

WESTSIDE NEIGHBORHOOD COUNCIL

BYLAWS

Table of Contents

Approved by Department of Neighborhood Empowerment June 1, 2015

Article I	NAME.....	3
Article II	PURPOSE.....	3
Article III	BOUNDARIES.....	4
	Section 1: Boundary Description	
	Section 2: Internal Boundaries	
Article IV	STAKEHOLDER.....	4
Article V	GOVERNING BOARD.....	5
	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.....	9
	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.....	11

Section 1: Standing	
Section 2: Ad Hoc	
Section 3: Committee Creation and Authorization	
Article VIII MEETINGS.....	12
Section 1: Meeting Time and Place	
Section 2: Agenda Setting	
Section 3: Notifications/Postings	
Section 4: Reconsideration	
Article IX FINANCES.....	13
Article X ELECTIONS.....	14
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.....	15
Article XII PARLIAMENTARY AUTHORITY.....	16
Article XIII AMENDMENTS.....	16
Article XIV COMPLIANCE.....	17
Section 1: Code of Civility	
Section 2: Training	
Section 3: Self-Assessment	
ATTACHMENT A – Map of Neighborhood Council.....	18
ATTACHMENT B - Governing Board Structure and Voting.....	20

ARTICLE I NAME

The name of this organization shall be the WESTSIDE NEIGHBORHOOD COUNCIL (WNC).

ARTICLE II PURPOSE

A. PURPOSES. The purpose of the WNC shall be:

1. To be a forum for the discussion and review of issues and projects of interest to the "Westside Neighborhood" as defined in Article III.
2. To be an advocate for the Westside Neighborhood to governmental and private agencies upon those issues that the WNC selects.
3. To assist other organizations in the Westside Neighborhood which want help in accomplishing their objectives or projects and which the WNC desires to support.
4. To assist and serve as an advisory body to the Los Angeles City Council, including its District office(s) serving the Westside Neighborhood, City Council Committees and City boards and commissions, by making investigations and recommendations on issues relating to the Westside Neighborhood.
5. To engage in such other activities as are allowed by law.

B. POLICY. The policy of the WNC shall be:

1. To inform Westside Neighborhood stakeholders of forthcoming projects and events. The WNC shall establish procedures for communicating with all stakeholders on a regular basis in a manner ensuring that information is disseminated evenly and in a timely manner through a combination of e-mail postings, posting notices on the Department of Neighborhood Empowerment's (Department) web page, public postings, written correspondence and/or regular meetings.
2. Not to interfere with the internal affairs of any individual, group or organization.
3. Not to restrict an individual or a group or other organization from pursuing whatever community project the individual or the members of the group or organization think desirable.
4. Not to restrict any individual or group or organization from speaking out on any side of any issue on which the individual or group or organization wants to be heard.
5. Not to represent any political parties nor endorse any candidates for political office.

6. To have fair, open, and transparent procedures for the conduct of our neighborhood council business.

ARTICLE III BOUNDARIES

Section 1: Boundary Description

The “Westside Neighborhood” is hereby defined as the area bounded:

A. North

by Santa Monica Boulevard;

B. East

by a border including the properties fronting on the eastern side Century Park East from Santa Monica Boulevard to Pico Boulevard then westerly along Pico Boulevard then southerly along Motor Avenue then along Monte Mar Avenue southeasterly then southerly along Anchor Avenue extending past Anchor Avenue’s cul-de-sac to connect with Club Drive until Club Drive connects with National Boulevard;

C. South

by a border of National Boulevard extending from the San Diego (405) Freeway to Overland Boulevard, then southerly along Overland Boulevard to the Santa Monica (10) Freeway, then easterly along the Santa Monica (10) Freeway to the National Boulevard exit; and

D. West

by the San Diego (405) Freeway.

Section 2: Internal Boundaries

The boundaries of the Westside Neighborhood are set forth on the Map of the WNC Boundaries, attached as Attachment A.

ARTICLE IV STAKEHOLDER

Neighborhood Council membership is open to all Stakeholders. “Stakeholders” shall be defined as those who live, work or own real property in the neighborhood and also those who declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation within the Neighborhood Council’s boundaries and who may be in a community organization such as, but not limited to, educational, non-profit and/or religious organizations.

The only seat for which a community interest stakeholder may vote is the at-large seat (Seat 17).

ARTICLE V GOVERNING BOARD

The WNC “Governing Board” means the Governing Body within the meaning of that term as set forth in the Plan for a Citywide System of Neighborhood Councils (Plan) and is intended to provide representation of the diverse interests of all Stakeholders. “Board Member” means a member of the Governing Board. References in these Bylaws to “Board” refer to the Governing Board.

