

**BYLAWS OF THE
WOODLAND HILLS - WARNER CENTER
NEIGHBORHOOD COUNCIL**

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**ARTICLE I
NAME**

The name of this organization shall be the WOODLAND HILLS-WARNER CENTER NEIGHBORHOOD COUNCIL ("Neighborhood Council").

**ARTICLE II
PURPOSE**

A. The mission of the Neighborhood Council shall be:

1. To promote public participation in City Governance and decision making processes so that government is more responsive to local needs and requests and so that more opportunities are created to build partnerships with government to address local needs and requests;
2. To secure support from the City of Los Angeles, our elected officials and other governmental agencies, for the resources needed to achieve our goals;
3. To foster a sense of community for all people to express ideas and opinions about their neighborhoods and their government;
4. To protect and improve the quality of life in our neighborhoods, promote empowerment and community pride, encourage youth participation, and to provide a forum to effectively address the issues which affect our communities;
5. To initiate, execute and support projects and initiatives for the physical, social and cultural improvement of Woodland Hills and Warner Center; and
6. To advocate for environmental standards that will provide for sustainable development and environmental responsibility regarding education, economic development, energy and water use, air quality, transportation, waste reduction, open space and natural habitats.

B. The policy of the Neighborhood Council shall be:

1. To respect the rights, diversity, dignity and expression of views of all citizens, whether they be individuals; groups and organizations, within the community;
2. To respect the Stakeholders of Woodland Hills and Warner Center as the ultimate authority and controlling force of the Neighborhood Council;
3. To remain non-partisan with respect to political party affiliation, race, creed, or national origin and inclusive in our operations including, but not limited to, the process of electing or selecting the Board of Directors, Officers, and committee members as herein set forth;
4. To use the Early Notification System of the City of Los Angeles to inform the Council and citizens of matters involving the City of Los Angeles and Woodland Hills in a way tailored to provide opportunities for involvement in the decision making process;
5. To encourage all Stakeholders of Woodland Hills to participate in the activities of the Neighborhood Council;
6. To actively prohibit discrimination against any individual or group in our operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, homeowner/renter status or political affiliation, and
7. To have fair, open and transparent procedures for the conduct of all Neighborhood Council business.

ARTICLE III BOUNDARIES

Section 1: Boundary Description: The Neighborhood Council area shall be comprised of the entire Woodland Hills Community, bounded on the North by Victory Boulevard (except between Shoup Avenue and De Soto Avenue, where the northern boundary shall be Vanowen Street, and between Corbin Avenue and Winnetka Avenue, where the northern boundary shall be the Los Angeles River Channel), on the South by the City/County Line, on the East by Corbin Avenue, and on the West by the City/County Line.

Section 2: Internal Boundaries

A. **Area 1:** Bounded by: **North** Victory Boulevard
South Ventura 101 Freeway
East Corbin Avenue
West DeSoto Avenue

This area shall also include the area between the Los Angeles River Channel and Victory Boulevard between Corbin and Winnetka Avenues.

B. **Area 2:** Bounded by: **North** Vanowen Street
South Victory Boulevard (between Shoup Avenue and the lots fronting along the west side of Topanga Canyon Boulevard) and the Ventura 101 Freeway (between Topanga Canyon Boulevard and De Soto Avenue)
East DeSoto Avenue
West Shoup Avenue (between Vanowen Street and Victory Boulevard) and the lots fronting along the west side of Topanga Canyon Boulevard (between Victory Boulevard and the Ventura 101 Freeway)

C. **Area 3:** Bounded by: **North** Victory Boulevard
South Ventura 101 Freeway
East Topanga Canyon Boulevard
West Woodlake Avenue

D. **Area 4:** Bounded by: **North** Victory Boulevard
South Ventura 101 Freeway
East Woodlake Avenue
West Los Angeles City/County Line

E. **Area 5:** Bounded by: **North** Ventura 101 Freeway
South Los Angeles City/County Line
East Corbin Avenue
West Serrania Avenue

F. **Area 6:** Bounded by: **North** Ventura 101 Freeway
South Los Angeles County Line
East Serrania Avenue
West Topanga Canyon Boulevard

G. **Area 7:** Bounded by: **North** Ventura 101 Freeway
South Los Angeles County Line
East Topanga Canyon Boulevard
West Los Angeles City/County Line

The boundaries of the Neighborhood Council are set forth in Attachment A – Map of Woodland Hills - Warner Center Neighborhood Council.

