

DRAFT

NORTHRIDGE SOUTH NEIGHBORHOOD COUNCIL

BYLAWS of the
Northridge South Neighborhood Council
May 2009

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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, 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, First Vice President, Second Vice President, Secretary, and Treasurer.

G. An OFFICIAL ACTION shall be any Board approval or disapproval of any resolutions, positions, or decisions with respect to items on its agenda which will then become the official or representative voice on said item for the Northridge South Neighborhood Council.

H. QUORUM shall mean a majority number 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.

**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:** Nordoff St from Winnetka Ave to Corbin Ave then Nordoff Way from Corbin Ave to Tampa Ave then Nordoff St again to the flood control channel between Petit Ave and Hayvenhurst Ave.

2. **East:** The flood control channel from Nordoff St to Roscoe Blvd.
3. **South:** Roscoe Blvd from the flood control channel between Hayvenhurst Ave and Roscoe Pl to Corbin Ave.
4. **West:** Corbin Ave from Roscoe Blvd to Parthenia St then down Parthenia St to Winnetka Ave and Winnetka Ave from Parthenia St to Nordoff St.

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). 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 on the first day of the month following the election. In order to effect staggered terms, in the initial election the eight (8) Board members receiving the highest number of votes will serve two-year terms and the remaining seven (7) will serve one-year terms. No Board member may serve more than eight (8) consecutive years.

D. The Executive Committee of the Board shall include five (5) positions entitled President, First Vice President, Second Vice President, Secretary and Treasurer.

1. The President shall preside at all meetings and direct all activities of the council.
2. The First Vice President shall serve in place of the President if the President is unable to serve. The First Vice President shall have other specific duties as determined by the Council.
3. The Second Vice President shall serve in place of the President or First Vice President if either is unable to serve. The Second Vice President shall service as the Outreach Chairperson and could have other specific duties as determined by the Council.
4. 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.
5. 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 positions shall be filled by majority vote of the Board members present at the first meeting following the elections.

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

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

H. The President and Secretary, or their respective designee Board members, will plan the agenda for each meeting.

I. 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.

1. The Board shall have such power to change any permanent or standing committee(s).
2. 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 30%, or more, of scheduled meetings in a calendar year or for other cause as determined by the Board. This action will require eleven (11) affirmative votes of the full Board.

K. Removal of a Board member may also be accomplished by the submission of a written petition which includes: (1) identity of the Board member to be removed, (2) description, in detail, of the reason for removal, such as an undisclosed conflict of interest, and (3) 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 Board.
2. Removal of the identified Board member will require eleven (11) 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. Sections J and K above shall not be enforced without the guidance and approval of the Office of the City Attorney.

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 six members (see [Attachment 1](#)) and shall have the following authority:

1. To make decisions on behalf of the NSNC between certification and the first election concerning the conduct of the initial election.
2. To appoint an Elections Committee to plan the first election.
3. To appoint a neutral third-party election administrator who shall serve as the neutral arbiter of election disputes.
4. A quorum of the Interim Board of Directors shall consist of four (4) Interim Board members. Official action may be taken by a majority vote of the Interim Board members present.

ARTICLE VIII ELECTION OF THE BOARD OF DIRECTORS

A. The initial election will take place approximately one hundred twenty (120) days after certification. Except as provided in Article VIII I.3, all elections will be by secret ballot. Nominations will be accepted until 5:00 p.m. the day prior to Election Day. The deadline for inclusion of a nominee's name on the printed ballot shall be specified in the election rules adopted by the Election Committee.

B. Annual elections shall be held on or within thirty (30) days of the anniversary of the initial election and each year thereafter.

C. No NSNC business shall be conducted in conjunction with the Initial or Annual Election.

D. Each registered Stakeholder who is at least eighteen (18) years of age prior to the opening of the election shall be entitled to one (1) vote for each open position on the Board. The registration process shall be set forth in written Election Procedures to be approved by the DONE.

E. No cumulative voting is allowed.

F. The vote will be taken and results tallied and announced within 10 (ten) days of the closing of the elections and in accordance with other rules established by the NSNC Election Committee.

G. Elections shall be held and coordinated with the assistance of the DONE.

H. All elections shall be determined by plurality of vote.

1. All elections for members of the Board of Directors shall be by written ballot.

I. 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 registered Stakeholders present. The vote shall be presided over by the Board and shall include one vote per registered 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.

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 calendar quarter. Meetings will be held at a location, date and time as setup by the Board. At the first regular meeting of each 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 Board Rules. Additional notification may be provided as decided by the Board, the President or the Second Vice President as resources permit. Up to two public locations may, upon approval of the Board, be World Wide Web sites on the Internet and/or widely distributed community calendars.

E. 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. A Quorum consists of eight (8) Board members for all business. There shall be no proxy voting.

F. 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.

G. 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 an 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: (1) a motion of reconsideration on the described matter and (2) a "proposed" action should the motion to reconsider be approved. A motion for reconsideration may be made only by a Board member who has previously voted on the prevailing side of the original action. The aforesaid shall all be in compliance with the Brown Act.

H. Where the Brown Act, then the NSNC Bylaws, then the Board rules are silent, the Board shall follow Robert's Rules of Order.

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. A Stakeholder-initiated proposal to amend these bylaws must then be formalized in writing and submitted to the Secretary or person responsible for preparing the agenda for the next regular meeting.

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

D. An amendment or adjustment to these bylaws requires a two-thirds (2/3rd) vote of the Board members present.

E. Thereafter, and within fourteen (14) days after 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.

F. 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 control of all Council funds and assets. Unless previously done by the City on behalf of the Council, 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 conform to prudent standards of investment of public funds. Authorized check signers shall include the Treasurer and either the Chair, the Vice-Chair or the Secretary.

C. The Treasurer shall oversee the system of asset management, record-keeping and financial reporting as set forth in the Financial Management Plan. This plan is designed to meet the City's requirement for an accounting system 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 upon written request to the Board in accordance with the Financial Management Plan. 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, no less than once and no more than twice during each fiscal year, the date(s) of which shall be determined by 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.

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

ARTICLE XIV ETHICS

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

B. The Council is committed to developing a system whereby pertinent information transmitted through the City's Early Notification System (ENS) will be disseminated or made available to every stakeholder of this Council in a timely manner.

C. 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. **Attachment: NSNC Interim Board**