Section 1: Composition

The Governing Board consists of seventeen (17) voting Board Members and three (3) non-voting ex-officio Board Members as follows:

A. Business:

- 1) Seats One (1) and Two (2): an owner, operator or an employee of a business located within the boundaries of San Diego Freeway (405), Century Park West, Santa Monica Boulevard, and Pico Boulevard;
- 2) Seats Three (3) and Four (4): an owner, operator or an employee of a business located south of Pico Boulevard in the Westside Neighborhood
- 3) Seats Five (5) and Six (6) ; an owner, operator or an employee of a business located within the boundaries of Century Park West, Santa Monica Boulevard, Pico Boulevard and the Beverly Hills border.

B. Residential:

- 1) Seat Seven (7): a resident residing within the boundaries of San Diego Freeway (405), Beverly Glen Boulevard (homes on the west side of the street), Santa Monica Boulevard and Pico Boulevard.
- 2) Seat Eight (8): a resident residing within the boundaries of San Diego Freeway (405), Kelton Avenue, Pico Boulevard and National Boulevard.
- 3) Seat Nine (9); a resident residing within the boundaries of Midvale Avenue, Overland Avenue (excluding homes which are both on the east side of the street and north of Northvale Road), Pico Boulevard and National Boulevard or residing on Dunleer Place or Coventry Place east of Overland Avenue.
- 4) Seat Ten (10): a resident residing within the boundaries of Beverly Glen Boulevard (homes on the west side of the street), Fox Hills Drive, Santa Monica Boulevard and Pico Boulevard.
- 5) Seat Eleven (11): a resident residing within the boundaries of Century Park West, Century Park East, Santa Monica Boulevard and Pico Boulevard.
- 6) Seat Twelve (12): a resident residing within the boundaries of Overland Avenue (homes on the east side of the street) (except homes on Dunleer Place and on Coventry Place between Overland Avenue and Dunleer Place), Pico Boulevard, Motor Avenue (between Pico Boulevard and Lorenzo Place), Monte Mar Avenue, Anchor Avenue, Dannyhill Drive (excluding all homes on Dannyhill Drive), Club Drive, Forrester Drive (excluding homes on the south side of the street between Queensbury Drive and Cavendish Drive), Queensbury Drive (homes on the west side of the street), Patricia Avenue

(homes on the north side of the street), Motor Avenue (between Patricia Avenue and National) and the Santa Monica (10) Freeway.

- 7) Seat Thirteen (13): a resident residing within the boundaries of Queensbury Drive (homes on the east side of the street), Forrester Drive (homes on the south side of the street), Cavendish Drive, Bridlevale Drive, Danalda Drive, Club Drive, Dannyhill Drive, Anchor Avenue, National Boulevard, Santa Monica (10) Freeway, Motor Avenue (homes on the west side of the street) and Patricia Avenue (homes on the south side of the street).

C. Other Stakeholders:

- 1) Seat Fourteen (14): a representative of Synagogues, Churches and other Religious Institutions in the Westside Neighborhood;
- 2) Seat Fifteen (15): a representative of Schools in the Westside Neighborhood;
- 3) Seat Sixteen (16): a representative of Non-Profit Organizations in the Westside Neighborhood; and
- 4) Seat Seventeen (17): a representative of "At Large" Stakeholders

D. Non-Voting Ex-Officio Board Members:

- 1) Police Department in the Westside Neighborhood;
- 2) Fire Department in the Westside Neighborhood; and
- 3) Los Angeles City Council District Office(s) serving the Westside Neighborhood.

E. Alternates

Each Board Member shall select an alternate to attend and vote at meetings when the Board Member cannot attend. Each alternate must be eligible to hold the Board seat for which that person is the alternate. Alternates serve at the pleasure of the Board Member who appointed that alternate and can be removed by that Board Member at any time without cause. When a Board seat becomes vacant for any reason, the alternate for that seat may sit at the Board table and vote at Board meetings for a maximum of two (2) Board meetings after the occurrence of the vacancy, or until the vacancy is filled, whichever occurs first. The alternate then ceases to be the alternate for that seat and may not sit in place of that Board Member. This provision does not prevent that person from becoming the Board Member for that seat.

Section 2: Quorum

No formal meeting shall be held or business conducted or votes taken in the absence of a quorum. A quorum shall consist of eight (8) of the voting Board Members.

Section 3: Official Actions

Except as otherwise specifically provided, an affirmative vote of a majority of those present, not including abstentions, shall be required to pass motions. The presiding officer may vote on all motions. Voting by proxy shall not be allowed. The alternate Board Member may vote only when the Board Member is absent.

Section 4: Terms

Each Board Member shall serve for a term of two (2) years.

Section 5: Duties and Powers

The primary duties of the Governing Board shall be to govern the WNC and to carry out its objectives. On request of the Chair or the WNC, a Board Member shall provide a written summary of the systems through which the Board Member shall communicate on a regular basis with the Stakeholders he or she represents. The Chair shall be authorized to represent the WNC for purposes of communicating with any governmental entity, the press and any other person. The Chair or the Governing Board may authorize any other person to represent the WNC on enumerated subject matter for purposes of communicating to enumerated groups or entities.

