

**BYLAWS of the
Northridge South Neighborhood Council
February 2010**

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**ARTICLE I
COUNCIL NAME**

A. Upon certification, the name of the neighborhood council shall be the Northridge South Neighborhood Council ("NSNC"), an officially recognized Council hereby part of the Los Angeles citywide system of neighborhood councils.

**ARTICLE II
PURPOSE, MISSION and POLICY**

A. The PURPOSE of the Northridge South Neighborhood Council is to participate as a body on issues of concern to our neighborhood and in the governance of the City of Los Angeles.

B. The MISSION of this Council is:

1. 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 area, and on matters of a Citywide nature, and
2. To advise the City of Los Angeles on issues concerning City governance, the needs of this neighborhood council and the delivery of City services to this neighborhood council area and on matters of a City wide nature.
3. To initiate, execute and support projects for the physical, social and cultural improvement of the Northridge South neighborhood.
4. To facilitate communication between the City of Los Angeles and Community Stakeholders on issues of concern to the community and/or the Stakeholders.

C. The POLICY of this neighborhood council shall be:

1. To respect the dignity and expression of views of all individuals, groups, and organizations involved in this neighborhood council,
2. To remain non-partisan with respect to political party affiliation and inclusive in our operations including, but not limited to, the election process for the governing body and committee members.
3. To utilize the Early Notification System (ENS) to inform our neighborhood council of matters involving the City of Los Angeles (and our community) in a way that is tailored to provide opportunities for involvement in the decision-making process.
4. To encourage all Community Stakeholders to participate in activities of this Neighborhood Council.
5. 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, homeowner/renter status, or political affiliation.
6. To have fair, open, and transparent procedures for the conduct of our neighborhood council business.

ARTICLE III DEFINITIONS

- A. The BOARD OF DIRECTORS or **BOARD** shall mean an elected Governing Body within the meaning of that term as set forth in the Plan for a Citywide System of Neighborhood Councils.
- B. The COUNCIL shall mean the Northridge South Neighborhood Council.
- C. A COUNCIL MEETING shall mean a meeting of the Stakeholders and the Board of Directors.
- D. BROWN ACT means the Ralph M. Brown Act, (CA Govt. Code section 54950.5 et.seq.).
- E. STAKEHOLDER shall mean any individual who lives, owns property, works, attends school or engages in voluntary service with community and/or non-profit organizations within the geographic area of this Council, and also to those who declare a stake in the neighborhood and affirm the factual basis for it.
- F. Members of the EXECUTIVE COMMITTEE of the Board shall include positions entitled President, **Vice President**, Secretary, and Treasurer.
- G. OFFICIAL ACTION may be taken by the Board with a majority vote of the Board members present at any meeting, provided there is a Quorum. There shall be no proxy voting.
- H. QUORUM shall mean **a simple majority of** members of the Board and is required for any Council Meeting to take place.
- J. PLAN refers to the Los Angeles "Plan for the Citywide System of Neighborhood Councils."

ARTICLE IV MEMBERSHIP

- A. Membership in this Neighborhood Council is open to any and all Stakeholders, as defined in Article III, Section E.

ARTICLE V NEIGHBORHOOD COUNCIL BOUNDARIES

A. The Northridge South Neighborhood Council includes a geographic area that includes in excess of 20,000 residents. The boundaries abut boundaries of adjacent neighborhood councils and include areas within the City of Los Angeles described as follows:

1. North: Nordhoff St from Winnetka Ave to Corbin Ave, then Nordhoff Way from Corbin Ave to Nordhoff St, then continuing on Nordhoff St again to the flood control channel (Bull Creek) between Petit Ave and Hayvenhurst Ave;
2. East: The Bull Creek flood control channel from Nordhoff St to Roscoe Blvd;
3. South: Roscoe Blvd from the Bull Creek flood control channel between Hayvenhurst Ave and Roscoe Pl to Louise Ave, then Louise Ave from Roscoe Blvd to Saticoy St, then Saticoy St from Louise Ave to White Oak Ave, then White Oak Ave from Saticoy St to Roscoe Blvd, then Roscoe Blvd from White Oak Ave to Corbin Ave;
4. West: Corbin Ave from Roscoe Blvd to Parthenia St, then Parthenia St from Corbin Ave to Winnetka Ave, then Winnetka Ave from Parthenia St to Nordhoff St.

