

# Central Alameda Neighborhood Council Bylaws

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## ARTICLE I NAME

The name of this Neighborhood Council shall be the Central Alameda Neighborhood Council (“Council” or “CANC”), an officially recognized advisory council hereby part of the Los Angeles Citywide system of Neighborhood Councils.

## ARTICLE II PURPOSE

- A. The **MISSION** of the CANC shall be to advise the City of Los Angeles and provide an inclusive, open forum for public discussion on issues concerning City governance, the needs of this neighborhood council, the delivery of City services, and on matters of a citywide nature.
- B. The **PURPOSE** of the CANC shall be to participate as an advisory body on issues of concern to our neighborhood council and in the governance of the City of Los Angeles.
- C. The **POLICY** of the CANC shall be:
1. To respect the dignity and expression of viewpoints of all individuals, groups, and organizations involved in this Council.
  2. To remain non-partisan and inclusive in our operations, including, but not limited to, the election process for governing body and committee members.
  3. To utilize the Early Notification System (ENS) to inform our Council of matters involving the City of Los Angeles and our community in a way tailored to provide opportunities for involvement in the decision-making process.
  4. To encourage all community Stakeholders to participate in all activities of this Council.
  5. To prohibit discrimination against individuals or groups in our operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, homeowner/renter status, income or political affiliation.

6. To have fair, open and transparent procedures for conducting Council business.

### **ARTICLE III BOUNDARIES**

The Council includes a geographic area that has a minimum of 20,000 residents.

#### **Section 1: Boundary Description**

The boundaries of CANC abut the boundaries of adjacent Neighborhood Councils and include those areas of the City within the following lines of demarcation:

- A. North: The south side of 41<sup>st</sup> Street.
- B. South: The north side of Slauson Avenue.
- C. East: The west side of Alameda Street.
- D. West: The east side of Central Avenue.

#### **Section 2: Internal Boundaries**

Not applicable.

### **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 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. All Stakeholders shall be eligible to vote in elections for the Board.

## ARTICLE V GOVERNING BOARD

The 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”) also to be known herein as the Board of Governors.

### Section 1: Composition

The Board of the Council shall be comprised of nine (9) Stakeholders.

- A. **Chair** – a community Stakeholder at least eighteen (18) years old
- B. **Vice-Chair** – a community Stakeholder at least eighteen (18) years old
- C. **Treasurer** – a community Stakeholder at least eighteen (18) years old
- D. **Secretary** – a community Stakeholder at least eighteen (18) years old
- E. **Sergeant-at-Arms** – a community Stakeholder at least eighteen (18) years old
- F. **Business Representative** – a community Stakeholder at least eighteen (18) years old
- G. **Education Representative** – a community Stakeholder at least eighteen (18) years old
- H. **Senior Citizen Representative** – a community Stakeholder at least eighteen (18) years old
- I. **Youth Representative** – a community Stakeholder at least twelve (12) years old

### 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 five (5) members of the Board. No floating quorums are allowed.

### Section 3: Official Actions

A simple majority vote by the Board members 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**

Board members shall serve two (2) year terms commencing after being seated. In order to encourage diversity of Stakeholder participation, no Board member shall serve more than eight (8) consecutive years on the Board. Serving on the Interim Board does not count toward this period of service.

#### **Section 5: Duties and Powers**

The primary duties of the Board shall be to govern the Council and to carry out its objectives. No individual member of the Board shall speak for the Board or otherwise publicly represent a Board position unless authorized to do so by official action of the Board. The Board may, by official action, delegate to any individual the authority to present before any public body a standing Council position previously adopted by the Board or a statement that the Council 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.

#### **Section 6: Vacancies**

A vacancy on the Board shall be filled by the following procedure:

- A. Any Stakeholder(s) interested in filling a vacant seat on the Board shall submit a written application(s) to the Secretary.
- B. The Secretary shall then ensure that the matter is placed on the agenda for the next regular meeting of the Board.
- C. If only one (1) Stakeholder has made application for a vacant seat, then a vote of the Board shall be taken and the applicant installed by majority vote of the Board. If more than one (1) Stakeholder has made application for an empty seat, then an open and fair vote shall be taken at the next regular meeting by all members present. The vote shall be presided over by the Board and shall include one (1) vote per member.
- D. When a vacant seat is filled by the aforementioned process, that seat shall be filled only until the next general election is held to fill all seats on the Board. In no event shall a vacant seat be filled where the election to fill all seats on the Board of Governors is scheduled to be held within one hundred and twenty (120) days from the date the applicant (Stakeholder proposing to fill the vacancy) tenders a written application to the Secretary.

