

GREATER WILSHIRE NEIGHBORHOOD COUNCIL BOARD RULES

Adopted July 29, 2020; Modified November 16, 2020; Modified March 09, 2021;
Modified March 9, 2022

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 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 Board meeting at which there is a quorum (“Two-Thirds Vote”), and may be changed or modified by the Board at future meetings in the same manner; 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 these 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:

- a) GWNC communications, outside of a Board or Committee meeting, representing the Board’s position on any matter shall be as authorized by Official Action of the Board, shall be submitted in writing signed by the President or by the Board’s

other designee, and may also be submitted in consistent oral testimony by the President or other Board designee either to reinforce the written statement or, in the event of a good faith emergency where there is insufficient time to prepare a written statement, in advance of the written statement.

- b)** The President or, in the President's absence, the Vice President of the GWNC may call a Special Meeting to seek Official Action of the Board on any matter that may be acted upon by any other government or regulatory body before the next Regular Meeting of the Council.
- c)** All such GWNC communications of the Board's positions shall be maintained, together with the Board Bylaws, Board Rules, Agendas, and Minutes.
- d)** 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 such communication is not the official 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. In addition, these e-mail notices will be sent to all community-based organization leaders in the Council area who request to be included on the list." Accordingly:

- a)** The GWNC shall maintain an email mailing list, which it shall use only to distribute GWNC meeting notices, Agendas, and other announcements from the GWNC or government agencies.
- b)** The GWNC may also post these communications to such digital, including social, media websites as may be approved by the Board. The GWNC Outreach Committee may act to recommend digital media websites to the Board.
- c)** Posting on GWNC digital media shall be done only at the instruction of the President or Secretary of the Board, by Official Action of the Board, or by the Outreach Committee Chair or Social Media Coordinator following President, Secretary or Board approval of the posting's general content.
- d)** Any GWNC digital account passwords and other account information shall be securely maintained by the President, Vice President, and Secretary of the Board, and by the GWNC Webmaster. All passwords shall be promptly shared by the Webmaster with the President, Vice President and Secretary.
- e)** All GWNC Board members and Alternates shall maintain a publicly accessible GWNC email address.

- f) All GWNC email address lists and rosters for its Standing and Ad Hoc Committees shall be accessible to the GWNC Officers, the applicable Committee Chair, Committee Secretary and the GWNC Administrator and Webmaster.
- g) The GWNC, its Officers, Committee Chairs, Board, Administrator 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:

Committee Creation and Action.

- a) The Board confirms the establishment and continued existence of the following six (6) Standing Committees: Environmental & Sustainability, Land Use, Outreach, Quality of Life, Resilience, and Transportation, whose subject matter jurisdictions are as follows:
 - 1) **Environmental & Sustainability.** All matters concerning the preservation, protection and sustainability of the natural resources in the GWNC, the City, and the State, including but not limited to issues of climate change, water use and quality, air quality, greenhouse gases, soil, contamination, and the environmental footprint of the GWNC Stakeholders.
 - 2) **Land Use.** All matters concerning the use of land in the GWNC or in an adjacent neighborhood council, including but not limited to land use: cases and projects (inclusive of their parking issues); protocols and procedures; and proposed or enacted City, State or other public agency ordinances, legislation, policies and regulations.
 - 3) **Outreach.** All matters concerning promoting and maintaining a system of outreach to involve all Stakeholders in all activities of the GWNC, including but not limited to recruiting nominees for subsequent election to the Board, recruiting Committee members, and maximizing the opportunity for every Stakeholder to participate in the GWNC.
 - 4) **Quality of Life.** All matters concerning public safety, crime, homelessness, or Stakeholder well-being that come before the GWNC and that do not fall within the subject matter jurisdiction of another GWNC Committee, or that is expressly referred by the Board to the Quality of Life Committee.
 - 5) **Resilience.** All matters concerning emergency preparedness, including but not limited to Stakeholder preparation, resilience and continuity of operations during GWNC and/or City of Los Angeles emergencies.

- 6) Transportation.** All matters concerning mobility, traffic, traffic safety, any mode of transportation, sidewalks, curbs, parking and related issues.
- b) Standing Committees not identified in these Board Rules may be established by a Two-Thirds Vote of the Board, as is required to modify these Board Rules, and these Board Rules shall be updated accordingly.
 - c) Ad Hoc Committees may be established by Official Action of the Board to meet specific temporary needs. By way of examples only, past GWNC Ad Hoc Committees have included Budget, Elections, Governance, Neighborhood Purposes Grant, and Personnel.
 - d) Any Committee may be dissolved by a Two-Thirds Vote of the Board at any time for any reason.
 - e) Committees are advisory to the Board. All Committee actions, including recommendations to the Board, shall be adopted by majority vote of the Committee members present at a Committee meeting, not including abstentions. There shall be no proxy voting.