ARTICLE IV STAKEHOLDER

Neighborhood Council membership is open to all Stakeholders. “Stakeholders” shall be defined as those who live, work, or own property in the neighborhood and also to those who declare a stake in the neighborhood and affirm the factual basis for it.

The membership in the Neighborhood Council shall be diverse, inclusive, and open to all Neighborhood Stakeholders and may not discriminate in any of their policies, recommendations or actions against any individual or group on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, homeowner/renter status, income, or political affiliation.

ARTICLE V GOVERNING BOARD

Section 1: **Composition:** The governing body of the Neighborhood Council shall consist of a Board of Directors (“Board”), which shall be comprised of twenty-two (22) elected Stakeholder Neighborhood Council Representatives, as defined below. In accordance with the Plan for a Citywide System of Neighborhood Councils (“The Plan”), no single Community Stakeholder group shall comprise a majority of the Neighborhood Council’s governing body.

- A. **Residential Stakeholder Representatives (“RSR”):** An RSR shall be any person whose primary residence is located within an area as defined in Article III Section 2 whether in a home, apartment, condominium or other housing unit. There shall be one (1) RSR elected in each of the seven (7) areas.

- B. **Business Stakeholder Representative (“BSR”):** A BSR shall be any person who (1) owns a business (2) owns a residential rental property; or (3) is employed by a business which is located within an area defined in Article III Section 2. There shall be one (1) BSR elected in each of the seven (7) areas.

- C. **Community Based Organization Representative (“CBO”):** A CBO Representative shall be any person who identifies themselves as a Stakeholder, as defined in Article IV, other than solely as a Residential Stakeholder or a Business Stakeholder, including, but not limited to, participation in educational institutions, religious institutions, community organizations or other non-profit organizations. Eligibility shall not be solely based on membership in a homeowners or business-related organization. There shall be one (1) CBO Representative elected in each of the seven (7) areas.

- D. **At Large Stakeholder Representative (“ASR”):** A ASR shall be any person who meets the definition of a stakeholder, i.e. one who (1) resides within the territorial boundaries of Woodland Hills - Warner Center as defined in Article IV of these bylaws, (2) owns a business or residential rental property within Woodland Hills-Warner Center; or (3) is employed by a business which is located within an area defined in Article III Section 2. There shall be only one (1) ASR elected to represent all of Woodland Hills-Warner Center. The ASR candidates’ names will appear on the ballot in all seven (7) areas of Woodland Hills Warner Center.

Section 2: **Quorum:** No formal meeting of the Board shall be held or Neighborhood Council business conducted or votes taken in the absence of a quorum. A quorum shall consist of twelve (12)

Board Representatives and shall not include any unfilled positions or vacancies on the Neighborhood Council Representatives.

Section 3: **Official Actions:** An affirmative vote of the majority of the Board voting shall be required to pass motions which deal with policy matters of the Neighborhood Council and to pass motions of an administrative nature (e.g., approval of minutes, Treasurer's reports and motions to adjourn).

- A. The presiding officer may vote on all motions.
- B. Voting by proxy shall not be allowed.
- C. The Alternate Representative may vote only when the Representative is absent.

Section 4: **Terms and Term Limits:** Each Representative and Alternate shall serve for a term of two (2) years. Prior to the beginning of a term and upon Election Certification, the newly elected persons will be referred to as Representative-Elect and Alternate Representative-Elect. No Representative may serve more than four (4) consecutive terms.

Section 5: **Duties and Powers:** The primary duties of the Board shall be to govern the Neighborhood Council and to carry out its objectives.

- A. **Return of Neighborhood Council Property.** In the event of a change in the person holding any office, ALL Neighborhood Council records and equipment must be turned over to the new Chairperson within ten (10) business days after such change, excepting an Act of God or approval of an extension by the new Chairperson and other officers. An extension must be requested in writing, including the justification for the extension. An acknowledgement confirming receipt of Neighborhood Council property shall be provided.
- B. **Maintenance and Inspection of Articles and Bylaws.** The principal office for the Neighborhood Council shall be: within the community of Woodland Hills and indicated on the Council website. The Neighborhood Council shall keep at its principal executive office the original or a copy of the Charter and Bylaws as amended to date, which shall be open to inspection by the Stakeholders at all reasonable times during office hours.
- C. **Maintenance and Inspection of Other Corporate Records.** The accounting books, records, and minutes of proceedings of the Board and any committee, subcommittee and/or ad hoc committee of the Neighborhood Council shall be kept at such place or places designated by the Officers of the Neighborhood Council, or, in the absence of such designation, at the principal executive office of the Neighborhood Council. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.
- D. **Inspection by Members.** With the exception of those records exempt from disclosure by express provisions of law, including the California Public Records Act (Government Code Section 6250 et seq.), every member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Neighborhood Council. This inspection by a member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 6: **Vacancies:** In the event that a Representative resigns, is removed, or is unable to serve, the Alternate shall become the Representative for the remainder of the Representative's elected term. In the event that the Alternate is removed, unable to serve, or there is no Alternate, the Chairperson shall nominate a replacement, whose qualification shall be verified and confirmed by the Governance Committee, and then be seated after approval