Section 6: Vacancies

If a seat on the Governing Board is vacant for any reason, the vacancy may be filled by the Governing Board in accordance with the following procedure: Notice of the vacancy, and of a proposed vote by the Governing Board to approve a candidate to fill the vacancy, shall be placed on the agenda of a Governing Board meeting and be posted for the public and distributed to the Governing Board in the same manner that all agenda items are set and posted. At that meeting, the Governing Board may fill the vacancy by majority vote of those voting. Any Stakeholder who is eligible for that seat may apply by notifying the Chair or the Recording Secretary in writing. Nominations to fill the vacancy may be made by the candidates themselves, by Board Members, by Board alternates, or by any member of any constituency represented by the vacant seat. In electing the replacement Board Member, the Governing Board shall consider any expressions of support or opposition, whether written or oral, from members of the constituency represented by the seat.

Each Board Member selected (rather than elected) hereunder shall contact the organization(s) in the category such Board Member represents no later than one (1) month prior to the expiration of the Board Member's term to arrange the selection of a Board Member for the next term.

Section 7: Absences

If a Board Member fails to attend two (2) consecutive regular meetings of the Governing Board, and the Board Member's alternate fails to attend in place of the Board member, the Chair (or any Officer authorized by the Chair) shall reasonably notify the Board Member that the Board Member shall be subject to removal unless the Board Member or the alternate attends the next meeting of the Board. Any meeting of the WNC Governing Board, scheduled and noticed as per the Brown Act, shall constitute a meeting for the purpose of determining Board Member attendance.

Section 8: Censure

The Governing Board can take action to publicly reprimand a Board Member for actions conducted in the course of WNC business by censuring the Board Member at a

Governing Board meeting. Censures shall be placed on the agenda for discussion and action.

Section 9: Removal of Governing Board Members

A Board Member may be removed for any of the following reasons:

1. Inability to perform the duties of a Board Member;
2. Serious and repeated failure to perform the duties of a Board Member;
3. Serious, repeated, or uncorrected violation of WNC Bylaws, WNC Standing Rules, WNC Code of Civility, or law governing neighborhood councils;
4. Conduct by a Board Member that prevents the WNC from carrying out its duties and responsibilities;
5. Non-attendance by a Board Member as described and under the conditions set out in Section 7 above.

Notice of intent to remove a Board Member must be given in the same manner as notice of intent to fill a Board vacancy. In addition, the Board Member in question must also be reasonably notified no later than twenty (20) days before the Board meeting at which his or her removal is on the agenda. An affirmative vote of two-thirds (2/3) of the Board Members voting is required to remove a Board Member. The WNC shall consult with the Office of the City Attorney throughout any Board removal process.

Section 10: Resignation

A Board Member may resign from the Governing Board, and the position shall then be deemed vacant. Any Board Member 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

The WNC is committed to developing a system whereby pertinent information transmitted through the City's Early Notification System will be disseminated or timely made available to every Stakeholder. The Governing Board shall direct that a system of outreach be instituted to inform Stakeholders as to the existence and activities of the WNC, including its Board selections, to find future leaders of the Governing Board, and to encourage all Stakeholders to seek leadership positions within the Governing Board.

- A. The Governing Board shall have a standing Outreach Committee, which will report its activities and recommendations to the Governing Board monthly at the regular Governing Board meeting.
- B. The Governing Board shall maintain a web site presence to disseminate information to WNC Stakeholders and others interested in the WNC.
- C. In addition, the Governing Board shall create, or shall cause to be created, a marketing plan to solicit participation from Stakeholders. The plan may include, for example, the creation of flyers, postcards, pamphlets and other related materials. It may also include e-mail blasts to various organizations including a regularly scheduled e-blast to local government officials and to the Chamber of Commerce, Neighborhood Watch, Home Owners' Association and other local organizations as determined by the Board.

- D. Outreach also should be undertaken at public events and shall be coordinated with other Neighborhood Councils when appropriate.

ARTICLE VI OFFICERS

Section 1: Officers of the Board

The “Officers” of the WNC shall consist of a Chair, a Vice-Chair, a Treasurer, a Corresponding Secretary and a Reporting Secretary.

Section 2: Duties and Powers

A. Chair

The Chair shall, subject to the approval of the Governing Board, have general supervision, direction and control of all business and activities of the Governing Board. The Chair shall preside over all meetings of the Governing Board and shall be ex-officio member of all committees.

B. Vice-Chair

The Vice-Chair shall perform the duties of the Chair at any time the Chair is unwilling or unable to perform those duties, as well as such other duties as deemed necessary or appropriate by the Chair.

C. Recording Secretary

The Recording Secretary shall keep minutes of all WNC Meetings, including all meetings of the Governing Board and all meetings of the Officers, conduct the WNC general correspondence and preserve the WNC records and documents.

