

Meeting Minutes 9/1/10 (Draft: BF)

Present: Tor Hyams
Jessie Kornberg
Mark Mauceri
Rosemary DeMonte
Alex DeOcampo (7:45 PM)
Barbara Ferris, R&E Staff (non-voting)

Stakeholders: John F. John, Jr.

1. Call to Order. Quorum Check. 7:23 PM

2. Public Comments on Non-Agenda Items

Ferris: Addressed the chair's intent to post the rules & policies compilation document (presented at last meeting) online. Suggests that, since this is a compilation document and therefore a work in progress, it would be wise avoid future confusion by posting the document as an addendum to the R&E meeting minutes. Advises against posting it as an unprocessed, freestanding document.

Ferris: Urges that R&E agendas with supplemental docs be sent to committee members and posted online in timely manner. Receiving supplemental printed material at the meeting does not give sufficient time to consider content. She stresses that since the R&E committee creates rules and policies the committee should, by example, set the gold standard for other committees.

3. Approval of Minutes from July 8, 2010 and August 19, 2010

MOTION: Kornberg moves to approve July 8 minutes

SECOND: Mauceri - Objections: none - **APPROVED BY CONSENSUS**

MOTION: Kornberg moves to approve Aug. minutes

SECOND: DeMonte - Objections: none - **APPROVED BY CONSENSUS**

4. Creation of a special Rule of Order defining Secretary's parameters for submission of meeting minutes. Discussion and action as appropriate.

MOTION: Mauceri moves to enter into discussion

SECOND: Hyams Objections: none

Mauceri: Explains that Robert's Rules offers three options of recording minutes: 1) Verbatim transcript, 2) actions taken only, or 3) an abstract of what is said.

Hyams: Asks, must we chose one of these options?

Kornberg: Bylaws state "Secretary records the minutes" but makes no other directive. Asks how would Roberts differ from how minutes are recorded now?

Mauceri: Mentions the Roberts reference to “published” minutes.

Kornberg: GGPNC minutes are to be published online. The GGPNC doesn’t have funds to distribute otherwise.

Mauceri: Roberts Rules says that if GGPNC opts for the transcript model then all that is said must be recorded and transcribed. Not necessary. In his view, abstracts, if used, should be stated as the way to take minutes so that GGPNC minutes are consistent for all board and committee meetings.

Kornberg: Not sure how the current practice differs from Roberts Rules.

DeMonte: As it is, aren’t we getting the basics of the discussion?

Hyams: The intent here is to define which method we use.

Mauceri: At the board level we won’t always have someone as secretary who can type fast and capture the gist of what is discussed.

Kornberg: Composition is left to secretary. What we need to do is define how corrections are to be made.

Mauceri: The trouble comes when board members contest how their words are reflected in the minutes. This opens the door to altering what was actually said.

DeMonte: Does Roberts Rules address how minutes are to be approved?

Group: No one is sure.

MOTION (to table for future discussion): DeMonte

SECOND: Kornberg - Objections: none - **APPROVED BY CONSENSUS**

PUBLIC COMMENT

Ferris: It’s easy to lose sight of what the purpose of minutes is: minutes are a record of what happened, official decisions and how those decisions were made so that stakeholders and board members can stay informed or trace the history of a decision.

Hyams: Personally, would like all minutes to be transcriptions

John, Jr.: Current board secretary produces best minutes he’s ever read. Whatever method being employed now should be the standard.

Hyams: Wonders what would be the easiest way to access Roberts Rules. Is it available on line? It would be good to be able to reference on the spot during these discussions.

Mauceri: States that he just downloaded a copy of Roberts Rules to his iPhone.

5. Continued review of GGPNC bylaws to update and clarify language where appropriate; discussion and action as appropriate.

Mauceri presents a compilation of bylaws clean up material. Several committee members were assigned to read through and make notes regarding outdated content,

misspelled words, and inconsistent language—things to be cleaned up. This document combines these in a format that the board can consider.

Hyams: Doesn't want to rehash stuff that we've already gone over.

MOTION: Mauceri: Moves that we take this document forward to board.

SECOND: None **MOTION FAILS**

Group: General agreement that document should be reviewed before voting on a motion to take forward.

Mauceri: Suggests the group walk through changes in his document. Clarifies: red ink indicates new language and ~~striketrough~~ indicates old (deleted) language.

Group: Goes over document item by item. The following discussion covers only significant points of committee discussion.

Article IV – Policy

Re proposed language change (for context see Minutes Addendum I): “GGPNC ~~participants~~ **Board Members, Committee Chairs and volunteers** will help to set a standard for how area ~~citizens~~ **stakeholders** will **can** strive to promote and ~~protect~~ **enhance** the interests of these communities.”

DeMonte: Objects to changing the word “protect”.

Mauceri: Not essential. No objection to reverting to “protect”.

The word “protect” will be restored before submission to Governing Board.

