

**DOWNTOWN LOS ANGELES
NEIGHBORHOOD COUNCIL BYLAWS**

APPROVED APRIL 12, 2018

- A. **Area Wide Stakeholder Board Members** - Open to Stakeholders who are at sixteen (16) years of age and live, work or own property within the DLANC boundaries (9%). Two (2) Area-Wide Directors shall represent any person who lives, works or owns property within the DLANC boundaries.

At-Large Stakeholder Board Member – Open to Stakeholders at least sixteen (16) years of age. ~~One (1) At-Large Director shall represent any person who claims any type of Stakeholdership in Downtown (5%).~~ At-Large stakeholders shall be defined as those who live, work or own real property in the neighborhood and also to 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 (5%). The At-Large Director shall be elected by anyone who holds any Stakeholdership in Downtown.

Alternate Board Directors -- Each Director shall have the ability to appoint their alternate with approval by the Board. The Alternate will have voting authority when the Director is absent from board. It is the responsibility of each Director to inform his or her Alternate in advance if the Alternate needs to attend any meeting. Alternates are required to meet eligibility requirements for that Director's seat.

Upon the resignation of a Director, their seat shall be deemed vacant and their Alternate's status shall be invalidated.

Section 2: Quorum – Thirteen (13) Directors shall constitute a quorum.

Section 3: Official Actions - A simple majority vote by the Directors present and voting, not including abstentions, at a meeting at which there is a quorum shall be required to take official action, unless specified otherwise in these Bylaws.

Section 4: Terms and Term Limits - Directors shall serve a term of two (2) years or until the next General Election. There are no term limits.

Section 5: Duties and Powers - The primary duties of the Board shall be to govern DLANC and to carry out its objectives.

- A. **Speaking for the Board** –No individual Director of the Board shall speak for the Board or otherwise publicly represent an unwritten or un-voted upon Board position unless authorized to do so by the President or by official action of the Board. This rule shall only apply when the Director is speaking publicly and has made it known or it is known of his/her position on DLANC.

1. **Official Action** – The President may, delegate to any individual the authority to present before any public body a standing Board position that has been

- A. **The Secretary** – shall be responsible for keeping a record of all proceedings, correspondence, documents and Board meeting attendance; shall be responsible for keeping and posting minutes of all Board and Executive Committee meetings; and shall maintain a current roster of Directors and Alternates. The Secretary shall also be the Officer of Service for grievances and California Public Records Act Requests, maintaining a roster and report and reconcile it with Empower LA roster. If the board hires a minute taker, the secretary is responsible for coordinating with the note taker and assuring that minutes are properly prepared.
- B. **The Treasurer** – shall Chair the Budget & Finance Committee. The Treasurer shall oversee the finances of DLANC to assure total compliance with all Department of Neighborhood Empowerment and Los Angeles City requirements and in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board. The Treasurer shall provide at each meeting of the Board and at such other times as the Board may request a written account of the finances of DLANC (MERS) for Board approval. The Treasurer will also report the details of the budget versus actual expenditures for the fiscal year.

Section 3: Committee Creation and Authorization

- A. **Committee Authority** –Committees shall only make recommendations. All committee recommendations shall be brought back to the full Board for discussion and action.
- B. **Committee Structure** – ~~With the exception of the Executive Committee, Committee members shall be appointed by the Executive Committee and ratified by the Board. All Committees shall be comprised of (3) members which at least two (2) Directors and may include any interested Stakeholders. Unless otherwise defined in by-laws all committees shall have at least (3) members of which at least (2) are Board members and may include interested Stakeholders.~~
- C. **Committee Appointment** – All Committees shall be appointed according to Article VII. ~~The Chairs shall keep a written record of Committee meetings and shall provide regular reports on Committee matters to the Board.~~
- D. **Committee Meetings** – All Committee meetings are subject to and shall be conducted in accordance with the dictates of the Brown Act. Minutes shall be taken at every Committee meeting and post it on the DLANC website ~~with (2) weeks of meetings.~~
- E. ~~**Changes to Committees** – The Board may make changes as needed to any Standing or Ad Hoc committee. Any such action by the Board shall be noted in DLANC meeting minutes and be an addendum or amendment to the Standing Rules of DLANC.~~
- F. **Removal of Committee Members** – Committee members may be removed in the same manner in which they were appointed.

ARTICLE VIII MEETINGS

All meetings, as defined by the Ralph M. Brown Act (*California Government Code Section 54950.5 et seq.*), shall be noticed and conducted in accordance with the Act, the Neighborhood Council Agenda Posting Policy, and all other applicable laws and governmental policy .

Section 1: Meeting Time and Place – All meetings shall be held within DLANC boundaries at a location, date and time set by the Board. A calendar of regular meetings shall be established by the Board at its first regular meeting of each calendar year.

A. **Regular Meetings** – Regular DLANC meetings shall be held at least once per quarter and may be held more frequently as determined by the Board. Prior to any action by the Board, there shall be a period of public comment. ~~The Board shall determine the length and format of the period as appropriate.~~

B. **Special Meetings** – A Special Meeting of the Directors for any lawful purpose may be called at any time by the Board, by the President, or by a petition signed by one hundred (100) or more Stakeholders. A meeting called by petition shall be dated ~~meeting date shall be~~ at least fifteen (15) days but no more than thirty (30) days after receipt of the petition by the Board. ~~No business, other than the general nature of which was set forth in the notice of the meeting, may be conducted at such a meeting.~~

Section 2: Agenda Setting – The Executive Committee shall ~~set~~ approve the draft agenda set by the President for each DLANC meeting at its monthly meeting prior to the next general DLANC Board meeting. During the seven (7) days prior to the DLANC Board meeting, excluding the seventy-two (72) hour period just prior to the DLANC Board Meeting, the President or his/her Executive Committee Member appointee, may set or amend/change the agenda and submit it ~~prior to for~~ posting. Any such agendized items or changes shall be specially noted on the published agenda.

