WEST LOS ANGELES SAWTELE NEIGHBORHOOD COUNCIL
By-Laws Committee -- Meeting Agenda
Thur., Apr. 26, 2018 -- 7:00 PM
Felicia Mahood Senior Center
11338 Santa Monica Blvd. - Los Angeles, Calif. 90025
Entrance is on Corinth Ave.

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, or other auxiliary aids and/or services may be provided upon request. To ensure availability of services, please make your request at least 3 business days (72 hours) prior to the meeting you wish to attend by calling the Department of Neighborhood Empowerment at (213) 978-1551 or by emailing NCSupport@lacity.org.

All items on the agenda are subject to discussion, possible action and filing of a Community Impact Statement to the Office of the City Clerk.

1. Call to Order (7:00).
2. Public Comment - Items not on the Agenda: 1 minute minimum per speaker (7:01 pm).
3. Ex parte communications and disclosures (7:06).
4. Motion: Approval of Minutes from Jan. meeting (see exhibit) (7:07).
5. Motion: Committee Standing Rules/Guidelines (see exhibit) (7:10).
   a. Board of Directors determined that standing rules/guidelines for individual committees are prohibited, and as such, previously approved PLUM Standing Rules/Guidelines are invalid.
6. Motion: Establishment of Lending policy (see exhibit).
7. Motion: Establishment of Procurement policy (see exhibit).
8. Motion: Board/committees shall consider Motions on the agenda first.
9. Motion: An item for “Ex parte communications and disclosures” shall be included in all agenda.
   a. Boardmembers/committee members shall disclose all communications with and financial relationships with elected officials, government agencies, and private parties (businesses, non-profits, etc.) with business that will be considered with the NC.
      i. This does not include regular communications with stakeholders.
10. Motion: Board/Committees shall eliminate use of “calling the question” rule.
    a. The use of this rule cuts off debate, and is used to push through motions without full consideration.
    b. All members should be heard in full, in order to properly represent the stakeholders, and cutting off debate prematurely is a disservice to democracy, transparency and stakeholders.
c. Board/committee members should want to stay as long as possible to properly represent stakeholders and protect their rights in the community. Boardmembers are free to leave meetings early, if they so desire, instead of participating in consideration of motions.

11. Discussion: Stakeholder definition (see exhibit).

12. Status of previous decisions: Board rejected all motions from Nov. meeting, re-submitted at Dec. meeting but not considered. DONE directed the Board to consider them as separate items.

a. Board of Directors:
   i. Motion: Structure of deliberations/consideration shall be:
      1. Presentation by applicant
      2. Questions by Board/committee
      3. Public comment
      4. Consideration/debate by committee
      5. Motions
   ii. Motion: A Boardmember can be declared “out of order” only by majority vote of the Board, and a Boardmember can be removed from a meeting only by vote of the Board.

b. Committees: Membership, size and training/certifications.
   i. Motion: Alternates shall be elected to committees.
   ii. Motion: A Public Works Committee shall be established.
   iii. Motion: A permanent Events Sub-Committee shall be established under the Outreach Committee.

c. Article IV (Stakeholders):
   i. Revise to “All Boardmembers and committee members must provide proof of stakeholder status…” (approved 3-0-0).
      1. 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.
   ii. 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.”
      1. Justification: A stakeholder is elected based on membership of a specific business or organization.

d. Article V - 501 (Composition):
   i. Revise to (approved 2-1-0).
      1. “4 at-large residents and 2 general at-large seats (for which substantial interest stakeholders may run).”
         a. Justification: Bob Gelfand (CityWatch): We will want to think about whether we should add back some real authority to neighborhood councils. But if we were to do that, then we would also want to think about who gets elected to neighborhood council boards, and how that will happen. For example, limiting voters in neighborhood
council elections to registered voters within the neighborhood council district would open up a world of possibilities. Neighborhood council candidates could be on the ballot during general elections. Incidentally, that's also how members of political party county central committees are elected, not to mention City Council members and candidates for the House of Representatives, the state Senate, and the state Assembly.

b. This would, of course, narrow the eligible pool of candidates and voters, but it would only be narrowed in a way that most other elections are already narrowed. It would have the distinct advantage that people elected to neighborhood council boards would be recognized as being legitimately elected. It would be a relief from the current system in which boards can be taken over by organized groups from outside the district.

