

Wilshire Center-Koreatown Neighborhood Council Bylaws (WCKNC)



Record of Bylaws Amendments

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NOVEMBER 10, 2020	Updated by DONE to Comply with new Community Interest Stakeholder Ordinance and Uniform Age Ordinance

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ARTICLE I

Name

The name of this Neighborhood Council shall be the Wilshire Center-Koreatown Neighborhood Council ("Council" or "WCKNC"). The WCKNC was duly certified by the City of Los Angeles on August 5, 2003 as an independent, self-governing, self-directed Los Angeles City organization. The WCKNC operating budget is supported by the City of Los Angeles. Its operations are guided by the Department of Neighborhood Empowerment ("Department", "D.O.N.E.", or "EmpowerLA").

ARTICLE II

Purpose

- A. The mission of the WCKNC is to ensure effective stakeholder participation and interaction in all aspects of decision-making and problem-solving processes in issues that affect the community.
- B. The intent of the WCKNC is to represent the diversity of our area and that our positions represent the diversity of our Stakeholders while acknowledging the will of a majority of the Stakeholder groups.
- C. The purpose of the WCKNC is:
 1. To foster and encourage the principles of participatory democracy in the formation of policies and recommendations made to all levels of government regarding issues relating to our community. This means one (1) person, one (1) vote, in order to elect a representative body of individuals to form the Neighborhood Council.
 2. To be a forum for discussion and review of issues of concern and projects pertaining to Wilshire Center-Koreatown.
 3. To work with other Los Angeles Neighborhood Councils throughout the City.
 4. To engage a broad spectrum of stakeholders for collaboration and deliberation on matters affecting the WCKNC community; to provide means for neighborhood stakeholders to express their collective will to municipal decision-makers in reference to any and all issues involving the community, and to provide the WCKNC Board's interpretation and input regarding developing planning, projects, City budgeting, and zoning matters within WCKNC boundaries.
 5. To promote greater awareness and utilization of city services available to WCKNC Stakeholders through the Early Notification System made available by the Department.

6. To provide a communication and coordination role for the various volunteer organizations, business, and other associations within the community while respecting the authority of all individuals, groups, and organization within the community.
7. To provide administrative support to the members of the WCKNC community seeking to increase their participation in Neighborhood Council system.

ARTICLE III Boundaries

Section 1: Boundary Description

The boundaries of the WCKNC shall be as follows:

- A. North: Northbound lane to the 101 Freeway to Melrose Avenue. West on Melrose Avenue to Western Avenue including all commercial properties on the west side of Western Avenue.
- B. South: East on 11th Street to Normandie Avenue . North on Normandie Avenue to Olympic Boulevard. East on Olympic Boulevard to Vermont Avenue.
- C. East: North on Vermont Avenue to 7th Street. East on 7th Street to Wilshire Place. North on Wilshire Place to Sunset Place. East on Sunset Place to Hoover Street. South on Hoover Street to Lafayette Park Place. North on Lafayette Park Place to 6th Street (including Lafayette Park). West on 6th Street to Vermont Avenue. North on Vermont Avenue to the northbound lane of the 101 Freeway.
- D. West: Western Avenue including all commercial properties on the west side of Western Avenue to 6th Street. West on 6th Street to Wilton Place. South on Wilton Place to 7th Street. East on 7th Street to Western Avenue. From 7th Street, continue South on Western Avenue including all commercial properties on the west side of Western Avenue down to 11th Street.

Section 2: Internal Boundaries

There are five (5) sub-districts:

- A. Sub-District 1: Alley west of Western, Melrose, 101, Vermont, and Beverly
- B. Sub-District 2: Alley west of Western, Beverly, Vermont, 3rd, Normandie, and 4th

C. Sub-District 3: Alley west of Western, 4th, Normandie, 3rd, Vermont, 6th, Lafayette Park, Wilshire, Normandie, and 6th

D. Sub-District 4: Wilton, 6th, Normandie, Wilshire, Lafayette Park, Hoover, Sunset Place, Wilshire Place, 7th, Vermont, James M. Wood, Berendo, 8th, Serrano, and James M. Wood, along the alley west of Western, 7th

E. Sub-District 5: Alley west of Western, James M. Wood, Serrano, 8th, Berendo, James M. Wood, Vermont, Olympic, Normandie and 11th

The boundaries of the Council are set forth in Attachment A – Map of Wilshire Center-Koreatown Neighborhood Council.

ARTICLE IV

Stakeholder

Neighborhood Council membership is open to all Stakeholders. A “Stakeholder” shall be defined as any individual who:

(1) Lives, works, or owns real property within the boundaries of the neighborhood council; or

(2) Is a Community Interest Stakeholder, defined as an individual who is a member of or participates in a Community Organization within the boundaries of the neighborhood council.

A “Community Organization” is an entity that has continuously maintained a physical street address within the boundaries of the neighborhood council for not less than one year, and that performs ongoing and verifiable activities and operations that confer some benefit on the community within the boundaries of the neighborhood council. A for-profit entity shall not qualify as a Community Organization.

Examples of Community Organizations may include Chambers of Commerce, houses of worship or other faith-based organizations, educational institutions, or non-profit organizations.

[The definition of “Stakeholder” and its related terms are defined by City Ordinance and cannot be changed without City Council action. See Los Angeles Administrative Code Section 22.801.1]

The WCKNC encourages all Stakeholders to participate in its activities and will not discriminate in any of its policies, recommendations or actions against any group or individual on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, homeowner/renter status, income, or political affiliation.

ARTICLE V

Governing Board

The Board of Directors ("Board") shall be the Governing Body of the Council within the meaning of that term as set forth in the Plan for a Citywide System of Neighborhood Councils ("Plan").

