

## **BY-LAWS OF THE TARZANA NEIGHBORHOOD COUNCIL**

### **ARTICLE I NAME**

The name of this organization is the Tarzana Neighborhood Council, hereafter Referred to as the "Council."

### **ARTICLE II PURPOSE**

The purpose of the Tarzana Neighborhood Council is:

1. To promote public participation in city governance and decision making processes, to make government more responsive to local needs and requests, and to create more opportunities to build partnerships with government to address local needs and requests.
2. To monitor the delivery of city services and city government responses to problems and requests from Tarzana stakeholders.
3. To foster a sense of community for all people within Tarzana to express ideas and opinions about their neighborhoods and their government.
4. To be an advocate for Tarzana to government and private agencies.
5. To be a forum for discussion and review of community issues and projects.
6. To serve as an advisory board to city government.
7. To take any actions that are permitted by law.

### **ARTICLE III STAKEHOLDERS**

The Tarzana Neighborhood Council shall be diverse, inclusive, and open to all community stakeholders. A community stakeholder is defined as any individual who lives, works or owns property in the Neighborhood Council area. In addition, community stakeholders may include people who participate in and/or represent educational institutions, religious institutions, community organizations or other non-profit organizations, neighborhood associations, homeowners associations, apartment associations, condominium associations, resident associations, school/parent groups, faith-based groups and associations, senior groups and associations, youth groups and associations, chambers of commerce, business improvement districts, service associations, park advisory boards, boys and girls' clubs, cultural groups, environmental groups, codewatch, neighborhood watch, and police advisory board groups.

**ARTICLE IV  
NEIGHBORHOOD COUNCIL BOUNDARY AREA**

The area within the jurisdiction of the Council is bounded on the west by Corbin Avenue to it's terminus at Corbin Canyon, and then by a line due south to Mulholland Drive, on the north by Victory Blvd., on the south by Mulholland Drive, and on the east Lindley Avenue to its terminus, then extends southwest (around the terminus of Lake Encino Drive), then southwest following the 91356/91316 zip code boundary to the point where the Avenida Oriente fire road meets Mulholland Drive -- an area known as "Tarzana."

**ARTICLE V  
BOARD OF GOVERNORS**

The Board of Governors of the Tarzana Neighborhood Council shall be composed of ~~nineteen~~ twenty one (21) members. They shall be represented as follows:

6 area representatives

3 from the area north of the Ventura Freeway to Victory Blvd between the western and eastern boundaries described above to be known as the North Area

3 from the area south of the Ventura Freeway to Mulholland Drive between the western and eastern boundaries described above to be known as the South Area

Area representatives may be any stakeholder from their area who lives, works or owns property within the neighborhood council boundaries.

2 residential renters

4 homeowners

3 business representatives (including employees)

4 at large representatives

2 reserved at large representatives

All members of the Board of Governors must be stakeholders of the Tarzana neighborhood during their entire term of office. All Board members must at least 18 years of age at the time they are elected to the Board. A Board member can hold only one stakeholder position. No single community stakeholder group shall comprise a majority of the board, unless extenuating circumstances are warranted and approved by DONE.

No member of the Board of Governors shall serve as a Board member for more than eight consecutive years.

**ARTICLE VI  
ELECTION OF THE BOARD OF GOVERNORS**

- 1. Annual Elections.** The annual elections for the Board of Governors shall be held in the fourth quarter of each year, but in no event later than the end of the first quarter of the following year, unless further delayed by circumstances beyond the Board's control. In the event the election results are not certified and final by the end of the second quarter,

