

BYLAWS
of the
GREATER WILSHIRE NEIGHBORHOOD COUNCIL

Table of Contents

Article I	NAME.....	3
Article II	PURPOSE.....	3
Article III	BOUNDARIES.....	3
	Section 1: Boundary Description	
	Section 2: Internal Boundaries	
Article IV	STAKEHOLDER.....	5
Article V	GOVERNING BOARD.....	6
	Section 1: Composition	
	Section 2: Quorum	
	Section 3: Official Actions	
	Section 4: Terms and Term Limits	
	Section 5: Duties and Powers	
	Section 6: Vacancies	
	Section 7: Absences	
	Section 8: Censure	
	Section 9: Removal	
	Section 10: Resignation	
	Section 11: Community Outreach	
Article VI	OFFICERS.....	11
	Section 1: Officers of the Board	
	Section 2: Duties and Powers	
	Section 3: Selection of Officers	
	Section 4: Officer Terms	
Article VII	COMMITTEES AND THEIR DUTIES.....	12

Section 1: Standing	
Section 2: Ad Hoc	
Section 3: Committee Creation and Authorization	
Article VIII MEETINGS.....	13
Section 1: Meeting Time and Place	
Section 2: Agenda Setting	
Section 3: Notifications/Postings	
Section 4: Reconsideration	
Article IX FINANCES.....	14
Article X ELECTIONS.....	15
Section 1: Administration of Election	
Section 2: Governing Board Structure and Voting	
Section 3: Minimum Voting Age	
Section 4: Method of Verifying Stakeholder Status	
Section 5: Restrictions on Candidates Running for Multiple Seats	
Section 6: Other Election Related Language	
Article XI GRIEVANCE PROCESS.....	16
Article XII PARLIAMENTARY AUTHORITY.....	17
Article XIII AMENDMENTS.....	17
Article XIV COMPLIANCE.....	17
Section 1: Code of Civility	
Section 2: Training	
Section 3: Self-Assessment	
ATTACHMENT A – Map of Neighborhood Council.....	19
ATTACHMENT B - Governing Board Structure and Voting.....	20

ARTICLE I
NAME

The name of this Neighborhood Council shall be the Greater Wilshire Neighborhood Council (“Council” or “GWNC”), an officially recognized advisory council that is part of the Los Angeles Citywide System of Neighborhood Councils.

ARTICLE II
PURPOSE

A. The PURPOSE of the GWNC 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. The MISSION and POLICY of the GWNC shall be to:

- 1. Respect the dignity and expression of viewpoints of all individuals, groups, and organizations involved in this neighborhood council.
- 2. Remain non-partisan and inclusive in our operations including, but not limited to, the election process for the Board of Directors and committee members.
- 3. Utilize the Early Notification System to inform our neighborhood council of matters involving the City of Los Angeles (and our community) in a way that is tailored to provide opportunities for involvement in the decision-making process.
- 4. Encourage all Stakeholders to participate in all activities of this neighborhood council.
- 5. Prohibit discrimination against any individual or group in our operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, homeowner status, renter status, or political affiliation.
- 6. Maintain fair, open, and transparent procedures for the conduct of Council business.

ARTICLE III
BOUNDARIES

Section 1: Boundary Description – From the intersection of La Brea Avenue and Olympic Boulevard, go north on La Brea Avenue until Willoughby Avenue. Go east on Willoughby Avenue until Wilcox Avenue. Go south on Wilcox Avenue to Melrose Avenue. Go east on Melrose Avenue until the western property line of the properties on the west side of Western Avenue. Go south along the western property lines of the properties on the west side of Western Avenue until 6th Street. Go west on 6th Street until Wilton Place. Go south on Wilton Place to 7th Street. Go east on 7th Street until the western property line of the properties on the west side

of Western Avenue. Go south along the western property lines of the properties on the west side of Western Avenue until Olympic Boulevard. Go west on Olympic Boulevard to La Brea Avenue, which is the starting point.

Section 2: Internal Boundaries – The GWNC is comprised of fifteen (15) *geographic areas*.