Section 1: Composition

To the extent possible, the Board must reflect the ethnic and industry diversity of WCKNC Stakeholders. Accordingly, no single Stakeholder group shall comprise a majority of the Council's governing body unless extenuating circumstances are warranted and approved by the Department. The WCKNC Board shall be comprised of twenty-six (26) elected members, consisting of seven (7) Stakeholder classifications as follows:

i. The Members of the Board and Alternates shall be as follows:

1. **Seven (7) Sub-District Residential Representatives** - A Sub-District Residential Representative shall be any Stakeholder age eighteen (18) or older who lives in the WCKNC community, and must be a candidate for the sub-district they reside in, or else be a candidate for the At-Large Residential Representative seat.
2. **Seven (7) Community Organization Representatives** - A Community Organization Representative shall be any Stakeholder age eighteen (18) or older who serves in a community based organization (i.e. a nonprofit organization, school/parent group, educational institution, social service agency, arts/cultural group, youth group, senior group, health care provider, environmental group, community group, or political group) that operates within Council boundaries and has a physical street address for not less than one year and that performs ongoing and verifiable activities and operations that benefit the neighborhood.
3. **Seven (7) Business Representatives** - A Business Representative shall be any Stakeholder age eighteen (18) or older who is employed by any business operating in the Council area.
4. **Four (4) At Large Representatives** - An At-Large Representative shall be a Stakeholder age eighteen (18) or older who lives, works, owns real property, or has an ongoing and substantial participation as a Community Interest Stakeholder in the WCKNC boundaries.
5. **One (1) Young Adult Representative** - A Young Adult Representative shall be a Stakeholder between the ages of fourteen (14) to seventeen (17) at the time of election, and shall live, work, or serve the community within the boundaries of the WCKNC. See

Admin. Code § 22.814(c). If the Young Adult Representative is less than eighteen (18) years of age, he/she/they shall be precluded from voting on financial matters such as neighborhood council expenditures, financial reports, annual budgets, contracts, or recommendations to enter into contracts.

ii. Alternates:

1. Nominations and elections for Alternates will be taken at the first WCKNC Board meeting of a newly-elected Board. In the event of a vacancy, applications for Alternates will be available for submission and elections taken at every regular Governing Board meeting as long as there is a vacant Alternate position. Alternates are held to the same attendance standards as Board Members. If a vacancy is created on the date of a regular Governing Board meeting due to absence or for other reasons, applications will be accepted at the following regular Governing Board meeting.
2. A pool of up to five (5) Alternate members to the Governing Board shall be elected by the WCKNC board in attendance at the second WCKNC Board meeting of a newly elected Board. At its discretion, the Governing Board may agendaize subsequent elections for vacant Alternate Board Member positions with Stakeholders self-nominating in-person at one (1) WCKNC Board Meeting and the election occurring at the following WCKNC Board meeting with the nominee appearing in-person. If there are more nominees than available positions, those receiving the greater number of votes by the board are elected.
3. Alternate Governing Board members who are present during the call to order may be seated as necessary to fill any Board Member absences to a maximum of three (3) seated Alternates.
4. If more than the maximum number of Alternates is necessary to fill a quorum, the limit is waived up to the amount necessary to fill quorum.
5. The Secretary of the Board will maintain lists of eligible and seated Alternates. These lists shall be included in the Minutes of each WCKNC Board meeting.
6. Eligible Alternates shall be seated on a rotating basis. Therefore, no eligible and present Alternate will be seated two or more meetings in a row until all eligible and present Alternates have been seated for the first time and so forth.
7. Once seated for a WCKNC Board meeting, an Alternate is a voting member of the Governing Board for that meeting, provided that they have completed their trainings provided by the Department.

8. All Alternates must complete the same trainings as required of WCKNC Board Members.
9. For the purposes of Bylaws and Standing Rules, Alternates are considered the same as Board Members unless otherwise specified.

iii. **Qualifications**

1. All Board Members and Alternates must be at least eighteen (18) years old on Election Day. Only the Young Adult Representative must be between the ages of fourteen (14) and seventeen (17) years old on Election Day.
2. Alternates must be Stakeholders in Wilshire Center Koreatown.
3. Alternates who are eligible and present shall serve as an At Large Stakeholder Representative Board Member in good faith to serve with the intent of the seat they are occupying.
4. All Board Members and Alternates must have completed their trainings required by the Department.
5. Alternates must have shown previous involvement with the Wilshire Center Koreatown Neighborhood council, including but not limited to attending previous WCKNC general or committee meetings.

Section 2: Quorum

A quorum shall consist of thirteen (13) members of the Board, including at least one (1) Executive Officer. No formal meeting shall be held, or business conducted, or votes taken, in the absence of a quorum. No floating quorums are allowed.

Section 3: Official Actions

Once a quorum is established, a simple majority vote by board members present, including abstentions, which act as a yes vote, shall be sufficient for the Board to rule on business issues unless specified otherwise in these Bylaws.

Referendum – A referendum is a procedure by which Stakeholders or Board members directly reject or oppose an action or decision of the WCKNC Board. Any Stakeholder or Board member may put forth a referendum by presenting to the Board or Executive Committee a petition with no less than one hundred (100) Stakeholder or Board Member supporting signatures. The petition shall include a maximum of a one- page narrative outlining the Referendum's purpose and content. The Executive Committee or Board shall schedule the petition as an action item on the agenda at the next WCKNC meeting, to be held no less than thirty (30) days, nor more than ninety (90) days, following receipt of the completed petition. Notice of the referendum, including the

narrative description, shall be made in all public meeting notices and announcements for the upcoming meeting at which the Board will vote. Approval of the Referendum requires a two-thirds (2/3) majority vote, or seventeen (17) votes, of the full WCKNC Board.

Section 4: Terms and Term Limits

Regular terms of office for Board members will be two (2) years. No Board Member shall serve more than three (3) consecutive terms or six (6) consecutive years in any office or as a member of the Board. Serving as an Alternate does not count toward term limits. During their term, each Board member must maintain the status upon which they were elected to the Board. If a board member's status changes and they no longer qualify for the seat they hold, they are considered to have resigned within 30 days of the date the status changed unless they regain the seat's qualifications within the 30 day period.

Section 5: Duties and Powers

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

Board members have the right to initiate discussion regarding a policy or position, and also to inform the Board of issues of community concern during the public comment period of Board Meetings, and to make use of initiative, referendum, recall, and grievance procedures. Further, Board members have the right to participate and provide feedback at all meetings of the WCKNC, Executive Committee and Board of Directors, and to vote and elect the Board of Directors.

WCKNC and all committee chairs and vice-chairs and its participants shall avoid conflicts of interest. In situations in which a conflict of interest exists, the involved Board Member(s) shall contact the City Attorney's office and report the conflict to the Board and not participate in the decision-making process on that issue.