Committee Purposes, Duties and Responsibilities. Each GWNC Committee shall:

- a) Consider all matters within its subject matter, both automatically and as may be expressly referred to it by the GWNC Board, and shall provide the Committee's recommendations on such matters back to the Board in a timely manner;
- b) Monitor and provide recommendations to the GWNC Board regarding the Committee's subject matter that (a) may affect the GWNC or (b) is under consideration by the City of Los Angeles or by any other public agency;
- c) Identify and provide recommendations to the GWNC Board on such other issues within its subject matter that concern the GWNC as may be raised by the Board, a Committee Member, a GWNC Stakeholder, or by another GWNC Committee;
- d) Host town-hall style and similar events open to all GWNC Stakeholders that provide a forum to discuss GWNC issues within its subject matter; and
- e) Be responsive to Stakeholder concerns around its subject matter.

Committee Membership.

- a) Membership on Standing Committees shall be open to all GWNC Stakeholders. Membership on Ad Hoc Committees may be open to all GWNC Stakeholders or may be open only to Board Directors and Alternates, as determined by the Board.
- b) Membership on all Committees shall be approved by Official Action of the Board. For new Committees, the Board shall nominate and approve Committee Members. For existing Committees, including the filling of occasional vacancies, the Committee may recommend Members for approval, rejection or modification by the Board. Committee vacancies shall be posted on the GWNC website and may not be filled earlier than fifteen (15) days after the posting date. If the

Committee fails to provide a timely recommendation to the Board, the Board shall nominate and approve Committee Members.

- c) Each Committee shall have a minimum of three (3) members. At least two (2) and a maximum of five (5) Board Members, including any Directors and Alternates, shall serve on each GWNC Committee. No Committee shall have more than nine (9) Members. These numeric limits shall not be cause to remove a Committee Member appointed prior to the adoption of these Board Rules, or an appointed Committee Member who thereafter becomes a Board Member. GWNC Committees shall not have alternate Members.
- d) Each Committee shall use good faith efforts to recommend, and the Board shall use good faith efforts to appoint, a maximum of two (2) Members from any GWNC Geographic or Special Interest Area. This goal shall not be cause to refuse to consider the appointment of a proposed eligible Member or to remove an appointed Member from a Committee.
- e) The Board shall promptly announce all Committee membership openings following the certification of the results of the election of a new Board, and also upon notice from any Committee of a vacancy. The Committee Members existing at the time of a Board election shall recommend, and the newly elected Board shall appoint, new Committee members within the time after the Transition Period as set forth in these Board Rules, or within sixty (60) days of a vacancy.
- f) Upon notification of a Stakeholder's interest in serving to fill a Committee opening, the Stakeholder shall be asked and required to provide a mailing address, email address, and phone number to the GWNC Secretary or Administrator who shall verify the Stakeholder's eligibility to serve in writing with the City of Los Angeles and shall maintain the written record of eligibility in the files of the GWNC. If eligible, that person's name shall be placed on the next Committee meeting's agenda for consideration and possible Committee action to recommend that the GWNC Board approve the person's appointment to the Committee.
- g) Membership on a GWNC Committee shall commence upon appointment to the Committee by Official Action of the Board, and, unless an appointed Member becomes ineligible, resigns, is removed by Official Action of the Board for any reason, or the Committee is dissolved by the Board, any of which shall end membership on the Committee, membership shall expire following the election of a new Board and the transition established by these Board Rules. Any Committee Member who misses three (3) consecutive Regular Meetings of the Committee is automatically removed from membership on the Committee by operation of these Board Rules, and, if the removal creates an opening on the Committee, all eligible Stakeholders, including the removed Committee Member, may apply to fill it.
- h) During the Transition Period following the certification and seating of a new GWNC Board after a Board election, the Members of Committees shall continue to serve, but only until the new GWNC Board acts to approve new Committee Members.

- i) No individual shall serve on more than two (2) Standing Committees at the same time, or on more than two (2) Ad Hoc Committees at the same time, except that the GWNC President may serve as a non-voting Member on any and all Standing and Ad Hoc Committees, but shall not serve as Committee Chair, and may additionally serve as a *voting* Member of a Standing or Ad Hoc Committee by Official Action of the Board as to each such Committee.
- j) All Standing and Ad Hoc Committee Members must complete any ethics training required of Board Directors and Alternates, any Committee-specific training required by the City (e.g., Land Use 101), and must sign the Code of Conduct adopted by the Board in order to be a member of a Committee.

