

CNC Bylaws

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ARTICLE I COUNCIL NAME

~~Upon certification,~~ **The** name of the neighborhood council shall be the Chatsworth Neighborhood Council ("CNC"), 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 Chatsworth Neighborhood Council is to participate as a body on issues of concern to our neighborhood **and within our sphere of influence** 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 citywide nature.
3. To initiate, execute and support projects for the physical, social and cultural improvement of the Chatsworth 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~~ 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 Chatsworth Neighborhood Council.

C. A council meeting shall mean a meeting of the stakeholders and the Board of Directors **that has been duly noticed.**

D. The Chair shall mean the President or presiding officer of the board.

E. The Vice Chair(s) shall mean Vice President(s), who will be in charge in place of the Chair if the Chair is unable to serve.

F. Officers of the Executive Board shall include positions entitled Chair, Vice Chair(s).

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 Chatsworth Neighborhood Council.

**ARTICLE IV
MEMBERSHIP/STAKEHOLDER
COMMUNICATION WITH STAKEHOLDERS**

A. A community stakeholder or stakeholder shall mean any individual who lives, owns property, works, boards one or more horses, or declares a stake in the neighborhood or council area and affirms the factual basis for it.

B. Membership in this Neighborhood Council is open to any and all stakeholders.

C. The Chatsworth Neighborhood Council will establish an Outreach ~~and Communications~~ Committee, which will be responsible for communicating with stakeholders on a regular basis in a manner ensuring information is disseminated in an even and timely manner.

**ARTICLE V
NEIGHBORHOOD COUNCIL BOUNDARY AREA LINES**

The Chatsworth Neighborhood Council includes a geographic area that includes in excess of 20,000 residents. The boundaries include all areas ~~within the~~ within the City of Los Angeles described as follows:

A. The Northern line shall be from the most northwesterly point of the Los Angeles City / Los Angeles County boundary at SR-118, northeast along said boundary to Browns Canyon Road, then south along Browns Canyon Road to the gate at its southern terminus, then south in a straight line to SR-118, then east to Corbin Avenue.

B. The Eastern line shall be **the** centerline of Corbin Avenue from SR-118 to Nordhoff Street.

C. The Southern line shall be the centerline of Nordhoff Street from Corbin Avenue west to its termination, then continuing in a straight line to the Los Angeles City / Los Angeles County boundary.

D. The Western line shall be the western Los Angeles City limit from the extended centerline of Nordhoff Street north to SR-118.

**ARTICLE VI
BOARD OF DIRECTORS**

A. The Council will be led by a Board of Directors consisting of twenty-one (21) elected stakeholders who are at least 18 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**). ("D.O.N.E.").

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

→→→C is already approved but not in the version on the website

C. Directors shall serve a four (4) year term commencing at the first duly noticed regular board meeting after an election is certified. To maintain staggered terms, 10 seats will be up for election in 2008 and 11 seats in 2010. Terms will be staggered thereafter according to this formula. Any seat vacant at the time of a scheduled election may be included in that election. There will be no limit on length of service on the board.

~~C. Directors 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 eleven (11) Directors receiving the highest number of votes will serve two year terms and the remaining ten (10) will serve one year terms. No Board member may serve more than eight (8) consecutive years.~~

D. Officers of the board shall include positions entitled Chair, Vice Chair(s), Secretary and Treasurer.

1. The Chair shall preside at all meetings and direct all activities of the council.
2. The Vice Chair (s) shall be in charge in place of the Chair if the Chair is unable to serve.
3. 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.
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 CNC.~~
5. The officer positions shall be filled by majority vote of the board members present at the first meeting following **the certification of an election and annually during that month in non-election years.** The officers of the board shall serve one-year terms and may stand for re-election annually.
6. Duties of officers **are defined in the Board Rules.** ~~will be further defined by Board Rules to be written by the board at a later date.~~
7. The President and Secretary, or their respective designee board members, will plan the agenda for each **council** meeting.

→→→ NOTE: E, F, G, H became 5-8 above to conform to style.

E. Board Rules shall govern the system for the election, selection or appointment of stakeholders to committees and sub-committees.

~~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.
3. **Ad hoc committees may be established as needed but may include only members of the board of directors.**

F. A board member may be removed from office for unexcused failure to attend 30%, or more, of **duly noticed** ~~scheduled~~ meetings in a ~~calendar~~ **board** year or for other cause as determined by the board. This action will require ~~14~~ affirmative votes **of two-thirds of those present.** ~~the full board.~~

G. Removal of a board member may also be accomplished by the submission of a written petition that includes: (Sect. VI.K - CNC Bylaws)

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.
4. ~~The Secretary shall then have the matter~~ **then shall be** placed on the agenda for a vote of the board at the next regular meeting of the board.
5. Removal of the identified board member will require **two-thirds vote of the board members present.** ~~fourteen (14) affirmative votes of the full Board.~~
6. The board member who is the subject of the removal action, **or a designee,** will be allowed to speak to the board at the meeting, but shall not take part in the vote on this matter.
7. If the vote for removal is affirmative, then the position shall be determined vacant.
8. Sections above shall not be enforced without the guidance ~~and approval~~ of the Office of the City Attorney.

H. Appeal

1. Any board member, officer or committee member removed by vote of the board or committee members shall be entitled to appeal the action to the Council's Grievance Committee.