AND:

Any Stakeholder may make a proposal for action by DLANC by submitting a written request to the Secretary ~~or during the public comment period of a regular DLANC meeting.~~ The Secretary shall promptly refer the proposal to the appropriate Committee ~~as appointed by the Executive Committee,~~ or at the next regular DLANC meeting, the Board shall either consider the proposal or create an Ad Hoc Committee to consider the proposal. DLANC is required to consider the proposal at a Committee or Board meeting, but is not required to take further action on the proposal. ~~Proposals made under the this subsection are subject to the rules regarding reconsideration~~

Section 3: Notifications/Postings – Meeting notices shall be posted in compliance with the Ralph M. Brown Act and with the Neighborhood Council Posting Policy. An updated listing of DLANC's physical posting location/s shall be kept on file with the ~~h~~Board and the Department.

Section 4: Reconsideration – The Board may reconsider or amend its actions through the following Motion for Reconsideration process:

- A. Before the Board reconsiders any matter, the Board must approve a Motion for Reconsideration. The Motion for Reconsideration must be approved by 2/3 vote of the board members present and voting, not including abstention. ~~official action of the Board.~~ After determining that an action should be reconsidered, the Board 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.
- B. The Motion for Reconsideration must be brought, and the Board's approval of a Motion for Reconsideration must occur, either during the same meeting where the Board initially acted or during the Board's next regularly scheduled meeting that follows the meeting where the action subject to reconsideration occurred. DLANC may also convene a special meeting within these specified time frames to address a Motion for Reconsideration.
- C. A Motion for Reconsideration may be proposed only by a Director of the Board that previously voted on the prevailing side of the original action that was taken by the Board (the "Moving Director").
- D. The Moving Director may make the Motion for Reconsideration orally during the same meeting where the action that is the subject of reconsideration occurred, or 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.
- E. In order to properly place the Motion for Reconsideration on the agenda of the subsequent meeting, the Moving Director shall submit a memorandum to the Secretary at least two (2) days in advance of the deadline for posting notices for the meeting. The memorandum must briefly state the reason(s) for requesting the reconsideration, and provide the Secretary with an adequate description of the matter(s) to be re-heard and the proposed action that may be adopted by the Board if the Motion for Reconsideration is approved.
- F. A Motion for Reconsideration that is properly brought before the Board may be seconded by any Director of the Board.
- G. This reconsideration process shall be conducted at all times in accordance with the Brown Act.

ARTICLE XII PARLIAMENTARY AUTHORITY

DLANC shall use the Robert's Rules of Order when conducting DLANC meetings. Additional rules and/or policies and procedures regarding the conduct of the Board and/or DLANC meetings may be developed and adopted by the Board and set forth in the DLANC Standing Rules. The President shall have the authority to appoint an impartial parliamentarian.

ARTICLE XIII AMENDMENTS

A. Any Director may propose an amendment to these Bylaws by requesting that the Secretary place the item on the agenda.

B. Any Stakeholder may propose an amendment to these Bylaws during the public comment period of a regular DLANC meeting.

C. Any proposal to amend the Bylaws shall be formalized in writing and noticed on the agenda for public discussion and Board vote at the next regular DLANC meeting.

D. An amendment to these bylaws requires approval by two-thirds (2/3) of the Directors present and voting at a duly noticed general or special meeting. All changes shall then be forwarded to the Department for review and approval.

E. Amendments shall not be valid, final or effective until approved by the Department. Once approved, any changes in the Bylaws shall become effective immediately. Those affecting board structure shall not take effect until the next scheduled election.

ARTICLE XIV COMPLIANCE

DLANC, its representatives, and all Community Stakeholders shall comply with these Bylaws and with any additional Standing Rules or Procedures as may be adopted by the Board as well as all local, county, state and federal laws, including, without limitation, the Plan, the City Code of Conduct, the City Governmental Ethics Ordinance (*Los Angeles Municipal Code Section 49.5.1*), the Brown Act (*California Government Code Section 54950.5 et seq.*), the Public Records Act, the American Disabilities Act, and all laws and governmental policies pertaining to Conflicts of Interest.

Section 1: Code of Civility – DLANC, its representatives, and all Community Stakeholders shall conduct all DLANC business in a civil, professional and respectful manner. In addition, Board Directors will sign and abide by the Commission’s Neighborhood Council Board Member Code of Conduct Policy.

Section 2: Training – All Directors shall take training in the fundamentals of Neighborhood Council, including, but not limited to, ethics and funding ~~workplace violence and sexual harassment~~ trainings provided by the City within forty-five (45) days of being seated, or they will lose their DLANC voting rights. All Board Directors must take ethics and funding training prior to making motions and voting on funding related matters.

Section 3: Self-Assessment – Every year, DLANC shall conduct a self-assessment pursuant to Article VI, Section 1 of the Plan.