D. Corresponding Secretary

The Corresponding Secretary shall issue notices of WNC meetings and receive and relay to the WNC Early Warning System Notices contemplated by Section 907 of The Los Angeles City Charter. In addition, the Corresponding Secretary shall administer a system, subject to approval by the Governing Board, through which the WNC shall communicate with stakeholders on a regular basis through a combination of e-mail postings, public postings, written correspondence and/or regular meetings at least once per calendar quarter.

E. Treasurer

The Treasurer shall be responsible for accounting for such funds as may become the responsibility of the WNC. The Treasurer shall also have responsibility to be knowledgeable about City budgets and how City resources are allocated in order to assist the WNC in understanding how its recommendations relate to City programs and activities.

Section 3: Selection of Officers

The Board Members of the WNC shall elect these officers as provided below.

A. Nomination of Officers

1. Nominating Committee.

In each year, no later than the second Thursday in November or the regular November Board meeting, whichever is later, the Chair shall appoint a nominating committee of three (3) Board Members to nominate Officer candidates with the goal of reflecting the diversity of Stakeholders to the greatest extent possible. In years in which a selection for the Governing Board is held, the appointment of the nominating committee shall be deferred until the results of the Board selection are known. Both existing Board Members and Board Members-elect are eligible to serve on the nominating committee.

2. Nominations

The Nominating Committee shall distribute its list of candidates at least one (1) week before the first regular meeting of the Governing Board in January of each year. Candidates must be current Board Members and may include members of the Nominating Committee. In addition to the candidates submitted by the Nominating Committee, any Board Member may nominate any other Board Member as a candidate for any Officer position until such time as the presiding officer declares the nominations closed. Nominations shall not be closed until the meeting at which the selection is held.

B. Election of Officers

1. At the first regular meeting in January of each year, the Governing Board shall elect Officers who shall take office immediately.

2. The voting shall be open and otherwise in compliance with the Ralph M. Brown Act. A majority vote of those voting shall be necessary for election.

2.If there are more than two (2) candidates for an office and none receives a majority vote on the first ballot, a run-off election shall be held immediately between the two (2) candidates receiving the highest number of votes.

C. Officer Vacancy

In the event of a permanent vacancy in an office, the presiding officer shall nominate a replacement Officer to be seated after approval by the Governing Board. The replacement shall serve for the remainder of the term of the office being filled.

Section 4: Officer Terms

Each Officer shall serve a term of one (1) year or until selection of a successor. The Officers shall serve at the pleasure of the Governing Board.

ARTICLE VII COMMITTEES AND THEIR DUTIES

The Governing Board may establish or terminate any committee at any time. Suggestions for committees may come from Stakeholders or from members of the Board, and all such suggestions shall be voted upon by the Board.

Section 1: Standing Committees

All Standing Committees shall be established by the Board and are defined in the WNC Standing Rules.

Section 2: Ad Hoc Committees

All Ad Hoc Committees shall be established by the Board. Ad hoc committees that include non-board member stakeholders shall be agendized, noticed, and conducted in keeping with the Brown Act.

Section 3: Committee Creation and Authorization

A. Committee Authority

Committees determine how they conduct their business. Each Committee must report on its activities at each regular meeting of the Governing Board or as requested by the Chair, subject to the approval of the officers. Committee meetings are open to all stakeholders. Committees may invite others to attend to assist in the work of the Committee.

B. Committee Structure

Committee members shall be appointed by the Chair and ratified by the Board. Standing Committees shall be comprised of at least two (2) Board Members and may include any interested Stakeholders.

C. Committee Appointment

Each committee chair selects the members of that committee, taking into account the goals of promoting the efficient operation of the committee and of reflecting the diversity of stakeholders.

D. Committee Meetings

The Governing Board is authorized to supplement the provisions of Article VII by Standing Rules in any manner consistent with these Bylaws and applicable law. All committee meetings shall be governed by any written rules adopted by the WNC for conduct of meetings, or by Robert's Rules of Order, where no WNC rule applies.

E. Changes to Committees

The Board may establish, disband or make changes as needed to any Standing or Ad Hoc committee. Any such action by the Board shall be noted in the Board meeting minutes.

F. Removal of Committee Members

Committee members may be removed by the committee chair, according to the same criteria provided in these Bylaws for removing a member of the Governing Board. Any committee member removed by the committee chair may ask the Governing Board to reverse that removal. Any such removal may be reversed by the Governing Board.

ARTICLE VIII MEETINGS

All meetings, as defined by the Ralph M. Brown Act, shall be open to the public and the press and shall be noticed and conducted in accordance with the Ralph M. Brown Act. At any meeting at which the Chair is absent, the presiding officer for that meeting shall be the Vice-Chair. In the absence of both, the presiding officer shall be the Corresponding Secretary.

Section 1: Meeting Time and Place

The location of all WNC meetings shall be within the Westside Neighborhood.

A. Regular Meetings

The WNC shall meet monthly and set the dates, times and location of such regular meetings.

