



CITY OF
LOS ANGELES
CALIFORNIA



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WEST HILLS NEIGHBORHOOD COUNCIL

JOINT BOARD AND BYLAWS AD HOC COMMITTEE MEETING AGENDA Wednesday, January 3, 2018 at 7:00 PM

de Toledo High School (DTHS) 22622 Vanowen Street, West Hills, CA 91307

This meeting is open to the public. Doors open 10 minutes before the meeting starts. Those who wish to speak during the meeting are asked to fill out a speaker card. 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 Minutes from the December 2017 Bylaws Ad Hoc Committee Meeting
3. Comments from the Chair
4. Public Comment
5. Discussion and possible action on WHNC Standing Rules concerning removal of a member of the governing board.

Bylaws amendments submitted for approval – Approved at December WHNC Board meeting

Item 17-0104

Approved at December WHNC Board Meeting

Article V Governing Board, Section 8: Censure

- The Council can take action to reprimand a Board member for actions during the conduct of Council business by censuring the Board member at a regular meeting of the Board of Directors. Censures shall be placed on the agenda for discussion and action.

Item 17-0105

Approved at December WHNC Meeting

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

– The Council shall consult with the Office of the City Attorney throughout any Board removal process. Board members may be removed in the following ways:

1. Petition by Stakeholders– A Board member may be removed from office by the submission of a written petition that includes: i) the identity of the Board member to be removed, ii) a description, in detail, of the reason for removal, and iii) the valid signatures of fifty (50) stakeholders.
 - a. Upon receipt of a written petition for removal, the matter shall be placed on the agenda for a vote at the next regular Board meeting.
 - b. Removal of the identified Board member requires a two-thirds (2/3) majority of the attending Board members.

c. The Board member who is the subject of the removal action shall have the right to deliver to Board members a written statement about the matter and/or to speak at the Board meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter.

2. Petition by Board - A Board member may be removed from the Board for good cause, including, but not limited to, disruptive conduct; interfering with Council business; violations of the Bylaws, Operating Procedures or Code of Conduct following a Board member's submission to the Board of a petition that includes: i) the identity of the Board member to be removed, ii) states the reason for removal by identifying the violation of the internal rules or procedures and specifies the conduct of the person, and iii) contains the signatures of six (6) Board members.

a. The petition shall be delivered simultaneously to all Board members and the matter placed on the agenda for a vote at the next regular Board meeting.

b. Removal of the identified Board member requires a two-thirds (2/3) majority of the attending Board members.

c. The Board member who is the subject of the removal action shall have the right to deliver to Board members a written statement about the matter and/or to speak at the Board meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter.

d. The Board member being removed must first have been censured by the Board once for the same action before a Petition by the Board for removal shall be considered by the Council.

If the vote for removal is affirmative, the position shall be deemed vacant and filled via the Council's vacancy clause.

Proposed changes to WHNC Standing Rules --

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

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

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

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

Current Standing Rules

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 of the 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.

6. Discussion and possible action on WHNC Bylaws Article V, Section 6: Vacancies on the Board

Section 6: Vacancies on the Board

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

~~A. When a vacancy is created on the Board, a notice shall be posted immediately in a public place and on the WHNC website. The notice also shall be sent to the WHNC email list, and the vacancy shall be announced at the next board meeting.~~

A. When a vacancy is created on the Board, the vacancy shall be announced at the next regular meeting of the Board. The WHNC President shall form an Ad Hoc Vacancy Committee. An application period will open for a minimum of thirty (30) days, and application instructions will be posted on the WHNC website and promoted via social media.

B. Any qualified Stakeholder interested in filling a vacant seat on the Board shall submit an application to the **Ad Hoc Vacancy Committee**. ~~Secretary~~ **Secretary** within 30 days after the posting of the ~~vacancy~~. Application forms shall be available on the WHNC website or obtained by written request to the ~~Secretary~~ **Chair of the Ad Hoc Vacancy Committee** ~~WHNC~~.