by a majority of the Neighborhood Council Board of Directors. The replacement shall serve for the remainder of the term of the office being filled.

Section 7: **Absences:** A Neighborhood Council Representative or Alternate who fails to attend three (3) consecutive regularly scheduled Neighborhood Council meetings may be removed by the Board as a Neighborhood Council Representative. Removal shall be effective after notice is given to the person being removed and confirmation of notice delivery is received. Notice must be sent, return receipt requested, to the Representative or Alternate's last known address.

Section 8: **Censure:** Intentionally left blank.

Section 9: **Removal of Governing Board Members:** Neighborhood Council Representatives shall be removed for the following reasons:

- A. **Change or Loss of Stakeholder Status:** A Neighborhood Council Representative or Alternate who has moved their residence or business qualification from the area or category for which they were elected or no longer participates in an At-Large eligible group shall be automatically removed as a Neighborhood Council Representative.
- B. **Removal by Recall:** A Neighborhood Council Representative or Alternate may be removed by the submission of a written petition by verified Stakeholders of the elected Representative/Alternative's Area, pursuant to the procedure set forth below:
1. Recall initiators inform the Neighborhood Council that they wish to collect signatures for the removal of their elected Representative or Alternate.
 2. The Board advises initiators to create a "Pro Recall Statement" with a limit of five hundred (500) words for the Neighborhood Council required recall petition in the Neighborhood Council Standing Rules.
 3. The Board receives the "Pro Recall Statement" and forwards to the Neighborhood Council member who is the subject of the recall effort.
 4. The aforementioned Neighborhood Council member has fourteen (14) days to furnish a "Rebuttal Recall Statement" to the Neighborhood Council. (Same word limit as 2 above)
 5. The Neighborhood Council prepares a recall petition using the template from the Neighborhood Council Standing Rules.
 6. Recall initiators have ninety (90) days from receipt of recall petition from the Neighborhood Council to collect the signatures, including printed name, address and stakeholder status, of seventy-five (75) verified Stakeholders from the Representative's or Alternate's area.
 7. The Governance Committee shall verify petitioners and, if verified, shall place the matter on the agenda for the earliest regularly scheduled Board meeting that allows for the Representative or Alternate to receive thirty (30) calendar days' prior written notice pursuant to D1 below.
 8. Removal by recall shall be completed pursuant to the procedures set forth in D below.
- C. **Removal by Board:** A Representative or Alternate shall be removed by the Board for violation of the Bylaws or Rules, if the Board deems the removal to be in the best interest of the Council. The reason(s) for the removal must be in writing and include the bylaw(s) and/or rule(s) violated.

- D. **Procedure for Removal:** The Officers shall have the matter placed on the agenda for a hearing by the Board of Directors at the next regular Neighborhood Council meeting, pursuant to the procedure set forth below.
1. The Representative or Alternate shall be given a minimum of twenty-five (25) calendar days' prior written notice of the proposed removal and the reasons for the proposed removal. Notice must be sent by mail, return receipt requested, to the Representative/Alternate's last known address.
 2. The Representative/Alternate shall be given an opportunity to be heard, either orally or in writing. Any written response provided by mail shall be sent to the Neighborhood Council address posted on the web *site*. The hearing shall be held, and/or the written statement considered, before the next regular Neighborhood Council meeting.
 3. The Board of Directors shall decide whether or not the Representative or Alternate should be removed. Any removal of a Representative pursuant to this subsection shall require an affirmative vote of two-thirds (2/3) of the Board of Directors present, including the vote of the Representative being considered for removal.

Section 10: **Resignation:** Representatives or Alternates may remove themselves by providing written notice of resignation to the Neighborhood Council Chairperson. Email notification is acceptable when sent from the email address on record with the Neighborhood Council. Resignations will become effective immediately upon confirmed receipt and acceptance by the Chairperson.