- A. **BROOKSIDE** – Highland Avenue (both sides) from Olympic Boulevard north to Wilshire Boulevard; east to Muirfield Road (both sides); south to Olympic Boulevard; west to Highland Avenue.
- B. **CITRUS SQUARE** – La Brea Avenue north from Third Street to Beverly Boulevard; east to Citrus Avenue (both sides); south to Third Street; west to La Brea Avenue.
- C. **COUNTRY CLUB HEIGHTS** – Wilton Place from Olympic Boulevard north to 7th Street; east to Manhattan Place (both sides); south to Olympic Boulevard; west to Wilton Place.
- D. **FREMONT PLACE** – Area east of Muirfield Road and west of Lucerne Boulevard between Wilshire Boulevard and Olympic Boulevard, not including properties on Muirfield Road and Lucerne Boulevard.
- E. **HANCOCK PARK** – Highland Avenue (both sides) from Wilshire Boulevard north to Melrose Avenue; east to Rossmore Avenue (both sides); south to Wilshire Boulevard; west to Highland Avenue.
- F. **LA BREA/HANCOCK** – La Brea Avenue from Wilshire Boulevard north to Third Street; east to Citrus Avenue (both sides); south to Wilshire Boulevard; west to La Brea Avenue.
- G. **LARCHMONT VILLAGE** – Arden Boulevard (both sides) from Beverly Boulevard north to Melrose Avenue; east to Wilton Place; south to Beverly Boulevard; west to Arden Boulevard.
- H. **MELROSE NEIGHBORHOOD** – La Brea Avenue from Beverly Boulevard north to Willoughby Avenue; east to Wilcox Avenue; south to Melrose Avenue; west to Citrus Avenue (both sides); south to Beverly Boulevard; west to La Brea Avenue.
- I. **OAKWOOD-MAPLEWOOD-ST. ANDREWS NEIGHBORHOOD** – Wilton Place from Beverly Boulevard north to Melrose Avenue; east to Manhattan Place (both sides); south to Beverly Boulevard; west to Wilton Place.
- J. **RIDGEWOOD - WILTON - ST. ANDREWS SQUARE** – Wilton Place (both sides) from Third Street north to Second Street; north along Wilton Drive (both sides) and Ridgewood Place (both sides) to Beverly Boulevard; east to Manhattan Place (both sides); south to Third Street; west to Wilton Place.

- K. SYCAMORE SQUARE – La Brea Avenue from Olympic Boulevard north to Wilshire Boulevard; east to Citrus Avenue (both sides); south to Olympic Boulevard; west to La Brea Avenue.
- L. WESTERN-WILTON (“WE-WIL”) NEIGHBORHOOD – Wilton Place (both sides) north from Sixth Street to Third Street; east to Manhattan Place (both sides); south to Sixth Street; west to Wilton Place.
- M. WILSHIRE PARK – Crenshaw Boulevard from Olympic Boulevard north to Wilshire Boulevard; east to Wilton Place; south to Olympic Boulevard; west to Crenshaw Boulevard.
- N. WINDSOR SQUARE – Arden Boulevard (both sides) from Wilshire Boulevard north to Beverly Boulevard; east to Van Ness Avenue (both sides); south to Wilshire Boulevard; west to Arden Boulevard.
- O. WINDSOR VILLAGE – Lucerne Boulevard (both sides) from Olympic Boulevard north to Wilshire Boulevard; east to Crenshaw Boulevard; south to Olympic Boulevard; west to Lucerne Boulevard.

ARTICLE IV STAKEHOLDER

Neighborhood Council membership is open to all Stakeholders. A “Stakeholder” shall be defined as any individual who:

- (1) Lives, works, or owns real property within the boundaries of the neighborhood council; or
- (2) Is a Community Interest Stakeholder, defined as an individual who is a member of or participates in a Community Organization within the boundaries of the neighborhood council.

A “Community Organization” is an entity that has continuously maintained a physical street address within the boundaries of the neighborhood council for not less than one year, and that performs ongoing and verifiable activities and operations that confer some benefit on the community within the boundaries of the neighborhood council. A for-profit entity shall not qualify as a Community Organization. Examples of Community Organizations may include Chambers of Commerce, houses of worship or other faith-based organizations, educational institutions, or non-profit organizations.

[The definition of “Stakeholder” and its related terms are defined by City Ordinance and cannot be changed without City Council action. See Los Angeles Administrative Code Section 22.801.1]

ARTICLE V
GOVERNING BOARD

The Board of Directors (“the Board”) shall be the Governing Body of the Council within the meaning of that term as set forth in the *Plan for a Citywide System of Neighborhood Councils* (“the Plan”).

Section 1: Composition –The GWNC Board shall number twenty-one (21) members, who shall be qualified and elected as specified in Article X of these Bylaws, representing the Council’s *geographic areas* and *special interest categories* as follows:

- A. Geographic Areas: Fifteen (15) Directors shall be Stakeholders representing, one (1) each, the Council’s fifteen (15) *geographic areas* defined in Article III, Section 2.
- B. Special Interest Categories: Six (6) Directors shall be Stakeholders representing, one (1) each, the Council’s six (6) *special interest categories*, as those categories are defined below:
 - 1. One (1) - “Business,” from among representatives of business and/or business associations located within Council boundaries.
 - 2. One (1) - “Renter,” from among renters who live but do not also own property located within Council boundaries.
 - 3. One (1) - “Education,” from among representatives of educational institutions located within Council boundaries.
 - 4. One (1) - “Religious,” from among representatives of religious organizations located within Council boundaries.
 - 5. One (1) - “Other Nonprofit,” from among representatives of other nonprofit groups located within Council boundaries.
 - 6. One (1) - “At-Large,” from among all Stakeholders.
- C. Alternates: Each member of the Board shall have an Alternate who is authorized to vote in that Board member's absence. Alternates shall have the same qualifications and shall be selected by the same method, and at the same time, as voting members.
- D. Board Representation: This Council’s goal, as set forth in Article II above, is to foster a Board that fairly represents as many of the Council’s constituencies as possible. The Board shall reflect the diversity of the Council’s Stakeholders. Accordingly, no single Stakeholder group shall comprise a majority of the Council’s Board unless extenuating circumstances warrant and are approved by the Department of Neighborhood Empowerment (Department). So long as they each meet the