Article IV – Policy – Section 3

Re proposed language change (for context see Minutes Addendum I): “(3) To remain politically and **ideologically non-partisan** and inclusive in its operations including, but not limited to, the selection process for **G**overning Board and committee members;”

DeMonte: Can't the board take positions on legislation? Isn't that partisan? Can't individual members have political opinions?

Ferris: Points out that the context in this section is operations, this section isn't referring to the advisory function of the neighborhood council. It is designed to guard against wholesale, intentional exclusion of certain political points of view.

Article V – Definitions

Kornberg: After “Department” add acronym **(DONE)**.

Article VIII – Governing Board and Committees – Section A. 2. Appointed Members

Kornberg: Points out missing language re appointed reps selected by elected district reps. (Amendment passed by board on June 15, 2010.)

Mauceri: Agrees that language is missing. Suggests moving on and coming back to locate the missing language.

Article VIII – Board B. Officer Duties – 1. President

Re the Board’s power to reverse discretionary actions taken by the president.

DeMonte: Isn’t this dealt with in Robert’s Rules of Order?

Mauceri: It may be but it is already in the bylaws. It needs to be clarified as to procedure.

Article XIV Selection of the Board – B. Basic Qualifications

De Ocampo: Amend last sentence to read...” removal from the Board, in accordance to Article XI.”

PUBLIC COMMENT

John, Jr.: Thought the original plan was to go through the individual work product in a methodical way. It seems to him the committee has jumped to the end without full consideration. Each member should own their work product and then track changes and submit. He is concerned that things may have been inadvertently omitted in this version.

Hyams: Acknowledges John, Jr.’s objection but says, as chair, he is satisfied that the proper time was taken on this initial review of bylaws.

MOTION: Mauceri moves that “The Rules and Elections Committee recommend the changes to the Governing Board as discussed and outlined in the reviewed document recognizing that the table of contents, page numbering and index will be updated to accurately reflect the afore mentioned changes.”

SECOND: Kornberg

DISCUSSION (of motion):

AMENDMENT: DeMonte makes a friendly amendment: Motion needs to say “non-substantive changes”.

SECOND: Kornberg

Mauceri: Adding the phrase ”non-substantive” opens the motion to question at the board level.

Kornberg: Has no opinion on whether the motion needs that language.

Mauceri: Calls for a vote on the amendment.

Friendly amendment Fails (1 abstain, 3 against, 1 for)

PUBLIC COMMENT (on Mauceri motion):

John, Jr.: Changing stakeholder definition is ill advised, Pg 6 (over-ruling president) he feels that is a substantial change (not non-substantive). Basing bylaws on City Clerk election procedure is also ill advised since this is in flux.

Kornberg: States concern regarding timing of taking this to the board. The next agenda is already packed.

Hyams: Feels it's unwise to base decisions on speculation as to what the City Clerk might do tomorrow or next week or what's going on a BONC or LANCC.

Mauceri: Will update the document as discussed.

Hyams: If motion passes in committee, before sending to board, Hyams would like to review once changes have been made.

Mauceri: Says either he can make changes and send to Tor or Ferris can change from Mark's notes and send to Tor.

Ferris: Declines. Would prefer that Mark make changes.

Mauceri: Agrees to make changes.

DeMonte: Thinks this is too much to throw at the board at once.

Hyams: Ends discussion and says it's time to take a position on the original motion.

MOTION: Mauceri restates the original motion: "The Rules and Elections Committee recommend the changes to the Governing Board as discussed and outlined in the reviewed document recognizing that the table of contents, page numbering and index will be updated to accurately reflect the afore mentioned changes."

Objections: none – **PASSED BY CONSENSUS**

6. Discussion of Committee report for September Governing Board meeting.

This item was tabled.

7. Other Comments and Announcements

None.

8. Adjourn:

Motion to adjourn: Kornberg - Second Mauceri

Adjourn: 9:30 PM



**GREATER GRIFFITH PARK
NEIGHBORHOOD COUNCIL**

BYLAWS

Revised pursuant to Board action(s), 09 MAR 2009 & 15 JUN 2010

Revised pursuant to Board action(s), 19 MAY 2009

Revised pursuant to Board action(s) for City Clerk Election Conduct, 15 JAN 2008

Revised pursuant to Board action(s), 18 SEP 2007

Revised pursuant to input from the Department of Neighborhood Empowerment (DONE), 20 JUN 2006

Revised pursuant to Board action(s), 16 AUG 2005

Revised pursuant to input from the Department of Neighborhood Empowerment (DONE) and the Los Angeles City Attorney, 05 AUG, 2004

Revised pursuant to input from the Department of Neighborhood Empowerment (DONE) and the Los Angeles City Attorney, 10 JUN, 2002

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GLOBAL AMENDMENTS

[Adds GGPNC Logo and Table of Contents to cover page, Boundary Map, Index, and Page Numbering]

[All references to “Area” shall be capitalized, as it is a defined term.]