Section 11: **Community Outreach:** The Neighborhood Council shall direct that a system of outreach be instituted to inform Stakeholders as to the existence and activities of the Neighborhood Council, including its Board elections, to find future leaders of the Neighborhood Council, and to encourage all Stakeholders to seek leadership positions within the Neighborhood Council.

ARTICLE VI OFFICERS

Section 1: **Officers of the Board:** The Officers of the Board ("the Officers") shall consist of a Chairperson, a Vice-Chairperson, a Treasurer, a Secretary, and a Parliamentarian. These Officers shall be elected by the Board as provided below, and all must be *elected* members of the Board.

Section 2: **Duties and Powers**

- A. **Chairperson.** The Chairperson shall be the principal officer of the Neighborhood Council, shall be the presiding officer at meetings of the Neighborhood Council and shall exercise and perform such other duties as the Neighborhood Council may assign from time to time or as the Bylaws may prescribe.
- B. **Vice-Chairperson.** The Vice-Chairperson shall act as a presiding officer in the absence of the Chairperson. In case of vacancy in the office of Chairperson, or in the case of the Chairperson's unavailability due to sickness, disability, death or resignation, the Vice-Chairperson shall perform the duties of the Chairperson and when so acting shall have all the powers and perform such other duties as the Board of Directors or the Bylaws may prescribe. The Vice-Chairperson shall be responsible for the oversight of all committees designated by the Board. The Vice-Chairperson shall perform all other duties as the Chairperson or the Board may assign from time to time.

- C. **Treasurer.** The Treasurer shall keep the books and maintain, or cause to be kept and maintained, adequate and correct books and records of the Neighborhood Council's financial transactions. The books and records, including books of accounts, shall be open to inspection by any Representative or Stakeholders of the Neighborhood Council at all reasonable times. All books of accounts shall be kept in accordance with Article IX of these Bylaws. In the absence of both the Chairperson and Vice-Chairperson, the presiding officer for that meeting shall be the Treasurer.
- D. **Secretary.** The Secretary shall keep the minutes of the Neighborhood Council; see that all notices are given in accordance with the provisions of these Bylaws; be custodian of the Neighborhood Council's non-financial records; and perform all other duties as requested by the Chairperson and/or the Board. The Secretary shall keep the Bylaws and Standing Rules up to date and shall keep an official list of all Representatives, Alternates, and Committee Members and their terms, and keep a register of the addresses (including electronic address, if applicable) and telephone numbers of each Representative and Alternate. The Board shall appoint an Assistant Secretary who shall assist the Secretary with all duties and act in his or her absence.
- E. **Parliamentarian.** The Parliamentarian shall ensure that the Neighborhood Council's meetings follow Robert's Rules of Order or such other rules as the Board adopts (insofar as such rules are not inconsistent with these Bylaws or with the law). The Parliamentarian shall ensure the meetings are undertaken in an expeditious manner and shall be the timekeeper, ensuring that all speakers speak within the required time frames.

Section 3: Selection of Officers

- A. Following any annual election and prior to the start of new terms, a Transition Caucus will be convened composed of newly elected Representative-Elects and Alternate Representative-Elects for the purpose of nominating and accepting nominations of candidates for officer positions. The Transition Caucus shall include one person from each of the seven (7) areas, plus the elected ASR. Final selection of Transition Caucus members will be at the discretion of the Chairperson whose term is ending.
- B. Officers shall be elected from the annual Transition Caucus nominations. In the event that a newly elected Representative is removed from office due to a successful election challenge and the margin of victory for any given officer is close, the Transition Caucus may reconvene to re-vote for the affected officer positions.
- C. If there are more than two (2) candidates for an office and none receives a majority vote on the first election, a run-off election shall be held immediately between the two (2) candidates receiving the highest number of votes.

Section 3: Officer Terms: No Chairperson or Vice-Chairperson shall serve more than two (2) consecutive two (2) year terms in that office, unless this provision is waived by a two-thirds (2/3) vote of the Board.

In the event of a permanent vacancy in the office of Chairperson, the Vice-Chairperson shall become the Chairperson for the remainder of the Chairperson's term. In the event of a permanent vacancy in the office of the Vice-Chairperson, Treasurer or Secretary, the presiding officer shall entertain nominations from the Board for a replacement who shall be seated after approval by a majority of the Board of Directors present. The replacement shall serve for the remainder of the term of the office being filled.