qualifications for candidacy set forth below in Article X, Directors and their Alternates need not belong to the same Stakeholder category or community organization. Directors and Alternates should remember that the apportionment of the Board is designed to encourage participation that is widespread in geography and diverse in interests and experiences.

Section 2: Quorum – Three-fifths (3/5) of the twenty-one (21) member Board (13 members) shall constitute a quorum. A vote on any matter on the Board’s agenda cannot be made unless there is a quorum present at the time of the vote.

Section 3: Official Action – The Board shall take Official Action by a majority vote of the total number of Board members present, not including abstentions at a meeting, except as otherwise expressly provided herein. There shall be no proxy voting.

Section 4: Terms and Term Limits – Board members and Alternates shall serve two (2) year renewable terms, commencing and ending at the first Board meeting convened after certification of the results of the Election of Directors. [For purposes of this Article, service of six (6) months of more of a two (2) year term shall be deemed service of a full term.]

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

- A. Accountability: The affairs and business of the Council shall be managed by the Board.
- B. Privacy: The Council shall protect the privacy of its Stakeholders. Any Stakeholder database created by or on behalf of the Council shall be used exclusively for the purposes of Stakeholder communication, notice, and outreach. In no event shall any such database be compiled from public meeting sign-in sheets. The Council shall deny and refuse to disclose such database and all Stakeholder information pursuant to California Public Records Act Sections 6254(c) and 6255, and such other provisions of law regarding the protection of records from disclosure.
- C. Communication: 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. Such authority may be revoked at any time by the Board.

Section 6: Vacancies – During a Director’s or Alternate’s term, he or she must continue to be qualified to run for the seat to which he or she was elected or appointed. (As an example, a Director elected to represent a geographical area must continue to live, work, or own property in that area). If a Director or Alternate no longer qualifies, that Director’s or Alternate’s position shall be deemed to have been vacated. When a Director is not present at a meeting or vacates the Board, his or her position shall be filled by the Alternate (just for the meeting when the Director is absent but permanently when the Director has vacated the position). When a Director’s

position has been filled permanently by the Alternate, when an Alternate vacates the Board, or when no Alternate was elected, a replacement for the Alternate shall be appointed by the Board. Where both the Director's and the Alternate's seat are vacant (for example, where no one stood for election), replacements for both shall be appointed by the Board. Any qualified Stakeholder interested in serving as such a replacement Director or Alternate shall submit a written application to the Secretary within forty-five (45) days after the date a replacement seat becomes open. After the lapse of forty-five (45) days, the Secretary shall forward the names of all applicants to the Board. The Board shall have discretion to appoint the replacement from the applicants or among any other qualified Stakeholders. The term of all appointed Directors and Alternates shall be limited to the term for the vacant seat.

Section 7: Absences – “Poor Attendance” is when a Director misses three (3) consecutive Board meetings. If a Director misses three (3) consecutive Board meetings, the Director shall be deemed suspended, and shall not be entitled to vote or speak on any matter except as provided in this paragraph. The Secretary shall then have the matter placed on the agenda for a vote of the Board at the next regular meeting of the Board. A vote of "No Confidence" by two-thirds (2/3) of the entire number of the Board shall be necessary to remove the identified Board member forthwith. The Director who is the subject of the removal action shall not take part in the vote on the matter, but will be allowed to speak at the Board meeting prior to the vote. If an adequate number of Board Directors are not present to pass a motion for removal, the matter shall be placed on the agenda for the next regular meeting, and every meeting thereafter, until such time as a vote is taken. A Board-approved removal under this section shall be effective upon passage, and the Director's position shall be deemed vacated. The suspension of a Director pursuant to this section shall remain in effect until (a) his or her removal becomes effective, or (b) a vote of “No Confidence” on his or her removal fails, or (c) his or her term expires.

Section 8: Censure – The purpose of the censure process is to place a Board member on notice of misconduct and to provide the Board member with an opportunity to correct the misconduct. The Neighborhood Council (“Neighborhood Council”) may censure any Board member at a regular or special meeting open to the public following a good-faith determination by the Neighborhood Council Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. Grounds for censure include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board's bylaws or rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal process by acting in bad faith. The Board shall use the following procedure when censuring a Board member:

A motion to censure a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed censure including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., “for alleged violations of the Code

of Conduct” but shall contain factual statements that describe conduct only and is not intended to embarrass or humiliate the board member.