Please see Appendix A for the Map of the Northridge South Neighborhood Council Boundaries.

ARTICLE VI BOARD OF DIRECTORS

A. The Northridge South Neighborhood Council will be led by a Board of Directors consisting of **fifteen (15)** elected Stakeholders who are at least 18 years of age (except for a student/youth member who may be a minimum of 16 years of age). Board members younger than 18 years of age are excluded from voting on expenditure of funds, contracts, or recommendations to enter into contracts. All Board seats are open to all Stakeholders; however, no single Stakeholder group shall hold a majority of Board seats unless extenuating circumstances exist and are approved by the Department of Neighborhood Empowerment (DONE).

B. The primary duties of the Board of Directors will be to govern the Council and to carry out its objectives.

C. Board members shall serve a two (2) year term commencing after the certification of election results. Council will conduct its election in accordance with rules and regulations established by the City Clerk.

D. **The Executive Committee (or Officers)** of the Board shall include the following positions entitled President, Vice President, Secretary, and Treasurer.

1. The President shall preside at all meetings of the Council.
2. The Vice President shall serve in place of the President if the President is unable to serve. The Vice President shall have other specific duties as determined by the Council

3. The Secretary to the Board or Secretary shall keep minutes of all Board meetings. An Alternate Secretary to the Board may also be selected or appointed by the Board to serve in the absence of the Secretary to the Board or to take minutes at committee meetings, as needed. Unless the person serving as Alternate Secretary is already a Board member, he or she shall not have any rights of a Board member, including the right to vote on matters before the NSNC.
4. The Treasurer shall maintain the records of the Council's finances and book of accounts and perform other duties in accordance with the Council's Financial Management Plan. See Article XI B, C, E and F for a further description of Treasurer responsibilities.

E. The Executive Committee (**Officer**) positions shall be filled by majority vote of the Board members present at the first meeting following the certification of the election or selection of the Board.

F. The Officers of the Board shall serve one-year terms and may stand for reelection annually.

G. Duties of **Officer** positions will be further defined by Board Rules to be written by the Board at a later date.

H. The Executive Committee shall set the agenda for each meeting.

I. Suggestions for standing and/or ad hoc committees may come from Stakeholders or from members of the Board. The President has the responsibility to put committee suggestions to the Board for a vote.

1. A vote comprises a majority vote by a quorum of the Board.
2. Each committee will be comprised of at least two Board members and any interested Stakeholders. The chair of any standing committee will be a member of the Board.
3. The Board shall have such power to change any standing or ad hoc committee(s).
4. All other committees established, or disbanded, shall be noted in the Council meeting minutes.

J. A Board member may be removed from office for unexcused failure to attend three (3) of scheduled meetings in a calendar year or for other cause as determined by the Board. This action will require **ten (10)** affirmative votes of the full Board.

K. Removal of a Board member may also be accomplished by the submission of a written petition to the Secretary of the Board, which includes: **i)** identity of the Board member to be removed, **ii)** description, in detail, of the reason for removal, such as an undisclosed conflict of interest, and **iii)** signatures of fifty (50) Stakeholders.

1. The Secretary shall then have the matter placed on the agenda for a vote of the Board at the next regular meeting of the **Council**.
2. Removal of the identified Board member will require **ten (10)** affirmative votes of the full Board.
3. The Board member who is the subject of the removal action will be allowed to speak to the Board, at the meeting, prior to the vote, but shall not take part in the vote on this matter.
4. If the vote for removal is affirmative then the position shall be determined vacant.
5. Council will consult with the Office of the City Attorney throughout the removal process.