**ARTICLE VII
COMMITTEES AND THEIR DUTIES**

- Section 1:** **Standing Committees:** All Neighborhood Council committees, subcommittees and/or ad hoc committees shall be made up of Stakeholders that are elected, selected, or appointed in a manner to be determined by the Board, as the need arises.
- Section 2:** **Ad Hoc Committees:** See Section 1.
- Section 3:** **Committee Creation and Authorization:** Committees established or disbanded shall be noted in the minutes by the Secretary. The Board, by motion, may designate or terminate one (1) or more committees and provide for the manner of approving members for each committee. Each committee may include non-elected Stakeholders.
- A. **Term of Office:** Each member of a committee, subcommittee and/or ad hoc committee shall continue until a successor is appointed by the Neighborhood Council, unless the committee, subcommittee and/or ad hoc committee is terminated, or the member is removed from the committee, subcommittee and/or ad hoc committee pursuant to the same removal procedure as is set forth in Article V.
- B. **Chairperson:** With the concurrence of the other Officers of the Neighborhood Council, the Chairperson shall designate a person to serve as a Chairperson for each Neighborhood Council committee, subcommittee and/or ad hoc committee.
- C. **Vacancies:** Vacancies on any committee, subcommittee and/or ad hoc committee may be filled by appointment made by the Committee Chairperson with the concurrence of the Officers of the Neighborhood Council.

**ARTICLE VIII
MEETINGS**

The Neighborhood Council, Board and Officers shall abide by all California statutes relative to public meetings and public records. All meetings, as defined by the Ralph M. Brown Act (the "Act"), shall be noticed and conducted in accordance with the Act. All meetings, as defined by the Act, are open and public, and shall permit, to the extent feasible, all Stakeholders to participate in the conduct of business, deliberation and decision-making.

- Section 1:** **Meeting Time and Place:** All meetings shall be held within the Neighborhood Council boundaries at a location, date and time set by the Board. A calendar of regular meetings shall be established by the Board at its first regular meeting of each calendar year.
- A. **Special Meetings:** A special meeting of the Board may be called on an emergency basis or on time-sensitive issues by the Chairperson, the Vice-Chairperson, or a majority of the elected Representatives, by delivering written notice to each member of the Board and in accordance with the Act and these Bylaws. Such notice may be given either personally or by mail, but must be received at least twenty-four (24) hours before the time set for the special meeting. The notice shall specify the time and place of the special meeting and the business to be transacted.
- B. **Adjourned Meetings:** All meetings may be adjourned or suspended to another specified time, place and date, but not beyond the next regular meeting. A majority of the Board present, whether or not constituting a quorum, may adjourn any meeting. A copy of the notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned time and place meeting was held, within twenty-four (24) hours after the time of adjournment. When a regular or adjourned regular meeting is adjourned as provided herein, the resulting adjourned regular meeting shall be a regular meeting for all purposes. When

an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for the regular meetings.

Section 2: Agenda Setting: The Executive Committee shall set the agenda for each Council meeting.

- A. No items may be added to the Agenda once it is posted. No action or discussion shall be undertaken of any item not appearing on the Agenda, except in response to comments or questions made during Public Comment(s), in which case such responses shall be brief. Neighborhood Council Representatives will be permitted to make brief announcements or a brief report on his/her activities, or make a request of any City staff or other resource present for factual information or request City staff to report back a subsequent meeting concerning any matter, or take action to have a matter of business placed on a future agenda, or any other action or discussion permitted by the Act.
- B. **Minutes.** Within seven (7) business days following approval of the minutes of regular Neighborhood Council meetings, or as the Board of Directors otherwise directs, minutes of the meeting shall be posted on the Neighborhood Council web site and/or sent by mail, fax or electronic mail to all Board of Directors and such others in the community as the Neighborhood Council directs.

Section 3: Notifications/Postings: All meetings, as defined by the Act, will be publicized within the Neighborhood Council boundaries in accordance the Act, local and state law and these Bylaws. The notice will specify the time and place at which the meeting will be held, and an agenda containing a brief description of all the items of business to be discussed at the meeting. The notice and agenda may be contained in a single document. Failure to receive a meeting notice does not invalidate the meeting. However, the provisions of the Act and these Sections must be complied with in good faith.

Notification of all meetings, as defined by the Act, shall include posting on the City's Early Notification System (ENS), at public locations (in accordance with the Act), on the Department of Neighborhood Empowerment ("Department") and Neighborhood Council websites and delivered to any newspaper requesting a copy at least seventy-two (72) hours in advance of the meeting, except when a Special Meeting is called, in which case the Agenda will be posted at the above described locations at least twenty-four (24) hours in advance of the Special Meeting.