Section 6: Vacancies

Vacancies on the Board created by voter recall, resignation, change in Board member status, removal, or any other reason, shall be filled through the following procedure:

1. The vacancy shall be announced at the next regular General Board meeting following when the vacancy was created. The seat shall be considered vacant on the day when the action to create the vacancy occurred. If the vacancy is created the day of a board meeting, it must be announced at that board meeting.

2. Any Stakeholder interested in filling a vacant Board seat shall submit a written application to the Board Secretary within thirty (30) days of the vacancy being created.
3. After thirty (30) days have elapsed since the vacancy was created, the Secretary shall forward the names of all applicants to the full Board at the next meeting. If there is only one (1) applicant/candidate, the Board shall vote to approve or decline the application.
4. If there is more than one (1) application/candidate for a vacant seat, the applicant/candidate with the most Board Member votes wins. The elected candidate's term of office shall be limited to the term for the vacant seat.

Section 7: Absences

1. All Board Members are expected to be present at Governing Board meetings. In the event of an absence, prior notice is required barring an emergency. Questions about what counts as an absence shall be clarified in the WCKNC Standing Rules.
2. Any Board Member or Alternate who misses three (3) scheduled consecutive Governing Board Meetings may be removed from the board by official action. Each Board Member absence shall be recorded in the Council's Meeting Minutes or other manner of Council record keeping, and that, upon missing the required number of Board Meetings for removal, the Presiding Officer shall notify the Board Member of the absences and automatically place an item on the agenda for the removal of the Board Member at the next regular Governing Board meeting whereupon the Board shall determine the validity of the absences before taking action to remove the Board Member. If the Board Member is removed by official action in this way, the seat is considered vacant on the day of their removal.
3. Any meeting of the Neighborhood Council Governing Board, scheduled and noticed as per the Brown Act, shall constitute a meeting for the purpose of determining Board Member absence.
4. If a Board Member misses six (6) Governing Board Meetings during any twelve (12) month period, that board member is considered to have resigned and their seat vacated. In this case, the seat shall be considered vacant on the day of their last absence.
5. A Board Member may notify the Secretary and/or President that they cannot attend a meeting. If they do so 24-hours in advance of the meeting, this is recorded as an excused absence. Up to two (2) excused absences do not count toward general board meeting attendance limits. Additional excused absences may be granted by an official action of the Executive Committee at their discretion. The number of excused absences may be expanded by the board's Standing Rules.

Section 8: Censure

The purpose of the censure process is to place a Board member on notice of misconduct and to provide the Board member with an opportunity to correct the misconduct. The Neighborhood Council ("Neighborhood Council") may censure any Board member at a regular or special meeting open to the public following a good-faith determination by the Neighborhood Council Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. Grounds for censure include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board's bylaws or rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal process by acting in bad faith.

The Board shall use the following procedure when censuring a Board member:

1. A motion to censure a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed censure including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., "for alleged violations of the Code of Conduct" but shall contain factual statements that describe conduct only and is not intended to embarrass or humiliate the board member.
2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall include the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed censure motion.
3. The Board member subject to censure shall be given a minimum of thirty (30) days prior-written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which the motion to censure will be considered. The notice shall provide the specific facts and grounds for the proposed censure as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to the meeting at which the motion to censure will be considered.
4. The Board member subject to censure shall be given a reasonable opportunity to be heard at the meeting, either orally or in writing, prior to the Board's vote on a motion of censure.

5. The Board shall decide by a majority vote of those present and voting whether or not the Board member should be censured. The Board member who is the subject of the censure motion shall not be counted as part of the majority present and voting and shall not be allowed to vote. For the purpose of censure motions, abstentions shall not be counted as votes.

6. In no event shall a motion to censure a board member be heard by the Neighborhood Council within sixty (60) days of the next scheduled Board election or selection.

Section 9: Removal

Any Board member may be removed by the Neighborhood Council ("Neighborhood Council") for cause, following a good faith determination by the Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. A Board member shall not be subject to removal under this Policy, unless the member has been censured at least once pursuant to the Board of Neighborhood Commissioners' ("Commission") Censure Policy. Grounds for removal include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board's bylaws or standing rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal processes by acting in bad faith.

The Board shall use the following procedure when removing a Board member:

1. A motion to remove a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The proposed motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed removal action including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., "for alleged violations of the Code of Conduct" but shall contain factual statements that describes conduct only and is not intended to embarrass or humiliate the board member. The motion to remove shall also include a copy of the prior censure motion and the date it was passed.
2. The Board member, group of Board members or committee responsible for setting the final Board agenda shall list and briefly describe the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed removal motion.
3. The Board member subject to removal shall be given a minimum of thirty (30) days prior written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which a motion to remove will be heard. The notice shall provide the specific facts and grounds for the proposed removal as specified in 1 above. The Board shall also

provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to any meeting at which a motion to remove will be considered.

4. The Board member subject to removal shall be given reasonable time to be heard at the meeting, either orally or in writing, prior to the Board's vote on a motion for removal.
5. The Board shall decide whether or not the Board member should be removed by an affirmative vote of two-thirds (2/3) of the currently sitting Board members. The Board member who is the subject of the removal motion shall not be allowed to vote and shall not be counted when determining the two-thirds (2/3) majority vote. For the purpose of the removal motion, abstentions shall not be counted as votes.
6. In no event shall a motion to remove a Board member be heard by the Neighborhood Council within sixty (60) days of the next election or selection.
7. The Commission may review a Neighborhood Council's removal decision if requested to do so by the affected Board member. Once the request is made for the Commission to review the decision to remove, the Neighborhood Council voting to remove the board member may not fill the vacancy created by the removal until the Commission has made a decision on whether the removal was proper or the Commission declines to review the matter. The Commission's decision whether to hear or decline to hear the removal review request shall be sent in writing to the requestor and the Neighborhood Council within 30 days after the request for review is delivered.
8. A request for the Commission to review a Neighborhood Council's removal decision shall proceed as follows:
 - a. The request must in writing and must be delivered to the Executive Assistant of the Commission or, in the absence of an Executive Assistant, to the President of the Commission within thirty (30) days of the date of the action by the Neighborhood Council to remove the Board member.
 - b. The request must state the basis for the review. The request shall not cite or present any evidence not considered by the Neighborhood Council but must address only procedural deficiencies.
 - c. If the Commission determines the request for review raises sufficient questions regarding procedural deficiencies and agrees to hear the review, it will be placed on the agenda of a regular or special meeting of the Commission within sixty (60) days of receipt of the request for review.
 - d. At the review the Commission will determine if the facts as presented support the removal motion and if the procedures set out in this policy were correctly applied.
 - e. If the Commission determines that there were either factual or procedural deficiencies, the Commission may either reinstate the Board member or return the matter to the Neighborhood Council for further consideration.

