

BYLAWS

West Adams Neighborhood Council

ARTICLE I

NAME

Upon certification, the name of the of the neighborhood council shall be the West Adams Neighborhood Council (WANC), an officially recognized advisory council hereby part of the Los Angeles Citywide system of neighborhood councils.

ARTICLE II

PURPOSE, MISSION and POLICY

- A. The PURPOSE of the West Adams Neighborhood Council is to participate as an advisory body on issues of concern to our neighborhood council and in the governance of the City of Los Angeles.

The Council is formed to engage in all of the civic, cultural, public and charitable purposes permitted to be conducted, or participated in, by a Neighborhood Council formed pursuant to Article IX of the Charter and Administrative Code of the City of Los Angeles.

- B. The MISSION of this council is:

1. To empower and bring together a diverse community to maintain and improve the quality of life.
2. To work, in cooperation, with the necessary agencies toward the protection and improvement of our area, effectively addressing the needs and concerns as identified by our community;
3. To provide an inclusive open forum for public discussion of issues concerning City governance, the needs of this neighborhood council, the delivery of City services to this neighborhood council, and on matters of a Citywide nature, and
4. To advise the City of Los Angeles on issues concerning City governance, the needs of this neighborhood council, the delivery of City services to this neighborhood council, and on matters of a City-wide nature.

- C. The POLICY of this Neighborhood Council shall be:

1. To 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, or political affiliation.

2. To have fair, open, and transparent procedures for the conduct of our neighborhood council business
3. To bring together the diverse elements of our community into a united organization that truly represents the interests of all of our neighbors in a non-partisan manner; and,
4. To develop a capability to listen to and interact with and inform all who have interests in our community; and,
5. To effectively represent our community in collaboration with the City of Los Angeles and other government agencies; and,
6. Above all to unify and serve the interests of our community so as to enhance the quality of life in the West Adams neighborhood and surrounding area.
7. To service this larger public purpose, the Council will participate in:
 - a. Monitoring City services and holding City employees and their departments accountable to the residents of the community;
 - b. Pursuing enforcement of existing City zoning codes and ordinances;
 - c. Establish a committee to review and assess ordinances if necessary;
 - d. Consulting with City officials regarding plans for appropriate development in commercial locations, including the provision of adequate parking and landscaping for these projects;
 - e. Revitalizing Commercial Corridors;
 - f. Establishing more recreational facilities;
 - g. Monitoring traffic throughout the area with special concern for the health and safety of residential neighborhoods;
 - h. Encouraging neighborhood beautification, tree planting, and graffiti removal; and
 - i. Advocating historic preservation and renovation.

ARTICLE III NEIGHBORHOOD COUNCIL BOUNDARY AREA

WANC, includes a geographic area that has a minimum of 20,000 residents. The boundaries are described as follows:

East -The west side of Crenshaw Boulevard

West- Between Rodeo Road and the Santa Monica Freeway following the City of Los Angeles boundary line.

North- Santa Monica Freeway

South -Starting from Coliseum Street continue west from Crenshaw Boulevard to Chesapeake Avenue, then continue north on Chesapeake Avenue to Rodeo Road then continue west on Rodeo Road to the Los Angeles City boundary line.

ARTICLE IV MEMBERSHIP

MEMBERSHIP in this Neighborhood Council is open to all STAKEHOLDERS. All STAKEHOLDERS shall be eligible to vote in elections for the Board.

ARTICLE V BOARD

There shall be 13 stakeholders on the Board consisting of 6 At-large representatives, 2 business representatives, 1 youth, 1 educational representative, 2 homeowners and 1 parliamentarian.

- 1) At-Large Representatives (6) seats on the Board shall be elected, selected or appointed based on the stakeholder definition in Article IX, Section I.
- 2) Business Representatives (2) seats on the Board shall be either a person who owns or operates a business or owns business property or multi-residential property within the West Adams Neighborhood Council area.
- 3) Youth Representative (1) seat on the Board shall be either a youth or a person who works with youth within the Neighborhood Council area.
- 4) Educational Representative (1) seat on the Board shall be a member of an educational institution (administration, faculty or student) within the Neighborhood Council area.

- 5) Resident Representatives (2) seats on the Board shall be persons who are residents within the Neighborhood Council area.
- 6) Parliamentarian (1) seat on the Board shall be a person to serve as the Parliamentarian for the West Adams Neighborhood Council.
- 7) Officers The Board shall include the following officers; President, Vice-President, Secretary and Treasurer. These positions shall be filled by majority vote of the Board at the first regular meeting following the elections.
 - a. The officers of the Board shall be known as the Executive Committee.