B. Special Meetings

In the event that any matter requires urgent action before the next regularly scheduled meeting, (a) the Chair, (b) any two (2) Officers or (c) a majority of Board Members may call a special meeting. Notice of the special meeting shall be given to each Board Member in writing or by facsimile transmission or by telephone at least twenty-four (24) hours in advance of the time set for the commencement of the special meeting. In the case of a special meeting called by Board Members, proof of delivery of the notice shall be obtained.

Section 2: Agenda Setting

The Chair, subject to approval of a majority of the Officers, shall set the agenda for each Board meeting. Within seven (7) days following each regular WNC meeting, minutes of the meeting shall be sent by mail or by fax or by e-mail to all Board Members and such others in the community as the Board directs.

Section 3: Notifications/Postings

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.

Section 4: Reconsideration

The Board may reconsider and amend its action on items listed on the agenda if that

reconsideration takes place immediately following the original action or at the next regular meeting. The Board, on either of these two (2) days, shall: (1) make a motion for reconsideration and, if approved, (2) hear the matter and take an action. If the motion to reconsider an action is to be scheduled at the next meeting following the original action, then two (2) items shall be placed on the agenda for that meeting: (1) a motion for reconsideration on the described matter and (2) a proposed action should the motion to reconsider be approved. A motion for reconsideration can only be made by a Board Member who has previously voted on the prevailing side of the original action taken. If a motion for reconsideration is not made on the date the action was taken, then a Board Member on the prevailing side of the action must submit a memorandum to the Recording Secretary identifying the matter to be reconsidered and a brief description of the reason(s) for requesting reconsideration at the next regular meeting.

ARTICLE IX FINANCES

A. The Treasurer of the WNC shall oversee and be charged with the full custody and control of all WNC funds and assets.

B. The Treasurer shall establish and oversee a system of bookkeeping and accounting for the WNC that complies with Generally Accepted Accounting Principles and conforms to all applicable local, state and 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 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 WNC assets.

C. WNC'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 WNC Chair or Recording Secretary. The WNC Officers shall establish fair and open procedures to permit inspection within a reasonable time. Any copying of financial records will be performed by an established copy service and the charge for such a service will be billed to the person or entity requesting the copies.

D. The Treasurer shall make a report to the WNC Officers on the WNC's finances at every regular meeting.

E. 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 a system by which the WNC's finances and book of accounts can be reviewed by the Department pursuant to the Plan.

ARTICLE X ELECTIONS

Section 1: Administration of Election

The WNC shall hold a selection process instead of an election to fill the Governing Board. The Governing Board will be chosen at a meeting which will be held during month of November in even number years. The Governing Board shall, no later than July 7th in even numbered years, set the date of the selection process meeting. A selection committee consisting of stakeholders, who cannot be candidates, shall be appointed by the Governing Board no later than ninety (90) days prior to the date of the meeting. The selection committee shall promulgate procedures for the conduct of the selection process meeting and selection of Governing Board members. The selection committee shall also choose an independent and neutral third party to monitor the selection process and certify the result. All selection procedures shall be in conformity with the selection rules established by the City of Los Angeles and shall be approved by the Department.

Section 2: Governing Board Structure and Voting

All candidates for the Governing Board membership must be qualified Stakeholders at the time of selection. All qualified WNC stakeholders are entitled to vote in all selections for WNC Board seats. No Stakeholder may vote by proxy. The number of Board seats, the eligibility requirements for holding any specific Board seats, and which Stakeholders may vote for the Board seats are noted in Attachment B.

Section 3: Minimum Voting Age

Only Stakeholders who have attained the age of sixteen (16) years by the time of the selection may vote in selections for the Governing Board.

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 Governing Board during a single selection cycle.

Section 6: Other Election Related Language

Selection Process for Board Seats Fourteen (14) to Sixteen (16)

These Board Members shall be selected by the organizations comprising each constituency corresponding to each such Board Seat. If there is more than one (1) candidate for any of Board Seats Fourteen (14) to Sixteen (16), those candidates must come to the first Board meeting of the newly selected Board. To be a candidate for a selected seat, a person must obtain a nominating letter from a constituent organization of the seat. Each candidate may bring additional letters of support and may make a presentation to the Board about their qualifications. The Board will then select by majority vote the Board Member for each of these contested seats. In deciding which applicant to select, the Board shall take into account the WNC's goal of representing the

diverse interests of all Stakeholders. Notice of the proposed selection, and of the proposed vote by the Governing Board to approve a candidate to fill the seat, shall be placed on the agenda of a Board meeting and be posted for the public and distributed to the Board in the same manner that all agenda items are set and posted.

ARTICLE XI GRIEVANCE PROCESS

Any grievance by a Stakeholder must be submitted in writing to the Board. The Board shall then refer the matter to an ad hoc grievance panel comprised of at least three (3) Stakeholders who are randomly selected by the WNC Recording Secretary from a list of Stakeholders who have previously expressed an interest in serving from time-to-time on such a grievance panel. The WNC Recording Secretary will coordinate a time and a place for the panel to meet with the person(s) submitting a grievance and to discuss ways in which the dispute may be resolved.

