

**WEST LOS ANGELES SAWTELLE
NEIGHBORHOOD COUNCIL
(WLASNC)**

BYLAWS

Approved June 1, 2015

Bylaws Table of Contents

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

West Los Angeles Sawtelle Neighborhood Council Bylaws

Article I – Name

The name of this organization is the WEST LOS ANGELES SAWTELLE NEIGHBORHOOD COUNCIL, referred to herein as the WLANC.

Article II – Purpose and Objectives

The purpose of the WLANC is to provide representation and advocacy for the diverse interests of all stakeholders in the WLANC. Participation in the WLANC is based on good faith efforts to identify such Stakeholders interested in participating.

The objectives of the WLANC will be:

1. To offer a forum for the discussion and review of issues and projects of interest to the WLANC neighborhood.
2. To offer a forum to engage all WLANC Stakeholders to collaborate and deliberate on matters affecting this community.
3. To assist and serve as an advisory body to government agencies on issues relating to the WLANC neighborhood.
4. To monitor the delivery of city services and to make recommendations to the Los Angeles City Council regarding budgetary issues and City services.
5. To engage in other activities unless prohibited by law.
6. To not interfere with the internal affairs of any individual, group or organization.
7. To remain non-partisan.

Article III – Boundaries

301. Boundaries. The WLANC boundaries (the “WLANC neighborhood”) are defined as being the area bounded by the San Diego (405) Freeway on the east, the south side of Wilshire Boulevard on the north, the Santa Monica (10) Freeway on the south and, to the west, the City of Santa Monica, excluding any and all federal Veterans’ Administration property. The boundaries of the WLANC are set forth in Attachment A - Map of West Los Angeles Sawtelle Neighborhood Council.

302. Internal Boundaries. The WLANC internal boundaries are as follows:

- A. North East District – Northeast of Nebraska Avenue and Barrington Avenue
- B. North West District – Northwest of Nebraska Avenue and Barrington Avenue
- C. South East District – Southeast of Nebraska Avenue and Barrington Avenue
- D. South West District – Southwest of Nebraska Avenue and Barrington Avenue

Article IV – Stakeholder

WLANC membership is open to all Stakeholders. “Stakeholders” shall be defined as those who live, work or own real property in the neighborhood and also to those who declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation within the Neighborhood Council’s boundaries and who may be in a community organization such as, but not limited to, educational, non-profit and/or religious organizations.

Article V – Governing Board

501. Composition. The WLANC Board of Directors (the “Board”) will consist of fifteen (15) voting Stakeholders, of at least eighteen (18) years of age, elected or appointed by the Board. All Board members must be Stakeholders as defined In Article IV, and they must be qualified to run for a particular seat.

- A. The composition of the Board will be as follows:
 - Four (4) Residents: one (1) from each of the following sections of the WLANC area:
 - Northeast of the intersection of Nebraska and Barrington,
 - Northwest of the intersection of Nebraska and Barrington,
 - Southeast of the intersection of Nebraska and Barrington,
 - Southwest of the intersection of Nebraska and Barrington;
 - One (1) Large Business Representative – Owner or operator of a business with twenty (20) or more employees
 - Two (2) Small Business Representatives – Owner or operator of a business with nineteen (19) or fewer employees
 - Two (2) representatives from houses of worship, educational Institutions, community services or civic organizations (each such representative must be designated by the entity to be represented and authorized to seek election);
 - Six (6) At-Large Representatives.

- B. The Board may by majority vote include non-voting Liaisons from the following Stakeholder groups:
- Veterans Administration,
 - Public Safety,
 - Student representative (aged 16-18),
 - Recreation, Parks, and Libraries,
 - Los Angeles City Council.

502. Quorum. A quorum will consist of nine (9) of the voting members of the Board. No votes may be taken and no decisions may be made in the absence of a quorum. If no quorum is present, the Board may still conduct a meeting to hear presentations and comments from Stakeholders and others.