A. RESPONSIBILITIES

- A. President. Subject to such supervisory powers as may be given by the Board to another officer, the president shall, subject to the control of the Board, generally supervise and give direction for business of the Council. He/she shall preside at all meetings of the members and at all meetings of the Board and Executive Committee. He/she shall have such other powers and duties as may be prescribed by the Board or the bylaws.
- B. Vice President. In the absence or disability of the president, the vice president(s), if any, in order of their rank as fixed by the Board or, if not ranked, the vice president designated by the Board, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president(s) shall have such other powers and performs such other duties as from time to time may be prescribed for them respectively by the Board.
- C. Secretary. The secretary shall attend to the following:
 - a. Book of Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other places as the board may direct, a book of minutes of all meetings and actions of the Board and committees of the Board, with the time and place and, if special, how authorized, present at such meetings, and
 - b. Correspondence. The secretary shall maintain copies of all outgoing and incoming correspondence to and from the Council, the Board and committees, and members of the Board and the chairpersons of committees (to the extent such correspondence constitutes business of the Board and the committees and not personal matters of such individuals).

- D. Treasurer. All funds supporting activities of the Council shall be administered by the treasurer, who shall also serve as the Council chief financial officer. He/she shall have such other powers and perform such other duties as may be prescribed by the Board, the Financial Accountability Guidelines or the bylaws.
- E. Parliamentarian. The Parliamentarian shall aid in the running of meetings of the Board and the general meetings, by ensuring that appropriate sections of Robert's Rules of Order and any other rules of conduct, as defined in Article 2, Section 3, are followed, the agenda is followed, and the time in the meeting is properly used. He/she shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.
- F. Executive Committee. Responsible for the overall administrative activities of the Council.

Article VI COMMITTEES

- G. Executive Committee. Consists of the officers of the Board and is responsible for the overall administrative activities of the Council.
- H. Action Committees. The Board shall create a system for the election, selection or appointment of stakeholders to committees, sub-committees, and/or ad hoc committees as the need arises. These by-laws shall be amended to reflect the institution of any permanent or standing committee(s). All other committees established or disbanded shall be noted in the minutes by the secretary.
 - a. The officers of the Board of Directors shall serve as the Executive Committee.
 - b. Action Committees. Any combination of members of the Council interested in a specific topic shall have the right to form an Action Committee. An Action Committee is formally established upon a majority vote by the Board.
- I. Youth Committee. Standing committee devoted to addressing various issues concerning youth with an emphasis on empowerment through civic participation and community pride. Also known as the West Adams Youth Council.
- J. Election Committee. Standing committee devoted to facilitating annual election of the Board. Election committee members may not be candidates running for election to the board.

ARTICLE VII MEETINGS

All "meetings", as defined by the Ralph M. Brown Act shall be noticed and conducted in accordance with the Act.

- 1) Meetings of the Board shall be held at least quarterly on the 3rd Monday of the month.
- 2) Meetings of the Board of Directors will initially meet at: the Delta Senior Center located at 2528 West Boulevard, Los Angeles, CA 90016. However, the location for meetings thereafter may change from time to time and will be changed per Rules of Conduct of the West Adams Neighborhood Council (a.k.a. "Board Rules") and will be noticed on agendas pursuant to the Brown Act. Board Rules shall be developed and adopted by a majority of the Board at the initial meeting and can be changed or modified by the Board per said rules.
- 3) Notification of all meetings shall include, at a minimum, posting on the Early Notification (ENS) System, posting at 5 public locations throughout the West Adams Neighborhood Council Area.
- 4) The Board shall take Official Action by a majority vote of Board. A majority vote on any matter on the Boards agenda cannot be made unless there is a quorum or majority of the Board members present. There shall be no proxy voting.
- 5) Other rules for the conduct and decorum of the Board meetings, including a procedure for reconsidering agenda items, shall be established by the Board and reflected in "Rules for the Conduct of the West Adams Neighborhood Council Meetings."
 - a. 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 days, shall: (1) Make a Motion for Reconsideration and, if approved, (2) hear the matter and take appropriate action. If the motion to reconsider an action is to be scheduled at the next meeting following the original action, then two items shall be placed on the agenda for that meeting: (I) A Motion for Reconsideration on the described matter and (2) a [Proposed] Action should the motion pass and the reconsideration 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 action that was taken, then a Board member on the prevailing side of action must submit a memorandum to the Secretary identifying the motion to be reconsidered and a brief description of

the reason(s) for reconsideration at the next regular meeting. The aforesaid shall all comply with the Ralph M. Brown Act.