[“Governing Board” shall become the standard for references for “the Board”].

**ARTICLE I
NAME AND ORGANIZATION**

The name of this organization shall be the "Greater Griffith Park Neighborhood Council." It may hereinafter be referred to as "GGPNC", "Neighborhood Council" or the "Council". It shall be organized as an advisory body to the City of Los Angeles pursuant to Article IX of the City Charter and any ordinances or regulations promulgated thereunder.

**ARTICLE II
PURPOSE**

The purpose of the GGPNC is to participate as an advisory body on issues of concern to the stakeholders of the Council area as defined in these bylaws and in the governance of the City of Los Angeles.

**ARTICLE III
MISSION**

The mission of the GGPNC is to improve and unify the diverse communities of the Greater Griffith Park area by promoting citizen participation in government at all levels and by encouraging citizens to advise City government in accordance with the provisions of law cited in Article I above.

**ARTICLE IV
POLICY**

The GGPNC endeavors to be the premier conduit for the voice of ~~the people (who live, work, go to school, and attend religious services or other community functions) in Franklin Hills, Griffith Park and Los Feliz and the appropriate City of Los Angeles Government officials~~ **our stakeholders, as that term is defined by the City Charter, in Los Feliz, Franklin Hills and The Greater Griffith Park area** to enhance ~~the~~ **our** quality of life in these areas. GGPNC participants **Board Members, Committee Chairs and volunteers**

will help to set a standard for how area ~~citizens~~ **stakeholders** ~~will~~ **can** strive to promote and protect **enhance** the interests of these communities. It is the policy of the GGPNC:

AMENDMENT SUMMARY

[Updates outdated language and refers stakeholder definition to City Charter, corrects grammar, removes redundancy and incongruent reference to government officials]

- 1) To provide an inclusive, open forum for public discussion of issues relevant to this Neighborhood Council;
- 2) To respect the dignity and expression of viewpoints of all individuals, groups, and organizations involved in this Neighborhood Council;
- 3) To remain **politically and ideologically** non-partisan and inclusive in its operations including, but not limited to, the selection process for governing Board and committee members;

AMENDMENT SUMMARY

[Clarifies reference to “non-partisan”.]

- 4) To **promote and** utilize the Early Notification System (ENS) **and other communication systems** to inform the Neighborhood Council Stakeholders about matters involving ~~the City of Los Angeles (and our community)~~ **our community** in a way ~~that is tailored to provide opportunities for~~ **promote and encourage** involvement in the decision-making process;

AMENDMENT SUMMARY

[Adds outreach component, the option to use other systems that currently exist or may exist in the future; corrects grammar; strengthens purpose of using ENS]

- 5) To encourage all Stakeholders to participate in the activities of this Neighborhood Council;
- 6) To prohibit discrimination against any individual or group in the GGPNC operations on the basis of race, religion; color, creed, national origin, ancestry, gender, sexual orientation, age, disability, marital status, income, or political affiliation;

- 7) To have fair, open; and transparent procedures for the conduct of the Neighborhood Council business.

**ARTICLE V
DEFINITIONS**

"AREA" shall mean the geographic area set forth in ARTICLE VII.

"BOARD" shall mean, as to the GGPNC, the governing board as that term is defined in the Plan for a Citywide System of Neighborhood Councils, also to be known herein as the Neighborhood Council Board.

"BOARD MEMBERS" shall mean members of the Neighborhood Council Board, consisting of District Representatives and Appointed Board Members as described in Article VIII.

"COUNCIL" shall mean the Greater Griffith Park Neighborhood Council.

"DEPARTMENT" shall mean the Department of Neighborhood Empowerment of the City of Los Angeles.

"DISTRICT" shall mean the Districts described in Article VII within the boundary of the GGPNC Area from which District Representatives are elected to the Board.

"PLAN" shall mean the Plan for a Citywide System of Neighborhood Councils approved by the City Council of Los Angeles May 30, 2001, as amended from time-to-time in any manner binding on the GGPNC.

"STAKEHOLDER" shall mean any individual who lives, works, or owns property in the Area (or District, as applicable), and also those individuals who declare a stake in the Area (or District, as applicable), and affirm the factual basis for it, such as (but not limited to) participants in or representatives of businesses, religious community, schools (employees and students), recreational services, and non-residential community and/or charitable groups.

"SUPERMAJORITY" shall mean a vote of at least 12 Board Members.

"PARLIAMENTARY AUTHORITY" shall mean Robert's Rules of Order, newly revised.

**ARTICLE VI
MEMBERSHIP**

Membership in the GGPNC is open to all Stakeholders.

**ARTICLE VII
BOUNDARIES OF THE GGPNC**

~~The geographical Area of the Greater Griffith Park Neighborhood Council has a population in excess of 20,000 residents.~~

AMENDMENT SUMMARY

[Unnecessary. Commits to a constantly changing figure.]