f. If the Commission returns the matter for further consideration and the Neighborhood Council does not act within sixty (60) days of the Commission's decision the Board member will be considered reinstated.

g. During the period of appeal the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions.

h. If the matter is returned to the Neighborhood Council for further consideration the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions until the Board takes action as requested by the Commission or until the expiration of the sixty (60) day time period.

9. This policy is not intended to restrict or eliminate a Neighborhood Council's ability to remove or render ineligible to serve, Board members who fail to attend meetings, join committees, maintain their stakeholder status, or perform other duties as may be described in the Neighborhood Council's bylaws and/or standing rules. Nor is it intended to limit a Neighborhood Council's ability to remove committee chairs or committee members according to the Neighborhood Council's bylaws and/or standing rules.

Section 10: Resignation

Any Board Member may resign by submitting a written resignation to the President or the Secretary. That Board Member's seat shall be considered vacant on the date the written resignation was sent.

Section 11: Community Outreach

The Council shall make continuing and concerted efforts to increase voting membership and achieve diverse community representation and participation on the Board and committees per Department guidelines for Neighborhood Councils. The WCKNC shall communicate with community Stakeholders regularly, consistent with Department guidelines, to ensure information is disseminated evenly and in a timely manner. It shall endeavor to coordinate at least one (1) annual outreach to Stakeholders within WCKNC boundaries through mass distribution of print materials in order to extend the greatest participation opportunity to the largest number of people. The Outreach Committee shall coordinate outreach communications. Methods for periodic outreach efforts to solicit new membership will include but not be limited to flyers, e-mail to existing organizations, a WCKNC database, door-to-door canvassing, advertising in local periodicals, posting in public places, information booths, Farmers Markets and other community events. The Committee shall solicit volunteers to undertake targeted organizing efforts among under-represented Stakeholder groups, and shall maintain a list of all voting members and their contact information.

10. The Council shall not be allowed to vote and shall not be counted in the determination of the type of election (SAC or majority vote). For the purpose of the removal motion, the motion shall not be counted as votes.

11. If the Council is unable to remove the Board member within 60 days of the Neighborhood Council's meeting, the Council shall not be allowed to vote and shall not be counted in the removal motion.

12. The Council shall not be allowed to vote and shall not be counted in the removal motion if the Council is unable to remove the Board member within 60 days of the Neighborhood Council's meeting.

ARTICLE VI Officers

Section 1: Officers of the Board

The Officers of the Board are: President, Executive Vice President, Vice President, Secretary, Treasurer, and one (1) Executive Board Members.

Section 2: Duties and Powers

All Executive Officers shall serve on at least one (1) Standing Committee, and other Committees as required. All other Board Members shall participate in at least one (1) committee. The duties and powers of the specific Officer positions are as follows and also include such additional duties as may be adopted by official action of the Board:

- A. The President shall: serve as presiding officer (chair) at all Board and Executive Committee meetings; communicate with other Los Angeles area neighborhood councils; countersign along with the Treasurer for all WCKNC approved disbursements of funds.
- B. The Executive Vice President shall: serve as the presiding officer in the absence of the President at Board and Executive Committee meetings;
- C. The Vice President shall: preside at Board and Executive Committee meetings in the absence of the President and Executive Vice President.
- D. The Treasurer shall: establish an accounting system for the Council; maintain Council records, account books and financial accountability; report financial information at Board meetings; prepare financial reports required by the Department, pursuant to the Plan; serve as budget advocate or appoint another Board Member to serve in that role; and co-sign all checks for disbursement of funds.
- E. The Secretary shall: record the minutes of all Board and Executive Committee meetings. He/She will post the minutes to the Council's website and other public locations no later than seven (7) days after the meetings have taken place. He/She will make the minutes available prior to the next meeting as well as maintain public record of the WCKNC meetings. He/She will also maintain records of attendance. An Assistant Secretary may be appointed by the Board to serve in support of secretarial duties and responsibilities. The Assistant Secretary shall serve as an appointed Executive Committee Member.

Section 3: Selection of Officers

Officer positions shall be elected every 2 years at the first General Board Meeting following the City conducted election, subject to a majority vote of the Board at a public meeting. The Officers make up the Executive Committee of the Board.

Section 4: Officer Terms

The Officer terms shall be two (2) years, and they shall not serve more than three (3) consecutive years in the same office. The Officers serve at the pleasure of the Board.

ARTICLE VII

Committees

All Standing and Ad Hoc Committees shall be established by the Board. Suggestions for committees may come from Stakeholders or from Board Members, and all such suggestions shall be voted upon by the Board.

Section 1: Standing

The following are the Standing Committees of WCKNC:

- A. **Executive Committee** – Chaired by the President, the committee consists of the President, Executive Vice President, Vice President, Secretary, Treasurer, and Assistant Secretary. The committee sets agendas for Executive Committee and WCKNC Board meetings, and establishes Ad Hoc Committees as needed. The Executive Committee acts as the administrative body of WCKNC, enforces WCKNC rules, and recommends actions to the full WCKNC Board.
- B. **Budget & Finance Committee** – Chaired by the Treasurer or a Board member appointed by the Executive Committee and approved by a majority vote of the Board of WCKNC oversees and administers all WCKNC financial matters, establishes a system of financial accountability as required by the Department, reports monthly on bank account balances, and maintains all records of deposits.
- C. **Rules & Bylaws Committee** – Chaired by the Executive Vice President or a Board member appointed by the Executive Committee and approved by a majority vote of the Board of WCKNC, the committee fulfills City oversight function; liaises with City and other governmental agencies; and oversees bylaw enforcement and amendment.
- D. **Outreach, Communications, & Elections Committee** – Chaired by the Vice President or a Board member appointed by the Executive Committee and approved by a majority vote of the Board of WCKNC, the committee oversees, administers and executes communications (in English, Spanish, and Korean) with WCKNC Stakeholders and performs ongoing Stakeholder outreach. This committee also organizes and assists the City Clerk, Elections Division with general elections every two (2) years in accordance with the rules and regulations promulgated by the City; proposes and enforces standing rules with the approval of the Board; informs voting members of all election rules and procedures; and reports at WCKNC general meetings on any adopted changes.