Thereafter, a panel member shall promptly prepare a written report to be forwarded by the Recording Secretary to the Board outlining the panel's collective recommendations for resolving the grievance. The WNC may receive a copy of the panel's report and recommendations prior to any meeting by the Governing 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.

This formal grievance process is not intended to apply to Stakeholders who simply disagree with a position or action taken by the WNC at one of its meetings. Those grievances can be aired at WNC meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the WNC's failure to comply with WNC Rules or these Bylaws.

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. Board Members are not permitted to file a grievance against another Board Member or against the WNC.

ARTICLE XII PARLIAMENTARY AUTHORITY

To the extent the WNC has not adopted its own rules for conducting its meetings, the WNC shall follow Robert's Rules of Order. The Rules of the WNC that have been formally adopted and set forth in writing shall, unless contrary to State or federal law, take precedent where there is a conflict with Robert's Rules of Order.

Standing Rules may be approved by the Board to supplement the administration of these Bylaws. Such rules shall be in addition to the Bylaws and shall not be construed to change or replace any Bylaw. If there is any 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 majority vote of those voting.

ARTICLE XIII AMENDMENTS

Any Board Member or any Stakeholder may propose amendments, changes, additions or deletions to these Bylaws during the public forum period of a regular meeting of the Board. A proposal to amend these bylaws, however, must then be formalized in writing and then lodged with the Recording Secretary or person responsible for preparing the agenda for the next regular meeting. The proposed amendment will be placed on the agenda for public discussion at a subsequent regular meeting of the Board.

A recommendation for amendment or adjustment of these Bylaws must be made by a two-thirds (2/3) vote of the entire number of the Board Members. Thereafter, and within fourteen (14) days after a vote recommending adjustment or amendment to the Bylaws, Bylaws Amendment Application shall be submitted to the Department along with a copy of the existing Bylaws for review and approval by the Department all in accordance with the Plan.

ARTICLE XIV COMPLIANCE

The WNC, its Board Members, and all Stakeholders shall obey WNC Rules and shall abide by the Plan and all City, County, State, and federal laws that apply.

Section 1: Code of Conduct

The WNC, its Board Members and all Stakeholders shall endeavor to conduct WNC business in a professional and respectful manner. Board members will abide by the Commission's Neighborhood Council Board Member Code of Conduct Policy.