The Area boundaries are described as follows (see attached map): From Hollywood Boulevard, north on Western Avenue into Griffith Park at its western boundary (Fern Dell), continuing up the natural boundary of Griffith Park over to the north City limits; then east along the north City limits to the fence enclosing the Los Angeles River at the Ventura Freeway (I-134); then south along such fence to Hyperion Avenue, Hyperion Avenue to Fountain Avenue, south on Myra Avenue to Hoover; then north up Hoover Street to Fountain Avenue, east to Sunset Blvd., and northwest on Sunset Blvd. to Hollywood Boulevard; then west on Hollywood Boulevard to Western Avenue, but including Barnsdall Park.

The Area shall include five (5) Districts designated as Districts A through E. The District boundaries are ~~described~~ as follows:

AMENDMENT SUMMARY

[Redundant, as a description immediately follows; boundaries are factual, not open to interpretation.]

- A. North of Los Feliz Boulevard;
- B. South of Los Feliz Boulevard and west of Vermont Avenue;
- C. South of Los Feliz Boulevard between Vermont Avenue on the west and Commonwealth Avenue, to Prospect Avenue to Hoover Street on the east;
- D. South of Los Feliz Boulevard to Commonwealth Avenue on the west to Franklin Avenue to St. George Street to Tracy Street on the south;
- E. Commonwealth Avenue to Prospect Avenue to Hoover Street on the west; Franklin Avenue to St. George Street to Tracy Street on the north.

**ARTICLE VIII
GOVERNING BOARD AND COMMITTEES**

A. The GGPNC Board shall consist of 19 Board Members representing diverse stakeholder interests and geographic locations as follows:

1. Elected Board Members. Ten Board Members ("District Representatives") shall be elected by district in accordance with the provisions of Article IX.C. District Representatives shall be charged with representation of Stakeholders in their respective Districts, as well as with responding to the concerns of all Stakeholders concerning such District.

2. Appointed Board Members. Nine Board Members ("Appointed Board Members") shall be selected by the existing Board in accordance with the provisions of Article IX D. Unless the Board finds by a Supermajority Vote that such interests are already sufficiently represented due to elected District Representatives active in such interests, or that no suitable representative of such interests has stated a willingness to serve, Appointed Board Members shall include at least one representative of each of the following: (a) business interests; (b) the religious community; (c) educational interests; (d) recreational interests; and, (e) non-residential community or charitable groups. In selecting the Appointed Board Members, the Board shall solicit nominations from groups representative of the various segments of the Area community and shall encourage groups in each segment to work together to nominate a consensus candidate. The Board shall attempt to select a representative or representatives from among those nominated from the constituent groups. In determining which additional Stakeholder groups or areas of concern should be included, the Board shall take into account the principles of diversity set forth in the Plan, as well as, (a) the need for representation of various identified Stakeholder groups in the Area in relation to the purposes of the Council; and (b) the nominated individual's potential for assistance to the Board in representing the interests of such identified Stakeholder groups and of all Stakeholders in the Area. In completing the selection of appointed Board Members, the Board shall give consideration to the possible need for representation of the interests of Stakeholders who are not members of formal groups, such as non-resident Stakeholders.

B. Officers and Duties. The Neighborhood Council Board shall elect the officers of the Board from among its Board Members. Officers shall be elected annually to serve until their successors are seated. Election of officers shall take place: (i) in even numbered years at the general Board meeting at which the term of the newly elected District Representatives commences; and (ii) in odd numbered years at the general Board meeting at which the term of newly selected Appointed Board Members commences. Upon resignation of any officer, the remaining officers may, by consensus, appoint an interim

replacement to serve until election of a successor by the Board at a meeting of the Board, as soon as reasonably practicable.

1. **President.** The President shall preside at all meetings of the Board; represent the interests of the Council before the City Council and City departments, boards, and commissions, or delegate such representation as warranted; serve as spokesperson for the Council in the press and before the public or delegate such a function as warranted; and Chair the Executive Committee. Discretionary actions of the President shall be subject to reversal by **passage of a motion confirmed by a majority of the Board present** ~~as a whole, to the extent practical.~~

AMENDMENT SUMMARY

[Clarifies unclear reference to “as a whole”; all Board Members? A supermajority? A simple majority?]