L. If a Board member resigns or is no longer a Stakeholder, the position shall be determined vacant.

ARTICLE VII INTERIM BOARD OF DIRECTORS

A. The Interim Board of Directors consists of interested Stakeholders that worked tirelessly for months to complete the certification application and submit to the DONE. At such time as the NSNC is certified and at such time as a Board is created through election, the Interim Board of Directors will cease to exist.

ARTICLE VIII ELECTION OF THE BOARD OF DIRECTORS

A. The Council will conduct its elections in accordance with the rules and regulations established by the City Clerk; after the initial Board is selected.

B. The Council will conduct it's initial election of a Board of Directors as follows:

1. A request for nominations will be posted at a minimum of five (5) locations within the boundaries of the Northridge South Neighborhood Council area for a period of no less than 30 days. Nominations can be forwarded by mail to Sterling Construction, by email to northridgesouth@gmail.com or by hand to the North Valley Regional Chamber of Commerce, 9401 Reseda Blvd # 100, Northridge, CA 91324.
2. On a date to be determined, no earlier than 30 days and no later than 60 days from the end of the application period, an election for the fifteen (15) members of the Board will be held. All fifteen (15) seats will be filled by popular ballot and winners will be determined by the fifteen (15) highest vote totals. In the case of a tie, the winner will be determined by the procedures outlined in Appendix B.
3. In the case of Board seats remaining unfilled, those Board members previously elected must appoint other willing Stakeholders to the remaining Board seats to comprise a total Board of not more than fifteen (15) seats. Board members previously elected may nominate and vote for candidates to fill any empty seats.

4. The Executive Committee (or Officers) of the Board, comprised of President, Vice President, Secretary and Treasurer will be elected by a vote of the Board as constituted, at the first Council meeting following the election. Election to the Executive Committee is by simple majority of the Board members present. In the case of a tie, the winner will be determined by the procedures outlined in Appendix B.

C. A vacancy on the Board shall be filled using the following procedure:

1. Any Stakeholder(s) interested in filling a vacant seat on the Board shall submit written application(s) to the Secretary.
2. The Secretary shall then ensure that the matter is placed on the agenda for the next regular meeting of the Board.
3. If only one Stakeholder has made application for a vacant seat, then a vote of the Board shall be taken and the applicant installed by a majority vote of the Board members present. If more than one Stakeholder has made application for an empty seat, then vote shall be taken either at a special election or at the next regular meeting, at the Board's discretion, by all Stakeholders present. The vote shall be presided over by the Board and shall include one vote per Stakeholder. If the Board chooses to hold the vote at a regular meeting then, in accordance with the Brown Act, ballots may not be secret ballots.
4. When the process mentioned above fills a vacant seat, the seat shall be filled only until the next general election is held. In no event shall a vacant seat be filled where a general election is scheduled to occur within 60 days of the date that an applicant (Stakeholder proposing to fill the vacancy) tenders a written application to the Secretary.

ARTICLE IX COMMUNITY OUTREACH

A. 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.

B. The purpose of this outreach 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. To that end, outreach announcing any election shall be instituted, for purposes of soliciting Stakeholder support.

C. The Board will create a marketing plan for outreach in order to solicit participation from Stakeholders in the Northridge South Neighborhood Council area. This includes (but is not limited to) the creation of flyers, postcards, pamphlets and other related materials. It will also probably include e-mail blasts to various organizations including a regularly scheduled e-blast from our local elected official, chamber of commerce, neighborhood watch groups, the Sherwood Forest HOA and other local organizations. Outreach will be undertaken at public events and will be coordinated with other

neighborhood councils when appropriate. The Neighborhood Council will maintain a website presence to disseminate information and continue outreach efforts.

ARTICLE X MEETINGS

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

B. Meetings of the Board shall be held at least once per month. Meetings will be held within the NSNC boundaries at a location, date and time as setup by the Board. At the first regular meeting of each calendar year, a calendar of regular meetings shall be established.

C. Board Rules shall be developed and adopted by a majority of the Board, unless contrary to any applicable laws including these bylaws, and can be changed or modified by the Board per said rules.

D. Notification of all meetings shall include, at a minimum, posting at five (5) public locations to be specified in the certification application. Additional notification may be provided as decided by the Board, the President or the Vice President as resources permit.