the then existing Board of Governors shall continue in office until such time as the election results shall become certified and final. The election shall be held on an election day and shall not coincide with any regular or special meeting. Stakeholders who are 18 years of age or older on the day of the election are eligible to vote for members of the Board of Governors. At least 180 days prior to the date proposed for the next annual election, the President may appoint and the Governing Board may approve an Election Procedures Committee consisting of at least three (3) stakeholders. The Election Procedures Committee shall determine the rules for the election of the Board of Governors subject to approval by the Governing Board. The Election Procedures Committee shall have the authority to modify and make changes to the proposed election procedures until such time as a final version of such election procedures is submitted to the Board of Governors for approval. The Election Procedures Committee, if such is necessary, shall direct the President to call a special meeting of the Board of Governors in order to submit the final version of the election procedures for approval. If no Elections Procedures Committee is appointed, the then current election procedures shall govern the election. At least ninety (90) days prior to the annual elections, the Council President shall nominate and the Governing Board shall ratify by majority vote a committee of not fewer than three (3) stakeholders who are not candidates for Governing Board membership to act as both a Nominating Committee and an Election Committee. Prior to any election, it shall be the duty of the Nominating/Election Committee to call for and receive nominations of candidates for vacant Governing Board seats. All candidates for Governing Board membership must be neighborhood stakeholders who will be at least 18 years of age at the time of election. The vote shall be taken and results tallied and announced. All elections shall be determined by plurality vote of those present and shall be by written ballot. Except for the area and at large representatives whose positions may appear on any particular year's ballot, no stakeholder shall have more than one vote for each of the remaining positions. The area representatives shall be elected by the stakeholders from their particular area. An area stakeholder may not cast more than one vote for any individual. Any person who has a stakeholder interest in both of the areas defined in Article V shall be allowed to vote in only one of the two areas. All stakeholders who live, work, or own property within the neighborhood council boundaries are eligible to vote for "at large" representatives other than those designated as "reserved at large representatives". Individuals claiming stakeholder status because of membership in a community based organization or by whatever other means, who do not "live, work or own property" within the neighborhood council boundaries, may run for and vote for the "reserved at large representatives" positions. Individuals whose stakeholder status is otherwise established because of their living, working or owning property within the neighborhood council boundaries, having the right to run for and vote for other board positions as set out in these bylaws, shall not be qualified to vote for or run for either of the two "reserved at large representatives" positions. No write-in candidates shall be allowed at any election. Stakeholders may run for only one Board member position at any one election. No stakeholder may vote by proxy. Stakeholders must present evidence of their particular claimed stakeholder status prior to participating in any election. If, at any election, a "vote by mail" system is used, all persons who

desire to vote by mail must pre-register and present proof of stakeholder status prior to participating in such election. In conjunction with an independent election administrator, the Nominating/Election Committee shall monitor the selection process at any election and shall oversee tabulating the results and certifying the winners.

Notwithstanding anything in these bylaws to the contrary, it is the intention of the Tarzana Neighborhood Council to postpone all board member elections until the city wide elections in 2010. All currently elected and/or appointed board members and all board members who may be appointed in the future but prior to the elections in 2010 shall have their terms extended until such time as new board members are elected in accordance with any future elections procedures adopted by the Los Angeles City Clerk or such other agency as may be designated by the City of Los Angeles.

Notwithstanding any of the forgoing to the contrary, it is the intention of the Tarzana Neighborhood Council to conduct its next board member election at such time and in such manner as may be prescribed by any future elections procedures adopted by the Los Angeles City Clerk or such other agency as may be designated by the City of Los Angeles. (8-20-08 changes)

**2. Terms of office.** Terms of office for members of the Governing Board shall be for a period of two (2) years beginning with the 2010 elections.

If more than one position for a category of representative is open for election, they shall be filled numerically in accordance with the number of votes collected by each candidate. For example, if two people run for the open North Area Representative, the one with the greater number of votes will occupy position number 1 and the one with the lesser number position number 2. If there is a tie vote, the position assignments will be determined by the flip of a two sided coin. The flip of the coin will be administered by the Chair of the Nominating/Election Committee or his/her designee.