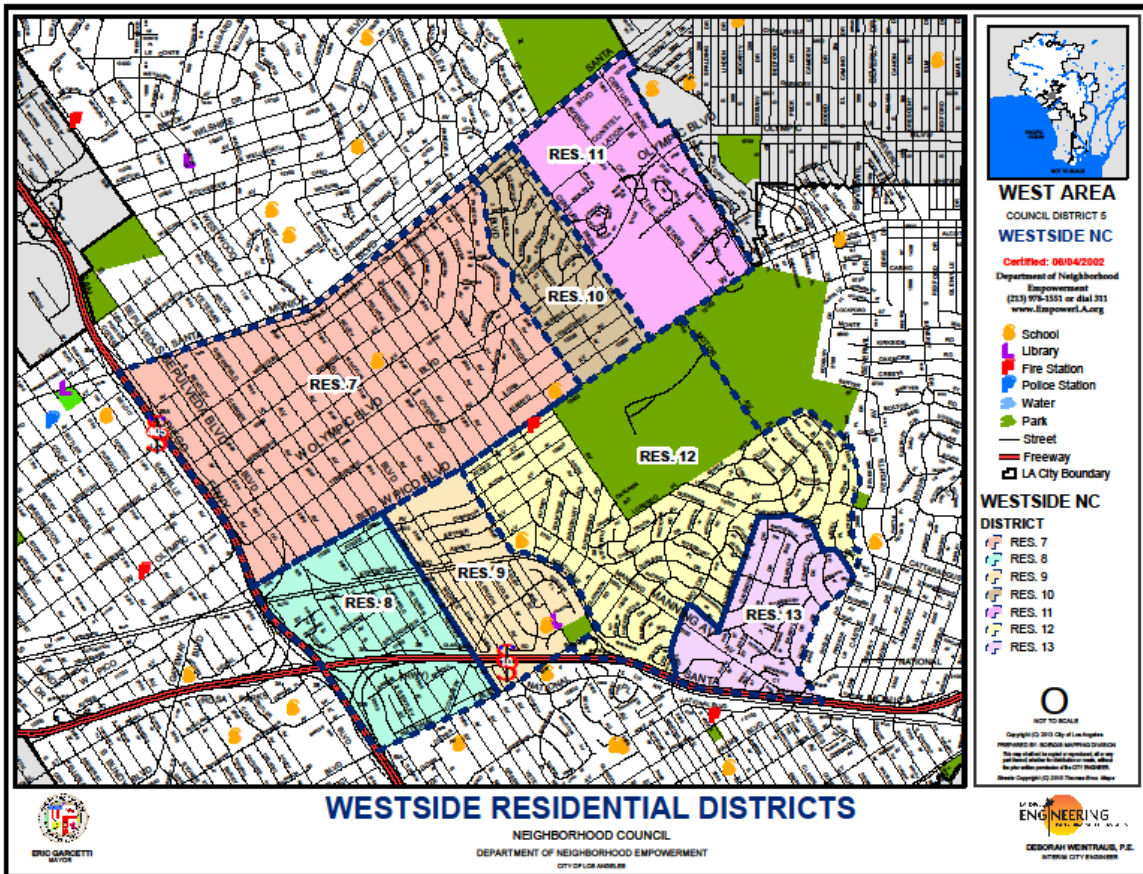
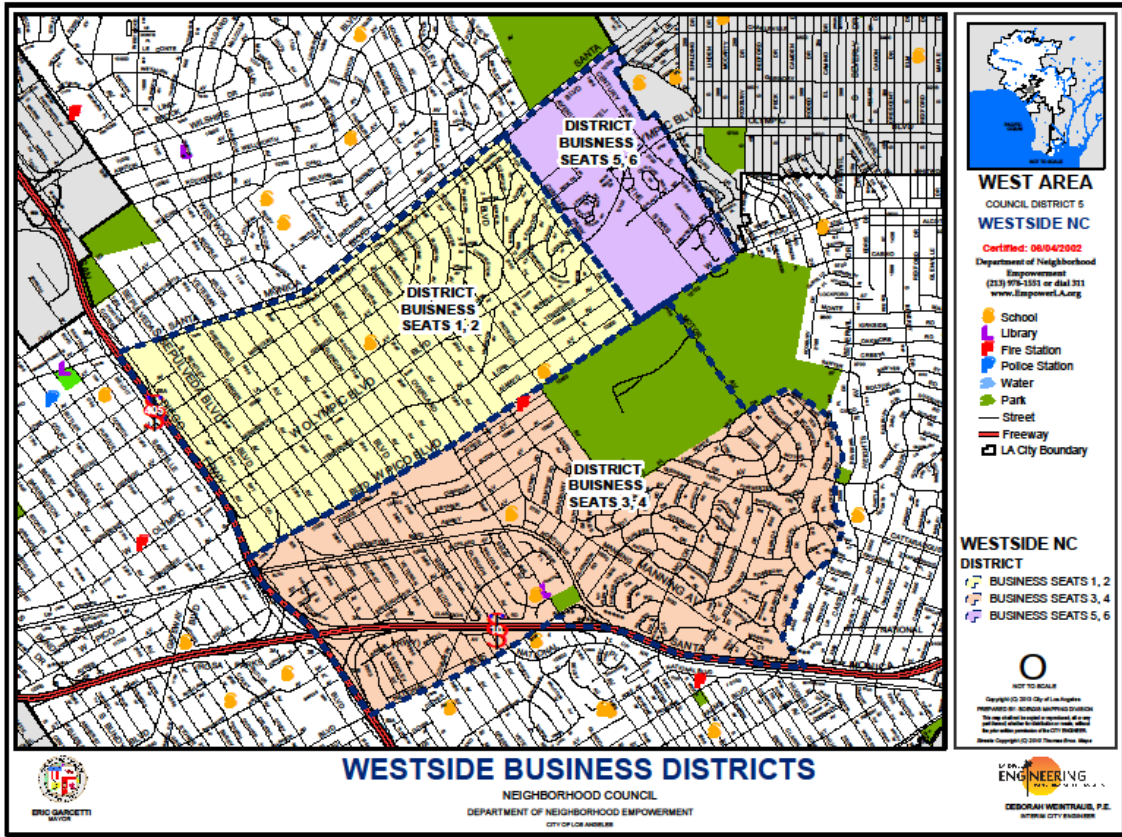
Section 2: Training.

All Board Members shall take training in the fundamentals of Neighborhood Council, including, but not limited to, ethics, funding, workplace violence and sexual harassment trainings provided by the City within forty-five (45) days of being seated, or they will lose their WNC voting rights. All board members must take ethics and funding training prior to making motions and voting on funding related matters.

Section 3: Self-Assessment.

Every year, the WNC shall conduct a self-assessment pursuant to Article VI, Section 1 of the Plan.