E. The President may delegate to any individual the authority to present before any public body i) a standing NSNC position previously adopted by the Board, or ii) a statement that NSNC has had insufficient time to develop a position or recommendation on a matter before that body. Such authority may be revoked at any time by the Board or by any member of the Executive Committee of the Board.

F. The Board may reconsider or amend its actions through the following Motion for Reconsideration process:

1. The Board's approval of a Motion for Reconsideration must occur within the following specific periods of time: The Motion for Reconsideration must be approved either:

- (a) during the same meeting where the Board initially acted; or
- (b) during the Board's next regularly scheduled meeting that followed the meeting where the action subject to reconsideration occurred.

These specified time frames do not prevent the Neighborhood Council from convening any special meetings within the specified time frames to address a Motion for Reconsideration.

2. Before the Board reconsiders any matter, the Board must approve a Motion for Reconsideration. The Motion for Reconsideration must be approved by official action of the Board (e.g., a majority of the Board Members present). After determining in the affirmative that an action should be reconsidered, the Board

then has the authority to re-hear, continue, or take action on the item that is the subject of reconsideration within any limitations that are stated in the Motion for Reconsideration.

3. The Motion for Reconsideration shall only be proposed by a member of the Board that previously voted on the prevailing side of the original action that was taken by the Board (the "Moving Board Member"). The Moving Board Member may make the Motion for Reconsideration by either:
 - (a) an oral motion that is made during the same meeting where the action that is the subject of reconsideration occurred, or
 - (b) by properly placing the Motion for Reconsideration on the agenda of a meeting that occurs within the allowed specified periods of time as stated above.
4. If the Motion for Reconsideration is made subsequent to the meeting where the action that is the subject of reconsideration occurred, then the Motion for Reconsideration must be on that subsequent meeting's agenda. The Moving Board Member places a Motion for Reconsideration on the agenda by submitting a memorandum to the **Secretary at least two days in advance of the deadline for posting notices for the meeting.** The Moving Board Member's memorandum must briefly state the reason(s) for requesting the reconsideration, and provide the **Secretary** with the language necessary to complete the information that must be stated in the agenda. The language that must be stated in the agenda is an adequate description of the:
 - (a) Motion for Reconsideration and its description of the item that is to be re-heard; and
 - (b) A proposed action that may be adopted by the Board if the Motion for Reconsideration is approved.
5. When the Motion for Reconsideration is brought before the Board for consideration, then that motion may be seconded during the public hearing by any member of the Board.
6. This reconsideration process shall be conducted at all times in accordance with the Brown Act, including that: any discussion on the issue remain within permissible discussion parameters; that any decision is made during the public hearing; and that, if the Motion for Reconsideration is considered at a subsequent meeting to the meeting where the act that is the subject of reconsideration occurred, then the Motion for Reconsideration is properly listed on that meeting's agenda.

ARTICLE XI AMENDING BYLAWS

A. Any Board member may propose amendments to these bylaws by requesting that the Secretary place an item to that effect on the agenda. Any Stakeholder may propose amendments to these bylaws during the public comment period of a regular meeting of the Board.

B. The proposed amendment will be noticed on the agenda for public discussion and a vote at the next regular meeting of the **Council**.

C. An amendment or adjustment to these bylaws requires a majority vote of the Board members present.

D. Thereafter, a vote recommending amendment or adjustment to the Bylaws, a Notice of Proposed Amendment of the Bylaws shall be submitted to the DONE along with a copy of the existing Bylaws for review and approval by the DONE, all in accordance with Article V (3) of the Plan.

E. Such amendments shall not be valid, final or effective until approved by the DONE.

ARTICLE XII FINANCIAL ACCOUNTABILITY

A. The Northridge South Neighborhood Council shall comply with all financial accountability requirements as specified by City Ordinance and in the Plan as stated in the City's Certification Application. This Council shall also comply with all financial reporting requirements as prescribed by the DONE.

