

Wilshire Center-Koreatown Neighborhood Council Bylaws

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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 non-profit 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”).

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 majority, 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 Community 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: Melrose Avenue and the Highway 101 (between Wilton Place and Vermont)

6th Street (between Vermont and Hoover Street/Lafayette Park)

- B. South: Olympic Boulevard (between Wilton Place and Western Avenue)
11th Street (between Western Avenue and Normandie Avenue)
Olympic Boulevard (between Normandie and Vermont)
7th Street (between Vermont Avenue and Hoover Street/Lafayette Park Place)
- C. East: Vermont Avenue (between the Highway 101 and 6th Street)
Lafayette Park Place (between 6th Street and Sunset Place)
Vermont Avenue (between 7th Street and Olympic Boulevard)
Elden Avenue (between 7th Street and Sunset Place)
Normandie Avenue (between Olympic Boulevard and 11th Street)
- D. West: One-half block or at the alley west of Western Avenue between Melrose and 11th Street; Wilton Place between 6th Street and 7th 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 and alley west of Western
- 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. “Stakeholders” shall be defined as those who live, work or own real property in the neighborhood and also to those who declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation within the Neighborhood Council’s boundaries and who may be in a community organization such as, but not limited to, educational, non-profit and/or religious organizations.

The WCKNC encourages all community 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:
 - A. **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.
 - B. **Seven (7) Community Organization Representatives** - A Community Organization Representative shall be any Stakeholder age eighteen (18) or older who serves in a community service organization (i.e. a nonprofit organization, school/parent group, social service agency, arts/cultural group, youth program, senior program, health care provider, environmental group, community group, or political group) that operates within Council boundaries and has a mailing address within Council boundaries.
 - C. **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.
 - D. **Two (2) At Large Representatives** – An At-Large Representative shall be a Stakeholder age eighteen (18) or older who lives in the WCKNC community, or who is employed by any business operating in the community, or who serves in/with a community service/nonprofit organization located within Council boundaries.
 - E. **One (1) Young Adult Representative** - A Young Adult Representative shall be a Stakeholder between the ages of sixteen (16) to twenty-five (25) at the time of election, and shall live, work, or serve the community within the boundaries of the WCKNC. If the Young Adult Representative is less than eighteen (18) years of age, he/she shall be precluded from voting on matters regarding the expenditure of funds, contacts, or recommendations to enter into contracts.
 - F. **One (1) At-Large Residential Representative** - An At-Large Residential Representative shall be a Stakeholder who lives within the boundaries of the WCKNC area and who is eighteen (18) years or older.
 - G. **One (1) Community Interest Representative** – Any Stakeholder who is eighteen (18) years or older.
- ii. Alternates:
 - 1. Nominations for Alternates will be taken at the first WCKNC Board meeting of a newly elected Board
 - 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 attended the immediately previous WCKNC Board meeting may be seated as necessary to form a quorum and to the extent that regularly elected Board Members are absent and to a maximum of four (4) seated Alternates.

4. 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.
5. Eligible Alternates shall be seated on a rotating basis. Therefore, no eligible and present Alternate will be seated a second time until all eligible and present Alternates have been seated for the first time and so forth.
6. 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.
7. All Alternates must complete the same trainings as required of WCKNC Board Members.

iii. Qualifications:

1. All Board Members and Alternates must be at least eighteen (18) 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.

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. During their term, each Board member must maintain the status upon which they were elected to the Board.

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. 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.
2. After thirty (30) days has lapsed 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.
3. 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 – 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. Any Board Member who misses three (3) scheduled consecutive Governing Board Meetings or, optionally six (6) total Governing Board Meetings during any twelve (12) month and fiscal year period will be automatically removed from the Board. 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 place on the agenda for the removal of the Board Member at a Governing Board meeting whereupon the Board shall determine the validity of the absences before taking action to remove the Board Member. 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.

Section 8: Censure – The Council take action to publically reprimand a Board Member for actions conducted in the course of Council business by censuring the Board Member at a Council Board meeting. Censures shall be placed on the agenda for discussion and action.