ATTACHMENT A - Map of Westside Neighborhood Council



ATTACHMENT B – Governing Board Structure and Voting

Westside Neighborhood Council – 17 Board Seats

BOARD POSITION	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Business Seats 1 and 2	Elected	Stakeholder who is at least 18 years of age at the time of the selection and is an owner, operator or an employee of a business located within the boundaries of San Diego Freeway (405), Century Park West, Santa Monica Boulevard, and Pico Boulevard	Any Stakeholder who is at least 16 years of age at the time of the selection and who lives, works or owns real property within the Business Seats 1 and 2 geographic area.
Business Seats 3 and 4	Elected	Stakeholder who is at least 18 years of age at the time of the selection and is an owner, operator or an employee of a business located south of Pico Boulevard in the Westside Neighborhood.	Any Stakeholder who is at least 16 years of age at the time of the selection and who lives, works or owns real property within the Business Seats 3 and 4 geographic area.
Business Seats 5 and 6	Elected	Any Stakeholder who is at least 18 years of age at the time of the selection and is an owner, operator or an employee of a business located within the boundaries of Century Park West, Santa Monica Boulevard, Pico Boulevard and the Beverly Hills border.	Any Stakeholder who is at least 16 years of age at the time of the selection and who lives, works or owns real property within the Business Seats 5 and 6 geographic area.
Residential Seat 7	Elected	Stakeholder who is at least 18 years of age at the time of the selection and is a resident residing within the boundaries of San Diego Freeway (405), Beverly Glen Boulevard (homes on the west side of the street), Santa Monica Boulevard and Pico Boulevard.	Any Stakeholder who is at least 16 years of age at the time of the selection and who lives, works or owns real property within the Residential Seat 7 geographic area.
Residential Seat 8	Elected	Stakeholder who is at least 18 years of age at the time of the selection and is a resident residing within the boundaries of San Diego Freeway (405), Kelton Avenue, Pico Boulevard and National Boulevard.	Any Stakeholder who is at least 16 years of age at the time of the selection and who lives, works or owns real property within the Residential Seat 8 geographic area.

BOARD POSITION	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Residential Seat 9	Elected	Stakeholder who is at least 18 years of age at the time of the selection and is a resident residing within the boundaries of Midvale Avenue, Overland Avenue (excluding homes which are both on the east side of the street and north of Northvale Road), Pico Boulevard and National Boulevard or residing on Dunleer Place or Coventry Place east of Overland Avenue.	Any Stakeholder who is at least 16 years of age at the time of the selection and who lives, works or owns real property within the Residential Seat 9 geographic area.
Residential Seat 10	Elected	Stakeholder who is at least 18 years of age at the time of the selection and is a resident residing within the boundaries of Beverly Glen Boulevard (homes on the west side of the street), Fox Hills Drive, Santa Monica Boulevard and Pico Boulevard.	Any Stakeholder who is at least 16 years of age at the time of the selection and who lives, works or owns real property within the Residential Seat 10 geographic area.
Residential Seat 11	Elected	Stakeholder who is at least 18 years of age at the time of the selection and is a resident residing within the boundaries of Century Park West, Century Park East, Santa Monica Boulevard and Pico Boulevard.	Any Stakeholder who is at least 16 years of age at the time of the selection and who lives, works or owns real property within the Residential Seat 11 geographic area.

BOARD POSITION	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Residential Seat 12	Elected	Stakeholder who is at least 18 years of age at the time of the selection and is a resident residing within the boundaries of Overland Avenue (homes on the east side of the street) (except homes on Dunleer Place and on Coventry Place between Overland Avenue and Dunleer Place), Pico Boulevard, Motor Avenue (between Pico Boulevard and Lorenzo Place), Monte Mar Avenue, Anchor Avenue, Dannyhill Drive (excluding all homes on Dannyhill Drive), Club Drive, Forrester Drive (excluding homes on the south side of the street between Queensbury Drive and Cavendish Drive), Queensbury Drive (homes on the west side of the street), Patricia Avenue (homes on the north side of the street), Motor Avenue (between Patricia Avenue and National) and the Santa Monica (10) Freeway.	Any Stakeholder who is at least 16 years of age at the time of the selection and who lives, works or owns real property within the Residential Seat 12 geographic area.
Residential Seat 13	Elected	Stakeholder who is at least 18 years of age at the time of the selection and is a resident residing within the boundaries of Queensbury Drive (homes on the east side of the street), Forrester Drive (homes on the south side of the street), Cavendish Drive, Bridlevale Drive, Danalda Drive, Club Drive, Dannyhill Drive, Anchor Avenue, National Boulevard, Santa Monica (10) Freeway, Motor Avenue (homes on the west side of the street) and Patricia Avenue (homes on the south side of the street).	Any Stakeholder who is at least 16 years of age at the time of the selection and who lives, works or owns real property within the Residential Seat 13 geographic area.
Faith-Based Representative Seat 14	Appointed	Stakeholder who is at least 18 years of age at the time of the appointment and is a representative of Synagogues, Churches and other Religious Institutions in the Westside Neighborhood.	See appointment process.

BOARD POSITION	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Seat 15 Schools Representative	Appointed	Stakeholder who is at least 18 years of age at the time of the appointment and a representative of Schools in the Westside Neighborhood	See appointment process.
Seat 16 Non-Profit Organizations Representative	Appointed	Stakeholder who is at least 18 years of age at the time of the appointment and a representative of Non-Profit Organizations in the Westside Neighborhood.	See appointment process.
Seat 17 – At-Large/ Community Interest Seat	Elected	Stakeholder who is at least 18 years of age at the time of the selection.	Stakeholder who is at least 16 years of age at the time of the selection.