B. The Treasurer of this Council shall oversee and be charged with the full custody and responsibility of all Council funds and assets, including maintaining an ongoing and current inventory listing of items required to be included in such inventory under City or the DONE policy

C. The Treasurer shall oversee the system of asset management, record-keeping and financial reporting that complies with Generally Accepted Accounting Principles and conforms to all applicable local, state, or federal laws. The Treasurer may request authorization from the Board to retain a financial professional to assist in refining and maintaining the bookkeeping and financial reporting system. The Treasurer may also request the assistance of the DONE as needed. The Treasurer, however, shall be ultimately responsible for the maintenance of the system of bookkeeping and financial reporting and for the protection of all Council assets.

D. The Council's financial statements, books and accounts shall be open for inspection and copying by any member of the public. The Plan provides for fair and open procedures to permit inspection within a reasonable time. NSNC will comply with the Public Records Act.

E. The Treasurer shall make a report to the Board on the Council's finances at every regular meeting of the Board.

F. The Treasurer shall be responsible for preparing or coordinating the preparation of a financial statement for the DONE. The Treasurer shall also coordinate and cooperate

with the DONE on establishing a process and/or a system by which the Council's finances and book of accounts can be reviewed by the DONE pursuant to the Plan.

G. The Treasurer will present a quarterly financial report to the Board, will submit accounting statements to DONE at least once per quarter, and will prepare an annual budget for approval by the Board.

H. All expenditures by the NSNC must be within the annual budget previously approved by a majority of the Governing Board.

I. All financial expenditures must be approved by a majority of the Board. All NSNC checks issued for NC expenditures must be signed by the Treasurer and one of the chairs.

ARTICLE XIII GRIEVANCE PROCEDURE

A. Any grievance by a Stakeholder must be submitted in writing to the Secretary, who shall place the matter on the agenda for the next regular meeting. At that meeting, the Board shall refer the matter to an ad hoc grievance panel comprising three (3) Stakeholders who are randomly selected by the **Secretary** from a list of Stakeholders who have expressed an interest in serving from time-to-time on such a grievance panel. Within two (2) weeks after the panel receives the grievance the Secretary will coordinate a time and a place for the panel to meet with the person(s) submitting a grievance to discuss ways in which the dispute may be resolved.

B. Within two (2) weeks following such meeting, a panel member shall prepare a written report to be forwarded by the Secretary to the Board outlining the panel's collective recommendations for resolving the grievance. The Board may receive a copy of the panel's report and recommendations prior to any meeting by the Board, but the matter shall not be discussed among the Board members until the matter is heard at the next regular meeting of the Board pursuant to the Brown Act.