The Board member, group of Board members or committee responsible for setting the final Board agenda shall include the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed censure motion.

The Board member subject to censure shall be given a minimum of thirty (30) days prior-written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which the motion to censure will be considered. The notice shall provide the specific facts and grounds for the proposed censure as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to the meeting at which the motion to censure will be considered.

The Board member subject to censure shall be given a reasonable opportunity to be heard at the meeting, either orally or in writing, prior to the Board’s vote on a motion of censure.

The Board shall decide by a majority vote of those present and voting whether or not the Board member should be censured. The Board member who is the subject of the censure motion shall not be counted as part of the majority present and voting and shall not be allowed to vote. For the purpose of censure motions, abstentions shall not be counted as votes.

In no event shall a motion to censure a board member be heard by the Neighborhood Council within sixty (60) days of the next scheduled Board election or selection.

Section 9: Removal – Any Board member may be removed by the Neighborhood Council (“Neighborhood Council”) for cause, following a good faith determination by the Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. A Board member shall not be subject to removal under this Policy, unless the member has been censured at least once pursuant to the Board of Neighborhood Commissioners’ (“Commission”) Censure Policy. Grounds for removal include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board’s bylaws or standing rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal processes by acting in bad faith. The Board shall use the following procedure when removing a Board member:

A motion to remove a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The proposed motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed removal action including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., “for alleged violations of the Code of Conduct” but shall contain factual statements that describes conduct only and is not

intended to embarrass or humiliate the board member. The motion to remove shall also include a copy of the prior censure motion and the date it was passed.

The Board member, group of Board members or committee responsible for setting the final Board agenda shall list and briefly describe the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed removal motion.

The Board member subject to removal shall be given a minimum of thirty (30) days prior written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which a motion to remove will be heard. The notice shall provide the specific facts and grounds for the proposed removal as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to any meeting at which a motion to remove will be considered.

The Board member subject to removal shall be given reasonable time to be heard at the meeting, either orally or in writing, prior to the Board's vote on a motion for removal.

The Board shall decide whether or not the Board member should be removed by an affirmative vote of two-thirds (2/3) of the currently sitting Board members. The Board member who is the subject of the removal motion shall not be allowed to vote and shall not be counted when determining the two-thirds (2/3) majority vote. For the purpose of the removal motion, abstentions shall not be counted as votes.

In no event shall a motion to remove a Board member be heard by the Neighborhood Council within sixty (60) days of the next election or selection.

The Commission may review a Neighborhood Council's removal decision if requested to do so by the affected Board member. Once the request is made for the Commission to review the decision to remove, the Neighborhood Council voting to remove the board member may not fill the vacancy created by the removal until the Commission has made a decision on whether the removal was proper or the Commission declines to review the matter. The Commission's decision whether to hear or decline to hear the removal review request shall be sent in writing to the requestor and the Neighborhood Council within 30 days after the request for review is delivered.

A request for the Commission to review a Neighborhood Council's removal decision shall proceed as follows: a. The request must be in writing and must be delivered to the Executive Assistant of the Commission or, in the absence of an Executive Assistant, to the President of the Commission within thirty (30) days of the date of the action by the Neighborhood Council to remove the Board member. b. The request must state the basis for the review. The request shall not cite or present any evidence not considered by the Neighborhood Council but must address only procedural deficiencies. c. If the Commission determines the request for review raises sufficient questions regarding procedural deficiencies and agrees to hear the review, it will be placed on the agenda of a regular or special meeting of the Commission within sixty (60) days of receipt of the request for review. d. At the review the Commission will determine if the facts as

presented support the removal motion and if the procedures set out in this policy were correctly applied. e. If the Commission determines that there were either factual or procedural deficiencies, the Board of Neighborhood Commissioners Uniform Policy for Board Member Removal April 14, 2020 Page 3 of 3 Commission may either reinstate the Board member or return the matter to the Neighborhood Council for further consideration. f. If the Commission returns the matter for further consideration and the Neighborhood Council does not act within sixty (60) days of the Commission's decision the Board member will be considered reinstated. g. During the period of appeal the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions. h. If the matter is returned to the Neighborhood Council for further consideration the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions until the Board takes action as requested by the Commission or until the expiration of the sixty (60) day time period.

This policy is not intended to restrict or eliminate a Neighborhood Council's ability to remove or render ineligible to serve. Board members who fail to attend meetings, join committees, maintain their stakeholder status, or perform other duties as may be described in the Neighborhood Council's bylaws and/or standing rules. Nor is it intended to limit a Neighborhood Council's ability to remove committee chairs or committee members according to the Neighborhood Council's bylaws and/or standing rules.

Section 10: Resignation – A Board Director may resign from the Council, and the position shall then be deemed vacant. Any Director of the Board who ceases to be a Stakeholder is required to submit his or her resignation to the Board for discussion and action at a Board meeting.