c. [Link]

d. Dick Platkin (CityWatch): Pushback #3 - Neighborhood Councils. The new 1999 City Charter created advisory Neighborhood Councils. Though they establish their own boundaries, City Hall subsidizes them and determines their boards’ composition. Unlike neighborhood organizations, these Neighborhood Councils must include commercial property owners, landlords, employers, and local institutions, such as hospitals and museums. The long-term impact of Neighborhood Councils has been to undermine hundreds of existing local groups in Los Angeles, such as resident associations and block clubs.

e. [Link]

e. Article V - 504 (Terms):
   i. Revise to 504-2 to added “and all subsequent terms will be 4 years.” (approved 3-0-0).
      1. Justification: This structure that allows staggered terms with half the Board elected every 2 years requires 4-year terms for all seats.
   ii. 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.
1. Justification: Staggered terms prevent turnover of entire Board in a single election.

f. Article VII - Committees:
   i. Add: Stakeholder committee members shall comply with DONE training/certification requirements (ethics, finance, harassment, etc.) (approved 3-0-0).
   ii. Add: Composition - Size of committees shall be maximum of 7 members, with 4 Boardmembers and a maximum of 3 stakeholders (approved 2-0-1).

g. Attachment 5:
   i. Revise to:
      1. All district representatives: “Resident who is…”
      2. All business representatives: “Business owner or authorized staff who is…”
      3. Organizational representatives: “Organizational officer or authorized member who is…”
      4. At-large resident representatives: “Resident who is…”

13. Public Comment - Items not on the Agenda: 1 minute minimum per speaker.
14. Member announcements.
15. Adjournment.

Members: Jamie Keeton - JKeeton@WLANC.com
          Jay Ross (310) 979-9255 - JRoss@WLANC.com

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 reviewed at a scheduled meeting. In addition, if you would like a copy of any record related to an item on the Agenda, please contact the Board Secretary Naomi Kageyama (NKageyama@WLANC.com) or telephone support at 310-235-2070.

The PLUM Committee will hold its meetings on the 2nd Wednesday of every month, and may also call any additional required special meetings in accordance with its Bylaws and the Brown Act. The NC complies with Title II of the Americans with Disabilities Act and does not discriminate on the basis of any disability.

RECORDING MEETINGS – Meetings may be sound or video recorded.

LOCATION – For questions, contact Zel (310) 479-4119 or Zel.Limenih@LACity.org.

SERVICIOS DE TRADUCCION – Si require servicios de traduccion, favor de avisar al Concejo Vecinal 3 dias de trabajo (72) horas antes del evento. Por favor contacte a Jamie Keeton al jkeeton@wlanc.com para avisar al Concejo Vecinal.
WEST LOS ANGELES SAWTELLE NEIGHBORHOOD COUNCIL

By-Laws Committee – Minutes [DRAFT]
Jan. 16, 2018 -- 7:00 PM

1. Call to Order (7:00): Attendees - Rose Kato (chair), Jay Ross.
2. Public Comment - Items not on the Agenda: None.
3. Ex parte communications and disclosures: None.
4. Motion: Approval of Minutes from Nov. meeting (approved 2-0).
5. Motion: Board of Directors - Structure of deliberations/consideration shall be:
   (approved 2-0):
   a. Presentation by applicant (10 minute maximum).
   b. Questions by Board/committee (10 minute maximum but at least 1 minute per member)
   c. Public comment
   d. Consideration/debate by committee (10 minute maximum but at least 1 minute per member)
   e. Motions
      i. Motions on the agenda shall be considered first.
6. Motion: Committees - Member candidates shall be considered and voted on individually (approved 2-0).

7. Motion: Stakeholder qualification by “substantial interest” in the community shall be eliminated, and the NC shall lobby DONE to revise its regulations (approved 2-0).
   a. Justification:
      i. The City offers no clear definition of “substantial interest” and all descriptions are extremely vague, which is inappropriate for a government agency.
      ii. Numerous other categories of stakeholders exist: Resident, property owner, business owner/employee, organizational officer/member.
      iii. Non-stakeholders can attend meetings and testify, and are not excluded from participation in the NC.
      iv. Priority should be given to persons with clear and direct standing in the neighborhood.
      v. Non-stakeholders can join an organization in the NC district and become a stakeholder.

