

Present: Alex De Ocampo
Rosemary De Monte
Mark Mauceri
Jessie Kornberg
Tor Hyams
Barbara Ferris, Committee Staff

Public: Peter Golio
Frank Masi
Ron Ostrow

1. Call to Order: 7:26

2. Public Comments on Non-Agenda Items
NONE

3. Approval of Minutes from December 14, 2010

MOTION (to adopt minutes): Kornberg

SECOND: De Monte

Ferris: two typos need correcting

MOTION to amend (Kornberg): fix typos (page 2 typos (item 5 last Mauceri attribution); pg 5 - 3rd paragraph (prosvess))

Hyams: typos noted will be fixed

PASSED

MOTION (Hyams): Move Item 7 out of order and take first.

SECOND: Kornberg

OBJECTIONS: None

PASSED

7. Review of draft bylaw language amendments regarding composition and makeup of Governing Board; discussion and action as appropriate.

Mauceri passes out a document that shows how it would look to change the bylaws (per discussion at last meeting).

Hyams: has stayed out of discussion and would like to hear from committee and public. Opens to public comment.

PUBLIC COMMENT

Masi: He ran to be on the board because he wanted to see the method of election/appointment changed. Still feels that all board members should be elected. Feels that is why he was elected. Feels it's the fairest way to do it. Knows it's not black and white. Also disagrees with tying special interest seats with chairs. The Governing Board functions as oversight on the committees and

finds that committees composed primarily of board members is problematic. Feels it's best to let the board canvas board members and public and select who is best for chair of a committee.

Ostrow: Thinks there is merit to having some appointed members. When community changes the Board needs to change accordingly. At-Large positions allow the board to reach out to community and involve those who weren't necessarily able to run during the election cycle. Continuity is crucial. Should GGPNC move to all elected, the City will not allow an election each year so a turnover of the entire board all at once would be problematical.

Ferris: Election/appointment cycle as is takes up enormous time and energy (four to five months out of each year). Every two years the election cycle demands extensive outreach and preparation. In alternate years the appointment cycle dominates meeting agendas for several months and also demands extensive outreach and preparation. This means the board spends more time on itself than it does tending to community issues.

COMMITTEE DISCUSSION

Kornberg: appointments don't guarantee continuity. Her first priority is making sure that no single block holds control of the board. Her second priority is changing the voting qualifications and methods.

De Monte: Some NCs have three and four year terms. It has always been a struggle to meet the election/appointment cycles. Is against the Planning/Zoning chair being elected. Feels that change could be good so long as it improves things and doesn't make it worse.

Hyams: hopes that the committee arrives at what is the fairest and best thing for the community. Has always felt that all seats should be elected.

Mauceri: It would serve the public better to change things. Having said that, we'll never arrive at a perfect configuration but we need to keep trying to make it better and better, with full knowledge that it will never be perfect. Let's do what is doable rather than what is perfect. Thinks there are things we can get the entire board to agree on. If mistakes are made, they will be correctable.

De Ocampo: Agrees with Kornberg. Let's find a fair and equitable compromise. It's a volunteer organization there will be turnover.

Hyams: most of us have been on the board for a number of years. There's been a lot of turnover. Suggests reviewing Mark's document.

Mauceri: This is a first step toward getting us to a certain place. We need to know where this is process trying to accomplish. Suggests walking through the document. We checked on how the GGPNC Board got this way by talking to the founders and looked at other councils and how they elect/appoint. Specialty seats serve the entire community in a specific role. According to the scenario outlined in this document four people would be appointed at-large for a specific purpose or to represent a specific large community group.

Hyams (cont.): this appointment cycle (2011) we would appoint for 1-year terms to fill the seats until the 2012 election cycle.

Mauceri: Yes. He'd like to hear what the committee feels about this document.

Hyams: Is there any objection at this time on exploring the premise of 15 elected and four appointed?

NO OBJECTION

Kornberg: feels that the format of this document (as submitted by Mauceri) is not consistent with the way we most recently went about amending the bylaws. If we go forward we should consider redoing this in that format.

Mauceri: suggests declaring this a working session so that we can move things around and edit, as needed.