Section 11: Community Outreach – In pursuit of the Policy established in Article III of these Bylaws, the Board shall at all times promote and maintain a system of outreach to involve all Stakeholders in all activities of this neighborhood council, including to recruit nominees for subsequent election to the Board. The purpose of this outreach is to maximize the opportunity for every Stakeholder to participate.

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. In addition, these e-mail notices will be sent to all community organization leaders in the Council area who request to be included on the list. Further, the Council will publish announcements and updates on a publicly available website and in one (1) or more local periodicals on a regular, but not less than bi-monthly, basis.

ARTICLE VI OFFICERS

Section 1: Officers of the Board – Officers shall include a President, a Vice-President, a Secretary, and a Treasurer.

Section 2: Duties and Powers – The duties of the Officers are as follows and also include such additional duties as may be adopted by Official Action of the Board:

- A. President: The President shall be the chief executive officer of the Council and its Board. He/she will preside over meetings and serve as the chief representative and spokesperson of the Council to the community and the City of Los Angeles.

The President may appoint a Parliamentarian, who shall serve at the pleasure of the President. The Parliamentarian shall advise the President on procedural matters, including on the application of *Robert's Rules*, any Board Rules, and these Bylaws, during meetings.

- B. Vice-President: The Vice President shall fulfill the responsibilities of the President in the President's absence and in other ways as the President or Board may prescribe.
- C. Secretary: The Secretary shall keep the minutes of the Board meetings and perform such other duties as may be prescribed by the Board. An Assistant Secretary may be appointed by the President, with concurrence from the Secretary.
- D. Treasurer: The Treasurer shall oversee and be charged with full custody and control of Council funds and assets, all as more fully set forth in Article IX, Finances. The Treasurer will abide by Generally Accepted Accounting Principles. An Assistant Treasurer may be appointed by the President, with concurrence from the Treasurer.

Section 3: Selection of Officers – All Officers shall be elected from among members of the Board by a Board majority vote at the first Board meeting convened after certification of the results of the election of Directors.

Section 4: Officer Terms – Officers shall serve two (2) year renewable terms. The Board may replace any officer at any time by a majority vote.

ARTICLE VII COMMITTEES AND THEIR DUTIES

The Board may create a system for the election, selection or appointment of Stakeholders to committees, sub-committees and/or ad hoc committees as need arises. When committees are established or disbanded, that action shall be noted by the Secretary in Board meeting minutes.

Section 1: Standing – See Board Rules.

Section 2: Ad Hoc Committees – The Board may create Ad Hoc Committees as needed to deal with temporary issues.

Section 3: Committee Creation and Authorization – All committee meetings shall be governed by Board Rules or by Robert's Rules where no Board Rules apply.

ARTICLE VIII
MEETINGS

Board meetings shall comply with the Ralph M. Brown Act (*California Government Code Section 54950.5 et seq.*), and shall be noticed and conducted in accordance with the Act, the Neighborhood Council Agenda Posting Policy, and all other applicable laws and governmental policy. Meetings of the Board of Directors shall be open and public to permit the most Stakeholders to participate, as far as possible, in the conduct of business, deliberation, and the decision-making process

Section 1: Meeting Time and Place – Regular meetings of the Board shall be held on the second Wednesday of every month, or at such other times as directed by the Board, and shall occur no less than once per calendar quarter. Special meetings may be called at any time by the Board, provided proper notice is given under the Brown Act. Board meetings shall take place at a location within Council boundaries.

Section 2: Agenda Setting – See Board Rules.

Section 3: Notifications/Postings – Notification of all Board meetings shall include, to the fullest extent possible, posting on the Early Notification (ENS) System of the City of Los Angeles, on the Council’s website, at a minimum of five (5) public or commonly frequented locations throughout the Council area, and in one (1) or more publication(s) local to the Council area. Posted agendas shall offer translation assistance in Spanish and Korean. At a minimum, meeting notices shall be posted in compliance with the Ralph M. Brown Act and in compliance with City of Los Angeles Neighborhood Council posting policy. An updated listing of the Neighborhood Council’s physical posting location/s shall be kept on file with the Neighborhood Council.

Agendas will be e-mailed to any and all Stakeholder lists maintained by the Council. Pursuant to the Ralph M. Brown Act, should any Stakeholder request in writing to receive an agenda by mail, it will be mailed, and a fee shall be charged to the Stakeholder.

Section 4: Reconsideration – The Board may reconsider and amend its action on items listed on the agenda if reconsideration takes place (a) immediately following the original action, or (b) at the next regular meeting. A Motion for Reconsideration can only be made by a Board member (the “Moving Member”) who previously voted on the prevailing side of the original action taken. If the Moving Member wishes the motion to be scheduled at the next meeting following the original action, then two (2) items shall be placed on the agenda for that next meeting: (1) the Motion for Reconsideration of the described matter, and (2) the motion on the actual matter, should the Motion for Reconsideration be approved. If a Motion for Reconsideration is not heard on the same date the action originally was taken, the Moving Member must submit a memorandum to the Secretary identifying the matter to be reconsideration and a brief description of the reason(s) for requesting reconsideration. The aforesaid shall all be in compliance with the Ralph M. Brown Act.