8. Motion: Alternates shall be elected to committees (failed 1-1).

9. Motion: An item for “Ex parte communications and disclosures” shall be included in all agenda (approved 2-0).
   a. Boardmembers/committee members shall disclose all communications with and financial relationships with elected officials, government agencies, and private parties (businesses, non-profits, etc.) with business that will be considered with the NC.
   b. This does not include regular communications with stakeholders.

10. Motion: Board/Committees shall eliminate use of “calling the question” rule.
    a. The use of this rule cuts off debate, and is used to push through motions without full consideration.
    b. All members should be heard in full, in order to properly represent the stakeholders, and cutting off debate prematurely is a disservice to democracy, transparency and stakeholders.
    c. Board/committee members should want to stay as long as possible to properly represent stakeholders and protect their rights in the community. Boardmembers are free to leave meetings early, if they so desire, instead of participating in consideration of motions.

11. Motion: Board of Directors and Committee members: Stakeholder status shall be re-affirmed every year (approved 2-0).
    a. Article IV (Stakeholders): Revise to “All Boardmembers and committee members must provide proof of stakeholder status…”.
       i. 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.

12. Motion: Board of Directors and Committee members: Stakeholder status shall lapse, and seat shall be vacated, when a business or organization disbands or membership ends (approved 2-0).
    a. Article IV (Stakeholders): 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.”
       i. Justification: A stakeholder is elected based on membership of a specific business or organization.
13. Motion: Committees - Membership shall be 7 members, which shall be a maximum of 4 Boardmembers and a maximum of 3 stakeholders (approved 2-0).
   a. Article VII - Committees: Add: Composition - Size of committees shall be maximum of 7 members, with a maximum of 4 Boardmembers and a maximum of 3 stakeholders.
      i. Justification: More than 7 members creates a committee that is too large with numerous expressions of opinion, many of which are repetitive, which reduces ability to achieve consensus. The same work can be done with fewer members.

14. Motion: Committees - All stakeholders shall comply with DONE’s certifications for Boardmembers (approved 2-0).
   a. Article VII - Committees: Add: Stakeholder committee members shall comply with DONE training/certification requirements (ethics, finance, harassment, etc.).
      i. Justification: Stakeholders can benefit from education on DONE policies in the same way as Boardmembers, and standards will be in alignment for all NC participants.

15. Motion: Committees - Quorum shall be:
   7 members: Quorum of 4.
   6 members: Quorum of 4.
   5 members: Quorum of 3.
   4 members: Quorum of 3.
   3 members: Quorum of 2.
   2 members: Quorum of 2.

16. Motion: Stakeholders - The By-Laws shall be revised as follows, and the NC shall lobby DONE and BONC to revise their regulations (approved 2-0).
   a. Article V - 501 (Composition): Revise to “6 at-large residents.”
   b. Attachment 5: Revise to:
      i. All district representatives: “Resident who is…”
      ii. All business representatives: “Business owner or authorized staff who is…”
      iii. Organizational representatives: “Organizational officer or authorized member who is…”
      iv. At-large resident representatives: “Resident who is…”
   a. Article V - 501 (Composition): Revise to “6 at-large residents.”
   b. Attachment 5: Revise to:
      i. All district representatives: “Resident who is…”
      ii. All business representatives: “Business owner or authorized staff who is…”
      iii. Organizational representatives: “Organizational officer or authorized member who is…”
      iv. At-large resident representatives: “Resident who is…”

17. Motion: Elections (approved 3-0 in Nov. meeting)
   a. Article V - 504 (Terms): Revise to 504-2 to added “and all subsequent terms will be 4 years.” (approved 3-0-0).
      i. Justification: This structure that allows staggered terms with half the Board elected every 2 years requires 4-year terms for all seats.
   b. 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.
      i. Justification: Staggered terms prevent turnover of entire Board in a single election.
18. Motion: Policy on public communications - Only the Chair is authorized to speak in public and testify at hearings on behalf of the NC.
   a. The Chair may authorize in writing another Boardmember to speak on behalf of the NC.
   b. The NC shall notify stakeholders and government agencies of this policy.
19. Member announcements: Next meeting agenda will include revision of PLUM Guidelines to Guidelines for all committees, because a single committee is not allowed to have its own guidelines.
20. Adjournment.

Exhibit: COMMITTEE Procedures/Guidelines (draft 1/11/2018)

1. **GENERAL**
   A. Committees make recommendations to the WLANC Board of Directors.