Section 4: Reconsideration: The Board may reconsider and amend its action on items listed on the agenda if that reconsideration takes place immediately following the original action or at the next regular Neighborhood Council meeting. The Board, on either of these two (2) days, shall: (1) make a Motion to Reconsider and, if approved, (2) hear the matter and take an action. If the Motion to Reconsider an action is to be scheduled at the next meeting following the original action, then two items shall be placed on the agenda for that meeting: (1) a Motion to Reconsider the described matter and (2) a [Proposed] Action, should the Motion to Reconsider be approved. A motion for reconsideration can only be made by a Representative who has previously voted on the prevailing side of the original action taken. If a motion for reconsideration is not made on the date the action was taken, then a Representative on the prevailing side of the action must submit a memorandum to the Secretary identifying the matter to be reconsidered and a brief description of the reason(s) for requesting reconsideration at the next regular meeting. The aforesaid shall all be in compliance with the Brown Act.

ARTICLE IX FINANCES

In addition to the responsibilities described and contained in these Bylaws, the Treasurer shall be the custodian of the funds of the Neighborhood Council. The Treasurer shall cooperate fully with the

Department in matters related to the Neighborhood Council funding, financial affairs and accounting procedures, and shall allow Department staff access to the accounting records of the Neighborhood Council.

In addition, the Treasurer shall be responsible for ensuring the following:

Bank Reconciliation: Each fund or account will be reconciled monthly with bank statements.

Bookkeeping: The Treasurer will set up and maintain an appropriate bookkeeping system for the Neighborhood Council. Documents to be used for purposes of accounting and financial control may be reviewed by the Chief Accounting Employee of Department.

Books of Accounts: The Treasurer shall keep the books of accounts of the Neighborhood Council. The books of accounts will, at a minimum, consist of Cash Receipts and Disbursements Ledgers which will show the beginning cash balance, the kinds and amounts of expenses paid from day to day, and the running balance of each fund. Each type of fund will be duly accounted for under separate ledgers.

Disbursements: All disbursements should be approved by the Chairperson of the Officers of the Neighborhood Council. All disbursements shall be paid by check. Checks drawn shall be signed by the Chairperson of the Officers and countersigned by the Treasurer of the Neighborhood Council.

Receipts: All receipts of funds and/or grants should be deposited intact into their respective bank accounts.

Financial Reporting: The Treasurer shall prepare and submit the accounting statements of the Neighborhood Council to Department according to their requirements and the requirements of the City of Los Angeles.

Annual Report: The Board shall provide to the Neighborhood Council within one hundred and twenty (120) days after the close of its fiscal year, a report containing the following information in reasonable detail:

- A. The assets and liabilities, including the trust funds, of the Neighborhood Council fiscal year; as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of the Neighborhood Council, for both general and restricted purposes, for the fiscal year;
- D. The expense disbursements of the Neighborhood Council, for, both unrestricted and restricted to particular purposes during the fiscal year.

ARTICLE X ELECTIONS

Section 1: 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.

- Section 2: 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.
- Section 3: Minimum Voting Age:** All Stakeholders aged eighteen (18) and above shall be entitled to vote in the Neighborhood Council elections.
- Section 4: Method of Verifying Stakeholder Status:** Voters will verify their Stakeholder status by providing acceptable documentation. Stakeholder status may also be established by means of declaring a stake (or interest) in the neighborhood and providing documentation supporting that declaration.
- Section 5: Restrictions on Candidates Running for Multiple Seats:** A candidate shall declare their candidacy for no more than one (1) position on the Council Board during a single election cycle.
- Section 6: Other Election Related Language**
- A. **Alternates:** For each Representative referred to in Article V, Section 1 above, one (1) Alternate Representative shall be selected pursuant to the Elections Rules and Procedures. The Alternate Representative must attend all Board meetings of the Neighborhood Council. The Alternate Representative shall be a voting member of the Neighborhood Council at any Neighborhood Council Board meeting from which the Representative is absent and, if a Representative resigns or is removed from office, the Alternate Representative shall become the Representative for the remainder of the Representative's elected term.
- B. **Selection of Representative and Alternates:** The person receiving the highest number of votes in an election of RSRs, BSRs and ASRs, shall serve as the Representatives for the new term. The person receiving the second highest number of votes in each election shall become the Alternate Representative for the new term, providing he or she accepts. The term of the Alternate Representative shall be concurrent with that of the Representative.

