws amendment failed.

24. Make the Bylaws Committee a Standing Committee:

Roll Call Vote to make the Bylaws Ad Hoc Committee a WHNC standing committee;

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

Yes – 8, No – 0, Abstain – 3, Absent – 5, Recusal -- 0

The Bylaws amendment will be presented to the WHNC Board.

25. Proposals for Bylaws or Standing Rules Amendments:

Anthony Scarce suggested a Bylaws amendment to move the election of Board officers so it does not occur immediately when a new Board is seated. Myrl Schreiber suggested creating a vetting process for Board officers.

Co-chair Brad Vanderhoof adjourned the meeting at 8:38 PM.

The next scheduled meeting of this committee is TBD, Location TBD.