GROUP AGREES

Mauceri: changes in red ink are Mauceri's, blue ink is Kornberg's, black text is existing bylaws text.

Mauceri: Article 8: proposed amendment to language partly to make it cleaner and partly to codify. This sets up a new precedent of voting by district. The premise as discussed in the last meeting is that when voting in an election a stakeholder must declare a stake in one district and may only vote for district reps in that district and five cross-council At-Large seats.

PUBLIC COMMENT

Ostrow: Past president issue: if the past president is an appointed member there could be a problem. Re: trying to avoid slates; when we discussed in past, if all elected people don't appoint you have a problem, if the "cross-council" elected seats don't appoint that does create a caste system. All elected board members should be entitled to vote. Re stakeholder voting: Silver Lake requires documentation to vote. This is problematic, for instance if you have a stake at the rec center you need a letter from the Rec Center director that verifies that you are a stakeholder. Item D2 (consensus): should say "consensus as defined by the city rules."

Masi: Page 4 currently all board members are charged with representing the interest of all stakeholders. The language as submitted here seems to imply that district reps should only vote on things in their district.

Mauceri: That can be better clarified.

Masi: The term "cross-council" does that mean across the whole neighborhood?

Mauceri: that term can be worked on.

Masi: still on page 4; four At-Large reps seems an attempt to make democracy neat but it's messy and this might not work as intended. Re: standing committee numbers should it state a minimum? Article IX: selection of the board; feels that the definition is too loose.

COMMITTEE DISCUSSION

Hyams: let's say I live in District C but my kids go to school in District D I'd have to choose. This is uncomfortable. Also uncomfortable with the "cross-council" concept. He's leaning toward electing all 19 and eliminating the fancy pretzel voting. It's beginning to get really confusing.

Kornberg: references to other elected bodies are irrelevant here.

Mauceri: We've got to move slowly but surely toward a more equitable and functional council. Reservations have been expressed about Planning/Zoning, he feels it should be elected.

De Monte: Reiterates objection to electing that position.

Kornberg: tying seats to chairs loses the opportunity to draw more community members into the process as committee chairs. Also agrees that we need to be pragmatic, however, this version isn't creating any comfort level. Why did we abandon the 15 elected district reps, three from each district?

Hyams: (1. Tie seats to chairs? (2. Choose Specific interest cross-council seats? Let's carve these out and address these. Let's decide: come to terms with whatever the five interests are and whether they should be tied to committee seats.

MOTION (Kornberg): To vote on whether or not we recommend to board that we have five positions on the board to be elected by all stakeholders to represent specific stakeholder interests.

SECOND: Hyams

VOTE: in favor 3: against 1 (Kornberg)

PASSED

MOTION: (Mauceri): that one of those positions be designated "business interests".

SECOND: (De Monte)

VOTE: In favor: unanimous

MOTION (Mauceri): that one of those positions be designated "education".

SECOND: De Monte

VOTE: In favor 3: Against 1 (Hyams)

PASSED

MOTION: (Hyams): that one of those positions be designated "youth representative".

SECOND (for purposes of discussion): Kornberg

DISCUSSION

Kornberg: objects to working through in this manner. Once we get to five that will be it. Last time we talked about a youth rep elected by other youth.

Hyams: thinks it's important to hear from that group of stakeholders.

Kornberg: has two reservations on youth seat, meetings that run late and the overlapping of youth interests with education and recreation.

De Monte: in most neighborhood councils special interest seats are elected by the interests they represent.

Mauceri: too many gray areas in what is needed and how to serve that and how to attract competent candidates.

De Monte: suggests amending the bylaws to include a non-voting youth rep.

Hyams: calls for vote

VOTE: Against 3; in favor 1 (Hyams).
FAILS TO PASS

MOTION: (Mauceri): that one of those positions be designated “public safety”.

SECOND: De Monte

VOTE: in favor 3: Against 1 (Hyams)

MOTION: (Mauceri): that one of those positions be designated arts and culture.

SECOND: (Jessie, for purposes of discussion)

De Monte: we live in a very artistic neighborhood and it’s important to have representation.