### **Section 7: Absences**

Board members who are absent for three (3) consecutive Board meetings without excuse are subject to removal by two-thirds (2/3) vote of the Board members present. An unexcused absence shall be when a Board member fails to inform The Secretary or Sgt.-at-Arms that he/she will not be able to attend Board meeting. Any meeting of the Board, scheduled and noticed per the Brown Act, shall constitute a meeting for the purpose of determining Board member attendance.

### **Section 8: Censure**

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### **Section 9: Removal**

The Council shall consult with the Office of the City Attorney throughout any Governing Board member removal process. The following are justifiable reasons for removal of a Board member:

- Failure to attend three (3) consecutive meetings without excuse
- Failure to follow Board Standing Rules
- Outrageous or disruptive behavior at Board meeting

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. A vote of "No Confidence" by two-thirds (2/3) or six (6) votes of Board members 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 next regular meeting, and every meeting thereafter, until such time as a vote is taken.

### **Section 10: Resignation**

A Board member may resign from the Council and the position shall then be deemed vacant. Any Board member who ceases to be a Stakeholder shall be required to submit his or her resignation to the Board for discussion and action at a Board meeting. Removal of the Board member requires a majority of the attending Board members.

## **Section 11: Community Outreach**

The Outreach and Membership Committee shall communicate with all Central Alameda Stakeholders and members in accordance with Board rules on a regular basis and in a manner ensuring that information is disseminated evenly and in a timely manner. Outreach will include regular distribution of flyers and agenda notifications in public places and local newspapers, e-mail announcements, and – subject to budget limitation – newsletters, a website, and mailings to Stakeholders. The

Outreach and Membership Committee shall maintain and update a membership roster to enable the CANC to carry out all organizational functions specified in these Bylaws. This roster shall be made available to the public upon written request to the Secretary.

## **ARTICLE VI OFFICERS**

### **Section 1: Officers of the Board**

The officers of the Board (“Officers”) shall include the following positions which all together comprise the Executive Committee: President, Vice President, Secretary, and Treasurer.

### **Section 2: Duties and Powers**

The duties of the Officers are as follows and also include such additional duties as may be adopted by official action of the Board:

- A. The President shall act as chief executive of the Council and preside at all Council meetings.
- B. The Vice President shall serve in place of the President if the President is unable to serve.
- C. The Secretary shall keep minutes of all Board meetings. An Alternate Secretary may be appointed by the Board to serve in the absence of the Secretary, as needed. Unless the person serving as Alternate Secretary is already a Board member, he or she shall not have any of the rights of a Board member, including the right to vote on matters before the Council.
- D. The Treasurer shall maintain the records of the Council's finances and books of accounts, and shall perform other duties in accordance with the Council's Financial Management Plan and the policies and procedures of the Department of Neighborhood Empowerment (hereinafter “Department”).

**Section 3: Selection of Officers**

Officer positions are elected during the elections of the Council.

**Section 4: Officer Terms**

Officers shall serve two (2) year terms and serve at the pleasure of the Board.

**ARTICLE VII COMMITTEES AND THEIR DUTIES**

All Standing and Ad Hoc Committees shall be established by the Board. 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**

The Standing Committees of the Council are: Rules and Elections Committee, Outreach Committee and Budget and Finance Committee.

Rules and Elections Committee: The committee oversees general CANC elections. The committee recommends amendments to standing rules as necessary. The committee administers the elections as necessary. The committee informs the Board of all elections rules and procedures, and reports at Council meetings on any changes to these that it has adopted. The Board shall vote on whether to accept any proposed rules or procedures.

**Section 2: Ad Hoc Committees**

The Board may create Ad Hoc Committees as needed to deal with temporary issues. Ad hoc committee members will convene until the project is completed.

**Section 3: Committee Creation and Authorization**

- A. **Committee Authority** – All committee recommendations shall be brought back to the full Board for discussion and action.
- B. **Committee Structure** – All committee, subcommittees and/or ad hoc committees shall be made up of members appointed by the Board. Each committee may include non-elected Stakeholders. Each member of a committee or subcommittee shall serve a one (1) year term, subject to reappointment, unless the committee or subcommittee is terminated sooner.