## **ARTICLE VII REMOVAL OF BOARD MEMBERS**

**1. Removal.** A Board member shall be replaced or removed for the following reasons:

**A. Automatic removal.** A Board member who fails to attend three (3) consecutive Council meetings, including special meetings and/or fails to attend at least one half of all Council meetings, including special meetings, during any twelve month period, shall be automatically removed from the Board. Notice of removal shall be in writing. Such notice shall be sent by first class mail to the members' last known address on file with the Council. Such member is entitled

to an appeal to the Board. Notice of any request for appeal and the reasons therefore along with any supporting documents shall be in writing. Notice may be filed by delivering it to the Executive Secretary or his/her designee or by deposit in the U.S. mail, postage prepaid, addressed to the Executive Secretary or his/her designee in care of the Tarzana Neighborhood Council. Upon receipt of the request, the reasons therefore and any supporting documents, the matter of the appeal shall be placed on the agenda for the next regular meeting of the Council. At that time the Board, by majority vote, shall determine if the removal shall become final. If no notice of appeal is filed or postmarked within 30 days of the initial Board action, the removal shall become permanent.

**B. Removal for cause.** Any Board member may be removed for cause, following a good faith determination by the Board that the member has engaged in conduct that is contrary to the rules and directions of the Board. If grounds appear to exist for removal of a Board member under this subsection, the procedure set forth below shall be followed:

(a) The Board member shall be given a minimum of fifteen (15) days prior notice of the proposed removal and the reason for the proposed removal. Notice shall be given by any method calculated to provide actual notice. Any notice given by mail shall be sent by first class mail to the Board member's last known address on file with the council. Deposit of said notice in an official U.S. Postal Service mailbox with the appropriate postage constitutes actual notice.

(b) The Board member shall be given an opportunity to be heard, either orally or in writing. The hearing shall be held, or the written statement considered, before the Board.

(c) The Board shall decide whether or not the Board member should be removed. Any removal of a Board member pursuant to this subsection shall require an affirmative vote of two-thirds of the Board members voting.

(d) The Board shall seek the guidance and approval of the Los Angeles City Attorney's Office prior to removing any Board member pursuant to section B of Article VII.

**C. Appeal.** Any Board member removed pursuant to A or B above shall have the right to appeal their removal to DONE.

## **ARTICLE VIII MEETINGS**

**1. Meetings.** Meetings of the Council shall be held within the Council area at least once per calendar quarter, at a time and place fixed by resolution of the Governing Board. The Governing Board may, in its discretion, set meetings to occur more frequently. Notice of all meetings of the Council, in addition to being posted at the Public Posting Locations listed in the Application for Certification, shall be given in such manner as the Governing Board may prescribe, but in no event, other than for special meetings, less than 72 hours prior to the meeting. A public comment

period shall be provided at all regular meetings of the Council.. The Neighborhood Council shall conform with the Brown Act and all applicable state and local laws.

The President, or in his/her absence, the First Vice President, may call a special meeting of the Council at any time. Unless the Governing Board prescribes otherwise, the President, or in his/her absence, the First Vice-President, shall fix the time and place of special meetings. Special meetings must be publicly noticed at least 24 hours prior to the meeting. Reasonable effort shall be made to notify all Governing Board members of the special meeting at least 24 hours prior to the meeting.

**2. Notification.** To the greatest extent possible, all meetings of the Council are to be adequately publicized, including, if possible, notification to area media. Notice of all meetings shall be posted at the following locations; Encino/Tarzana Public Library (18231 Ventura Blvd.), Bank of America (18337 Ventura Blvd.), Mail Boxes Etc (19528 Ventura Blvd.), Tarzana Recreation Center (5655 Vanalden Ave.), Wilbur Ave School (5213 Crebs Ave.). In addition, the Governing Board shall, at least once each calendar quarter, report to stakeholders by such means as may be determined by the Board.

**3. Quorum and Majority.** A quorum shall consist of one half (1/2) of the number of currently filled Board seats. If one half (1/2) does not equal a whole number, then a quorum shall be equal to the next whole number rounded up. In no event shall a quorum equal less than 7. Unless otherwise specified in these bylaws, actions of the Board of Governors shall be by a majority vote of the Board members in attendance at any meeting.

**4. Reconsideration.** 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 for Reconsideration on the described matter and (2) a proposed action should the motion to reconsider be approved. A motion for reconsideration can only be made by a Board member who has previously 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, then a Board member on the prevailing side of the action must submit a memorandum to the Secretary identifying the matter to be reconsidered and a brief description of the reason(s) for requesting reconsideration at the next regular meeting. The aforesaid shall all be in compliance with the Brown Act

**5. Voting by Proxy.** Voting by proxy is not allowed at meetings of the Council.

**6. Committees.** The Governing Board may establish standing and ad hoc committees as deemed necessary for the accomplishment of the purposes of the Council.