Committee Leadership.

- a) Every Committee shall have one (1) Chair from among its membership, who shall call meetings, create and ensure the timely posting of agendas and minutes, preside over meetings, deliver Committee reports to the Board, and maintain an official email account for the Committee. The Chair shall be a Board Director or Alternate. Exceptions may be made by Official Action of the Board.
- b) The Committee may also have a Secretary from among its membership to assist in note-taking and with the writing of agendas and minutes, and to serve as Chair in the Chair's absence. The Secretary shall be a Board Director or Alternate. Exceptions may be made by Official Action of the Board.
- c) For new Committees, the Chair and any Secretary shall be nominated and appointed by Official Action of the Board. For existing Committees, including the filling of occasional vacancies, the Committee may recommend a Chair and any Secretary for approval, rejection or modification by the Board. If the Committee fails to provide a timely recommendation to the Board, the Board shall nominate and approve the Chair and any Secretary.
- d) Approval of the Chair and any Secretary by the Board is required before the Chair or Secretary may have access to a GWNC email account or alias; have access to GWNC intellectual property such as digital files, passwords, or lists; or may preside over a Committee meeting.
- e) The Committee Chair and/or Secretary may be removed at any time for any reason by a Two-Thirds Vote of the Board, or by a vote of the majority of the total membership of the Committee that is later ratified by Official Action of the Board.
- f) Service as the Chair or Secretary of a GWNC Committee shall commence upon approval by Official Action of the Board, and, unless an approved Chair or Secretary becomes ineligible, resigns, is removed by the Board, or the Committee is dissolved by the Board, any of which shall end the service of the Committee Chair and/or Secretary, and shall expire following the election of a new Board and the transition established by these Board Rules.

- g) During the Transition Period following the certification and seating of a new GWNC Board after a Board election, the Chair and any Secretary shall continue to serve, but only until the new GWNC Board acts to approve a new Committee Chair and any Secretary.

Committee Meetings/Agendas/Board Reports.

- a) Prior to consideration by the Board of any matter within the subject matter jurisdiction of a GWNC Committee, the matter shall first be presented to, considered by, and acted upon by the relevant Committee, unless the Committee fails to timely act, in which event the Board shall be so advised by the Committee Chair and the Board may act by Official Action.
- b) Committee meetings shall occur at least once during each calendar quarter, and more frequently as may be needed. Regular Meetings of Standing Committees shall maintain the same schedule and location as much as possible, to avoid Stakeholder confusion. Meetings may be called and chaired by the Committee Chair, Secretary if any, and, if there is no Committee Chair or Secretary, then by any GWNC Officer. Any Committee that fails to meet quarterly may be agendized by the GWNC Officers for dissolution by the Board.
- c) Committee agendas shall list the Board-approved Committee Chair, Secretary if any, and Members by name, leadership position, and Stakeholder basis (e.g. “Jane Doe - Area 16”).
- d) Each Standing Committee shall prepare written minutes of its meetings. Minutes shall be approved by the Committee and shall then be submitted to the GWNC Secretary, who shall make them available to the Board and to Stakeholders.
- e) Each Committee Chair or Secretary shall report to the Board on activities since the Committee’s last Board report, including meeting date(s), whether quorum was met, member resignations, vacant seats, matters considered by the Committee, Committee recommendations, and upcoming meetings. In the absence of the Chair or Secretary, a report may be submitted to the Board in writing and read by another Committee Member.
- f) Matters brought by a Committee to the Board for Board action shall be stated by the Committee in the form of a recommended Board motion, shall use the same language approved by the Committee, and the Committee’s vote on the recommendation shall be stated if requested by a Board Member.
- g) A Committee Chair may recommend emergency motions to the Board that were not acted on by the Committee on urgent matters which have come to light since the Committee’s last Regular Meeting if the Committee was unable to reasonably hold a Special Meeting in time, which recommendations shall be identified as emergency motions on the Board’s Agenda.

- h) Administrative support personnel, including but not limited to an Administrator and Minutes Writer, may be requested from the Board by a Committee through Funding Motions, Annual Budgeting, or from time to time as needed.