- C. **Committee Appointment** – The Board, by motion, may designate or terminate one (1) or more committees and provide for the manner of approving members for each committee. All Committee Chairs shall be appointed by the President and confirmed by the Board.
  
- D. **Committee Meetings** – Committee meetings are subject to and shall be conducted in accordance with the Ralph M. Brown Act. Minutes shall be taken at every Committee meeting. The Chairs shall keep a written record of Committee meetings and shall provide regular reports on Committee matters to the Board.
  
- 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 Council meeting minutes.
  
- F. **Removal of Committee Members** – The President shall also be able to remove any committee, subcommittee, or ad hoc chairperson with concurrence of the Board by majority vote. Vacancies on any committee, subcommittee and/or ad hoc committee may be filled by appointment made by the Committee Chairperson with the concurrence of the Officers of the CANC by majority vote.

## **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 and all other applicable laws and governmental policy.

### **Section 1: Meeting Time and Place**

All meetings shall be held within the Council 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. The Board shall hold as many meetings as it desires, but shall hold meetings at a minimum of one (1) time per calendar quarter.”

### **Section 2: Agenda Setting**

The President shall set the agenda for each Council meeting.

### **Section 3: Notifications/Postings**

At a minimum, meeting notices shall be posted in compliance with the Ralph M. Brown Act and in compliance with the Board of Neighborhood Commissioner’s Agenda Posting policy.

Notification of all meetings shall be posted at one (1) physical public location within the Central Alameda Neighborhood Council Area, and also in one (1) local publication tailored to reach the largest number of identifiable area Stakeholders. Notice of a regular meeting shall be a minimum of three (3) days (72 hours) in advance of the meeting and at least one (1) day (24 hours) in advance of a special meeting. Notice shall also be posted on the Council and emailed out to Stakeholders if the Council maintains such a database. Regular and Special meeting agendas shall also be emailed to the Department.

#### **Section 4: Reconsideration**

The Board may reconsider and amend its action on items listed on the agenda if that reconsideration takes place either immediately following the original action or at the next regular meeting. The Board, on either of these two (2) days, shall: (a) Make a Motion for Reconsideration and, if approved, (b) hear the matter and take an action. If the motion to reconsider an action is scheduled for the next meeting following the original action, then two (2) items shall be placed on the agenda for that meeting: (a) A Motion for Reconsideration on the described matter and (b) a Proposed Action, should the motion to reconsider be approved. A motion for reconsideration can only be made by a Board member (the "Moving Board Member") who 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, the Moving Board Member must submit a memorandum to the Secretary identifying the matter to be reconsidered, and giving a brief description of the reason(s) for requesting reconsideration at the next regular meeting. The aforesaid shall be in compliance with the Brown Act.

### **ARTICLE IX FINANCES**

A. The Treasurer shall oversee and be charged with the full custody and control of all Council funds and assets, and will establish accounts in the precise name of this Council, consistent with the City's funding program for Neighborhood Councils. These funds shall remain liquid and readily available for Council use and shall not be used for high risk or speculative investments, but conform to prudent standards of investment of public funds.

B. The Treasurer shall establish and oversee a system of bookkeeping and accounting in with Generally Accepted Accounting Principles and conforming 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 such systems, as well as Department assistance to implement. The Treasurer shall be ultimately responsible for maintenance of systems and for the protection of all Council assets.

C. Council financial statements, books and accounts shall be open for inspection and copying by any member of the public upon written request to the Board. The Board shall establish fair and open procedures to permit inspection within a reasonable time. Copying of financial records will be performed by an established copy service, the charge for which shall be billed to the person or entity requesting copies.

D. The Treasurer shall report to the Board on Council finances at each regular meeting.

E. The Treasurer shall be responsible for preparing an annual financial statement for the Department, and shall cooperate to establish a process whereby Council finances and book of accounts can be reviewed by the Department, pursuant to the Plan.

F. The Council will not enter into any contracts or agreements except through the Department.

## **ARTICLE X ELECTIONS**

### **Section 1: Administration of Election**

The CANC's election will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council elections.

### **Section 2: Governing Board Structure and Voting**

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**

Each Stakeholder twelve (12) years or older prior to the opening of the election shall be entitled to one (1) vote for each Board position.

### **Section 4: Method of Verifying Stakeholder Status**

Voters will verify their Stakeholder status through written self-affirmation.

### **Section 5: Restrictions on Candidates Running for Multiple Seats**

A candidate shall declare their candidacy for no more than one (1) position on the Neighborhood Council Board during a single election cycle.