2. **Vice President for Administration.** The Vice President for Administration shall: serve as President in the absence of the President; be responsible for the operational and logistical needs of the Board and Council; and Chair the Rules and Elections Committee.
3. **Vice President for Communication and Outreach.** At the direction of the President, the Vice President for Communication and Outreach shall prepare and release media statements; oversee the Council's website; routinely inform the public of the Council's activities; and actively solicit interest and participation in the Council's activities.
4. **Treasurer.** The Treasurer shall Chair the Budget, Finance & Fundraising Committee. The Treasurer shall have charge and custody of and be responsible for all funds of the Council; receive and give receipts for money due and payable to the Council from any source, and deposit, such money in the name of the Council in such banks, trust companies, or other depository as shall be selected by the Board; and, in general, perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board. The Treasurer shall comply with the requirements of Article XIV regarding Financial Accountability.
5. **Secretary.** The Secretary shall keep a record of all proceedings, correspondence, and documents; at the direction of the President, prepare and post agendas of meetings; release and maintain a record of formal position papers; maintain a current roster of Board Members and active members of committees; keep minutes of all

Board, Board Committees, and Board meetings; and provide access to copies of agendas and minutes.

C. Committees. The Board shall create a system for the election, selection, or appointment of Board Members or Stakeholders to committees, sub-committees, and/or ad hoc committees, as the need arises. The Secretary shall note all other committees established or disbanded in the minutes.

1. Standing Board Committees. Standing Board Committees shall be composed of Board Members and shall include the following:

a. The Executive Committee. The Executive Committee consists of the President as Chair, the Vice President for Administration, the Vice President for Communication and Outreach, the Treasurer, and the Secretary. The Executive Committee shall: consider and recommend to the Board the location of Council offices, create and follow administrative policies and procedures for the conduct of the Council's business; determine procedures for the hiring and termination of staff and consultants; hear and act on grievances submitted pursuant to Article XI; in cases of emergency, act on behalf of the Board between Board meetings; authorize the application for, receipt, and expenditure of money from any source and for any lawful purpose; and appoint Council Committee Chairs and adopt rules to govern the conduct of Council Committees. A quorum of the Executive Committee shall consist of a majority of filled positions. All decisions of the Executive Committee shall be subject to ratification or reversal by **a majority of the Board present** ~~as a whole~~, and shall be submitted for ratification at the next meeting of the Board.

AMENDMENT SUMMARY

[Clarifies unclear reference to “as a whole”; all Board Members? A supermajority? A simple majority?]

b. Budget and Finance Committee. The Budget and Finance Committee shall prepare and submit to the Board for approval the annual budget of the Council.

c. Rules and Elections Committee. The Rules and Elections Committee shall review and recommend proposed amendments to these Bylaws, rules and procedures concerning the conduct of elections of District Representatives and selection of Appointed Board Members, rules of conduct

of Council meetings, and other rules or guidelines for the conduct of the Council and Committees.

2. Standing Stakeholder Committees. The Board may create additional standing committees open to the Stakeholders for purposes of carrying out the functions and duties of the Council consistent with the Plan. Standing Stakeholder Committees shall consist of at least three committee members. The chairperson of the committee shall be appointed by the Executive Committee, and may be removed and replaced by the Executive Committee. Any interested Stakeholder of the GGPNC, including Board Members, shall be entitled to serve on any Standing Stakeholder Committee upon request to the Committee or the Board. Standing Stakeholder Committee membership shall be effective as of the second regularly scheduled Committee meeting following the request for membership on the Committee. Nothing in these Bylaws shall prevent a Committee from acting on the basis of a consensus of those present. The Board may authorize a Standing Stakeholder Committee to function as a joint committee with other neighborhood councils; however, only GGPNC Stakeholders will be considered members of the GGPNC Committee.
3. Ad Hoc Committees. Subject to such terms and conditions as they deem appropriate, the Board or the Executive Committee may create or authorize ad hoc committees to perform specific services or to study or investigate issues of concern to the Council, and to report back to the Board or to a standing committee concerning their findings and recommendations, if any.
4. Removal Procedures. The Board may establish procedures for removal of Committee members for cause, subject to review under the Grievance Procedure in Article XI.

D. Quorum. Ten Board Members shall constitute a quorum. A majority vote of all Board Members present shall be sufficient for the Board to take action unless otherwise specified in these Bylaws.

E. Termination and Suspension.

1. A Board Member may resign in writing to the President or Secretary.
2. Unexcused absences at two consecutive Board meetings or three Board meetings in a fiscal year constitute grounds for expulsion of a **Board** Member.
3. The Board may expel a **Board** Member based on a good faith determination that the Board Member has failed to a material and

serious degree to observe the rules of conduct of the GGPNC, or has engaged in conduct materially and seriously prejudicial to the interests of the GGPNC.

AMENDMENT SUMMARY

[Maintains consistency].

4. If grounds appear to exist for expulsion or suspension of a Board Member, the following procedures shall be followed:
 - a. The Board Member shall be given fifteen (15) days prior notice, of the proposed expulsion or suspension and the reasons for this action. Notice shall be given by any method reasonably calculated to provide actual service.
 - b. The Board Member shall be given an opportunity to be heard at a special hearing, if requested by the Board Member in writing at least five (5) days prior to the proposed expulsion or suspension, or by submission of a written statement for the Board's consideration. The hearing shall be held, or the written statement considered, by the Board in determining whether the expulsion or suspension should take place. The Board Member shall have the opportunity to be heard and to call witnesses at any special hearing in accordance with parliamentary authority and these bylaws.
 - c. The Board shall decide whether or not the Board Member should be suspended, expelled or sanctioned in some other way. A Board Member may be expelled, suspended or sanctioned by an affirmative vote of a supermajority of Board Members.
 - d. Duration of suspensions and the nature of sanctions shall be determined on an individual basis by the Board.
 - e. All decisions of the Board are final.