ARTICLE XI GRIEVANCE PROCESS

- A. **Eligibility to Grieve.** Any person or group who objects to a decision or policy or believes they are adversely affected by a decision or policy of the Neighborhood Council may file a complaint in writing with the Chairperson of the Neighborhood Council. The Neighborhood Council Representatives shall resolve the complaint or take appropriate action and advise the complainant of the outcome. This formal grievance process is not intended to apply to Stakeholders who simply disagree with a position or action taken by the Board. Those grievances can be aired at Neighborhood Council meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the Board's failure to comply with the Neighborhood Council Standing Rules or these Bylaws. In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to the Department for consideration or dispute resolution in accordance with the Plan.
- B. **Complaint Receipt.** Within ten (10) days of receipt of the complaint, the Officers of the Neighborhood Council shall arrange with the petitioner for a mutually acceptable place, day and hour for a review of the complaint, and will, in writing, within sixty (60) days, recommend a resolution of the grievance to the Board.
- C. **Final Resolution.** The Board shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant, and Neighborhood Council membership. If the Board and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of the majority of the membership at a general or special meeting. Parties involved are encouraged to request mediation assistance from the Department.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

The Board shall meet regularly, as prescribed in the Standing Rules. All Neighborhood Council meetings, including General Meetings, Executive Committee Meetings and Committee meetings, shall be governed by Roberts' Rules of Order or such other rules as the Board of Directors adopts, insofar as such rules are not inconsistent with these Bylaws or with the law.

**ARTICLE XIII
AMENDMENTS**

Amendments, changes, additions and/or deletions to these Bylaws may be proposed by the Board, by Stakeholder(s) or a Neighborhood Council Committee. This may be done during the public comment period or set as an agenda item for a regular Neighborhood Council meeting. A proposal to amend these Bylaws, however, must then be formalized in writing and filed with the Secretary or person responsible for preparing the agenda for the next regular meeting. All proposed amendment(s) will be reviewed by the Governance Committee for analysis and recommendation(s) shall be reported to the Board. The proposed amendments will be placed on the agenda for public discussion at the next two (2) consecutive Neighborhood Council meetings.

A recommendation for amendment, change(s), addition(s) and/or deletion(s) of these Bylaws requires an affirmative vote of two-thirds (2/3) of the Board voting. Thereafter, and within fourteen (14) days after a vote recommending amendment, change(s), addition(s) and/or deletion(s) to the Bylaws, a Bylaw Amendment Application shall be submitted to the Department for review and approval by the Department all in accordance with the Plan.