## **Section 6: Other Election Related Language**

Not Applicable.

### **ARTICLE XI GRIEVANCE PROCESS**

The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances.

A grievance by a Stakeholder or Ad-Hoc Committee must be submitted in writing to the Board of Governors. The Secretary shall receive and submit all grievances to the Board. The Board shall then refer the matter to an ad hoc grievance panel comprised of three (3) members randomly selected by the Secretary from a list of Council members who have expressed an interest in serving on such a panel. The Secretary will coordinate a meeting for the panel to discuss the matter with the aggrieved party, and shall promptly thereafter prepare a written report to be forwarded by the Secretary to the Board outlining recommendations for resolving the grievance. The Board may receive a copy of the report prior to any meeting, but the matter shall not be discussed among Board members until it is heard at the next regular Board meeting, pursuant to the 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. Those can be aired at Board meetings. This process is intended to address matters involving procedural disputes, e.g., Board failure to comply with Board Rules and Bylaws. In the event that a grievance cannot be resolved through this process, the matter may be referred to the Department for consideration or dispute resolution in accordance with the Plan.

### **ARTICLE XII PARLIAMENTARY AUTHORITY**

The Council shall use Robert's Rules of Order when conducting Council meetings. Additional rules and/or policies and procedures regarding the conduct of the Board and/or Council meetings may be developed and adopted by the Board.

### **ARTICLE XIII AMENDMENTS**

Amendments, changes, additions or deletions to these Bylaws may be proposed by the Board or any Stakeholder during the public comment period of a regular meeting of the Board of Governors. A proposal to amend Bylaws, however, must then be formalized in writing and lodged with the 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.

Recommendation for amendment or adjustment of these Bylaws requires a two-thirds (2/3) vote of the entire number of the Board. Thereafter, and within fourteen (14) days after a vote recommending adjustment or amendment to the Bylaws, a Bylaw Amendment Application shall be submitted to the Department along with a copy of the existing Bylaws for review and approval in accordance with the Plan. Amendments shall not be valid, final or effective until approved by the Department. Once approved, any changes in the Bylaws shall become effective immediately.

## **ARTICLE XIV COMPLIANCE**

The Council, its representatives, and all Stakeholders shall comply with these Bylaws and with any additional Standing Rules or Procedures adopted by the Board of Governors, 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, the Public Records Act, the American Disabilities Act, and all laws and governmental policies pertaining to Conflicts of Interest.