ARTICLE IX SELECTION OF THE BOARD

- A. Term. All Board Members shall serve for a term of two years, or until their successors are seated. The terms of District Representatives shall commence at the first general Board meeting which is **no** more than 30 days ~~but no more than 60 days following~~ the certification of the results of the

election (it being intended that if meetings are held monthly the newly elected District Representatives would be seated at the second meeting following their election). The terms of Appointed Board Members shall commence at the regularly scheduled general Board meeting falling closest to twelve months after the last meeting at which elected District Representatives were seated, and following their selection; provided that, if the time for seating new Appointed Members falls in July or August, the time shall be automatically changed to the next regular meeting of the Board after August, so that the actual selection part of the appointment process shall not take place in the months of July and August.

AMENDMENT SUMMARY

[Adheres to most recent election policy as mandated by City Attorney/City Clerk].

- B. Basic Qualifications. All Board Members **must** be qualified for the position sought prior to application for election or appointment to the Board. All candidates must be at least eighteen years of age and be a Stakeholder as defined in these Bylaws. District Representatives must be a Stakeholder in the District in which they are standing for election. Qualification for election shall be demonstrated by self-affirmation. During their term, each Board Member must maintain the status upon which they were elected/selected for membership (i.e., a District Representative must remain a Stakeholder of that District, a representative of business must maintain an interest in or relation to a business in the Area, etc.), failing which the Board Member shall resign, or may be removed, and shall be replaced by the Board.

AMENDMENT SUMMARY

[Corrects typo].

- C. Election of District Representatives. The District Representatives shall be elected at elections conducted by the City Clerk every two years in every even-numbered year in accordance with the rules and regulations promulgated by the City Clerk, commencing in 2008. **Board Members elected as District Representatives must be Stakeholders of the District at the time of both their application and election.** Voting in the election of all District Representatives shall be open to all Stakeholders at least thirteen (13) years old. Qualification to vote shall **may** be established by self-affirmation. All Stakeholders shall be eligible to vote for two Board Members from each District. The Board may take actions to promote awareness of and participation in such elections, not inconsistent with the applicable rules and regulations promulgated by the City Clerk. Such actions may include provisions for one or more assemblies at which candidates may make presentations to Stakeholders and answer questions, and for the form of applications to be approved by the Executive Committee or by the Board. To the extent not inconsistent with

the applicable rules and regulations promulgated by the City Clerk, election procedures shall include appropriate provisions for voting by mail, and votes will be tabulated only for those persons who are designated on the ballot. The top two vote getters in each District shall be elected. There will be no runoffs. The Board may establish procedures for resolving ties, in the absence of which a coin toss will settle ties. If there are less than two candidates receiving votes in any District, the available positions for that District may be filled by appointment by the Board.

AMENDMENT SUMMARY

[Removes redundancy from “Basic Qualifications” language in IX B].

- D. Selection of Appointed Board Members. The Board shall establish procedures for selection of Appointed Board Members consistent with the provisions of Article VIII above. Appointed Board Members serving at the time these Amended Bylaws become effective shall serve for a term expiring upon the next selection of Appointed Board Members. Thereafter, each two-year term of the Appointed Board Members shall commence on the date of their selection at the regularly scheduled general Board meeting falling closest to twelve months after the last meeting at which the elected District Representatives were seated. Selection of Appointed Board Members shall be made by a majority of the District Representatives.
- E. Outreach. The Board shall establish a system of outreach to find and obtain applicants for subsequent election and appointment to the Board. The Board may choose to design such a system through the committee process. The purpose of this outreach is to put forth a reasonable effort to inform and give Stakeholders desiring to participate on the Board an opportunity to become a Board member. To that end, the Board shall take into account the need to allow time for prospective Board Members to solicit Stakeholder support.
- F. Board Vacancies. The Board shall fill Board vacancies by majority vote after an outreach effort.
- G. Loss of Quorum
1. If the Council lacks a sufficient number of remaining Board Members needed to establish a quorum, then the remaining Board Members are granted the limited authority to conduct a public meeting and fill any vacant seats on the board according to the restrictions or criteria established in the Bylaws for the seat to be filled. The public meeting to reestablish the quorum will be conducted in accordance with the Brown Act, and will be attended by each and every remaining Member of the Board. Any vacant seat will be filled by a majority vote of the remaining Board Members. No other business shall take place at this public meeting. Until such time as a sufficient number of the vacancies have been filled to reestablish a quorum,

those persons appointed by this procedure will not vote or participate in the process of filling the vacancies.