~~C. The Secretary shall immediately transmit the application to the Chair of a designated committee for review and action.~~

D. The **Ad Hoc Vacancy** ~~designated~~ committee shall meet within 15 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.

E. The committee shall submit all applications and shall make a recommendation of a qualified candidate to the President within ~~ten (10) business days of its decision~~ **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.

F. ~~All applicants shall be required to speak to the Board in conjunction with their application. Then~~ **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 that received a low number of votes in the previous round eliminated from consideration.

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

H. In no event shall a vacant seat be filled where a general election or selection is scheduled within 60 days.

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

Section 2: Committee Creation and Authorization

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

The President shall appoint the chairs of all committees, subject to a majority vote of the Board as to chair positions in Standing Committees only. Following appointment, committee chairs shall oversee the appointment of other committee officers and the establishment of operating rules for their committees. Chairs of standing committees shall occupy their positions for terms to coincide with biennial elections but not to exceed two (2) years at a time, while 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.

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

Section 1: Composition

The WHNC Board shall consist of twenty-five (25) Directors (or Board Members) elected by the stakeholders on an “at-large” basis. In no case shall the Board include more than two Directors who do not live, work, or own property in West Hills, except as may be required to fill a position on the Board as described in Article V, Section 6 (“Vacancies on the Board”).

**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	24	Elected	All Stakeholders who live, work, own property and who are 16 years or older	All Stakeholders who live, work, own property and who are 16 years or older
At Large Directors Term: 4 Years	1	Elected	All Stakeholders who are 16 years or older	All Stakeholders who are 16 years or older

9. Additional Business and Suggestions for Future Agenda Items

10. Adjournment

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 Traduccion: Si requiere servicios de traducción, favor de avisar al Concejo Vecinal 3 días de trabajo (72 horas) antes del evento. Por favor contacte Michelle.Ritchie@westhillsnc.org



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JOINT BOARD AND BYLAWS AD HOC COMMITTEE MEETING MINUTES

December 6, 2017

Revised December 12, 2017

Committee members in attendance: Aida Abkarians, Sandi Bell, Simone Best, Dan Brin, Bob Brostoff, Steve Randall, and Brad Vanderhoof.

Committee members absent: Anthony Brosamle, Margery Brown, Carolyn Greenwood, Bonnie Klea, Charlene Rothstein, and Joan Trent.

Board member in attendance: Myrl Schreibman

Co-chair Brad called the meeting to order at 7:20 PM. A quorum was established. The November minutes were approved.

Public Comment: none

Discussion and possible action on WHNC Standing Rules concerning censure and removal

Bob distributed, 'West Hills Neighborhood Council Standing Rules Approved, Aug., 7, 2013 (As amended Jan, 7, 2016) (As amended July 6, 2017)' He explained this is a redline version of the current standing rules where he split the rules for censure and removal into two different sections.

The committee agreed on the following:

Article V, Governing Board, Section 8: Censure of Governing Board Members

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

B. The president and vice president shall first attempt to resolve the issue.

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

A proposal for Section 9 will be on the January agenda of the Bylaws Committee.

Discussion and possible action on WHNC Bylaws to address multiple vacancies that occur within a short time frame.

Dan suggested removing the strict time limits and instead requiring actions be taken in a prompt and reasonable time. Steve suggested establishing a time limit where the interviews from one vacancy application period would be used for any new vacancies. Myrl asked if when a vacancy is filled the Board could select alternative candidates and have them automatically fill future vacancies. Dan expressed the opinion that the introducing alternatives would introduce unnecessary complications.

The group agreed to the following by consensus:

- New candidates should have the opportunity to apply for every vacancy.
- The time limits in the Bylaws should be relaxed.
- Brad will write a proposal for the January Bylaws Committee meeting.

Co-chair Brad adjourned the meeting at 8:25 PM (estimated)

The next meeting of this committee will be held: Wednesday, January 3, 2018 at 7:00 PM, de Toledo High School, 22622 Vanowen Street, West Hills CA 91307