- E. **Planning & Land Use Management Committee (PLUM)** – Chaired by a Board member appointed by the Executive Committee and approved by a majority vote of the Board of WCKNC, the committee reviews, invites public input, reports on, and makes recommendations to the Board on land use, planning, housing, and transportation issues affecting the WCKNC community.
- F. **Sustainability & Beautification Committee** – Chaired by a Board member appointed by the Executive Committee and approved by a majority vote of the Board of WCKNC, the committee shall promote greater quality of life in the WCKNC area by creating, participating in, and supporting activities and programs that ensure WCKNC improves its environmental sustainability and community resilience, reduces its environmental footprint, and improves the physical and aesthetic environment. The committee shall prepare the community for the challenges of climate change as well as advocate for a higher standard of community cleanliness and attractiveness. The committee also encourages Stakeholder participation through programs and activities such as neighborhood cleanups, tree planting, community gardens, graffiti eradication, removal of bulky items, and public art.
- G. **Homelessness, Tenant Rights, & Poverty Committee** - Chaired by a Board member appointed by the Executive Committee and approved by a majority vote of the Board of WCKNC, the committee reviews, invites public input, reports on, and makes recommendations to the Board on homelessness issues, tenant rights issues, and poverty issues affecting WCKNC stakeholders. This committee also collaborates closely with the Planning & Land Use Management Committee where appropriate.
- H. **Transportation & Public Safety Committee** - Chaired by a Board member appointed by the Executive Committee and approved by a majority vote of the Board of WCKNC, the committee reviews, invites public input, reports on, and makes recommendations to the Board on the safe and efficient flow of traffic through our neighborhood, transportation infrastructure and maintenance, public transit, car usage, parking, and new transportation methods that affect WCKNC stakeholders. In addition, the committee works to promote citizen safety, eliminate traffic-related fatalities, and promote safer streets. The committee is responsible for working with city and county departments, emergency response, and law enforcement on public safety and transportation issues, such as recommending new crosswalks, pothole filling, intersection redesigns, lane restructures, new signage, and other transportation infrastructure improvements that benefit WCKNC stakeholders.
- I. **Economic Development Committee** - Chaired by a Board member appointed by the Executive Committee and approved by a majority vote of the Board of WCKNC, the committee reviews, invites public input, reports on, and makes recommendations to the Board on economic issues within WCKNC's borders, including but not limited to ensuring the availability of good jobs with

career ladders, small business development, encouraging economic investment in WCKNC, infrastructure necessary for business development, and workforce development. The committee shall also make recommendations on the balance between economic development and community development.

Section 2: Ad-Hoc

The Board may create Ad Hoc Committees as needed to deal with temporary issues.

Section 3: Committee Creation and Authorization

- A. **Committee Authority** – All committee recommendations shall be brought back to the full Board for discussion and action.
- B. **Committee Structure** – With the exception of the Executive Committee, Committee members shall be appointed by the Board. Standing and Ad Hoc Committees shall be comprised of six (6) or fewer Board Members and/or Alternates.
- C. **Committee Appointments** – All Committee Chairs shall be appointed by the Board. The Chairs shall keep a written record of Committee meetings and shall provide regular reports on Committee matters to the Board.
- D. **Committee Meetings** – Meetings shall be subject to and conducted in accordance with the Brown Act. Minutes shall be taken at every committee meeting.
- E. **Changes to Committees** – The Board may establish, disband or make changes as needed to any Standing or Ad Hoc committee. Any such action by the Board shall be noted in the Council meeting minutes.
- F. **Removal of Committee Members** – Committee members may be removed in the same manner in which they were appointed.
- G. **Family Members on Executive Committee** – Two or more immediate family members may not be allowed to serve simultaneously on the Executive Committee.

Section 4: Committee Quorum and Attendance

- A. A committee can have no fewer than three (3) members and no more than six (6) per the Brown Act. Three (3) committee members shall constitute a quorum for a committee meeting.
- B. The Committee chair shall record committee member attendance at all committee meetings and report it to the Secretary.

- C. If a committee member is absent from three (3) regularly-scheduled Committee meetings in a row or six (6) regularly-scheduled committee meetings in a 12-month period, that board member is considered to have resigned from their committee seat.
- D. A committee member may notify the chair that they cannot attend a meeting. If they do so 24-hours in advance of the meeting, this is recorded as an excused absence. Up to two (2) excused absences do not count toward attendance limits. Additional excused absences may be granted by the committee chair.

ARTICLE VIII

Meetings

All meetings, as defined by the Ralph M. Brown Act (*California Government Code Section 54950.5 et seq.*), shall be noticed and conducted in accordance with the Act, the Neighborhood Council Agenda Posting Policy, and all other applicable laws and governmental policy. Meetings shall be open to the public as promulgated by the Department.

Section 1: Meeting Time and Place

All meetings shall be held within the Council boundaries at a location, date and time set by the Board. WCKNC Board meetings shall be held at least once per calendar quarter.

- A. **Regular Meetings** – Regular Board Meetings shall be held at least once per quarter and may be held more frequently as determined by the Board. The Council and its committees may meet more often as warranted, and timely notice shall be given to community stakeholders and the public. Prior to any action by the Board, there shall be a period of public comment. The Board shall determine the length and format of the period as appropriate.

- B. **Special Meetings** – The Executive Officers shall be allowed to call a Special Board meeting as needed.

Section 2: Agenda Setting

The Executive Committee shall set the agenda for each Council meeting.

