

## **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 NEIGHBORHOOD COUNCIL BOUNDARY AREA**

The area within the jurisdiction of the Council is bounded on the west by Corbin Avenue to its 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 IV STAKEHOLDER**

~~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.~~

**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 Tarzana Neighborhood Council area and any individual who declares a stake in the Tarzana Neighborhood Council area and affirms the factual basis for it.**

## **ARTICLE V BOARD OF GOVERNORS**

1. The Board of Governors of the Tarzana Neighborhood Council shall be composed of 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 **that area of** 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 **be** at least 18 years of age ~~at~~ **on the day of the day of the election**. 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**. **In order to participate in any election, either as a candidate or a voter, stakeholders must be 18 years of age on or before the date of the election.**

2. **Quorum.** 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.

3. **Majority.** 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. **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.~~

**5. Intentionally left blank**

**6. 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.

**7. Absences.** Any Board member, whether excused or unexcused who fails to attend at least one-half (1/2) of all board meetings, during any 12 month period shall be subject to automatic removal from the Board. The question of whether a Board member is subject to automatic removal may be raised by any Board member. The minutes of Board meetings, regular or special, shall constitute the record of attendance of board members. The President or other presiding officer shall have the fact of such removal and the reason therefore entered into the minutes of the Board meeting, regular or special, following the determination President or other presiding officer, that the Board member is subject to automatic removal because of absences as noted above.

Notice of removal shall be in writing. Such notice shall, **within 5 days of that meeting**, be sent by first class mail to the member's 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 depositing it in the U.S. mail, postage prepaid, addressed to the Executive Secretary or his/her designee in care of the Tarzana Neighborhood Council **at the address then on file with the Department of Neighborhood Empowerment or its successor.**

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 **Board 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~~ **If such notice is not** postmarked within 30 days of the initial Board action, **or, in the absence of a post mark, the Board member cannot produce proof of mailing within the 30 day period**, the removal shall become permanent **and notice thereof shall be entered into the minutes of the next regular meeting following the expiration of the 30 day period. During any period of appeal the Board member shall not take part in any actions by the Board. Any meeting of the neighborhood council Board, scheduled and noticed per the Ralph M. Brown Act (See Article VIII, 1 (a) and (b)), shall constitute a meeting for the purpose of determining board member attendance.**

**8. Censure.** Any Board member whose conduct, other than that described in Article V, 7 above, would subject him/her to removal shall first be publicly censured at a regular or special meeting. Any three (3) Board members may initiate a

**censure motion. Such request shall be in writing and shall be delivered to any member of the Executive Committee. The motion shall be placed on the agenda of the next regular meeting scheduled at least fifteen (15) days following the delivery of the request. The censure motion shall be approved by a majority of the Board members present.**

**9. 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) A motion to remove a Board member for cause may be initiated by any three (3) Board members or by a majority vote of the Executive Committee. If initiated by three (3) Board members, the request shall be in writing and shall be delivered to any member of the Executive Committee. The motion shall be placed on the agenda of the next regular meeting scheduled at least fifteen (15) days following the delivery of the request or the vote of the Executive Committee.**

**(e) In any event no motion for removal for cause shall be considered by the Board until the second regular meeting following a successful vote to censure the Board member who is the subject of the removal motion.**

~~(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.~~

**(f) The Board may seek guidance from the Los Angeles City Attorney's Office prior to removing any Board member pursuant to this Article V.**

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

**10. Resignation.** A Board member may resign from the Board. The Board member may notice his/her resignation in writing to any member of the Executive Committee, by oral notice to the President or orally at any regular or special meeting. The Board member's resignation shall be placed on the agenda of the next regular meeting and shall be approved by a majority vote of the Board members present. If the resignation is approved by the Board, the Board member's position shall be declared vacant and may be filled by the procedures set out in these bylaws

**(11) Outreach.** 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 locations set forth in the standing rules. 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 VI OFFICERS**

**(1) Officers.** The Executive Officers of the Council shall be a President, First Vice President, Second Vice President, Treasurer and Executive Secretary.

**(2) Duties**

**(a) 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.

**(b) 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.

**(c) 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.

**(d) 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~~ **as soon as practicable** after the meetings. The Executive Secretary shall also perform such duties as may be assigned to him/her by resolution of the Board.

**(e) 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.

**(3) Election of Officers. Officers shall be elected by the Governing Board. All officers shall be members of the Board of Governors.** 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. **Thereafter, so long as neighborhood council elections are held on a two year cycle, in the years with no elections the officers shall be elected at the first meeting following the anniversary of the previous Certification. If for any reason there is no meeting on the anniversary of the previous certification, then officers shall be elected at the next regular or special meeting thereafter.** 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. **If there are more than two candidates running for any one officer position, the election shall be decided by a plurality of the votes cast.** 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.