ARTICLE IX
FINANCES

Subject to further guidance from the City of Los Angeles, the following financial policies shall be followed:

A. Accounting: The Treasurer shall establish and oversee a system of bookkeeping and accounting for the Council that complies with Generally Accepted Accounting Principles or other standards promulgated by the City of Los Angeles for neighborhood councils and that conforms to all applicable local, state, or federal laws. The Treasurer may request authorization from the other members of the Board to retain a financial professional to assist in creating a bookkeeping and accounting system. The Treasurer may also request the assistance of the Department when implementing 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.

B. Regular Financial Reports to the Board: The Treasurer shall make a financial report at every regular meeting of the Board.

C. Annual Reports to the City: The Treasurer shall be responsible for preparing, or coordinating the annual preparation of, a financial statement for the Department. The Treasurer also shall coordinate and cooperate with the Department on establishing a process and/or a system by which the financial statements, books, and accounts can be reviewed by the Department pursuant to the Plan.

D. Inspection of Financial Records: The financial statements, books, and accounts of the Council 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 shall be performed by an established copy service, and the charge for such a service shall be paid by the person or entity requesting the copies.

E. Fiscal Year: The fiscal year for the Council shall start on July 1st and end on June 30th of each year.

F. Treasurer's Duties: The Treasurer must insure that:

1. The bank reconciliation is prepared monthly.
2. All disbursements are approved by the President.
3. All checks are signed by the President or Vice President and are counter-signed by the Treasurer or Assistant Treasurer, if an Assistant Treasurer has been appointed, and these officers shall be deemed the approved signatories as required by the Department

G. Contents of Financial Statements:

1. A financial statement is to be prepared in accordance with Generally Accepted Accounting Principles or other standards promulgated by the City of Los Angeles for neighborhood councils.
2. Financial statements must describe the use of funds or grants and must include: amounts appropriated; expenses paid; and ending balances of the funds or grants.
3. The annual financial statement (Section C, above) is to be submitted to Department annually pursuant to Department policies and procedures.

ARTICLE X
ELECTIONS

Section 1: Administration of Election – The Council's election will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to neighborhood council elections.

Section 2: Governing Board Structure and Voting – The number of Board seats, the eligibility requirements for holding any specific seat, and which Stakeholders may vote for Board seats, are noted in Attachment B.

Only such Stakeholders who are present at the election shall be permitted to vote. There shall be no absentee voting, including but not limited to voting by mail or proxy.

Stakeholders, who live, work or own property within the Council boundaries may cast one (1) vote for a *geographic area* candidate seeking to represent the Stakeholder's address and one (1) vote for a *special interest category* in which the Stakeholder qualifies to vote including the "at large" *special interest category*. Stakeholders who declare a stake in the neighborhood and affirm the factual basis for it may only vote for the "at large" *special interest category*. No Stakeholder may cast more than two (2) votes.

Section 3: Minimum Voting Age – Except with respect to a Youth Board Seat, a stakeholder must be at least 16 years of age on the day of the election or selection to be eligible to vote. [See Admin. Code §§ 22.814(a) and 22.814(c)]

Section 4: Method of Verifying Stakeholder Status – Voters will verify their Stakeholder status by providing acceptable documentation. Stakeholder status may also be established by means of declaring a stake (or interest) in the neighborhood and providing documentation supporting that declaration

Section 5: Restrictions on Candidates Running for Multiple Seats – A candidate shall declare their candidacy for no more than one (1) position on the Board during a single election cycle.

Section 6: Other Election Related Language - The candidate receiving the most votes in each *geographic area* shall be considered elected as a Board Director; the candidate receiving the second-most votes in each *geographic area* shall be considered elected as the Alternate for that seat. The candidate receiving the most votes in each *special interest category* shall be considered elected as a Board Director; the candidate receiving the second-most votes in each *special interest category* shall be considered elected as the Alternate for that seat. If any second-place candidate declines to be the Alternate, the third-place candidate shall be considered elected as the Alternate, and so on.

ARTICLE XI GRIEVANCE PROCESS

A. Applicability: This formal grievance process is not intended to apply to Stakeholders who simply disagree with a position or action taken by the Board at its meetings. The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances. Those differences of opinion can be aired at Board meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the Board's failure to comply with Board Rules or these Bylaws.

B. Procedure: Any grievance by a Stakeholder must be submitted in writing to the Board. The Board shall refer the matter to an *ad hoc* grievance panel comprised of five (5) Stakeholders, who are randomly selected by the Secretary from a list of such individuals (not Board members or Alternates) who previously have expressed an interest in serving from time-to-time on such a grievance panel. The Secretary will maintain the list as a public record of the Board. The Secretary will coordinate a time and a place for the panel to meet with the person(s) submitting a grievance to discuss ways in which the dispute may be resolved. As and when applicable, the activities of any *ad hoc* grievance panel shall be subject to the meeting requirements of the Ralph M. Brown Act.