- Initiative** – An Initiative is a procedure by which Stakeholders or Board Members directly petition for a proposal and secure its submission to the WCKNC Board for approval. Any Stakeholder or Board Member may submit to the Board or Executive Committee a petition with no less than fifty (50) Stakeholder or Board Member supporting signatures. The petition shall include a maximum one (1) page narrative outlining the Initiative's purpose and content. Receipt of the completed petition by the Executive Committee or Board shall trigger its being scheduled as an action item on the agenda of the next WCKNC meeting, to be held no less than thirty (30) days, nor more

than ninety (90) days, following receipt of the completed petition. Notice of the Initiative, including the narrative description, shall be made in all public meeting notices and announcements for the upcoming meeting at which the Board will vote on the Initiative. Passage requires a simple majority (50%+) vote of the full WCKNC Board. If the Initiative passes, the Stakeholder(s) or Board Member(s) who put forth the Initiative must be willing to chair and/or organize an ad-hoc committee (when appropriate) to carry out the action of the Initiative, if so directed by the Board.

Section 3: Notifications/Postings

Notice of a regular meeting shall be a minimum of three (3) days (72 hours) in advance of the meeting and at least one (1) day (24 hours) in advance of a special meeting. At a minimum, notice shall be posted at the Council's five (5) public notice locations on its website (if applicable) and emailed out to Stakeholders if the Council maintains such a database. Regular and Special board and committee meeting agendas shall also be emailed to the Department. At a minimum, meeting notices shall be posted in compliance with the Ralph M. Brown Act and in compliance with City of Los Angeles Neighborhood Council posting policy.

Section 4: Reconsideration

The Board may reconsider and amend its actions on items listed on the agenda if reconsideration takes place in the same meeting as the original action, or at the next subsequent meeting. In reconsidering an action, the Board 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 scheduled for the next meeting following the original action, then two (2) items shall be placed on the agenda for that meeting: (1) a Motion for Reconsideration on the matter, and (2) a Proposed Action in the event the Motion for Reconsideration is approved. A Motion for Reconsideration can only be made by a Board member who 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 giving a brief description of the reason(s) for requesting reconsideration. The aforesaid shall be in compliance with the Brown Act. The Board may amend or rescind a previous action at any point after the meeting where the motion was discussed using a Motion to Rescind or Motion to Amend a previous action adopted by the Board. Any Board Member can propose these motions. These motions must be agendized in compliance with the Brown Act.

ARTICLE IX

Finances

- A. The Board 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 and the City's mandate for the use of standardized budget and minimum finding allocation requirements.

B. The Board 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 and posted on the Council website, if available.

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 and at least one (1) other individual other than the Treasurer, who is designated by the Board, shall examine the Council's accounts and attest to their accuracy before submitting the documentation to the Department for further review.

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

ARTICLE X

Elections

Section 1: Administration of Election

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

Section 2: Governing Board Structure and Voting

The number of Board seats, the eligibility requirements for holding any specific Board seats, and which Stakeholders may vote for the Board seats are noted in Attachment B.

Section 3: Minimum Voting Age

Except with respect to a Youth Board Seat, a stakeholder must be at least 16 years of age on the day of the election or selection to be eligible to vote. [See Admin. Code §§ 22.814(a) and 22.814(c)]

Section 4: Method of Verifying Stakeholder Status

Voters will verify their Stakeholder status by providing acceptable documentation.

Section 5: Restrictions on Candidates Running for Multiple Seats

A candidate shall declare their candidacy for no more than one (1) position on the Council Board during a single election cycle. No candidate may run for a position on the Board if they are also running for seats

in other neighborhood councils or if they hold a seat in another neighborhood council at the time of the election.

If a candidate seeking multiple Board positions on the Council is declared the winning candidate for more than one of those positions, the candidate will be required to vacate all except one (1) Board position within no more than three (3) days from the day the elections are certified or from the day when any and all election recounts and challenges are resolved, whichever date is later. Those vacated positions shall be filled with the remaining candidate who received the most votes, or if none, via the vacancy clause. Where the candidate does not vacate all except one (1) Board position by the deadline, the candidate will be stripped of all positions except for the position where the candidate received the most votes.

Section 6: Other Election Related Language

Any Stakeholder may qualify to run for a position on the WCKNC Board. Registered Stakeholders are entitled to vote for seats on the Board in the elections.

ARTICLE XI

Grievance Process

- A. A Stakeholder grievance must be submitted to the WCKNC in writing which shall then cause the matter to be placed on the agenda for the next Governing Board meeting.
- B. The Board shall then refer the matter to an Ad Hoc Grievance Panel comprised of three (3) Stakeholders randomly selected by the Board from a list of stakeholders who have expressed interest in serving on such a panel.
- C. The Board will coordinate a meeting with the aggrieved party to discuss a resolution of the dispute. Thereafter, a panel member shall promptly prepare a written report outlining panel recommendations. The Board may receive a copy of the report but members shall not discuss the matter until it is heard at the next regular meeting of the Board, pursuant to the Brown Act.
- D. This formal grievance process is not intended to apply to Stakeholders who simply disagree with a position or action taken by the Board. Those grievances can be aired at Board meetings. This process is meant to address matters involving procedural disputes, e.g., Board failure to comply with Board rules, bylaws, the City's Charter, the Plan, local ordinances, and/or state and federal law.
- E. In the event a grievance cannot be resolved through this process, the matter may be referred to the Department for consideration.

- F. The Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council grievances.
- G. Board Members are not permitted to file a Grievance against another Board Member or against the Council, except as permitted under the City's grievance policy.

ARTICLE XII

Parliamentary Authority

- A. WCKNC will have fair, open and transparent procedures for conducting Council business. Meetings shall be conducted in compliance with the Brown Act and with Roberts Rules of Order as parliamentary authority.
- B. WCKNC will abide by all applicable federal, state and city laws, these Bylaws, WCKNC Standing Rules and Robert's Rules of Order (in this order). All meetings, including but not limited to general public meetings, committee meetings, subcommittees and/or ad hoc committees, shall be governed by written rules adopted by the Board, or by Robert's Rules of Order where no Board rules apply. Board rules which have been formally adopted and set forth in writing shall, unless contrary to state or federal law, take precedence where there is a conflict with Robert's Rules of Order.
- C. Standing Rules may be approved by the Board to supplement these Bylaws. Such rules shall be in addition to the Bylaws and shall not be construed to change or replace any bylaw. Among other aspects, Standing Rules are meant to guide the conduct of the Board, elections and meeting procedures. If Standing Rules conflict with Bylaws, the Bylaws shall govern. Standing Rules may be adopted, amended or repealed by a simple majority vote of the Board.

