

Rules Committee Report 1-15-15

Proposed bylaws amendments

The TNC bylaws current process for amending bylaws is a two step procedure. The amendments must be presented at two successive meetings before they can be sent to DONE for approval. Bylaws amendments will be accepted by DONE between now and May 1, 2015. Any amendments that affect elections or NC board structure must be submitted by that time.

The Rules Committee met on January 15, 2015 and the following members were appointed or re-appointed by the committee chair, Len Shaffer: Harvey Goldberg, Max Flehinger, David Garfinkle and Eran Heissler. The committee reviewed requests for bylaws and rules changes and offers the following recommendations:

Article IV, E Finances

Proposed

~~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.~~

Purpose – This bylaw is no longer needed because the monthly expense report is independently reviewed by the entire board.

Recommendation – adopt the amendment

Article V, 3

Current

Official Actions. 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.

Proposed

Official Actions. Unless otherwise specified in these bylaws *or the Neighborhood Council's standing rules*, actions of the Board of Governors shall be by a majority vote of the Board members *present and voting* at any meeting.

Purpose – Rosenberg's Rules that govern our parliamentary procedures makes it clear that except for votes requiring a super-majority an abstention counts for quorum only and not as a vote. The current bylaw is ambiguous because it could be interpreted to allow abstentions to be counted when only a simple majority is needed. This change also conforms to language in other articles of the TNC bylaws.

Recommendation – adopt the amendment

Article VI, 4 Officer Terms

Current

Officer Terms. Officers shall serve for a one (1) 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 VI, 3 of these bylaws, then the previously elected officers shall serve until the election of their successors.

Proposed

Officer Terms. Officers shall serve for a one (1) 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 VI, 3 of these bylaws, then the previously elected officers shall serve until the election of their successors. *If the previous President, 1st Vice President and 2nd Vice President are no longer eligible to serve, then members of the newly elected board shall be appointed as interim President and 1st Vice President as follows: the member with the greatest number of election votes will be interim President and the member with the next greatest number 1st Vice President. If the previously elected Treasurer is no longer to eligible to serve and it becomes necessary in order to carry on the business of the neighborhood council before the Board is able to elect permanent officers the Interim President, or in his/her absence the interim 1st Vice President may appoint one of the newly elected board members as the interim Treasurer.*

Purpose – If none of the outgoing officers were reelected to the board they would be ineligible to serve as interim officers

Recommendation – adopt the amendment

Article VII Committees

1. Standing Committees.

The Executive Committee shall consist of the Officers of the Board. At least 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. It may recommend actions to the Board of Governors. Decisions of the Executive Committee shall be by a majority vote of those present. *The President, with the approval of the Board may create standing committees to carry on the business of the Neighborhood Council.*

Purpose – To provide a clear process for creating standing committees

Recommendation – adopt the amendment

Article X Elections

X, 2, A

Current

A. The area representatives shall be elected by the stakeholders from their particular area. Any person who has a stakeholder interest in both of the areas defined in Article V shall be allowed to vote in only one (1) of the two (2) areas. In addition to three (3) area representatives, all stakeholders who live, work, or own property within the Council boundaries may vote for two (2) residential renters, four (4) homeowners, three (3) business representatives and four (4) at large representatives.

Proposed

~~A. The area representatives shall be elected by the stakeholders from their particular area. Any person who has a stakeholder interest in both of the areas defined in Article V shall be allowed to vote in only one (1) of the two (2) areas. In addition to three (3) area representatives,~~ a All stakeholders who live, work, or own property within the Council boundaries may vote for *the six (6) area representatives*, two (2) residential renters, four (4) homeowners, three (3) business representatives and four (4) at large representatives.

Purpose – Historically Tarzana residents north of the Freeway believed that their interests were not being properly addressed by the organizations that represented Tarzana. To remedy that the TNC determined that there should be permanent board positions representing both areas of Tarzana. Although these individuals are presumed to concern themselves with issues that might be unique to their areas, they are still recognized as representing the entirety of Tarzana. For that reason all stakeholders who live, work or own property in Tarzana should have the opportunity to vote *for* all board members.

Recommendation – do not adopt the amendment

X, 2, B & C

Current

B. 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 Council boundaries, may run for and vote for the “reserved at large representatives” positions.

C. Individuals whose stakeholder status is otherwise established because of their living, working or owning property within the 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 (2) “reserved at large representatives” positions.