**(4) Officer Terms.** Officers shall serve for a one year term unless sooner removed by a majority vote of the Board of Governors **or by action of Article VI, (3).** If, for some unforeseen reason, any newly elected Board is unable to immediately elect new officers pursuant to Article X, ~~Section 1~~ **VI, (3)** of these bylaws, then the previously elected officers shall serve until the election of their successors.

## ARTICLE VII

### COMMITTEES AND THEIR DUTIES

**(1) Executive Committee.** The Executive Committee shall consist of the Officers of the Council ~~Board~~. At least ~~four (4)~~ **three (3)** members of the Executive Committee shall be present to conduct an Executive Committee meeting. The Executive Committee shall set the agenda for the Board **meetings.** ~~and Annual Meeting.~~ It shall ~~shall~~ **may** recommend actions to the Board of Governors. Decisions of the Executive Committee shall be by a majority vote of those present.

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

**(3) Authority of Committee. The duties and powers of those committees, standing and ad hoc, created pursuant to Article VII, (2) shall be set out in the Standing Rules of the neighborhood council.**

## ARTICLE VIII

### MEETINGS

**1 (a) Meetings.** Meetings of the ~~Council~~ **Board, as defined by the Ralph M. Brown Act (California Government Code §54950.5 et seq)** shall be held within the Council area at least once per calendar quarter, at a time and place fixed by **the Executive Committee**. The Governing Board may, in its discretion, set meetings to occur more frequently.

**1 (b) Special Meetings.** The President, or in his/her absence, the First Vice President, **or a majority of the Board** may call a special meeting of the ~~Council~~ **Board** at any time. Unless ~~the Governing Board prescribes otherwise~~ **otherwise provided by these bylaws or the standing rules**, the President, or in his/her absence, the First Vice-President, **or the Board majority calling such special meeting**, 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. Agenda Setting.** **As set out in Article VII, (1)**, the Executive Committee shall set the agenda for the Board.

**3. Notifications/Postings.** **All Board and committee meetings, whether regular or special shall be noticed per the Ralph M. Brown Act (California Government Code §54950-54963) and any ordinances, policies, rules or regulations originating from City officials as noted in Article IX, B as may affect such notifications and postings.**

**5. 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~~ **to a member of the Executive Committee a request that the matter of reconsideration be placed on the agenda of the next Board meeting. Such request must be made as soon as practicable after the meeting where the matter was originally heard but in no event less than seven (7) days prior to the meeting following the meeting during which the matter was heard.**

## ARTICLE IX

### FINANCES

**A. The Council shall review its fiscal budget and make adjustments as needed to comply with City laws and City administrative rules, and to keep in compliance with Generally Accepted Accounting Principles (GAAP) and the City's mandate for the use of standardized budget and minimum funding allocation requirements.**

**B. The Council shall adhere to all rules and regulations promulgated by appropriate City officials regarding the Council's finances, where the term "appropriate City officials" means those officials and/or agencies of the City of Los Angeles who have authority over Neighborhood Councils.**

**C. All financial accounts and records shall be available for public inspection at the office of the Tarzana Neighborhood Council, if available. If the Tarzana Neighborhood Council does not have an office, the records shall be available at the local City Council field office. Any public inspection shall be by appointment only made with the Treasurer.**

**D. Each month, the Treasurer shall provide to the Board detailed reports of the Council's accounts.**

**E. At least once each quarter, the President or other member of the Executive Committee other than the Treasurer, shall examine the Council's accounts and attest to their accuracy before submitting the documentation to the Department for further review.**

## ARTICLE X

### ELECTIONS

**(1) Administration of Elections. The Neighborhood Council's election will be conducted by the City Clerk every two years in every even-numbered year in accordance with the rules and regulations promulgated by the City Clerk. The City Clerk will hold these elections between March and June of the even-numbered years. The rules and regulations developed by the City Clerk shall take precedence over any inconsistent language in the Council bylaws.**

**(2) Governing Board Structure and Voting. The Board of Governors of the Tarzana Neighborhood Council shall be composed of 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 that area of 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. In order to participate in any election, either as a candidate or a voter, stakeholders must be 18 years of age on or before the date of the election.**

All elections shall be determined by plurality vote of those ~~present and shall be by written ballot.~~ **voting.** ~~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. In addition to three (3) area representatives all stakeholders who live, work, or own property within the neighborhood council boundaries are eligible may to vote for "at large" representatives other than those designated as "reserved at large representatives".~~ **2 residential renters, 4 homeowners, 3 business representatives and 4 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. No stakeholder may vote by proxy.

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 a representative of the Los Angeles City Clerks office.

**(3) Minimum Voting Age.** 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

**(4) Method of Verifying Stakeholder Status.** . 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.

**(5) Restrictions on Candidates Running for Multiple Seats.** Stakeholders may run for only one Board member position at any one election.