C. Report: Thereafter, one (1) panel member selected by the panel shall promptly (within two (2) weeks of the panel's meeting) prepare a written report to be forwarded by the Secretary to the Board outlining the panel's collective recommendations for resolving the grievance. The Board may receive a copy of the panel's report and recommendations prior to any meeting by the Board, but the matter shall not be discussed among the Board members until the matter is heard at the next regular meeting of the Board pursuant to the Ralph M. Brown Act.

D. Board Action: At its next regular meeting, the Board shall discuss the panel's report and take one (1) of the following actions: (1) affirm or reject the panel's recommendation; or (2) respond to the recommendation and ask the panel to reconvene with the person(s) submitting the grievance to consider the Board's response so the panel might outline a revised recommendation to the Board; or (3) table any decision for one (1) meeting cycle to allow time to seek advice from the Department as to how to proceed. If the last option is selected, the Secretary shall forward the matter to the Department for advice, and the response received from the Department will be forwarded by the Secretary to the panel with the request that the panel reconvene with the

person(s) submitting the grievance to consider the Department's response so the panel might outline a revised recommendation to the Board.

E. Referral to the Department: In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to the Department for consideration or dispute resolution in accordance with the Plan.

ARTICLE XII PARLIAMENTARY AUTHORITY

Where the Board has not adopted its own rules for conducting its meetings, the Board shall follow the most recent edition of Robert's Rules of Order, Newly Revised. "Rules for the Conduct of the Greater Wilshire Neighborhood Council Meetings" (hereinafter "Board Rules") may be developed and adopted by a two-thirds (66%) vote of the total number of Board members present at a meeting. Board Rules may be changed or modified by the Board at future meetings in the same manner (two-thirds (2/3) vote of members present). 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.

ARTICLE XIII AMENDMENTS

A. At any regular Board meeting whose agenda includes a proposed Bylaw amendment, and after public discussion at the meeting, these Bylaws may be amended or revised by a two-thirds (2/3) vote of the entire number of the Board. Within fourteen (14) days after such a vote to amend the Bylaws, a Bylaws Amendment Application shall be submitted to the Department for review and approval by the Department, all in accordance with the Plan. The Bylaws amendments will not be effective until approved by the Department.

B. Changes, additions, or deletions to these Bylaws may be proposed by the Board or any Stakeholder(s) during the public comment period of a regular meeting of the Board or prior to distribution of the notice of such a meeting. Such a proposal must be formalized in a writing delivered to the Secretary who will include the proposal on the agenda for public discussion at the next regular meeting.

ARTICLE XIV COMPLIANCE

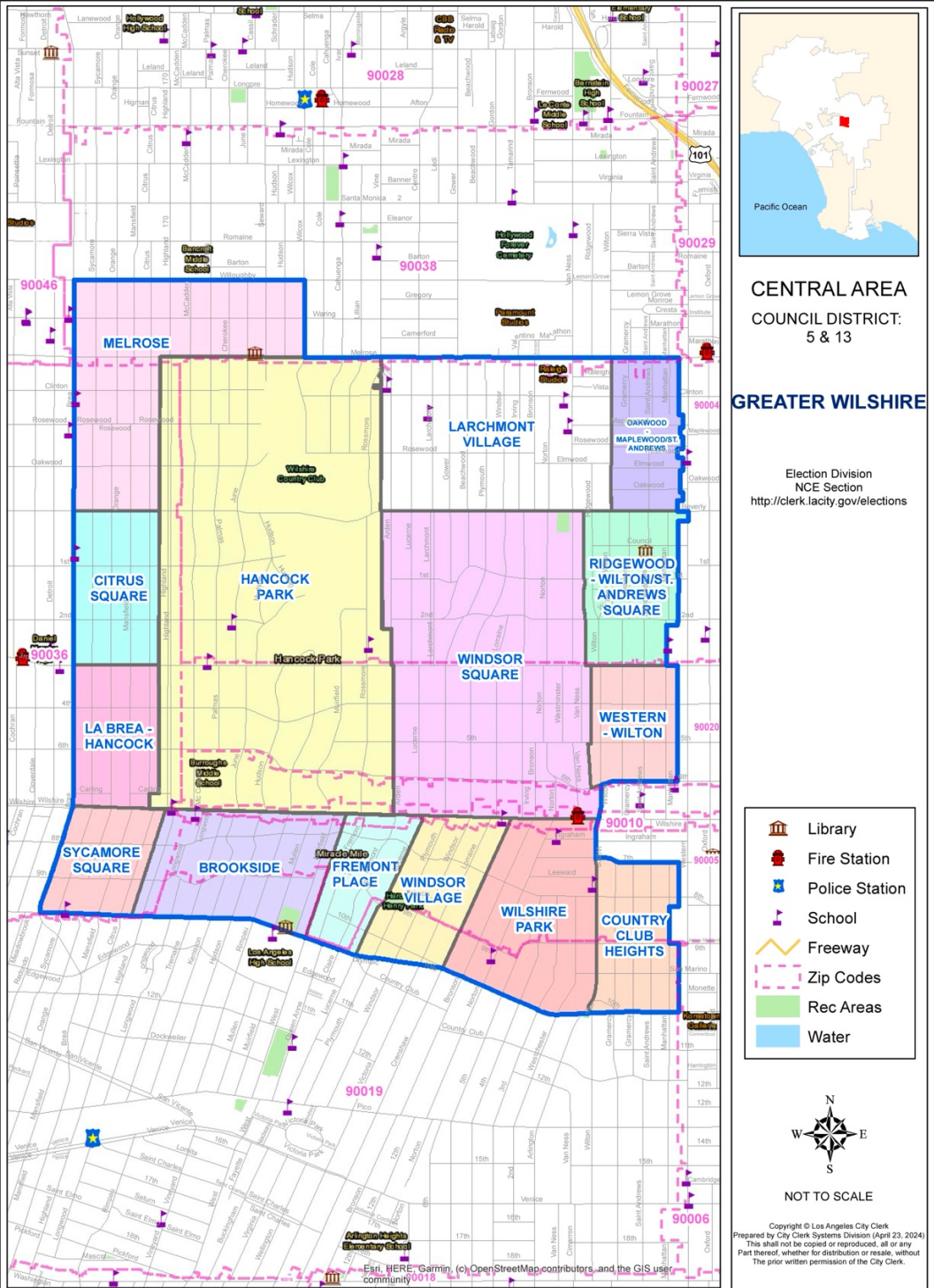
The Board, its representatives, and all committee members shall refrain from knowingly and intentionally violating these Bylaws and any Rules of the Board and shall abide by the Plan and all city, county, state, and/or federal laws that apply.