ARTICLE XIII

Amendments

- A. Any Board member or Stakeholder may propose amendments, changes, additions or deletions to these Bylaws during the public comment period of a regular meeting of the Board. A proposal to amend, however, must then be formalized in writing and lodged with the Secretary or person responsible for preparing the agenda for the next regular meeting. The proposed amendment will be placed on the agenda for public discussion at a subsequent regular meeting of the Board.
- B. A recommendation for amendment or adjustment of these Bylaws shall be made by an affirmative two-thirds (2/3) vote, or seventeen (17) votes, of the entire Board. Thereafter, and within fourteen (14) days after a vote recommending adjustment or amendment, a Bylaw Amendment

Application shall be submitted to the Department along with a copy of the existing bylaws for the review and approval by the Department. No amendment is effective until Department approval. No amendment shall be in any other form capable of being converted into written, typed, or printed form.

ARTICLE XIV Compliance

The WCKNC, upon certification, shall be subject to all applicable sections of the City of Los Angeles Governmental Ethics Ordinance (*Los Angeles Municipal Code Section 49.5.1*). All applicable local, state and federal laws shall be the minimum ethical standard for the WCKNC, its Governing Body and community Stakeholders.

Any Board Member who knowingly violates WCKNC Bylaws or rules shall be reviewed by the Executive Committee. Depending on the severity of the violation, the committee may issue a Letter of Concern to said Board Member or submit a formal petition of referendum to the General Board.

Accounting books, records and minutes of proceedings of the Board and any Board committee shall be kept at such place or places designated by the Board. In the absence of such a designation, the minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

WCKNC will comply with the Public Records Act. Stakeholders shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind, emails, and the physical properties of the WCKNC. Right of inspection includes the right to copy and make extracts of documents. If board members receive requests for the inspection of public records held by any Board Member or Alternate, they must immediately notify the Executive Committee and the Department of Neighborhood Empowerment.

Section 1: Code of Civility

WCKNC Board members shall agree to abide by a Code of Civility. Freedom to express one's views about public matters is a cornerstone of the democratic process. The WCKNC welcomes diverse views and opinions of all Board members and Stakeholders as they relate to the issues before the Board. In order for these discussions to be meaningful and effective, however, respect and dignity must be afforded and observed. Board members will abide by the Commission's Neighborhood Council Board Member Code of Conduct Policy.

Declaration of the Code of Civility

"I will conduct myself in a professional and civil manner at all times as a representative of the Wilshire Center-Koreatown Neighborhood Council, including treating each member of the Board and the public with respect at all times."

Even in the face of disagreement or differences of opinion, I will demonstrate esteem and deference for my colleagues and the public. During Neighborhood Council meetings, functions or events, I will not engage in, or threaten to engage in, any verbal or physical attack on any other individual. I will not use language that is abusive, threatening, obscene or slanderous, including profanities, insults or other disparaging remarks or gestures. I believe that derogatory language about an individual's ethnicity, race, sexuality, age, disability, or religion is not acceptable.

I will promote and enforce a safe meeting environment at all times. At moments when members of the public become disruptive and violate the rules of civility that we have pledged to follow, I will join my fellow board members in demanding that the persons conduct themselves in a respectful and orderly manner, even if I agree with the point of view that is being expressed.

I will commit to communicate my ideas and points of view clearly, and will allow others to do the same without interruption. I pledge to truly listen to and hear other points of view. I will practice the art of disagreeing without being disagreeable.

I will take responsibility for my own actions and will work to fulfill my role and responsibilities as specified in the Bylaws.

I will commit to learning the applicable laws that govern Neighborhood Councils, including Bylaws, standing rules, meeting procedures, the Brown Act, conflict of interest laws, city ordinances, and the City Charter, and will not knowingly violate any of them so that we can maintain a safe and effective environment for conducting business.

I will seek to present information truthfully and will not knowingly misrepresent, mischaracterize or misquote information received from others.

If I find myself representing my personal interests before my community's interests, I will publicly disclose the differences and excuse myself from voting on such matters; and I will ask for advice from the Office of the City Attorney whenever I have doubts.

I will commit to good faith efforts to resolve grievances which come before the Board as specified in the Bylaws.

Out of respect to my fellow Board members, the public and the decision-makers we are trying to influence, I will make the best possible effort to understand the issues before me."

Any Board Member who knowingly violates the Code of Civility shall be review by the Executive Committee. Depending on the severity of the violation, the committee may issue a Letter of Concern to said Board Member as a corrective measure, or may submit a formal petition of referendum to the General Board.