Proposed

B. Those stakeholders who live, work or own property in the neighborhood and those who declare a stake in the neighborhood as a community interest stakeholder shall be eligible to run for and vote for the two (2) reserved at large representative board seats.

~~C. Individuals whose stakeholder status is otherwise established because of their living, working or owning property within the 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 (2) “reserved at large representatives” positions.~~

Purpose – The reserved at large representative became part of TNC’s bylaws when the factual basis stakeholder was created by the City Council. The factual basis stakeholder has been replaced by the community interest stakeholder which requires a substantial and ongoing interest in the community. The City Attorney’s opinion is that there must be at least one board position that **all** stakeholders, including the community interest stakeholders may both run for and vote for.

Recommendation – adopt the amendment

X, 6, B

Current

B. If more than one (1) 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 (2) people run for the open North Area Representative, the one (1) with the greater number of votes will occupy position number one (1) and the one with the lesser number position number two (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.

Proposed

B. If more than one (1) 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 (2) people run for the open North Area Representative, the one (1) with the greater number of votes will occupy position number one (1) and the one with the lesser number position number two (2). If there is a tie vote, the position assignments will be determined by *then current city wide election procedures*.

Purpose – To avoid conflicts with the procedures promulgated by the city agency in charge of NC elections

Recommendation – adopt the amendment

Article XI Grievance Procedures

Proposed (Strikeouts show the current bylaw)

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, *but in no event more than one type written page (12 pt. Times New Roman or larger font) or two hand written pages.*
2. The ~~meeting date, time and place of the~~ *where the* conduct out of which the grievance arose.
3. The name and contact information of the person claiming to be aggrieved.

A grievance shall be valid if it states facts that involve a violation of the Council's 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. Grievances may not be filed against an individual board member.

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 Council's 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~~ *The* President, with the consent of the Board shall establish an ad hoc grievance committee comprised of three (3) ~~stakeholders board members excluding members of the Executive Committee, 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 *the* grievance to *determine if the grievance is valid and if so,* 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~~ *committee's* collective *determination regarding the validity of the grievance and any* 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.~~

Purpose – To more expeditiously address grievances; to attempt to eliminate any appearance of unfairness in the handling of grievances; to help conform to the proposed citywide grievance procedures

Recommendation – adopt the amendment

Article XII Bylaws Amendments

Current

Any Application for amendment of these bylaws shall be approved by two-thirds (2/3) vote of the stakeholders in attendance at any Board meeting. 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 thirty (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 the Department of Neighborhood

Empowerment, its successor or designee for approval. Upon notice of approval of the application for amendment of the bylaws by the Department of Neighborhood Empowerment, its successor or designee and/or the Board of Neighborhood Commissioners, their successor or designee, the amendment(s) shall become effective.

Proposed

Any Application for amendment of these bylaws shall be approved by a two-thirds (2/3) vote of *the* Board. 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 thirty (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.

The 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 the Department of Neighborhood Empowerment, its successor or designee for approval. Upon notice of approval of the application for amendment of the bylaws by the Department of Neighborhood Empowerment, its successor or designee and/or the Board of Neighborhood Commissioners, their successor or designee, the amendment(s) shall become effective.

Purpose – Historically the TNC has counted the board members as stakeholders for the purpose of amending the bylaws. The proposed procedure will more accurately reflect how the amendments were passed and which board members actually voted for them. It requires a super majority of the board to pass any amendment. It does not relieve the board of its current obligation to inform TNC’s stakeholders of any proposed amendments and allows any stakeholder who is concerned with one or more amendments two opportunities to address the board.

Recommendation – adopt the amendment

Attachment B

Proposed

Attachment B to be amended to conform to the above amendments

Recommendation – adopt the amendment

Proposed changes to standing rules

Website Posting

Requires all official letters from the TNC and all community impact statements submitted by the TNC to be posted on the TNC web site.

Committees

Absences – Any committee member who misses 3 consecutive meeting or 6 meetings in any calendar year is automatically removed as a member of the committee. The chair of the committee is tasked with keeping attendance and informing any committee member of their automatic disqualification.

Standing committee chairs

The following TNC standing committees shall be chaired by TNC board member only:

Budget and Finance

Rules

Land Use

Transportation

Outreach

Recommendation – adopt the changes and additions to the standing rules