**(6) Other Election Related Language. Intentionally left blank.**

## ARTICLE XI

### GRIEVANCE PROCESS

**A. Any stakeholder may submit a grievance to a member of the Executive Committee or to the neighborhood council by US Mail, postage prepaid to the address on file with the Department of Neighborhood Empowerment.**

**B. All grievances shall be in writing and shall contain the following information:**

- 1. A brief statement of the facts of the grievance**
- 2. The date, time and place of the conduct out of which the grievance arose**
- 3. The name and contact information of the person claiming to be aggrieved.**

**C. The grievance shall be placed on the agenda at the next regular meeting of the Council if received at least two (2) weeks prior to the meeting date. If the grievance is received less than two (2) weeks prior to the next regular meeting date it shall be placed on the agenda of the following regular meeting.**

**D. At the meeting the Board shall, by majority vote determine if the grievance is valid. A grievance shall be valid if it states facts that involve a violation of the neighborhood councils bylaws, a standing rule or rules, the code of civility, a policy promulgated by appropriate City officials as previously defined in these bylaws or a violation of an applicable statute or ordinance. In no event shall a disagreement with legitimately determined policies or positions of the Council be considered a grievance for the purposes of this section.**

If the grievance is determined to be valid, then the President, with the consent of the Board shall establish an ad hoc grievance committee comprised of three (3) stakeholders whose names are chosen randomly from a list of stakeholders who have previously agreed to serve as members of a grievance committee.

E. Within two (2) weeks of the committee’s selection, the Executive Secretary, or in his/her absence, the Second Vice President, shall coordinate a time and place for the panel to meet with the person(s) submitting a grievance to discuss ways in which the dispute may be resolved. The Executive Secretary or Second Vice President shall not be present at any of the meetings of the committee.

Within thirty (30) days following such meeting, a member of the committee shall prepare a written report to be forwarded by the Executive Secretary or the Second Vice President to the Board outlining the panel's collective recommendations for resolving the grievance. The grievance shall be placed on the agenda for the next regular meeting of the Board if the report is received at least seven (7) days prior to the meeting date. If the report is received less than seven (7) days prior to the next regular meeting date it shall be placed on the agenda of the following regular meeting. The Board may receive a copy of the committee’s report and recommendations prior to a Board meeting, but, in accordance with the Brown Act, the matter shall not be discussed among the Board members until it is heard publicly at the next regular Council meeting.

F. If the committee report upholds the grievance, the Board shall take appropriate steps to address the grievance and, if necessary take corrective action to resolve it. Such resolution shall be the subject of a regularly made motion which shall carry if approved of by a majority of those present and voting.

G. Board members are not permitted to file a grievance against another Board member or against the Council.

**ARTICLE XII**

**PARLIAMENTARY AUTHORITY**

In the absence of applicable law, **other rules of conduct** 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.

/

/

/

/

/

## ARTICLE XIII

### AMENDMENTS

Any Application for amendment of these bylaws shall be approved by a two-thirds vote of the stakeholders in attendance at any Council **Board** 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.~~ **However, no vote may be taken on any such Application unless the proposed amendment(s) have been posted on the Councils web site for at least 30 days and that fact has been publicized by at least two (2) electronic mailings to the Councils E-mail list not less than seven (7) days apart and by posting at the Councils regular posting locations. The first email notification and location posting shall be contemporaneous with the posting on the web site. Such E-mail notifications and postings shall invite comment from the stakeholders, either in writing or by public comment at the Board meeting where the matter is on the agenda for Board approval.**

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 **or minutes of the meeting where the resolution was passed** shall then be forwarded to DONE, its successor or designee for approval. Upon **notice of** approval of the application for amendment of the bylaws by DONE, its successor or designee and/or the ~~Bureau~~ **Board** of Neighborhood Commissioners, their successor or designee, **the amendment(s) shall become effective.** ~~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 XIV

### COMPLIANCE

**(1) Code of Civility. The Board shall adopt a standing rule establishing a code of civility.**

**(2) Training. All board members, within 60 days of being seated as a board member, shall complete an ethics course as prescribed by California Government Code §53234, et seq. If any board member fails to complete the prescribed ethics course within the 60 days, then such board member shall be prohibited from taking part in any discussion and/or vote pertaining to any financial matters or land use matters that may come before the board or any committee thereof. At any time thereafter the board member completes the prescribed ethics course, the board member shall be allowed to discuss and/or vote on any financial or land use matter**

**that comes before the board or a committee thereof. If no such course is offered by the City or by some other agency designated by the City then this Article XIV, (2) shall not apply.**

**(3) Self Assessment. The Board shall adopt a standing rule to establish a procedure for biennial self assessments as set out in Article VI, 1 of the Plan as amended February 20, 2009 or as required by an further amendments to the Plan.**