503. Official Actions. A majority vote of a quorum of the Board present and voting, not including abstentions, is required to pass motions or make decisions regarding WLANC matters. As an example, if only nine (9) voting members of the Board are present, then five (5) affirmative votes are required to pass any motion.

1. Voting by Proxy. Voting by proxy is not allowed.
2. Ability of Presiding Officer to Vote. The presiding Officer may vote on all motions.

504. Terms and Term Limits. Currently, the Board members serve four (4) year terms. Starting at the next election after these Bylaws are approved, Board seats will be staggered as follows: (1) the seven (7) seats that obtain the largest number of Stakeholder votes will serve on the Board for four (4) years, and (2) the eight (8) Board seats with the least number of Stakeholder votes will serve on the Board for a two (2) year term. There are no term limits.

505. Duties and Powers. The WLANC will be subject to any and all applicable sections of the City of Los Angeles Charter, the City of Los Angeles Governmental Ethics Ordinances as set forth in Los Angeles Municipal Code Section 49.5.1, seq. and all other applicable laws of the Local, State, and Federal Government. The primary duties of the Board will be to govern the WLANC and to carry out its objectives. The Board may, by official action, delegate to any individual the authority to represent the WLANC in any public or private forum. Such authority may be revoked at any time by the Board.

506. Vacancies. In the event of a resignation, removal, or other vacancy on the Board, any Board member may nominate a qualified representative from the area or category represented for the vacant seat. Any qualified Stakeholder may also apply for the vacant seat by written application submitted to the Board. An affirmative vote of two-thirds (2/3) of the entire Board will be required to seat the replacement. The replacement's term will be that of the representative he or she is replacing.

507. Absences. If a Board member fails to attend three (3) consecutive regular meetings of the Board, without reasonable justification as is determined by the Board, that member may be suspended from voting or constituting a quorum at one (1) or more of the future meetings upon a majority vote by a quorum of the remaining members.

508. Censure. The WLANC, by an affirmative vote of two-thirds (2/3) of the Board, may take action to publically reprimand a Board member for actions conducted in the course of WLANC business by censuring the Board member at a Board meeting. Censures will be placed on the agenda for discussion and action.

509. Removal. A Board member will be removed for the following reasons:

1. The member is no longer qualified as a Stakeholder in the WLANC.
2. The member is unable to carry out his/her duties and responsibilities.
3. Sufficient cause due to ethics violations; missing three (3) Board meetings in a row without reasonable justification; and/or obstructing the business of the Board.
4. The member has participated in unethical behavior, including but not limited to misuse of WLANC funds, or has failed to recuse him or herself from votes in which the member would benefit financially.

Following a hearing to discuss the problems, an affirmative vote of two-thirds (2/3) of the Board is required to remove a member for the causes listed above.

510. Resignation. A Board member may resign from the WLANC, and the position will then be deemed vacant. Any member of the Board who ceases to be a Stakeholder is required to submit his or her resignation to the Board for discussion and action at a Board meeting. Removal of the resigning Board member requires an affirmative vote of two-thirds (2/3) of the Board attending the Board meeting.

511. Community Outreach. See WLANC Standing Rules.

Article VI – Officers

601. Officers of the Board. The Officers of the Board consist of a Chair, Vice Chair, Treasurer, Outreach Director and Secretary.