Kornberg: calls for review of possible seats voted on so far this session.

Hyams: would ideally opt for youth, business, parliamentarian, arts & culture

Chair calls for to vote (on Arts & Culture seat)

VOTE: In favor 3: against 1 (Mauceri)

MOTION (Arts & Culture seat): PASSED

MOTION (Hyams): that one of those positions be designated parliamentarian.

SECOND: Kornberg

DISCUSSION

Hyams: the board would work so much better if there were someone who was at the table to help keep things moving and clear-cut.

Mauceri: it requires a lot of reading, study and acumen. People get paid good money to do that at meetings. Thinks this is better for an appointed position.

Hyams: calls for vote

VOTE: In favor 2: Against: 2 (Mauceri, Kornberg)

MOTION (parliamentarian) FAILS

MOTION: (Kornberg): that one of those positions be designated outreach.

SECOND (none)

MOTION FAILS

MOTION (Mauceri): that one of those positions be designated recreation interests.

SECOND: De Monte

Kornberg: feels strongly that this is another example of why you shouldn’t tie seats to committees.

Chair calls for vote (on recreation interest seat)

VOTE: In favor 4 (unanimous)

PASSED

MOTION (Hyams): that the five elected interest seats are not tied to committee

chairs.

SECOND: Kornberg

Mauceri: objects for sake of discussion. If members of the public elect a seat and that seat isn't tied to the chair. He believes they should be tied.

Hyams: This would be a drastic change for committees and will ripple badly into the community. Doesn't support.

Kornberg: If we say these five people are chairs of these committees then we need to codify it and make the committees standing committees. Should we be concerned about five committees changing chairs all at once, is this a potential continuity problem?

Mauceri: I don't think we're going to solve this tonight. Whatever we devise will be better than what we have now.

MOTION (Kornberg): Moves that the committee table the issue until we know who's going to vote for the position.

SECOND: DE MONTE

OBJECTION: Mauceri

VOTE (to table): In favor 2; Against 2 (tied)

MOTION (to table): FAILS

VOTE (on motion re not tying seats to tables)

In favor 2: Against 2 (Kornberg, Mauceri)

MOTION (seats not tied to committee chair): FAILS

TEMPORARY SUSPENSION OF DISCUSSION ON ITEM #7: Chair suggests that the committee suspend going through the Mauceri document line-by-line for a few minutes in order to take up item #6.

GROUP AGREES

6. **MOTION** (taken out of order): The GGPNC will sponsor a public forum for the City Council candidates running for the District 4 seat and will allocate up to \$2000.00 (to be allocated evenly between Rules and Elections and Outreach) to facilitate the event that will include, but not be limited to room rental, newspaper advertisement, food and drink and collateral material. The Forum will be officiated by an officer(s) of the GGPNC.

MOTION (as stated in agenda): (Hyams)

SECOND: Kornberg

Hyams: both LaBonge and O'Grady have agreed and Stephen Box will be invited when the board approves.

De Monte: since one of our board members is running it's important that GGPNC be very, very clean about this. For instance some board members have donated to Tomas's campaign.

OBJECTIONS: none

PASSED BY CONSENSUS

RETURN TO DISCUSSION OF ITEM #7

Kornberg: Objects to any language change that isn't about changing the board composition.

MOTION (Kornberg) To table all changes not related to changing Board composition.

SECOND: NONE

FAILS TO PASS

DISCUSSION: whether or not to approve the document submitted by Mauceri.

The committee undertakes a line-by-line review process.

ARTICLE IV – 1st paragraph

MOTION (to approve as submitted) (Hyams)

SECOND: Mauceri

VOTE: In favor 2; Against 2

MOTION FAILS

ARTICLE IV – Sections 1) – 7)

MOTION (to approve as submitted) (Hyams)

SECOND: None

Brief discussion ensues regarding how to proceed. General agreement is reached that moving forward with this document, language not connected to board configurations should be moved as keeping existing bylaws language.

MOTION (Hyams): to leave all the language of Article IV as is (leave language unchanged).

