WEST LOS ANGELES SAWTELLE NEIGHBORHOOD COUNCIL

By-Laws Committee – Minutes
Thur., Oct. 19, 2017 -- 7:00 PM
Felicia Mahood Senior Center
11338 Santa Monica Blvd. - Los Angeles, Calif. 90025

1. Call to Order (7:00): Rose Kato (chair), Jay Ross, Jamie Keeton.
2. Public Comment: None.
3. Ex parte communications and disclosures: None.
4. Items:
   a. Board of Directors:
      i. Member terms and qualifications (per request of DONE).
         1. JR: Intent of At-Large seats is for more residents to serve on the NC. Businesses and Organizations are allocated a specific number of seats, and they are intended to have exactly that number of seats.
         2. Exhibit clarified to define resident stakeholders as “residents”; business stakeholders as owners or staff; organizational stakeholders as officers, staff or member; and at-large as residents.
   b. Qualifications for various stakeholder seats.
      1. JK: Many non-resident stakeholders are invested in the NC and contribute to its well-being.
      2. JR: Non-resident stakeholders may participate through testimony at meetings, lobbying the NC, and serving on committees. Wary that businesses and religious organizations have an official vote on city policy and funding. Some believe this may be unconstitutional because no other city/legislative bodies grant voting power businesses and religious organizations.
      3. JR: Membership should be vacated if a business/organization closes or if the member leaves that business/organization.
      4. RK: Business/organization representatives are elected based on that organization.
      5. JK: If resident stakeholders move residences in the same district (with no time out of district), they may remain in that seat.
      6. Karim: Asks if Starbucks stakeholders are allowed, and how they are different from affirmed on-going interest stakeholders.
         a. Business patronage is not grounds for stakeholder, but a well-documented history of community involvement is grounds.
         b. JR: The on-going interest category has too much gray area, and should be eliminated.
   b. Committees: Membership, size and training/certifications.
      i. Alternates:
1. Officers can serve as alternates; president is automatically on all committees. Officers are very busy, so may be better to select an alternate, who is readily available to fill in during short-notice absences of committee members.

2. JR: All Boardmembers are qualified to fill in on short notice, and can quickly grasp complex topics. All communications will be about schedule and process, and not discussion of merits (which is prohibited by Brown Act).

3. JR to ask other NCs if they use alternates.
   ii. Stakeholder certifications are not required by DONE and are at discretion of the NC.
   1. Stakeholders also represent the NC and should have the benefit of the same education and training as Boardmembers, and provide more credibility to the NC by taking ethics and finance training.

c. Ex parte communications and disclosures:
   i. JR:
      1. Proposal to add to all Board and committee agenda.
      2. NC should notify public agencies that only the chair or designated board member is authorized to speak on behalf of the NC.
   ii. JK:
      1. Topic will be discussed at next Board meeting to develop policy in conjunction with all Boardmembers.
      2. Board and committee members shall identify that they are testifying as individual stakeholders and not representing the NC, when at public hearings or speaking to public officials or private parties. Full disclosure is a requirement.
   iii. If this is breach, member can be censured.

d. Equipment inventory and protocol of checking out equipment.
   i. RK to attach stickers to all items.
   ii. NC to develop protocol and sign-out sheet as part of Standing Rules.

e. Security of office: Many outside parties have keys and access.
   i. A separate Safety Committee should be formed.
   ii. Can Farmers Market find another office?
   iii. Can the NC get another office to store valuable equipment?
   iv. Can office be re-keyed, so only NC officers have access?

f. Selection in 2018 or Election in 2019?
   i. Selection in 2018 will be a town hall, but a small number of stakeholders may participate. All members will have to subsequently run for election in 2019.
      1. NC must pay for Selection.
   ii. Election in 2019 will be formal election. Top 8 vote-getters will serve 4-year terms; and bottom 7 vote-getters will serve 2-year terms. In next election in 2019, the bottom 7 vote-getters will run, and subsequently serve 4-year terms.
      1. Staggered terms provide the benefit of continuity.
      2. City will pay for Election.

5. Status of previous decisions: None.
6. Public Comment: None.
7. Member announcements: None.
8. Adjournment.

Members:  Rose Kato, Chair RMKato@WLANC.com
         Jay Ross (310) 979-9255 JRoss@WLANC.com
         Jamie Keeton  JKeeton@WLANC.com

Exhibits on next page (see Resolution:)

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Resolution: The By-Laws Committee voted to recommend the following revisions to the By-Laws (2017 version):

   Justification: Section process may result in small electorate that is not representative of larger population in district. If there is a selection in 2018, all seats would be selected, and seats would have to run again in 2019 election. NC would have to fund 2018 selection, and City will fund 2019 election.

Article IV (Stakeholders):
Revise to “All Boardmembers and committee members must provide proof of stakeholder status…” (approved 3-0-0).
   Justification: As representatives of the NC, non-Boardmember stakeholders should be held to same standards and will benefit from the same educational benefits as Boardmembers.
Revise to add “When ownership, employment or association is ended with a business or organization, or the business or organization closes, the stakeholder’s seat shall be automatically vacated.”
   Justification: A stakeholder is elected based on membership of a specific business or organization.

Article V - 501 (Composition):
Revise to (approved 2-1-0).
   “6 at-large residents.”

Article V - 504 (Terms):
Revise to 504-2 to added “and all subsequent terms will be 4 years.” (approved 3-0-0).
   Justification: This structure that allows staggered terms with half the Board elected every 2 years requires 4-year terms for all seats.
2019 election will have 4-year terms for top 8 vote-getters, and 2-year terms for lower 7 vote-getters. In 2021 election, the 2-year terms will convert to 4-year terms.
   Justification: Staggered terms prevent turnover of entire Board in a single election.

Article VII - Committees:
Add: Stakeholder committee members shall comply with DONE training/certification requirements (ethics, finance, harassment, etc.) (approved 3-0-0).
Add: Composition - Size of committees shall be maximum of 7 members, with 4 Boardmembers and a maximum of 3 stakeholders (approved 2-0-1).
Attachment 5:
Revise to:
All district representatives: “Resident who is…”
All business representatives: “Business owner or authorized staff who is…”
Organizational representatives: “Organizational officer or authorized member who is…”
At-large resident representatives: “Resident who is…”