602. Duties and Powers

1. **Chair:** The Chair will, subject to the approval and direction of the Board, have general supervision, direction and control of all business and activities of the WLANC. The Chair will preside over all meetings of the Board. The Chair will be an ex-officio member of all committees and may serve on a committee in the absence of a committee member.
2. **Vice Chair:** The Vice Chair will perform the duties of the Chair at any time that the Chair is unwilling or unable to perform those duties, as well as such other duties as deemed necessary or appropriate by the WLANC.
3. **Secretary:** The Secretary will prepare the agendas for all Council Meetings, keep minutes of all Council Meetings, conduct the Council general correspondence and preserve the Council records and documents.
4. **Outreach Director:** The Outreach Director will serve as Chair of any Outreach Committee, issue notices of WLANC meetings, manage press relations, receive, and relay to the WLANC Early Warning System Notices contemplated by Section 907 of the Los Angeles City Charter. In addition, the Outreach Director will administer a system, subject to Board approval, through which the Board will communicate with Stakeholders on a regular basis.
5. **Treasurer:** The Treasurer will be responsible for accounting for such funds as may become the responsibility of the WLANC. The Treasurer will also have responsibility to be knowledgeable about City budgets and how City resources are allocated in order to assist the WLANC in understanding how its recommendations relate to City programs and activities. The Treasurer will be knowledgeable about, and his or her procedures will conform to, generally accepted accounting procedures.

603. Selection of Officers. The Board will elect its Officers annually by a majority vote. Officer elections will take place in February of each year. All Officers must be members of the Board.

604. Officer Terms. The Officers will serve a term of one (1) year or until selection of a successor.

Article VII – Committees

701. Standing Committees. See WLANC Standing Rules.

702. Ad Hoc Committees. See WLANC Standing Rules.

703. Committee Creation and Authorization. The Board may authorize the formation of a Standing or Ad Hoc committee by a majority vote of a quorum of the Board. The Board may eliminate any Standing or Ad Hoc committee by a majority vote of a quorum of the Board.

Article VIII – Meetings

801. Meeting Time and Place. All WLANC meetings will be open to the public and the press. The WLANC will meet at least once per calendar quarter at a location in the WLANC neighborhood. At any Board meeting at which the Chair is absent, the presiding officer for that meeting will be the Vice Chair. In the absence of both, the presiding officer will be the Secretary.

802. Agenda Setting. The President sets the WLANC general meeting agendas.

803. Notification and Posting. The WLANC will adhere to all applicable Brown Act regulations. All meetings will be governed by the Brown Act. The board will also adhere to the Commission's Neighborhood Council Agenda Posting Policy. The agendas for Board meetings will be posted seventy-two (72) hours in advance of the meeting in five (5) designated West Los Angeles locations, on the WLANC website and emailed to stakeholders if WLANC maintains such a database. Regular and special Board meeting agendas shall also be emailed to the Department. Copies of the agenda, minutes and other materials will be available at Board meetings and on the website. Each meeting of the Board will include public comment periods.

804. Reconsideration. The Board may make a Motion to Reconsider and alter its action taken on any item listed on an agenda at any time during a meeting, or make a Motion for Reconsideration at its next regular meeting as indicated below:

1. If the Board moves and approves a Motion for Reconsideration at the initial meeting wherein an action was taken, then the underlying item may be reconsidered at that time.

2. If the Board moves and approves a Motion for Reconsideration at the next regular meeting then consideration of the item may only occur at the regularly scheduled meeting if the item for consideration has been placed on that meeting's agenda. If the underlying item for reconsideration has not been placed on the agenda for that next regular meeting, then it will be considered at a subsequent meeting pursuant to the Ralph M. Brown Act.

Article IX – Finances

The WLANC agrees to comply with all financial accountability requirements as specified by City Ordinance and in the Plan for a Citywide System of Neighborhood Councils (Plan), and as stated in the City's Certification Application. The WLANC further agrees to comply with all financial reporting requirements as prescribed by the City of Los Angeles and/or the Department of Neighborhood Empowerment (Department).

Article X – Elections

1001. Administration of Election. The Neighborhood Council's election will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council elections.

1002. Governing Board Structure and Voting. The number of Board seats, the eligibility requirements for holding any specific Board seats, and which Stakeholders may vote for the Board seats are noted in Attachment B.

1003. Minimum Voting Age. All Stakeholders must be at least eighteen (18) years old to be entitled to vote in the WLANC Elections.