~~G. Removal of a board member may also be accomplished by the submission of a written petition which includes: (i) 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 ~~shall be~~ placed on the agenda for a vote of the board at the next regular ~~duly noticed~~ meeting of the board.~~
- ~~2. Removal of the identified board member will require 14 affirmative votes of two ~~thirds of those present~~ the full board.~~
- ~~3. The board member who is the subject of the removal action, ~~or a designee~~, 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 ~~F and G~~ J and K above shall not be enforced without the guidance and approval of the Office of the City Attorney.~~

~~I. If a board member resigns or is no longer a stakeholder, the position shall be determined vacant. ~~A resignation must be made in writing with the member's signature affixed.~~~~

~~ARTICLE VII~~ ~~INTERIM BOARD OF DIRECTORS~~

~~A. The Interim Board of Directors consists of six members (see Attachment) and shall have the following authority:~~

- ~~1. To make decisions on behalf of the CNC 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 Directors. Official action may be taken by a majority vote of the Interim Board Members present.~~

→→→ Article VIII, A through H were approved earlier as part of our election update but do not appear in the web version of the Bylaws.

ARTICLE VIII **ELECTION OF THE BOARD OF DIRECTORS**

A. Elections will be held biennially and will comply with procedures established by the City of Los Angeles and/or DONE and/or written election procedure of the CNC Election Committee as approved by DONE.

B. Elections will be conducted by the Los Angeles City Clerk commencing in 2010 and be run under the rules and regulations of that office.

C. No CNC business shall be conducted in conjunction with the biennial election.

D. Each registered stakeholder who is at least 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 or by the City of Los Angeles and/or DONE and/or the City Clerk's office.

E. No cumulative voting is allowed.

F. The vote will be taken and results tallied and announced according to procedures established by the City of Los Angeles and/or DONE and/or written election procedures of the CNC Election Committee as approved by DONE.

G. All elections for members of the CNC Board of Directors will be held according to procedures established by the City of Los Angeles and/or DONE and/or written election procedure of the CNC Election Committee as approved by 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.

ARTICLE VIII ELECTION OF THE BOARD OF DIRECTORS

~~A. The initial election will take place approximately 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 30 days of the anniversary of the initial election and each year thereafter.~~

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

~~D. Each registered Stakeholder who is at least 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 D.O.N.E.~~

~~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 CNC Election Committee.~~

~~G. Elections shall be held and coordinated with the assistance of the City of Los Angeles Department of Neighborhood Empowerment.~~

~~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~~ shall be 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 board vacancy** 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 **for the remainder of the term for that seat.** ~~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.~~

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, **there shall be outreach for each election** ~~outreach announcing any election shall be instituted,~~ for purposes of soliciting stakeholder support.

ARTICLE IX MEETINGS

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

A. Meetings of the board shall be held at least once per calendar quarter. ~~The first regular meeting of each year shall be held on the 1st Wednesday in February. At the first regular meeting of each year a calendar of regular meetings shall be established.~~

B. Board Rules shall be developed **by a committee** 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.

C. 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 Outreach Committee Chair 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.~~ **Any canceled meeting shall be posted in the same locations.**

D. Official action may be taken by the board with a majority vote of the board members present (**two-thirds when specified**) at any **duly noticed** meeting, provided there is a quorum. A quorum consists of eleven (11) board members for all business. There shall be no proxy voting.

E. The President may delegate to any individual the authority to present before any public body i) ~~a standing~~ CNC positions previously adopted by the board, or ii) a statement that CNC 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 a majority of the officers.** ~~any member of the Executive Board.~~

F. 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 **of 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 **of 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.

G. Where the Brown Act, then the Bylaws, then the Board Rules are silent, the board shall follow Robert's Rules of Order **unless there is a compelling reason to do otherwise.**

ARTICLE X AMENDING BYLAWS

Any board member may propose amendments to these bylaws by requesting that ~~the Secretary place~~ an item to that effect **be placed** on the agenda. Any stakeholder may propose amendments to these bylaws during the public comment period of a regular meeting of the board.

A. 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.

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

C. An amendment or adjustment to these bylaws requires a 2/3rd vote of the board members present **where a quorum has been established.**

D. Thereafter, and within 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 Department of Neighborhood Empowerment along with a copy of the existing bylaws for review and approval. ~~by the Department all in accordance with Article V (3) of the plan.~~

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

ARTICLE XI FINANCIAL ACCOUNTABILITY

A. The Chatsworth 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 Department of Neighborhood Empowerment.

~~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.~~

B. The treasurer shall be ultimately responsible for the maintenance of bookkeeping and financial reporting and for the protection of all council assets. The board may authorize the hiring of a financial professional in compliance with city and DONE rules to help maintain financial records

~~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 Department of Neighborhood Empowerment 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.~~

C. The council's financial statements, books and accounts shall be open for inspection and copying by any member of the public upon written request in accordance with the Financial Management Plan. The plan provides for fair and open procedures to permit inspection within a reasonable time. CNC will comply with the Public Records Act.

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 financial reports as required by DONE. ~~a financial statement for the Department of Neighborhood Empowerment, no less than once and no more than twice during each fiscal year, the date(s) of which shall be determined by D.O.N.E. 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

A. Any grievance by a stakeholder must be submitted in writing **to be placed** ~~to the Secretary, who shall place the matter~~ on the agenda for the next regular meeting. At that **duly noticed** meeting, the board shall refer the matter to ~~an ad-hoc~~ **a** 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 weeks after the panel receives the grievance the **board chair or a designee** ~~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 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 **duly noticed** regular meeting of the board pursuant to the Ralph M. 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 Charter, the **Plan for Neighborhood Councils**, 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 DONE for consideration or dispute resolution. ~~in accordance with the Plan.~~

ARTICLE XIII 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 will be disseminated or made available to every stakeholder of this Council in a timely manner.~~

B. 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 (LAMC Section 49.5.1), and will abide by the plan and all local, county, state and federal laws. ~~Attachment: CNC Interim Board~~

Amended and adopted on _____, 2008