   B. The goals are to preserve and enhance the positive characteristics of existing uses and neighborhoods, and to manage growth in a smart and sustainable manner within the infrastructure capacity of the WLASNC district.

   C. Committees will make decisions that benefit the overall community for the long-term future, per our mandate to represent all of West L.A. / Sawtelle neighborhood. Committees can consider the needs of smaller blocks and sections of the NC district, but we must also consider the needs of the greater city, nation and world.

   D. Stakeholders are welcome to and encouraged to testify at meetings and submit verbal/written comments (if they cannot attend). Decisions will not necessarily be made on majority view of stakeholders who attend meetings, because all stakeholders may not be able to attend meetings and verbal/written comments deserve the equal standing during consideration. Generally, Committees receive sufficient information from all sides of the issues, and will make decisions as so informed.

   E. Committees may form sub-committees. If a sub-committee is formed, its formation and purpose will be reported to the BOD.

   F. Committee members shall disclose ex parte communications with the development team/property owner and elected officials, and conflicts of interest.

2. **COMMITTEE MEMBERSHIP**
   A. Membership is limited to seven (7) members, four (4) of whom must be current members of the BOD. PLUM candidates must be nominated by the Chair of PLUM and subsequently approved by majority vote of the BOD. The Chair will be nominated by majority vote of PLUM and subsequently approved by majority vote of the BOD.
B. Committee members must complete any ethics training mandated by the City and the WLANC Policies and Procedures within 30 days after appointment to PLUM. Committee members may not vote prior to completion of trainings.

C. If a committee member misses 3 consecutive meetings, or 4 of 5 meetings, he/she shall be automatically removed.

D. Committee members shall work compatibly, harmoniously and respectfully with each other, BOD officers and members, and stakeholders.

E. A committee member may be removed by vote of the BOD.

3. MEETINGS, AGENDAS and MINUTES
A. Committees will adhere to the Brown Act. Meetings shall be open to the public and shall include public comment. Agendas shall be posted as required.

B. Agendas will be prepared with proposed agenda items submitted to the Chair at least five (5) days in advance the next Committee meeting. Agendas may be emailed to members. Items may be later added to the agenda at the discretion of the Chair and time permitting.

C. The Chair will preside over meetings. A quorum is based on the number members.

D. Minutes of each meeting will be kept. Minutes may be emailed to other members in advance of meetings and will be approved by a majority vote.

E. Agendas, minutes and reports will be available at WLANC meetings in paper form, and on the WLANC website in electronic form. Copies may be mailed to stakeholders.

4. DEVELOPER PRESENTATIONS
A. Stakeholders / presenters / advocates are requested to begin collaboration with the NC in the conceptual stage of their project, in order for community input as early as possible. They should not wait to contact the NC after submittals to the Planning Dept. Developers are requested to contact the NC Chair to have their project placed on agenda.

B. Stakeholders / presenters / advocates team members and their spouses/domestic partners shall disclose campaign donations to CD11 and the Mayor.

C. Stakeholders / presenters / advocates are requested to provide notice and documents in advance of PLUM meetings and provide 10 paper copies for the committee and stakeholders:

1. Provide two weeks notice of their project and the meeting to all residents (landowners and occupants) within 1,000 feet of the proposed project using the PLUM Developer Notice Form.
2. Description of the project on the PLUM Development Information Sheet.

3. Photograph of the existing state of the property and a rendering of the proposed project.

D. Stakeholders / presenters / advocates will be allowed 8-10 minutes to present their project. The public will be allowed to comment after the presentation. The WLANC Policies and Procedures regarding “Civility” will apply. Public comments will be made directly to PLUM only. Upon completion of public comment, the PLUM Committee members may ask questions. Approximately equal time will be allowed for the presentation of the supporting and opposing viewpoints regarding projects. This time does not include questioning of the developer by PLUM committee members.

F. Public comment: Stakeholders will be allowed 1-2 minutes to testify, and they are requested to disclosure their and their spouses’/ domestic partners’ possible conflicts of interest, including employment in real estate, financial relationships with developer, campaign donations and fundraiser organizing, etc.

5. ACTION ON PROJECTS
A. Committees shall deliberate for 10 minutes and may adopt findings and/or make recommendations to the WLANC BOD by a majority vote. Recommendations may include:
   1. Approved as submitted.
   2. Approved with conditions.
   3. Rejected/disapproved.
   4. Hearing continued or action deferred.