- 6) Where the Board has not adopted its own rules for conducting its meetings, the Board shall follow Robert's Rules of Order. The Rules of the Board of Director have been formally adopted and set forth in writing shall, unless contrary to St: federal law, take precedent where there is a conflict with Robert's Rules of Order committee meetings shall be governed by any written rules adopted by the Board for conduct of meetings, or by Robert's Rules of Order, where no rule applies.

ARTICLE VIII PRINCIPAL OFFICE

The principal office for the West Adams Neighborhood Council shall be located in the City of Los Angeles, California.

ARTICLE IX DEFINITIONS

- A. "BOARD" shall mean a Governing Body within the meaning of that term as set forth in the Plan for a Citywide System of Neighborhood Councils ("Plan").
- B. "COUNCIL" shall mean the West Adams Neighborhood Council.
- C. "COUNCIL MEETING" shall mean a meeting of the Board and stakeholders.
- D. "PRESIDENT" shall mean the President or presiding officer of the Board.
- E. "VICE PRESIDENT" shall mean Vice-President or second in charge behind the President at meetings of the Board.
- F. "TREASURER" shall mean a member of the Board also charged with the responsibility of establishing an accounting system for the Council, maintaining the records of the Councils finances and book of accounts, and preparing any financial reports for the Department of Neighborhood Empowerment pursuant to the Plan for a Citywide System of Neighborhood Councils.
- G. "SECRETARY" shall mean a member of the Board who keeps minutes of all Board meetings.
- H. "EXECUTIVE COMMITTEE" shall mean all officers of the Board.
- I. "AT -LARGE REPRESENTATIVE" shall mean any individual who lives, works, owns property or otherwise identifies themselves as a stakeholder in the area, based on their

participation in among other things, educational institutions, religious institutions, community organizations or other non-profit organizations.

- J. "STAKEHOLDER" shall mean any individual who lives, works, owns property or otherwise identifies themselves as a stakeholder in the area, based on their participation in among other things, educational institutions, religious institutions, community organizations or other non-profit organizations.
- K. "MEMBERSHIP" shall mean, and is synonymous with "STAKEHOLDER"
- L. "OFFICIAL ACTION" shall occur when the BOARD, approves, fails to approve, or disapproves by vote any resolutions, positions, or decisions with respect to an item on its agenda which becomes the official or representative voice on said item for the West Adams Neighborhood Council.

ARTICLE VIII

ELECTION/SELECTION OF THE BOARD OF DIRECTORS

- A. Election. For the purpose of establishing new board terms, elections will occur in the Fourth quarter of every calendar year. Elections shall be for two year terms. For the 2006 election, the following positions will be elected: two (2) seats for Resident Representative, one (1) seat for Business Representative, one (1) seat for Youth Representative, and four (4) seats for At-Large Representative, terms ending 2008. For the 2007 election, the following positions will be elected: one (1) seat for Education Representative, three (2) seats for At-Large Representative, one (1) seat for Parliamentarian and one (1) seat for Business Representative, terms ending in 2009.
- B. Outreach. The Board shall direct that a system of outreach be instituted to find and obtain nominees for subsequent elections to the Board. The Board may choose to design such a system through the committee process. The purpose of the outreach committee is to put forth a reasonable effort to inform and give every stakeholder desiring to participate on the Board an opportunity to become a Board member. A period of at least 60 days prior to any election shall be given to prospective Board members for purposes of soliciting stakeholder support.
- C. Vacancy. In the event a position is not filled during the election, the Board may hold a special meeting within the next 3 months to elect or select a person to fill the position. In the event the position remains vacant after a special meeting, the board may appoint a person to fill the position until the next regularly scheduled election.
- D. Voting Age. All voters shall be age sixteen (16) or older.
- E. Officers. The Board shall include the following officers; President, Vice-President, Secretary and Treasurer. These positions shall be filled by majority vote of the Board at the first regular meeting following the elections.

- a. The officers of the Board shall be known as the Executive Committee.

