

## GREATER WILSHIRE NEIGHBORHOOD COUNCIL BOARD RULES

Approved July 29, 2020; Updated November 16, 2020; Updated March 09, 2021

These Board Rules (“Board Rules”) of the Greater Wilshire Neighborhood Council (“Council” or “GWNC”) are duly adopted by Official Action of the Board of the GWNC, taken on the date set forth hereinbelow. The Board Rules are written with reference to the Bylaws of the GWNC (“Bylaws”), as follows:

### RECITALS

A. WHEREAS, as provided in the GWNC Bylaws, the Council is “an officially recognized volunteer advisory council that is part of the Los Angeles Citywide System of Neighborhood Councils,” whose purpose “is to participate as a City of Los Angeles entity advising on issues of concern to our neighborhood and on the governance of the City of Los Angeles;”

B. WHEREAS, Article XII, Parliamentary Authority, of the Bylaws provides that “Rules for the Conduct of the Greater Wilshire Neighborhood Council Meetings,” defined as “Board Rules,” may be developed and adopted by a two-thirds (66%) vote of the total number of Board members present at a meeting at which there is a quorum, and may be changed or modified by the Board at future meetings in the same manner (two-thirds vote of members present); and

C. WHEREAS, Article XII of the Bylaws further provides that Board Rules formally adopted and set forth in writing shall, unless contrary to state or federal law, take precedence where there is a conflict with Robert’s Rules.

### **NOW THEREFORE, the GWNC Board adopts the following Board Rules.**

1. COMMUNICATIONS. Article V, Governing Board, of the Bylaws provides in Section 5, Paragraph C that “No individual Director of the Board shall speak for the Board or otherwise publicly represent a Board position unless authorized to do so by Official Action of the Board. The Board may, by Official Action, delegate to any individual the authority to present before any public body a standing Council position previously adopted by the Board or a statement that the Council has had insufficient time to develop a position or recommendation on a matter before that body.” Accordingly:

- GWNC communications of the Board’s positions shall be maintained, together with the Board Bylaws, Board Rules, Agendas, and Minutes.
- Any other communication, such as those of an individual Board member or Alternate or of a Board Committee Chair, regarding a matter concerning the GWNC shall prominently state that it may not represent the position of the GWNC Board.

2. OUTREACH. Article V, Governing Board, of the Bylaws provides in Section 11, Community Outreach, that “The Council shall establish a system to communicate with Stakeholders on a regular basis and to allow for proper notice of membership meetings. The Council shall create and maintain an e-mail list, which shall be used to distribute announcements to all Stakeholders who request to be included on the list, and such list shall be used for Council purposes only.” Accordingly:

- The GWNC shall maintain an email mailing list for circulating GWNC Meeting notices, Agendas, and other notices from the GWNC or government agencies, and shall use such other social media as may be approved by the Board.
- Posting on GWNC digital media shall be done only at the instruction of the Chair of the Outreach Committee or the President or Secretary of the Board, working with the GWNC Webmaster.
- Any GWNC digital account passwords and other account information shall be securely maintained by the President, Vice President, Secretary of the Board, and the Webmaster. All passwords shall be expediently shared by the Webmaster with President, Vice President and Secretary.
- All GWNC Board members and Alternates shall maintain a publicly accessible GWNC email address.
- All GWNC email address lists and rosters for its Standing and Ad Hoc Committees shall be accessible to the President, Vice President, Treasurer, Secretary and Administrator, the applicable Committee Chair, Committee Secretary and the GWNC Webmaster.
- The GWNC, its Officers, Committee Chairs, Board, and Webmaster shall use reasonable best efforts to maintain its email addresses and lists in such a manner as to safeguard the privacy of the email address owner.

3. COMMITTEES. Article VII, Committees and their Duties, of the Bylaws authorizes the Board to “create a system for the election, selection or appointment of Stakeholders to committees, sub-committees and/or ad hoc committees as need arises,” and further authorizes the Board to establish Board Rules to govern committee creation and authorization. Accordingly:

- The Board confirms the establishment and continued existence of the following Standing Committees: Environmental & Sustainability, Land Use, Outreach, Quality of Life, and Transportation.
- Standing Committees not identified in these Board Rules may be established by Board Action as required in the bylaws, by a two-thirds vote of the Board and these Board Rules shall be updated accordingly.
- Ad Hoc Committees not identified in these Board Rules may be established as needs arise (e.g. Budget, Bylaws, Elections, and Neighborhood Purposes Grant) by the President or Official Action of the Board and appointed by either the President or Official Action of the Board.
- Members to a Standing Committee may be appointed with a majority vote by the Board or by the members of the Committee and ratified by the Board.
- All Standing and Ad Hoc Committee members must complete the Ethics Training required of Board Directors and Alternates and sign the Code of Conduct adopted by the Board to be a voting member of that Committee.
- No election of GWNC Standing Committee leadership – to include currently existing and future committee positions above general committee member – shall be considered valid unless 1) the person selected is chosen by a majority vote in committee and subsequently affirmed and ratified by a majority vote of the GWNC Board; or, in the absence of a vote by the committee, 2) the person is selected by a two-thirds vote of the GWNC Board.

- Committee agendas should list Board-approved Committee members.
- All items under a Committee's section of the Board Agenda shall first be presented to, considered by, and acted upon by that Standing or Ad Hoc Committee.

4. AGENDAS. Article VIII, Meetings, of the Bylaws provides authority for the meetings of the Board, and further provides that the Agendas for such meetings may be set by the Board Rules. Accordingly:

- Agenda items may be reorganized at the discretion of the Meeting Chair or by official action of the Board.
- No request to add an item to the Agenda shall be granted until a Standing or Ad Hoc Committee has acted on the item and forwarded its action to the Board or the President has requested that the item be added to the Agenda or the Board has so instructed by official action.
- In order to ensure that the members of the Board have adequate time to consider all Agenda items, all those who wish to speak at Board meetings must be recognized to speak by the Meeting Chair, and shall have time limits, as follows:
  - Members of the public may speak on a non-Agenda and/or Agenda item for 2 minutes;
  - Invited speakers and government officials may speak on a non-Agenda and/or Agenda item for 5 minutes and, subject to Board approval, may speak for an additional 3 minutes;
  - Board members may speak once for two minutes; and may speak for another minute after everyone else who wishes to speak has spoken
  - After everyone else has spoken, Board members may speak, but only on Agenda items (and not on non-Agenda items), for one minute. Board Members may speak additional times at the discretion of the Meeting Chair or with a two-thirds vote by the Board.

5. BYLAWS CONTROL. Nothing in these Board Rules is intended to contradict or conflict with the GWNC Bylaws. In the event of such a contradiction or conflict, the Bylaws shall prevail and its text shall govern the conduct of the GWNC. If this document contradicts any prior board action this document supersedes previous action.

ADOPTED by the following vote of the GWNC Board on the 29th day of July, 2020.

Ayes: 15  
Nays: 1  
Abstaining: 1  
Absent: 3



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Conrad Starr, Secretary  
Greater Wilshire Neighborhood Council  
("Council" or "GWNC")