2. After the quorum is reestablished, the Council may fill any remaining vacancies in accordance with the regular appointment procedure stated in these bylaws in Article IX, Section F.
3. Notwithstanding the above, if more than 3/4 of the seats on the Board are vacant, then the remaining Board Members will not be authorized to appoint any vacancies and, instead, are only authorized to take any and all action necessary to conduct an election to replace or fill all District Representative positions on the Board. Such election shall be conducted consistent with these Bylaws except that it may be scheduled at any time and shall result in the replacement of all existing District Representatives (unless they are reelected) by new District Representatives to serve out the term of those replaced. If there are no Board Members, then the Department may name the members for the Election Committee who will then be authorized and have the power to conduct an election for all board seats.
4. Notification of any public meeting(s) conducted pursuant to this section will include the required ~~five~~ **public** postings, and other methods such as a mass distribution to the area, presentations to organizations, and/or advertisement in local information sources.

AMENDMENT SUMMARY

[Removes minimum # of public posting places until further defined].

ARTICLE X MEETINGS

- A. General **Governing** Board Meetings. General Board Meetings shall be held at least once per calendar quarter.
- B. Special Meetings. A Special Meeting of the Board for any lawful purpose may be called at any time by the Board, by the President, or by a petition signed by a majority of the Board or 100 or more Stakeholders. The meeting date shall be at least 5 days but no more than 30 days after receipt of the petition by the Board. No business, other than the general nature of which was set forth in the notice of the meeting, may be conducted at such a meeting.

C. Notice Requirements. Whenever the Board or a committee subject to the Ralph M. Brown Act (the "Brown Act") is required or permitted to take any action at a meeting, a written notice of the meeting shall be given. The notice shall specify the date, time, place, and agenda of the meeting. All such notices will conform to the Brown Act, which includes posting meeting notices in generally accepted public places, through electronic media, such as e-mail, and posting notice on the Council's web site.

D. Conduct of Meetings.

1. All meetings of the Board and Committees shall be conducted in accordance with the Brown Act, these Bylaws and Parliamentary Authority.
2. Decisions of the Board shall be made by consensus. In the event that a consensus is not reached, decisions may be made by a majority vote, except that amendment of these bylaws shall require a supermajority vote. In all decisions that affect only one District, the Board shall give strong consideration to positions taken by a consensus of the affected Stakeholders. A consensus is reached when the presiding officer senses that the majority of the Board Members support a position or action and no Member is so strongly opposed that the Member cannot acquiesce in the position or action taken by the Board.
3. All Stakeholders and the public shall have the right to state their positions or grievances at any meeting of the Board during the public comment agenda item or in writing to the Board.
4. The Board shall make such other rules for the conduct of its meetings as are necessary and appropriate, and shall be the sole judge of such rules. Standing Rules may be approved by the Board to supplement these Bylaws. Such rules shall be in addition to the Bylaws and shall not be construed to change or replace any Bylaw. Among other aspects, Standing Rules may apply to guide the conduct of the Board, election guidelines and the procedures of all meetings. If there is a conflict between a provision of the Bylaws and a Standing Rule, the Bylaw shall govern. Standing Rules may be adopted, amended, or repealed by a simple majority vote of the Board.
5. Actions taken by the Board may be reconsidered in accordance with the procedures for reconsideration in the Parliamentary Authority.

E. ~~Parliamentary Authority. Roberts Rules of Order newly revised shall be the parliamentary authority for the GGPNC.~~

AMENDMENT SUMMARY

[Removes repeated definition previously cited].

**ARTICLE XI
GRIEVANCE**

- A. Grievance Procedure. Any stakeholder objecting to the failure of the Board or any Member to comply with applicable procedures may submit a written grievance to any Member of the Board, who shall promptly refer it to the President or Secretary for placement on the agenda of the next regularly scheduled Executive Committee meeting. The Executive Committee shall review the grievance and shall determine whether to **attempt to** resolve the grievance itself or to refer the grievance to an ad hoc committee of Stakeholders if one has been **previously** designated by the Executive Committee. The Secretary shall maintain a list of Stakeholders who have expressed a willingness to serve on such an ad hoc committee. The person submitting the grievance shall be notified not less than four days prior to any meeting at which the grievance will be considered in order that he or she may attend and be heard. The Executive Committee or designated ad hoc committee shall **attempt to** resolve the grievance and recommend appropriate action, and shall advise the person submitting the grievance of its determination in writing and submit a copy of its determination to the Secretary.

AMENDMENT SUMMARY

[As evidenced by recent events, the Executive Committee can only attempt to reconcile a grievance, it cannot guarantee resolution; clarifies language].