ARTICLE IX REMOVAL OF A BOARD MEMBER

A. Removal of Board Member. A Board member may be removed by the submission written petition which (1) identifies the Board member to be removed, (2) describes the reason for removal, and (3) includes the signature of 100 Stakeholders. The Secretary shall then have the matter placed on the agenda for a vote of the Board at the next I meeting of the Board. A vote of "No Confidence" by 2/3rds of the Board of Directors be necessary to remove the identified Board member forthwith. The Board member that is the subject of the removal action shall not take part in the vote on this matter, but will be allowed to speak at the meeting to the Board prior to the vote. If an adequate number of Board member(s) is not present to take a vote on removal, the matter shall be placed on the agenda for next regular meeting, and every meeting thereafter, until such time as a vote is taken. A Board member may be removed if said Board member fails to attend three (3) consecutive regularly scheduled monthly meetings without sufficient excuse. All such request shall be made in writing and submitted to the Board for review. Each request shall identify the Board member to be removed and reason for removal. The secretary shall then notify the Board member under consideration for removal by way of the United States Postal Office to the address on file with the Council. The item will be scheduled on the agenda of the next regularly scheduled meeting of the Board. A vote of "No Confidence" by 2/3rds of the Board shall be necessary to remove the identified Board member forthwith. The Board member that is the subject of the removal action shall not take part in the vote on this matter, but will be allowed to speak at the meeting to the Board prior to the vote. If an adequate number of Board members are not present to take a vote on 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.

B. Resignation. Shall be made in writing and submitted to the Board secretary to be logged.

ARTICLE X AMENDING BYLAWS

Amendments, challenges, 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. A proposal to amend these bylaws, however, must then be formalized in writing then logged with the Board secretary or person responsible for preparing the agenda. The proposed amendment will be placed on the agenda for public discussion for the next regular meeting of the Board.

A recommendation for amendment or adjustment of these Bylaws must be made by a 2/3rds vote of the Board. Thereafter, a Notice of Proposed Amendment or Adjustment shall be

submitted to the Department of Neighborhood Empowerment along with a copy of the existing Bylaws for review and approval by the Department in accordance with Article V of the Plan.

ARTICLE XI FINANCIAL ACCOUNTABILITY

- A. The Treasurer of this Council shall oversee and be charged with the full custody and control of all Council funds and assets. The Treasurer will establish an account or accounts for the deposit of Council funds in a federally insured (FDIC) bank or financial institution in the precise name of this Council, as certified by the City of Los Angeles. These funds shall remain liquid and readily available for use by the Council and shall not be used for high risk or speculative investments, but must conform to prudent standards of investment of public funds.
- B. The Treasurer shall establish and oversee a system of bookkeeping and accounting for the Council that complies with Generally Accepted Accounting Principles, the West Adams Neighborhood Council Financial Accountability Guidelines and 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 annual accounting system. The Treasurer may also request the assistance of the Department of Neighborhood Empowerment 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.
- C. The Council's financial statements, books and accounts shall be open for inspection and copying by any member of the public upon a written request to the Board. The Board shall establish fair and open procedures to permit inspection within a reasonable time. Any copying of financial records will be performed by 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 Board on the Council's finances at every regular meeting of the Board.
- E. The Treasurer shall be responsible for preparing or coordinating the preparation of a financial statement for the Department of Neighborhood Empowerment, annually. The Treasurer shall also coordinate and cooperate with the Department of Neighborhood Empowerment on establishing a process and/or a system by which the Council's finances and book of accounts can be reviewed by the Department of Neighborhood Empowerment pursuant to the Plan for the Citywide System of Neighborhood Councils.

ARTICLE XII GRIEVANCE PROCEDURE

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 committee comprised of 5 stakeholders who are randomly selected by the Board secretary from a list of stakeholders who have previously expressed an interest in serving from time-to-time on such a grievance panel. The 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.

The Ad Hoc Grievance Committee shall prepare a written report to be forwarded to the Board outlining the recommendations for solving the grievance. The Board shall receive a copy of the report and recommendations; however the matter shall not be discussed among the Board members until the next regular meeting of the Council pursuant to the Ralph M. Brown Act.

This formal grievance process is not intended to apply to stakeholders who simply disagree with a position or action taken by the Board at one of its meetings. Those grievances 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, or its failure to comply with the City's Charter, the Plan, local ordinances, and/or State and federal law.

In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to a neutral third-party for further assistance and resolution.

ARTICLE XIII ETHICS

The Council, its representatives, and all Stakeholders will endeavor to conduct Council business in a professional and respectful manner. The Council is committed to developing a system whereby pertinent information will be disseminated or made available to every stakeholder in this Council.

The Council, its representatives, and all Stakeholders will refrain from violating Board Rules and shall abide by the Plan and all City, County, State, and/or federal laws that apply.