SECOND: Mauceri

OBJECTIONS: None

MOTION (to make no change to existing language) **PASSED BY CONSENSUS**

ARTICLE V: Paragraph 2

MOTION: to leave language in paragraph 2 as is with no changes.

SECOND: De Monte

OBJECTIONS: Mauceri

Mauceri: Feels those two changes need to be done.

VOTE (no change): in favor 3, Against 1 (Mauceri)

MOTION (no language change): **PASSED**

ARTICLE V – Paragraph 3

MOTION (Kornberg): Changes in paragraph 3 be tabled until Article VIII is finalized.

SECOND: Hyams

OBJECTIONS: None

MOTION (to temporarily table): **PASSED BY CONSENSUS**

ARTICLE VIII – SUBSECTION 1. A.

MOTION (Mauceri): that ARTICLE VIII Subsection 1. A. is left as is (not edited as proposed).

SECOND: Hyams

OBJECTIONS: None

MOTION (to leave as is) **PASSED BY CONSENSUS**

ARTICLE VIII – SUBSECTION 1. B.

GENERAL DISCUSSION to clarify what is being decided. Agreement was reached to 1) strike the term “Cross-Council Representatives” and insert “Stakeholder Interest Representatives” and 2) replace “Planning, Zoning & Historic Preservation” reference with Arts and Culture.

During the discussion the committee turns to Article IX C. (referenced in Article VIII 1. B.) this Item covers Election of District Representatives.

MOTION (Mauceri): Moves that all references to “Cross-Council Representatives” be changed to “Stakeholder Representatives.”

SECOND: De Monte

OBJECTIONS: None

MOTION PASSED BY CONSENSUS

MOTION (Kornberg): Moves that the language in IX C be changed to say that District Representatives are elected only by those who declare a stake in that district, and not by all stakeholders.

SECOND: Mauceri

OBJECTIONS: Hyams feels that restricting stakeholders to one district is unfair. Feels it’s not necessary to structure the voting as a safeguard against slates. Slates are part of the democratic process. Two slates ran at the last GGPNC election and one of the slates prevailed. Doesn’t like the idea of twisting the current system just to avoid slates.

Mauceri: Is in favor of requiring stakeholders to declare in one district and only vote in that district. Feels it’s better than the way it is now, where stakeholders with minimal connection to the neighborhood can vote across the board for all district representatives.

De Monte: With the current system, you don’t even have to solicit your neighbor’s vote you can just enlist your friends from where ever and have them come in to vote en masse. There were problems with this from the beginning.

Hyams: Reiterates that he doesn’t like this tack and doesn’t like the direction we’re headed with stakeholder definitions.

Kornberg: clarifies motion:

MOTION RESTATED (by Kornberg with specific language): “All stakeholders

shall be entitled to vote for two District Representatives from the districts in which they declare a stake, at the time of the election.”

Hyams: Asks why, if this is being proposed, are we not requiring proof of stakeholder status such as resident, business owner, school affiliation, etc.? Isn't this just as full o holes as what we're trying to remedy? Last time people complained that voters with very flimsy connections to the area were voting along with residents.

Kornberg: What we're discussing here, by requiring stakeholders to declare and vote in one district, limits the ability of one group of voters to elect the entire board. Therefore, someone with a very light claim to stakeholder status would only be able to vote for two representatives not all nineteen.

Hyams: Suggests that the committee is not going to be able to get through the proposed changes in one sitting.

Committee agrees that it's important to submit a proposal on this item at the January Board Meeting. Group agrees to adjourn for the night and continue the meeting the following week. Hyams will schedule the room, notify the committee and post the meeting on the GGPNC website.

10. Adjourn: 11:07 PM to reconvene next week to continue discussion.

MOTION (Hyams): To adjourn and reconvene next week to continue deliberations.

SECOND: Mauceri

PASSED BY CONSENSUS

TH (bf)

NOTE

The following ITEMS 4, 5 8 & 9 were not covered or discussed.

4. Review and compilation of up-to-date GGPNC Committee List for Standing Rules, Policies and Procedures document. (10 mins)

5. Incorporation of recent applicable Board resolutions to Standing Rules, Policies and Procedures document. (5 mins)

7. Review of draft bylaw language amendments regarding composition and makeup of Governing Board; discussion and action as appropriate.