**ARTICLE XIV
COMPLIANCE**

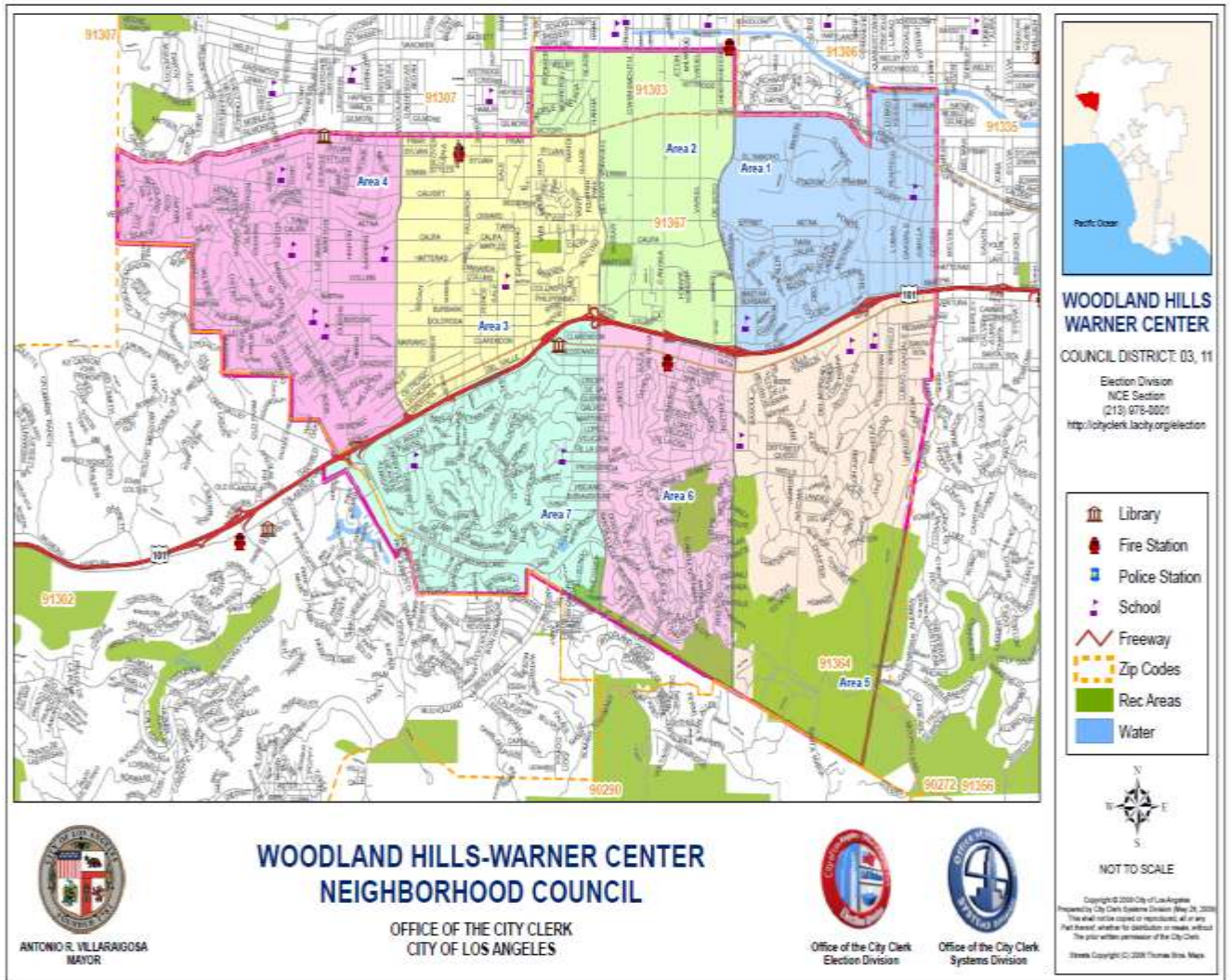
All Neighborhood Council Representatives, Alternates, Officers, and any others within the scope of the applicable law, shall abide by all Federal, State and Local laws, including the standards adopted by the Los Angeles Ethics Commission, as a minimum ethical standard. The Neighborhood Council shall adopt as Standing Rules both a pledge and methodology for Neighborhood Council Representatives, Alternates, Officers, and other affected persons, regarding obeying the law and achieving high standards of conduct, including, but not limited to, fair and open procedures for conducting business and financial accountability of Neighborhood Council funds.

Section 1: **Code of Civility:** The Neighborhood Council, its representatives, and all Stakeholders shall conduct all Neighborhood Council business in a civil, professional and respectful manner.

Section 2: **Training:** Intentionally left blank.

Section 3: **Self Assessment:** Every year, the Neighborhood Council shall conduct a self assessment pursuant to Article VI, Section 1 of the Plan.

ATTACHMENT A – Map of Woodland Hills - Warner Center Neighborhood Council



ATTACHMENT B – Governing Board Structure and Voting

Woodland Hills - Warner Center Neighborhood Council – 22 Board Seats

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Residential Representative of Areas 1 - 7 Term: 2 Years	7	Elected	Stakeholder who is at least 18 years old; whose primary residence is located within the physical boundaries of each respective area.	Stakeholder who is at least 18 years old at the time of the election and lives, works, owns a business, or is a member or participates in a community based organization within the area.
Business Representative of Areas 1 – 7 Term: 2 Years	7	Elected	Stakeholder who is at least 18 years old, who owns a business (or residential rental property) or is employed by a business that is located within the physical boundaries of each respective area.	Stakeholder who is at least 18 years old at the time of the election and lives, works, owns a business, or is a member or participates in a community based organization within the area.
Community Based Organization Representative of Areas 1 – 7 Term: 2 Years	7	Elected	A person who is at least 18 years old and is a member of, or regularly participates in the activities of a community based organization that is located within the physical boundaries of each respective area.	Stakeholder who is at least 18 years old at the time of the election and lives, works, owns a business, or is a member or participates in a community based organization within the area.
At-Large Representative Term: 2 Years	1	Elected	Stakeholder who is at least 18 years old; who has a “factual relationship” with the Council geographical area, similar to the proposed redefinition of “stakeholder” by the City.	All voting stakeholders at each election, regardless of the Area with which the stakeholder is identified for purposes of voting on the other three seats in that Council Area, who are at least 18 years old at the time of the election, can vote for At-Large Representative. Also those stakeholders who live, work or own property or declare a stake in the neighborhood and affirm the factual basis for it.