Section 1: Code of Civility –The Council, its representatives, and all Stakeholders will endeavor to conduct Council business in a professional and respectful manner. Board members will abide by the Commission’s Neighborhood Council Board Member Code of Conduct Policy.

Section 2: Training – All board members must take ethics and funding training prior to making motions and voting on funding related matters.

Section 3: Self-Assessment – Intentionally left blank.

ATTACHMENT A - Map of Greater Wilshire Neighborhood Council



**GREATER WILSHIRE
NEIGHBORHOOD COUNCIL**
OFFICE OF THE CITY CLERK
CITY OF LOS ANGELES



**ATTACHMENT B – Governing Board Structure and Voting
Greater Wilshire Neighborhood Council – 21 Board Seats**

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Geographic Area Directors 1 to 15 Term: 2 Years	15	Elected	Stakeholders who live, work or own property within the respective geographic areas and who are 18 years or older at the time of election.	Stakeholders who live, work or own property within the respective geographic area and who are 16 years or older.
Renter Representative Term: 2 Years	1	Elected	Stakeholder who rents and lives but does not own property within the GWNC and who is 18 years or older at the time of election.	Stakeholders who rent and live but do not own property in the GWNC and who are 16 years or older.
Business Representative Term: 2 Years	1	Elected	Stakeholder who is a regular and ongoing participating representative of a business or business association within the GWNC boundaries and who is 18 years or older at the time of election.	Stakeholders who are regular and ongoing participating representatives of a business or business association within the GWNC boundaries and who are 16 years older.
Education Representative Term: 2 Years	1	Elected	Stakeholder who is a regular and ongoing participating representative of an educational institution within the GWNC and who is 18 years of age or older at the time of election.	Stakeholders who are regular and ongoing participating representatives of an educational institution within the GWNC and who are 16 years or older.

GREATER WILSHIRE NEIGHBORHOOD COUNCIL APPROVED BYLAWS 11/10/2020

Religion Representative Term: 2 Years	1	Elected	Stakeholder who is a regular and ongoing participating representative of a religious organization within the GWNC and who is 18 years or older at the time of election.	Stakeholders who are regular and ongoing participating representatives of a religious organization within the GWNC and who are 16 years or older.
Other Nonprofit Representative Term: 2 Years	1	Elected	Stakeholder who is a regular and ongoing participating representative of another nonprofit group within the GWNC and who is 18 years or older at the time of election.	Stakeholders who are regular and ongoing participating representatives of another nonprofit group within the GWNC and who are 16 years or older.
At Large Representative Term: 2 Years	1	Elected	Any regular and ongoing participating stakeholder who lives, works, and/or owns property within the GWNC or who declares a stake in the neighborhood as a community interest stakeholder and who is 18 years or older at the time of election.	Any regular and ongoing participating stakeholder who lives, works, and/or owns property within the GWNC or who declares a stake in the neighborhood as a community interest stakeholder and who is 16 years or older.