1004. Method of Verifying Stakeholder Status. Voters will verify their Stakeholder status by providing acceptable documentation.

1005. Restrictions on Candidates Running for Multiple Seats. A candidate shall declare their candidacy for no more than one (1) position on the WLANC Board during a single election cycle.

1006. Other Election-related Language. Intentionally Left Blank.

Article XI – Grievance Process

The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances.

Any Stakeholder may express concerns about the actions or decisions of the Board of Directors, or any WLANC committee by filing a written grievance with the Board.

This formal grievance process is not intended to apply to Stakeholders who simply disagree with a position or action taken by the Board or a committee at one of its meetings. Those grievances can be aired at Board meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the Board's failure to comply with these By laws or the WLANC Policies and Procedures, or any failure of the Board or any committee to comply with the City's Charter, the Plan, local ordinances, and/or State and Federal law.

The Board will follow the Grievance Procedures as specified in the WLANC Policies and Procedures. The Board will, pursuant to a majority vote, rule on any unresolved grievance in writing, within ninety (90) days of the filing of the grievance or at the next regularly scheduled board meeting after the ninety (90) days has passed. This time may be reasonably extended pursuant to a majority vote by the Board. In the event that a grievance cannot be resolved through this process to the satisfaction of the Stakeholder filing the grievance, the stakeholder may refer the matter to the Department of Neighborhood Empowerment (Department) for consideration and processing through the Department's complaint system.

Article XII – Parliamentary Authority

The WLANC shall use Robert's Rules of Order when conducting its meetings.

Additional rules and/or policies and procedures regarding the conduct of the Board and/or WLANC meetings may be developed and adopted by the Board.

Article XIII – Amendments

These Bylaws may be amended only by an affirmative vote of two-thirds (2/3) of the members of the Board. No Bylaw amendment will be voted on until it has been noticed, read and discussed at two (2) consecutive Board meetings. To change these Bylaws, the Board will complete an application to

change or adjust bylaws with the Department for evaluation or otherwise follow any other rules mandated by the City of Los Angeles.