B. A report findings and recommendations will be prepared for each project and may include dissenting opinions. Upon the Chair’s approval of the draft report, it will be emailed to the other members and can be provided to the BOD. All reports must include the following disclaimer: “DRAFT: This resolution is only a recommendation from the Committee, and it will be considered by the Board of Directors for a final decision on DATE.”

C. Committees will request to the BOD that the project be placed on the next BOD agenda.

D. No Committee member will disseminate any communication that implies that such communication represents the position of the WLANC unless authorized by the BOD.

E. Committee members may represent the WLANC before other governmental or private entities, if authorized by the BOD.

6. REPRESENTATIONS AND DISCLOSURES
A. If a committee member testifies at a public or private forum, he or she should disclose that he or she is a member of the NC. He or she may testify with an unauthorized position
or one contrary to a Committee or WLANC position, so long as he or she discloses that this is a personal position of the committee member and not the WLANC.

B. Committee members shall disclose any financial relationships or gifts received (or promised) from applicants and shall not accept gifts in the future from any applicants who have submitted projects.

**Exhibit: Lending policy**
**Motion:** The NC shall require organizations that wish to use NC facilities or borrow NC equipment to do the following:

1. Be registered with the Secretary of State (as a corporation, LLC, LP or non-profit) and have a Certificate of Good Standing that is less than 2 years old.
2. Hold a City of Los Angeles business license.
3. Provide insurance per City requirements with liability limits of $1,000,000 aggregate and $1,000,000 per claim/occurrence.
   a. City, DONE and NC shall be indemnified and held harmless, and named as additional insured on the insurance certificate.
4. A contract or MOU must be executed between the NC and organization that includes the terms of use of facilities or use of equipment.
   a. This shall include the name of the organizational representative, the hours of use, and the type of use.
5. An NC Boardmember must open the facility, remain at the event or during the duration of the use, and lock the facility at the end.

Facts and background:
1. NC facilities, such as its office, are public resources that must be safeguarded.
2. NC equipment may create liabilities if mis-used, or if operated improperly without supervision.
3. NC has liability for all activity within its facilities.

**Exhibit: Procurement policy**
**Motion:** The NC shall follow the following procedures in the procurement of goods and services for NC operations and activities.

1. An RFP must be issued with a response period of 3 days, and it must be publicized via the website, weekly email, social media (Facebook) and notification to CD11 office (with request that the CD office publicize it).
2. Responders must comply with City and DONE requirements, and shall:
   a. Be registered with the Secretary of State (as a corporation, LLC, LP or non-profit) and have a Certificate of Good Standing that is less than 2 years old.
   b. Hold a City of Los Angeles business license.
   c. Provide insurance per City requirements with liability limits of $1,000,000 aggregate and $1,000,000 per claim/occurrence.
d. City, DONE and NC shall be indemnified and held harmless, and named as additional insured on the insurance certificate.

Findings and justifications:
4. NC has liability for all activity of partners with which it contracts.

Exhibit: Stakeholder definition
16. Bob Gelfand (CityWatch): We will want to think about whether we should add back some real authority to neighborhood councils. But if we were to do that, then we would also want to think about who gets elected to neighborhood council boards, and how that will happen. For example, limiting voters in neighborhood council elections to registered voters within the neighborhood council district would open up a world of possibilities. Neighborhood council candidates could be on the ballot during general elections. Incidentally, that's also how members of political party county central committees are elected, not to mention City Council members and candidates for the House of Representatives, the state Senate, and the state Assembly.
   a. This would, of course, narrow the eligible pool of candidates and voters, but it would only be narrowed in a way that most other elections are already narrowed. It would have the distinct advantage that people elected to neighborhood council boards would be recognized as being legitimately elected. It would be a relief from the current system in which boards can be taken over by organized groups from outside the district.

17. Dick Platkin (CityWatch): Pushback #3 - Neighborhood Councils. The new 1999 City Charter created advisory Neighborhood Councils. Though they establish their own boundaries, City Hall subsidizes them and determines their boards’ composition. Unlike neighborhood organizations, these Neighborhood Councils must include commercial property owners, landlords, employers, and local institutions, such as hospitals and museums. The long-term impact of Neighborhood Councils has been to undermine hundreds of existing local groups in Los Angeles, such as resident associations and block clubs.