- B. Action by Board. To the extent resolution of the grievance requires action by the Board, or the person submitting the grievance requests follow up consideration by the Board by written request to the Secretary, the Secretary will cause the report to be listed on the agenda of the next regular Council meeting as a discussion and possible action item.
- C. Scope of Grievance Procedure. This formal grievance process is not intended to apply to disputes by Stakeholders who simply disagree with an official 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, such as the Board's failure to

comply with its rules or these bylaws, or its failure to comply with the City Charter, the Plan, local ordinances, and/or state or federal law.

- D. Done Action. In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to the Department for consideration of dispute resolution in accordance with the Plan.

ARTICLE XII AMENDMENTS

- A. Proposed Amendments. Any Stakeholder(s) may propose amendments to these Bylaws during the public comment period of a regular meeting of the Board. The Rules and Elections Committee or the Executive Committee may also propose amendments. A proposal to amend these Bylaws shall be formalized in writing and lodged with the Secretary or other person responsible for preparing the agenda for the next regular meeting. The proposed amendment will be placed on the agenda for public discussion at the next regular meeting of the Board.
- B. Approval of Amendments. Approval of proposed amendments to these Bylaws must be made by a Supermajority vote of the Board. After such approval, the proposed amendment shall then promptly be submitted to the Department along with a copy of the existing Bylaws for review and approval by the Department all in accordance with Article V(3) of the Plan, as it may be amended for time to time, and in compliance with applicable requirements and procedures.

ARTICLE XIII FINANCIAL ACCOUNTABILITY

- A. Compliance. All receipts, disbursements, funds handling and investment, accounting, and financial reporting for the Council shall comply with the requirements of the City, as amended from time to time. The GGPNC shall comply with all financial accountability requirements as specified by City Ordinance 174006 and in the Plan and as stated in the City's Certification Application.
- B. Accounts. The Treasurer ~~of the Council~~ shall oversee and be charged with the full custody and control of all Council funds and assets. The Treasurer will establish an account or accounts for the deposit of Council funds in a ~~federally insured (FDIC)~~ bank or financial institution **insured by the Federal Deposit Insurance Corporation (FDIC)** in the precise name of this Council, as certified by the City of Los Angeles. These funds shall remain liquid and readily available for use by the Council and shall not be used for high risk or speculative investments, but must conform to prudent standards of investment of public funds.

AMENDMENT SUMMARY

[Redundant language, corrects usage of acronym].

- C. Ethics Certification. ~~Effective June 16, 2010, Any~~ Board Member or Committee Chairperson who has not satisfactorily completed the course currently entitled “Ethics and Open Government Training for Neighborhood Councils” within 60 days of being seated, confirmed in any council position, or after previous certification has expired, shall be prohibited from voting or participating in discussion on any issues coming before the Board and/or individual committee(s), until this mandatory training is completed. Non-participation due to failure to obtain certification shall constitute an unexcused meeting absence. ~~Board members in office at the date of enactment of this provision shall have 60 days to be in compliance of this requirement.~~

AMENDMENT SUMMARY

[Initial timing language no longer relevant, thus stricken].

**ARTICLE XIV
ETHICS**

- A. General Compliance. The Council, its representatives, and all Stakeholders will endeavor to conduct Council business in a professional and respectful manner. The Council, its representatives, and all Stakeholders will refrain from violating Board Rules and shall abide by the Plan and all City, County, State, and/or Federal laws that apply, including the City of Los Angeles Governmental Ethics Ordinance (Los Angeles Municipal Code, Section 49.5.1, et seq.).
- B. Conflicts. The Conflict of Interest provisions issued by the City of Los Angeles and the Department will be used to determine whether a conflict of interest exists. However, a conflict shall be deemed to exist where a Board Member or a member of their immediate family or household would derive a direct or indirect financial benefit from an action of the Council on which the Board Member would be voting. If a conflict of interest exists, the affected Board Member shall declare in writing or verbally state as part of the record the source of such conflict of interest and shall abstain from voting on any related issues. Failure to do so shall be grounds for removal from the Board.
- C. Ethics Certification. Effective June 16, 2010, any Board Member or Committee Chairperson who has not satisfactorily completed the course currently entitled “Ethics and Open Government Training for Neighborhood Councils” within 60 days of being seated, confirmed in any council position, or

after previous certification has expired, shall be prohibited from voting or participating in discussion on any issues coming before the Board and/or individual committee(s), until this mandatory training is completed. Non-participation due to failure to obtain certification shall constitute an unexcused meeting absence. Board members in office at the date of enactment of this provision shall have 60 days to be in compliance of this requirement.

ARTICLE XV EARLY NOTIFICATION SYSTEM

The Council is committed to ~~developing a~~ **utilizing** systems whereby pertinent information transmitted to **Stakeholders** through **various means including** the City's Early Notification System (ENS) ~~will be~~ **is** disseminated or **made** reasonably ~~made~~ available to Stakeholders in a timely manner.

AMENDMENT SUMMARY

[Language updated to reflect current conditions; tightens grammar].

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