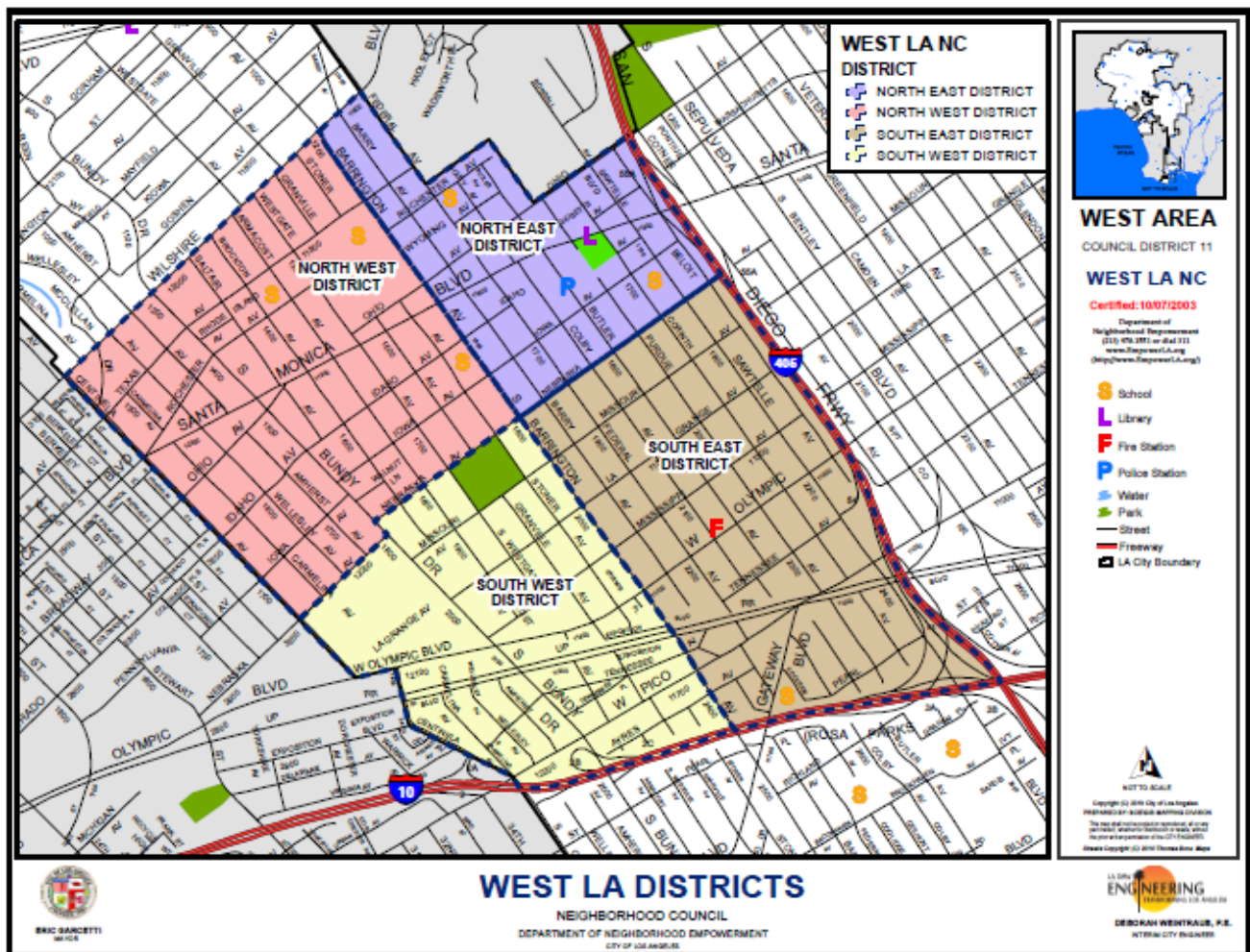
Article XIV – Compliance

1401. Code of Civility. The WLANC will follow the Code of Civility in its Standing Rules. Board members will abide by the Commission’s Neighborhood Council Board Member Code of Conduct Policy.

1402. Training. The WLANC will abide by any City mandated training policy and procedures. All board members must take ethics and funding training prior to making motions and voting on funding related matters.

1403. Self-Assessment. Every year, the Council shall conduct a self-assessment pursuant to Article VI, Section 1 of the Plan.

ATTACHMENT A – Map of West Los Angeles Sawtelle Neighborhood Council



ATTACHMENT B – Governing Board Structure and Voting
West Los Angeles Sawtelle Neighborhood Council – 15 Board Seats

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
North East District Representative Term: 4 Years	1	Elected	Stakeholder in the North East District who is 18 years or older.	Stakeholder who is 18 years or older.
South West District Representative Term: 4 Years	1	Elected	Stakeholder in the South West District who is 18 years or older.	Stakeholder who is 18 years or older.
North West District Representative Term: 4 Years	1	Elected	Stakeholder in the North West District who is 18 years or older.	Stakeholder who is 18 years or older.
South East District Representatives Term: 4 Years	1	Elected	Stakeholder in the South East District who is 18 years or older.	Stakeholder who is 18 years or older.
Large Business Representative Term: 4 Years	1	Elected	Stakeholder who owns or operates a business with 20 or more employees and is 18 years or older.	Stakeholder who is 18 years or older.
Small Business Representatives Term: 4 Years	2	Elected	Stakeholders who own or operate a business with 19 or fewer employees and are 18 years or older.	Stakeholder who is 18 years or older.
Organizational Representatives Term: 4 Years	2	Elected	Stakeholders who belong to an organization and are 18 years old or older.	Stakeholder who is 18 years or older.
At-Large Representatives Term: 4 Years	6	Elected	Stakeholders who are 18 years or older.	Stakeholder who is 18 years or older.