8. May appointment discussion. Action as appropriate.

9. Other Comments and Announcements



**GREATER GRIFFITH PARK
NEIGHBORHOOD COUNCIL**

BYLAWS

Revised pursuant to Board action(s), 19 OCT 2010

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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**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 of our stakeholders, as that term is defined by the City Charter [and Article V of these bylaws](#), in Los Feliz, Franklin Hills and The Greater Griffith Park area to enhance our quality of life. GGPNC Board Members, Committee Chairs and volunteers will help to set a standard for how Area [Stakeholders](#) can strive to promote and protect the interests of these communities. It is the policy of the GGPNC:

- 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 [Stakeholders](#)
- 3) To remain politically and ideologically non-partisan and inclusive in its operations including, but not limited to, the selection process for Governing Board, [Committee Chairs](#) and committee members;

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- 4) To promote and utilize the Early Notification System (ENS) and other communication systems to inform Stakeholders about issues in our community in a way tailored to promote and encourage involvement in the decision-making process;
- 5) To encourage all Stakeholders to participate in the activities of this Neighborhood Council;
- 6) To prohibit discrimination against any individual or group 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.

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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.

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"BOARD MEMBERS" shall mean members of the Neighborhood Council Board, consisting of District Representatives, Appointed Board Members, and effective 2012, Cross-Council Representatives, as described in Article VIII.

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

"DEPARTMENT" shall mean the Department of Neighborhood Empowerment (DONE) 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.

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"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 Area boundaries are 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 as follows:

- 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

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

1. Elected Board Members.

A. Ten 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 who live, work, own property, or declare a stake in their respective Districts, as well as with responding to the concerns of all Stakeholders concerning such District.

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B. Beginning with the 2012 Neighborhood Council Election, Five Cross-Council Representatives shall also be elected in accordance with the provisions of Article IX.C. Cross-Council Representatives shall consist of (1) Business Interests Representative, (2) Education Interests Representative, (3) Recreation Interests Representative, (4) Planning, Zoning & Historic Preservation Representative, and (5) Public Safety Representative.

2. Appointed Board Members.

Four At-Large Representatives shall be selected by the District Representatives in accordance with the provisions of Article IX D. The four At-Large Representatives and the past President of the Governing Board, in accordance with the provisions of Article VIII.B.1, shall constitute the Transition Committee in accordance with the provisions of Article VIII.C.1.d. In selecting the Appointed Board Members, the Board shall solicit nominations from Stakeholders and Stakeholder groups in the Area. In determining which additional Stakeholder groups or areas of concern should be represented on the Board, the District Representatives shall take into account the principles of diversity set forth in the Plan.

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Deleted: Nine Board Members ("Appointed Board Members") shall be selected by the District Representatives 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.

B. Officers and Duties. The Neighborhood Council Governing 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 Governing Board meeting at which the term of the newly elected District Representatives and Cross-Council Representatives commences; and (ii) in odd numbered years at the Governing Board meeting at which the term of newly appointed At-Large Representatives 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.

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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.

The President shall serve on the Transition Committee during the term immediately following his/her term as President of the Governing Board, including those in which he/she is re-elected.

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; Chair the Budget & Finance Committee; 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.

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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 when reasonably practical, be composed of five 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 may consist of a majority of filled positions. All decisions of the Executive Committee may be subject to ratification or reversal by a majority of the Board present, and may be submitted for ratification at the next meeting of the Board.

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.

d. Effective June 1, 2011, Transition Committee. The Transition Committee shall consist of the four appointed At-Large Representatives and the past President of the Governing Board. When the past President is no longer a Board Member, he/she shall serve as a non-voting member of the Transition Committee and a fifth voting member of the Transition Committee may be selected from among the elected Board Members. The Transition

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Committee's primary purpose shall be to provide continuity and orderly transitions between Governing Boards after general elections. Committee members are tasked with becoming well versed in the Plan, Bylaws, Standing Rules, Parliamentary Authority and operations and conduct of Council. In addition, the Transition Committee shall be responsible for introducing Stakeholders who are appointed to fill vacancies on the Governing Board and as Committee Chairs to these rules and regulations as well as the Council's operations, including the budget process and communication systems.