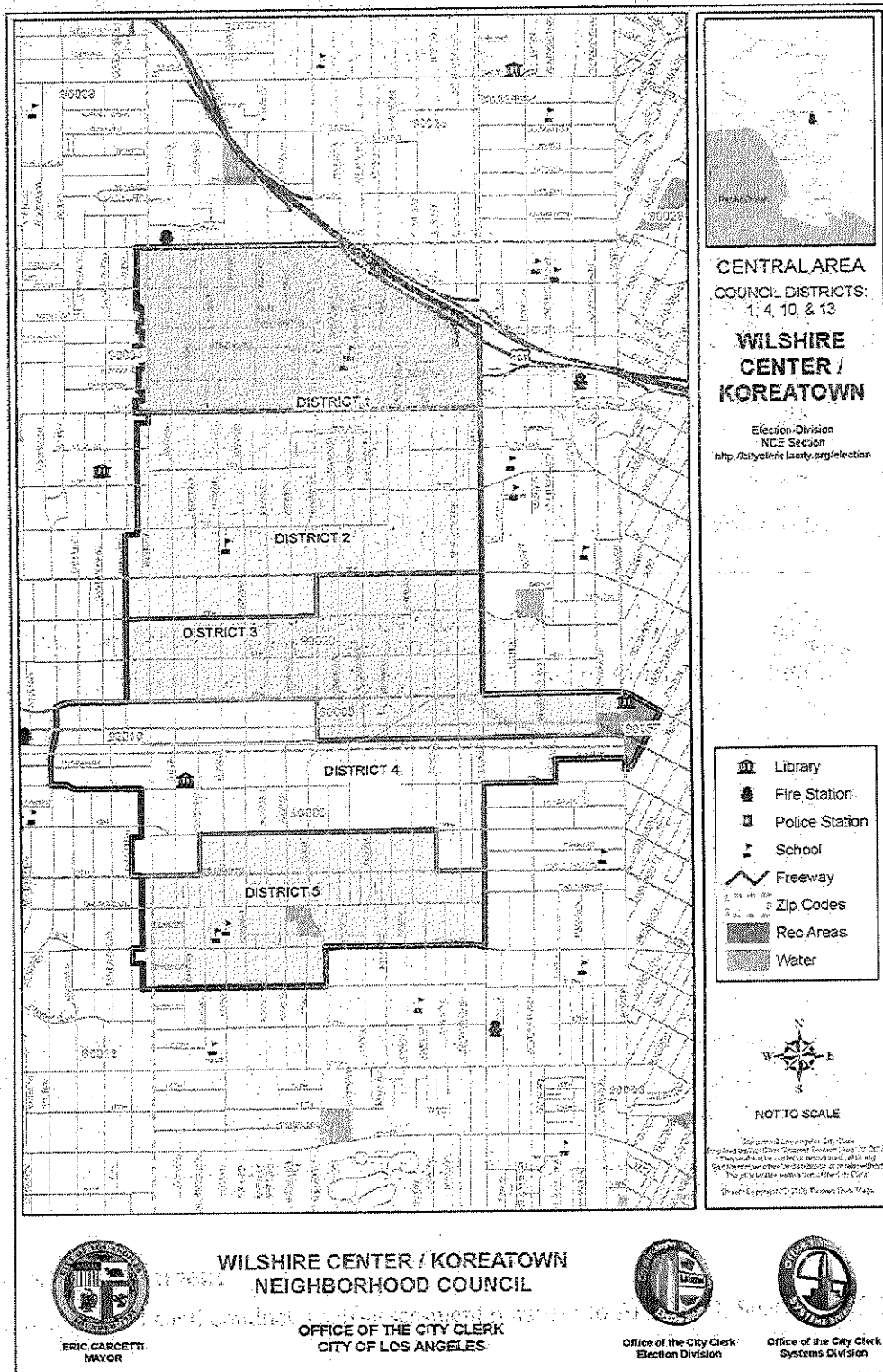
Section 2: Training

Within forty-five (45) days of being seated, all Board members shall take training in the fundamentals of Neighborhood Council, including but not limited to ethics, funding, workplace violence and sexual harassment trainings provided by the City, or they shall lose their Council voting rights. All board members must take ethics and funding training prior to making motions and voting on funding related matters.

Section 3: Self Assessment

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

Attachment A Map of Wilshire Center-Koreatown Neighborhood Council



Attachment B

Governing Board Structure and Voting

Board Position	#	Eligibility to run for the seat	Eligibility to vote for the seat
Community Organization Representatives Term: 2 Years Elected	7	Any Stakeholder 18 years or older who serves in a community based organization that has continuously maintained a physical street address within the boundaries of WCKNC for not less than one year and that performs ongoing and verifiable activities and operations that benefit the neighborhood. A for-profit entity shall not qualify as a Community Organization.	Stakeholders who are 16 years or older and who live, work, own real property, or have an ongoing and substantial participation as a community interest stakeholder in the WCKNC boundaries.
Business Representatives Term: 2 Years Elected	7	Any Stakeholder who is employed by any business operating in the community and who is 18 years or older.	Stakeholders who are 16 years or older and who live, work, own real property, or have an ongoing and substantial participation as a community interest stakeholder in the WCKNC boundaries.
At Large Representatives Term: 2 Years Elected	4	Any Stakeholder who lives, works, owns real property, or has an ongoing and substantial participation as a Community Interest Stakeholder in the WCKNC boundaries and who is 18 years or older at the time of election.	Stakeholders who are 16 years or older and who live, work, own real property, or have an ongoing and substantial participation as a community interest stakeholder in the WCKNC boundaries.
Young-Adult Representative Term: 2 Years Elected	1	Stakeholders who are at least 14 years and no more than 17 years of age on the day of the election or selection.	Stakeholders who are at least 14 years of age on the day of the election or selection and who live, work, own real property, or have an ongoing and substantial participation as a community interest stakeholder in the WCKNC boundaries.
Sub-District 1 Resident Representative Term: 2 Years Elected	1	Any Stakeholder who resides within Sub-District 1 and who is 18 years or older.	Stakeholders who are 16 years or older and who live, work, own real property, or have an ongoing and substantial participation as a community interest stakeholder in the Sub-District 1 boundaries.
Sub-District 2 Resident Representative Term: 2 Years Elected	1	Any Stakeholder who resides within Sub-District 2 and who is 18 years or older.	Stakeholders who are 16 years or older and who live, work, own real property, or have an ongoing and substantial participation as a community interest stakeholder in the Sub-District 2 boundaries.

**Sub-District 3
Resident
Representative**
Term: 2 Years
Elected

1

Any Stakeholder who resides within Sub-District 3 and who is 18 years or older.

Stakeholders who are 16 years or older and who live, work, own real property, or have an ongoing and substantial participation as a community interest stakeholder in the Sub-District 3 boundaries.

**Sub-District 4
Resident
Representative**
Term: 2 Years
Elected

2

Any Stakeholder who resides within Sub-District 4 and who is 18 years or older.

Stakeholders who are 16 years or older and who live, work, own real property, or have an ongoing and substantial participation as a community interest stakeholder in the Sub-District 4 boundaries.

**Sub-District 5
Resident
Representative**
Term: 2 Years
Elected

2

Any Stakeholder who resides within Sub-District 5 and who is 18 years or older.

Stakeholders who are 16 years or older and who live, work, own real property, or have an ongoing and substantial participation as a community interest stakeholder in the Sub-District 5 boundaries.