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:

- a) Agendas shall be prepared by the President and Secretary of the Board for the timely review, approval, and possible amendment prior to posting by the Vice President and Treasurer. Except in an emergency or Officer unavailability, only reviewed and approved Agendas shall be published and posted.
- b) Board Directors and Alternates may ask to place an item on a future Agenda of the Council. No such 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 instructed that the item be added to the Agenda by Official Action.
- c) The President, or the Board by Official Action, may decline to place a requested item on a future Agenda if the Board has acted on substantially the same item within the previous six (6) months of the request.
- d) Agenda items may be reorganized at the discretion of the Meeting Chair or by Official Action of the Board.
- e) 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:
 - 1) Members of the public may speak on a non-Agenda and/or Agenda item for 2 minutes;
 - 2) 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;
 - 3) Board members may speak once for two minutes; and may speak for another minute after everyone else who wishes to speak has spoken; and
 - 4) 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. TERMS AND TRANSITION. Article V, Governing Board, of the Bylaws provides in Section 4, Terms and Term Limits, that the terms of the Board commence and end at the first Board meeting convened after certification of the results of the Election of Directors. Article VI, Officers, of the Bylaws provides in Section 3, Selection of Officers, that Officers are elected at

the first board meeting after certification of the Board election results. These Board Rules establish the time for the recommendation and approval of new Committee Chairs and Members following the certification of Board election results. Effective April 1, 2021, the Department of Neighborhood Empowerment (DONE) adopted a Neighborhood Council Board Seating Policy (DONE Seating Policy) to address a transition period after Board elections that specifies, among other things, that terms of office for elected or selected Neighborhood Council Board Members shall commence on July 1 of the Board seat's election year, and shall end on the last day in June of the Board seat's election term (e.g., end of two-year term). Accordingly:

- a) The time between certification of Board election results and the seating of the new GWNC Board shall be referred to as the Transition Period.
- b) To eliminate any conflict between the Bylaws and the DONE Seating Policy, the GWNC shall honor and abide by the DONE Seating Policy to the extent that it is mandatory and in effect, but the GWNC also hereby expresses its preference for the applicable Transition Period provisions set forth in the Bylaws.
- c) Officers of the GWNC shall be elected at the first Board meeting at which a newly elected Board is seated in accordance with any mandatory DONE Seating Policy, or if there is no mandatory DONE Seating Policy in effect, then in accordance with the Bylaws.
- d) GWNC Committee Chair and Members existing at the time of a Board election shall continue to serve during the Transition Period following the election, and each Committee shall identify, verify eligibility, and recommend new Committee Chairs and Members to the Board for action by the Board, either at the Board's first Regular Meeting if the Transition Period is greater than thirty (30) days, or at the Board's second Regular Meeting if the Transition Period is less than thirty (30) days.
- e) The terms of GWNC Committee Chairs and Members existing at the time of a Board election shall not continue after the newly elected Board acts to approve new Committee Chairs and Members.

6. MANAGEMENT. Article V, Governing Board, of the Bylaws provides in Section 5, Duties and Powers, Subsection A, Accountability, that "The affairs and business of the Council shall be managed by the Board." Accordingly:

- a) The Board may hire by Official Action such independent, professional administrative support personnel as the Board deems necessary to assist it and its Committees in the management of Council affairs and business. Such administrative support personnel: (a) may include, but are not limited to, an Administrator, a Minutes Writer, a Zoom Technician, and a Webmaster; and (b) may not simultaneously serve on or seek or accept election or appointment to the GWNC Board or a Committee. The process for the outreach, interviewing, and

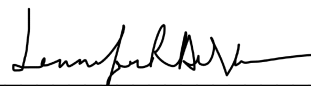
hiring by the Board of such administrative support personnel Board shall be as determined by the Officers of the Board, who may delegate such selection and recommendation process to an Ad Hoc Personnel Committee.

- b) The Board may appoint by Official Action such unpaid volunteer support personnel from GWNC Stakeholders, including but not limited to its Directors, Alternates, and Committee Members, to serve as the GWNC Social Media Coordinator or as GWNC representatives and liaisons to positions established for Neighborhood Council members, all of whom shall serve at the pleasure of the Board, and whose appointment expires upon ineligibility, resignation, removal by Official Action of the Board at any time for any reason, or at the end of the Transition Period at which time the newly seated Board may reconfirm the appointment or appoint a new Stakeholder.

7. BYLAWS AND BOARD RULES GOVERN. Except as expressly stated herein, nothing in these Board Rules is intended to contradict or conflict with the GWNC Bylaws. In the event of an unintended contradiction or conflict, the Bylaws shall prevail and its text shall govern the conduct of the GWNC. These Board Rules supersede and replace all prior GWNC Board Rules, Standing Committee Rules, Committee Rules, and Protocols and shall govern the conduct of the GWNC as provided for in the Bylaws.

ADOPTED by the following vote of the GWNC Board on the 9th day of March, 2022.

Ayes: 15
Nays: 0
Abstaining: 0
Absent: 6



Jennifer DeVore, Secretary
Greater Wilshire Neighborhood Council
("Council" or "GWNC")