**7. Vacancies.** Any vacancy on the Governing Board may be filled by a representative from the

appropriate stakeholder group by a majority vote of the Governing Board. Notice of the vacancy shall be publicized and names of persons desiring to serve on the Board shall be solicited from the appropriate stakeholder group. The Board shall fill the vacancy from the stakeholder names submitted. Members so appointed shall hold office until the expiration of the present term of the position to which they are appointed.

## **ARTICLE IX DELETED**

## **ARTICLE X OFFICERS**

- 1. Officers.** The Executive Officers of the Council shall be a President, First Vice President, Second Vice President, Treasurer, Executive Secretary, and Corresponding Secretary, all of whom shall be elected by the Governing Board and from their number. Beginning with the elections to be held in 2010 the election of officers shall take place at the first meeting of the Board after the certification of the Board member election unless otherwise provided by the standing rules of the Tarzana Neighborhood Council. The Board may elect one of their number to fill any vacancy that may occur among the officers prior to any regular election of officers. Any person so elected shall serve until the next regular election of officers. Any officer who ceases to be a member of the Governing Board for whatever reason shall forfeit his/her position as an officer of the Council. The initial election of officers shall take place at the first meeting of the Board of Governors following the initial election.
- 2. President.** The President shall preside at all meetings of the Council. The President shall also perform such other duties as may be directed by resolution of the Board.
- 3. First Vice President.** The First Vice President shall have and may exercise all the powers, authority, and duties of the President during the absence of the latter. The First Vice President shall also perform such other duties as assigned by the President or Board.
- 4. Second Vice President.** The Second Vice President shall have and may exercise all the powers, authority, and duties of the President during the absence of the President and First Vice President. The Second Vice President shall also perform such other duties as assigned by the President or Board.
- 5. Executive Secretary.** The Executive Secretary or his/her designee shall prepare and maintain full and correct records of all meetings of the members and of the Council, which records shall be prepared within 10 days after the meetings. The Executive Secretary shall also perform such duties as may be assigned to him/her by resolution of the Board.
- 6. Corresponding Secretary.** The Secretary shall give or cause to be given, in the manner

prescribed in these By-laws, proper notice of all meetings of the Council and shall perform such other duties as may be directed by resolution of the Board.

**7. Treasurer.** The Treasurer, under the control and direction of the Council, shall provide and maintain full and complete records of all the assets and liabilities of the Council. Subject to limitations and control as may be imposed by the Governing Board, the Treasurer shall have custody of all funds, valuable papers, and other assets of the Council. The Treasurer shall collect all Council revenues and issue receipts. The disbursement of funds shall require the signatures of the Treasurer and such other officer or officers as the Governing Board may designate. The Council's financial records and account books shall be open and available for inspection by stakeholders and the general public. At the annual meeting, the Treasurer shall report to the stakeholders on the Council's finances. The Treasurer shall comply with General Accepted Accounting Practices (GAAP).

**8. Fiduciary responsibility.** The Tarzana Neighborhood Council agrees to comply with all financial accountability requirements as specified by City Ordinance 174006 and in the plan as stated in the City's Certification Application. The Tarzana Neighborhood Council further agrees to comply with all of the financial reporting requirements as described by the Department of Neighborhood Empowerment.

**9. Terms of officers.** Officers shall serve for a one year term unless sooner removed by a majority vote of the Board of Governors. If, for some unforeseen reason, any newly elected Board is unable to immediately elect new officers pursuant to Article X, Section 1 of these bylaws, then the previously elected officers shall serve until the election of their successors.

**10. Executive Committee.** The Executive Committee shall consist of the Officers of the Council. At least four (4) members of the Executive Committee shall be present to conduct an Executive Committee meeting. The Executive Committee shall set the agenda for the Board, Executive Committee, and Annual Meeting. It shall recommend actions to the Board of Governors. Decisions of the Executive Committee shall be by a majority vote of those present.