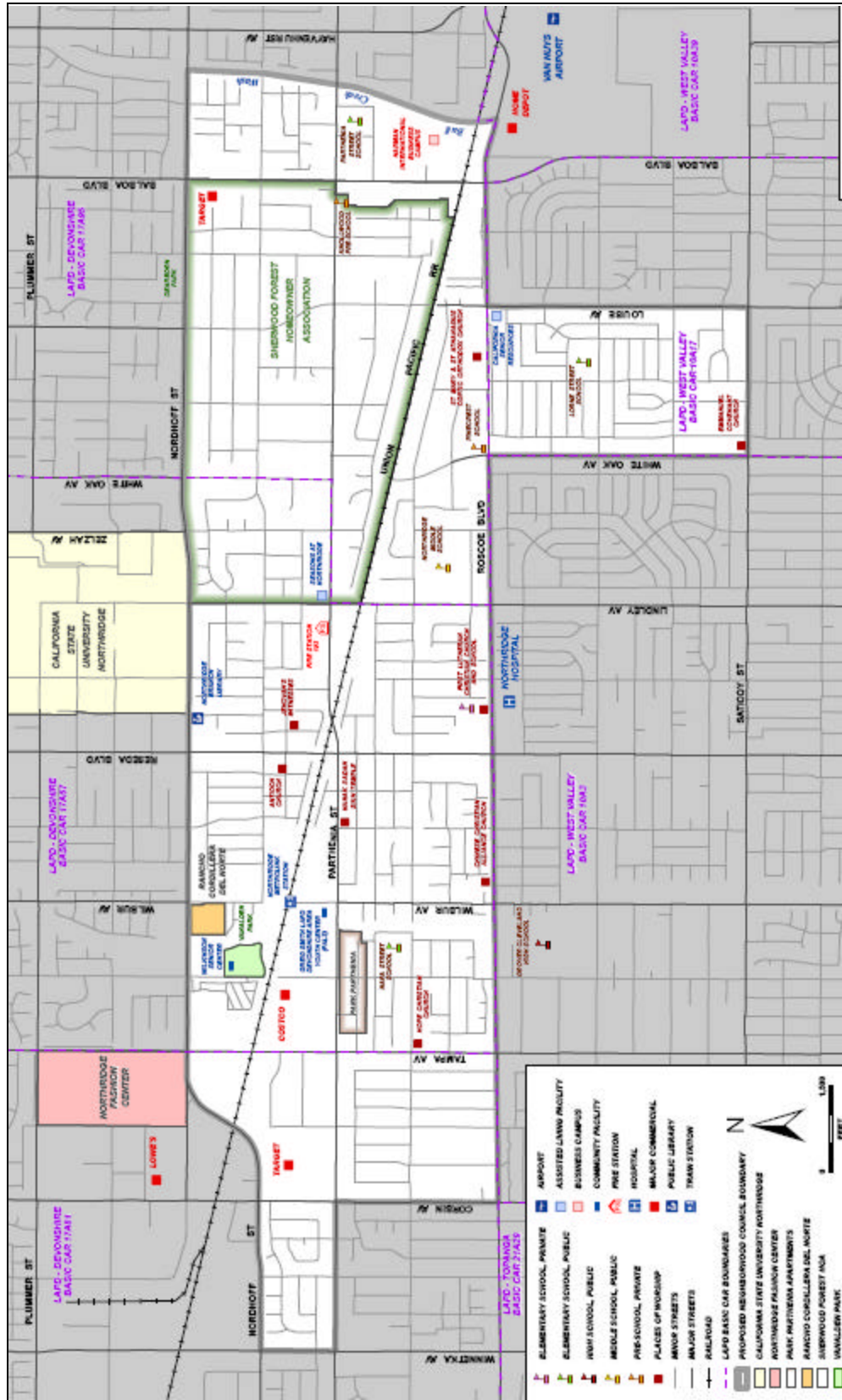
C. This formal grievance process is not intended to apply to Stakeholders who simply disagree with a position or action taken by the Board at one of its meetings. Those grievances can be aired at Board meetings. This grievance process is intended to address matters involving procedural disputes, e.g., 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. Board members cannot file a grievance against another Board member or its **Council**.

ARTICLE XIV ETHICS

A. The Council, its representatives, and all Stakeholders will conduct Council business in a professional and respectful manner.

B. The Council, its representatives, and all Stakeholders will refrain from violating the Board Rules, shall be subject to any or all applicable sections of the City of Los Angeles Governmental Ethics Ordinance (L.A.M.C. Section 49.5.1), and will abide by the Plan and all local, county, state, and federal laws. NSNC will abide by the City Code of Conduct.

APPENDIX A MAP OF THE NORTHRIDGE SOUTH NEIGHBORHOOD COUNCIL AREA



APPENDIX B

PROCEDURES FOR BREAKING A TIE VOTE

In the event of a tie among nominated persons during the election, the following procedures will be implemented to determine the final outcome of elected Board members:

- 1) In the case of a tie between no more than two nominated persons a simple single event coin toss will determine the winner, and the seat on the Board.

- 2) In the case of multiple nominated persons for the Board position(s), a procedure in which a "hat" (or similar object) will contain two types of slips, a) marked slips in the amount of available seats left, and b) unmarked slips in the amount of the remaining tied persons will be used. The total of a and b will be the amount of people tied for the Board seats. **Nominated persons will draw out of the "hat" (or similar object) to determine the winner(s), and the seat(s) on the Board.**