### **Section 1: Code of Civility**

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

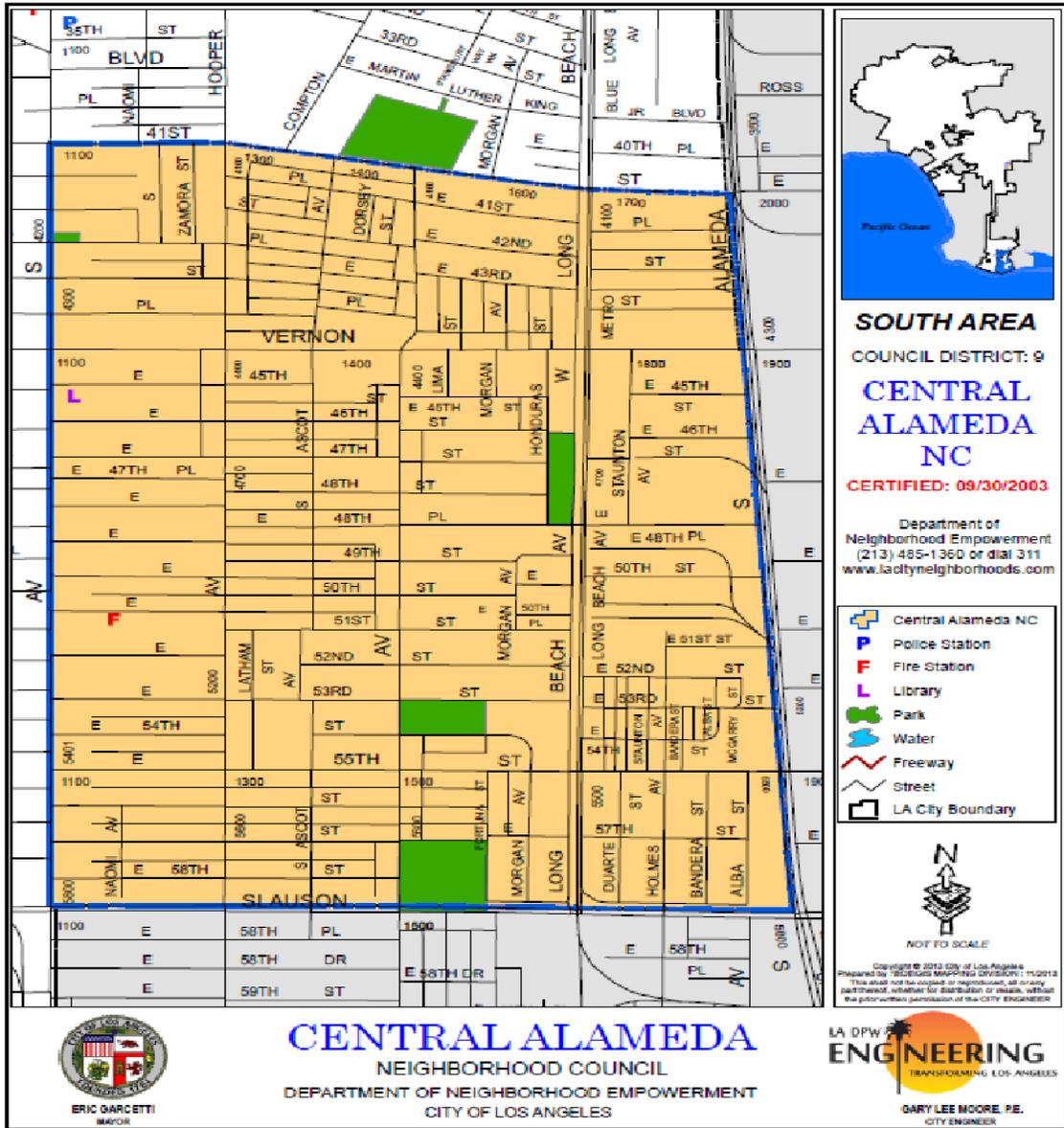
### **Section 2: Training**

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

# ATTACHMENT A – Map of Central Alameda Neighborhood Council



## ATTACHMENT B – Governing Board Structure and Voting

### Central Alameda Neighborhood Council – 9 Board Seats

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Chair Term: 2 Years	1	Elected	Stakeholder within the CANC boundaries who is at least 18 years of age at the time of election.	Stakeholders within the CANC boundaries who are at least 12 years of age at the time of election.
Vice-Chair Term: 2 Years	1	Elected	Stakeholder within the CANC boundaries who is at least 18 years of age at the time of election.	Stakeholders within the CANC boundaries who are at least 12 years of age at the time of election.
Treasurer Term: 2 Years	1	Elected	Stakeholder within the CANC boundaries who is at least 18 years of age at the time of election.	Stakeholders within the CANC boundaries who are at least 12 years of age at the time of election.
Secretary Term: 2 Years	1	Elected	Stakeholder within the CANC boundaries who is at least 18 years of age at the time of election.	Stakeholders within the CANC boundaries who are at least 12 years of age at the time of election.
Sergeant-At-Arms Term: 2 Years	1	Elected	Stakeholder within the CANC boundaries who is at least 18 years of age at the time of election.	Stakeholders within the CANC boundaries who are at least 12 years of age at the time of election.
Business Representative Term: 2 Years	1	Elected	Stakeholder within the CANC boundaries who is at least 18 years of age at the time of election.	Stakeholders within the CANC boundaries who are at least 12 years of age at the time of election.

<b>BOARD POSITION</b>	<b># OF SEATS</b>	<b>ELECTED OR APPOINTED?</b>	<b>ELIGIBILITY TO RUN FOR THE SEAT</b>	<b>ELIGIBILITY TO VOTE FOR THE SEAT</b>
Education Representative Term: 2 Years	1	Elected	Stakeholder within the CANC boundaries who is at least 18 years of age at the time of election.	Stakeholders within the CANC boundaries who are at least 12 years of age at the time of election.
Youth Representative Term: 2 Years	1	Elected	Stakeholder within the CANC boundaries who is at least 12 years of age at the time of election.	Stakeholders within the CANC boundaries who are at least 12 years of age at the time of election.
Senior Citizen Representative Term: 2 Years	1	Elected	Stakeholder within the CANC boundaries who is at least 18 years of age at the time of election.	Stakeholders within the CANC boundaries who are at least 12 years of age at the time of election.