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.

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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.

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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.
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 and Cross-Council Representatives, shall commence at the first general Board meeting which is no

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more than 30 days following the certification of the results of the election (it being intended that if meetings are held monthly the newly elected Board Members would be seated at the first 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 Board Members 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 summer months of July and August.

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 and Cross-Council Representatives must be stakeholders within the GGPNC boundaries as defined by these Bylaws. Qualification for election shall be confirmed by the City Clerk or whichever authority is tasked with administering and supervising the election. During their term, each Board Member must maintain the status upon which they were elected/selected for membership (e.g., a District Representative must remain a Stakeholder of their District, a Business Interests Representative 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 be replaced by the Board.

C. Election of District Representatives and Cross-Council Representatives. All elected Board Members shall be elected at elections conducted by the City Clerk or whichever authority is tasked with supervising the election every two years in every even-numbered year in accordance with the rules and regulations currently promulgated by the City Clerk. Voting in the election of District Representatives and Cross-Council Representatives shall be open to all Stakeholders at least thirteen (13) years of age. Qualification to vote may be established by self-affirmation. All Stakeholders shall be eligible to vote for one candidate for each of the five Cross-Council Representative seats. All Stakeholders shall be eligible to vote for two Board Members from the District in which they declare a stake at the time of election. Stakeholders shall declare a stake in one, and only one, 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 or whichever authority is tasked with administering and supervising the election. 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

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procedures shall include appropriate provisions for voting by mail ([when applicable](#)), 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 [District Representatives](#). [The top vote getter in each Cross-Council Representative category shall be elected Cross-Council Representative](#). 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.

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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 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 [Governing](#) Board meeting falling closest to twelve months after the last meeting at which the elected [Board Members](#) were seated. Selection of Appointed Board Members shall be made by a majority of the District Representatives.

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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 [entire](#) Board shall fill Board vacancies by majority vote after an outreach effort.

G. Loss of Quorum

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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.

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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 elected 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 public postings, and other methods such as a mass distribution to the Area, presentations to organizations, and/or advertisement in local information sources.

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ARTICLE X MEETINGS

- A. Governing Board Meetings. Governing 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.

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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 a majority of those present at a duly noticed public meeting. The Chair may call for a consensus vote by asking if there is anyone opposed to the motion being discussed. In the event that a unanimous decision is not obtained, decisions shall be made by a roll-call 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.
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.

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**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

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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.

- 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

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- 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 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.
- C. Records. The Treasurer shall establish and oversee a system of bookkeeping and accounting for the Council that complies with Generally Accepted Accounting Principles and conforms to all applicable local, state, or federal laws. The Treasurer may request authorization from the Board to retain a financial professional to assist in creating a bookkeeping and annual accounting system. The Treasurer may also request the assistance of the City when implementing the same. The Treasurer, however, shall be ultimately responsible for the maintenance of the system of bookkeeping and accounting and for the protection of all Council assets.
- D. Access. The Council's financial statements, books and accounts shall be open for inspection and copying by any member of the public upon a written request to the Board. The Board shall establish fair and open procedures to permit inspection within a reasonable time. Any copying of financial records will be performed by policies established by the Board and the charges for such services will be the responsibility of the person or entity requesting the copies.
- E. Reports. The Treasurer shall make a written report to the Board on the Council's finances at every regular meeting of the Board, and such other times as the Board may request.
- F. Submissions to Department. The Treasurer shall prepare and file such documents and returns as are required by the City of Los Angeles and shall make the Council's financial records available for review by any authorized agency of the City of Los Angeles. The Treasurer shall be responsible for preparing or coordinating the preparation of a financial statement for the Department annually. The Treasurer shall also coordinate and cooperate with the Department on establishing a process and/or system by which the Council's

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finances and book of accounts can be reviewed by the City pursuant to the Plan.

**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. 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.

**ARTICLE XV
EARLY NOTIFICATION SYSTEM**

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

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APPENDIX

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