## **ARTICLE XI COMMUNICATION**

The Tarzana Neighborhood Council shall establish procedures for communicating with all Neighborhood Council community stakeholders on a regular basis in a manner ensuring that information is disseminated evenly and in a timely manner.

## **ARTICLE XII COMPLIANCE AND PARLIAMENTARY AUTHORITY**

**1. Compliance With Law and Regulations.** The Council shall comply with all applicable

requirements of the Ralph M. Brown Act (Brown Act) and all other rules and regulations for the conduct of Neighborhood Councils as promulgated by the Department of Neighborhood Empowerment. The Council shall also be subject to any or all applicable sections of the City of Los Angeles Governmental Ethics Ordinance (Los Angeles Municipal Code Section 49.5.1) and all applicable laws of local, state and federal government shall be the minimum ethical standard for the Council, its Executive Committee and Community Stakeholders.

**2. Parliamentary authority.** In the absence of applicable law or any standing rules adopted by the Board, then Roberts Rules of Order, 10<sup>th</sup> Edition, shall be the method for running a meeting.

### **GRIEVANCE ARTICLE XIII PROCEDURE**

The Council shall establish a procedure for considering stakeholder grievances and this procedure shall be consistent with rules and regulations set forth by the City of Los Angeles through its Charter, its ordinances, and its rules as communicated by agencies, including the Department of Neighborhood Empowerment. Disagreement with legitimately determined policies or positions of the Council shall not be considered a grievance for the purposes of this section. An allegation that a persons' or group's rights under the bylaws have been violated shall be the legitimate subject of the grievance procedure system. For this purpose, the stakeholders at the Annual Election shall elect a Grievance Committee, none of whom shall be members of the Board of Governors, such committee to consist of three persons. Any vacancy on the Grievance Committee shall be filled by a majority vote of the Board of Governors. Those Committee members so elected shall serve until the next Annual Election. During the period between certification and the election of the Grievance Committee, the Formation Committee shall appoint a Grievance Committee consisting of three (3) stakeholders. Until replaced by the elected Grievance Committee, the appointed Grievance Committee shall hear grievances and report to the Formation Committee in the same manner as shall be done by the elected Grievance Committee. Persons who wish to claim a grievance may do so by communicating with any member of the Grievance Committee, and the Grievance Committee shall invite the persons claiming a grievance to present arguments and evidence, which may include testimony, to the committee. The Grievance Committee shall act to hear a grievance within thirty days of the initial communication and shall prepare a report and recommendation to the Council within thirty days of the hearing. The Grievance Committee may, on its own volition, communicate its findings directly to DONE, in addition to reporting to the governing body. The governing body shall include Grievance Committee reports in its agenda and shall hear the reports in a timely manner as described above. In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to the Department of Neighborhood Empowerment for consideration or dispute resolution in accordance with the Plan. Any person who files a grievance shall be notified of their right to appeal a Council decision to DONE.

**ARTICLE XIV  
AMENDMENT OF BY-LAWS**

Any application for amendment of these bylaws shall be approved by a two-thirds vote of the stakeholders in attendance at any Council meeting. However, no vote may be taken on any such application until the proposed amendment(s) have been on the agenda of two (2) consecutive council meetings and have been open to public comment. Upon approval of such application the Board of Governors shall pass a resolution by a majority vote approving the application. Such application for amendment of the bylaws and the resolution of the Board of Governors shall then be forwarded to DONE, its successor or designee for approval. Upon approval of the application for amendment of the bylaws by DONE, its successor or designee and/or the Bureau of Neighborhood Commissioners, their successor or designee, the Board of Governors shall formally adopt such amendment at the next regular meeting of the Council. No amendment shall be effective until approved by DONE in accordance with Article V of the Plan and/or such other provisions of the Plan as might be in existence at the time the application is submitted.

**ARTICLE XV  
STATEMENT OF NON-DISCRIMINATION**

The Tarzana Neighborhood Council shall encourage all Community Stakeholders to participate in all of the Council's activities, and shall not discriminate in any of the Council's policies, recommendations or actions against any individual or group on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, or political affiliation.