Section 9: Removal – WCKNC Board and Stakeholders may not recall a Board member without first receiving authorization from the Office of the City Attorney throughout the Board removal process described in this section. Board members may be removed in the following ways:

- A. **Petition by Stakeholders** – A Board Member may be removed from office by the submission of a written petition to the Secretary, which includes: the identity of the Board member to be removed, a detailed explanation of the reason for removal, and valid signatures of fifty (50) Stakeholders.
 - 1. Upon receipt of a written petition for removal, the Board Secretary shall refer it to the Executive Committee; the item to remove the Board Member in question shall be placed onto the agenda for a vote of the Board at the next regular Governing Board meeting for discussion and action.
 - 2. Removal of the identified Board Member requires the majority vote of the attending Board Members.
 - 3. The Board Member who is the subject of the removal action shall have the right to deliver to the Board Member a written statement about the matter and/or to speak at the Board meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter.

- B. **Petition by Board** – A Board Member may be removed from the Board for good cause, including, but not limited to, disruptive conduct; interfering with Council business; violations of the Bylaws, Operating Procedures, or Code of Conduct following a Board Member’s submission to the Board of a petition which includes: the identity of the Board Member to be removed, states the reason for removal by identifying the violation of the internal rules or procedures and specifies the conduct of the person, and contains the signatures of at least three (3) Board Members.
 - 1. The petition shall be delivered simultaneously to every Board Member and the matter automatically placed on the agenda and scheduled for a vote at the next Governing Board meeting.
 - 2. Removal of the Board Member in question requires a two-thirds (2/3) majority of the attending Board Members.
 - 3. The Board Member who is the subject of the removal action shall have the right to deliver to Members of the Board a written statement regarding the matter and/or the right to speak at the Board meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter.
 - 4. The Board Member being removed must first have been censured by the Board once for the same action before a Petition by the Board for removal shall be considered by the Council.
 - 5. If the vote for removal is affirmative, the position shall be deemed vacant and filled via pursuant to the Council’s vacancy clause.

Section 10: Resignation – Any Board Member may resign by submitting a written resignation to the President or the Secretary.

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.

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; 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 the appointed Executive Board Member.

Section 3: Selection of Officers – Officer positions shall be elected in 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 (6) consecutive years in the same office. The Officers serve at the pleasure of the Board.

ARTICLE VII COMMITTEES AND THEIR DUTIES

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 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 and other Committees as needed. The Committee acts as the administrative body of WCKNC and recommends actions to the full WCKNC Board.
- B. **Rules and Elections Committee** – Chaired by the Secretary or Board member appointed by the Executive Committee and approved by a majority vote of the Board of WCKNC 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.
- C. **Budget, Finance, and Fundraising Committee** – Chaired by the Treasurer or Board member appointed by the Executive Committee and approved by a majority vote of the Board of WCKNC oversees and administrates 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.
- D. **Government Relations and Bylaws Committee** – Chaired by the Executive Vice President or 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.
- E. **Outreach/Communications Committee** – Chaired by the Vice President or 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 community Stakeholders and performs ongoing Stakeholder outreach.
- F. **Land Use and Planning Committee** – Chaired by any Executive Committee member or 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 and planning issues affecting the WCKNC community.
- G. **Public Safety/Beautification Committee** – Chaired by any Executive Committee member or Board member appointed by the Executive Committee and approved by a majority vote of the Board of the WCKNC, the committee shall promote greater quality of life in the WCKNC area by creating, participating in and supporting activities and programs to improve the physical and aesthetic environment; advocate a higher standard of community cleanliness, maintenance and attractiveness;

and encourage Stakeholder participation through programs/activities such as graffiti eradication, neighborhood cleanups, removal of shopping carts and bulky items; tree planning; and public art. In addition, the committee works to reduce crime and enhance the quality of life for community Stakeholders by serving as liaisons to law enforcement entities such as the Los Angeles Police Department, LA County Sheriffs Department, Los Angeles City Fire Department, and other safety related entities; represents the Board at local public safety meetings such as SPAB (Community Police Advisory Board), SLO (Senior Lead Officer) Summits for Wilshire and Rampart Divisions, and others deemed necessary by the Committee and/or Board; enhances partnerships and problem-solving efforts in the community; advises the Board on issues related to the Department of Building, Safety, Health, and Housing.

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 less 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.

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.

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 – Any Stakeholder age sixteen (16) and over at the time of the election may complete a simple registration form and be eligible to vote.

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.

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 community 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. Directors are not permitted to file a Grievance against another Director 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 precedent 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 review and approval by the Department. No amendment is effective until Department approval.

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, and the physical properties of the WCKNC. Right of inspection includes the right to copy and make extracts of documents.

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.

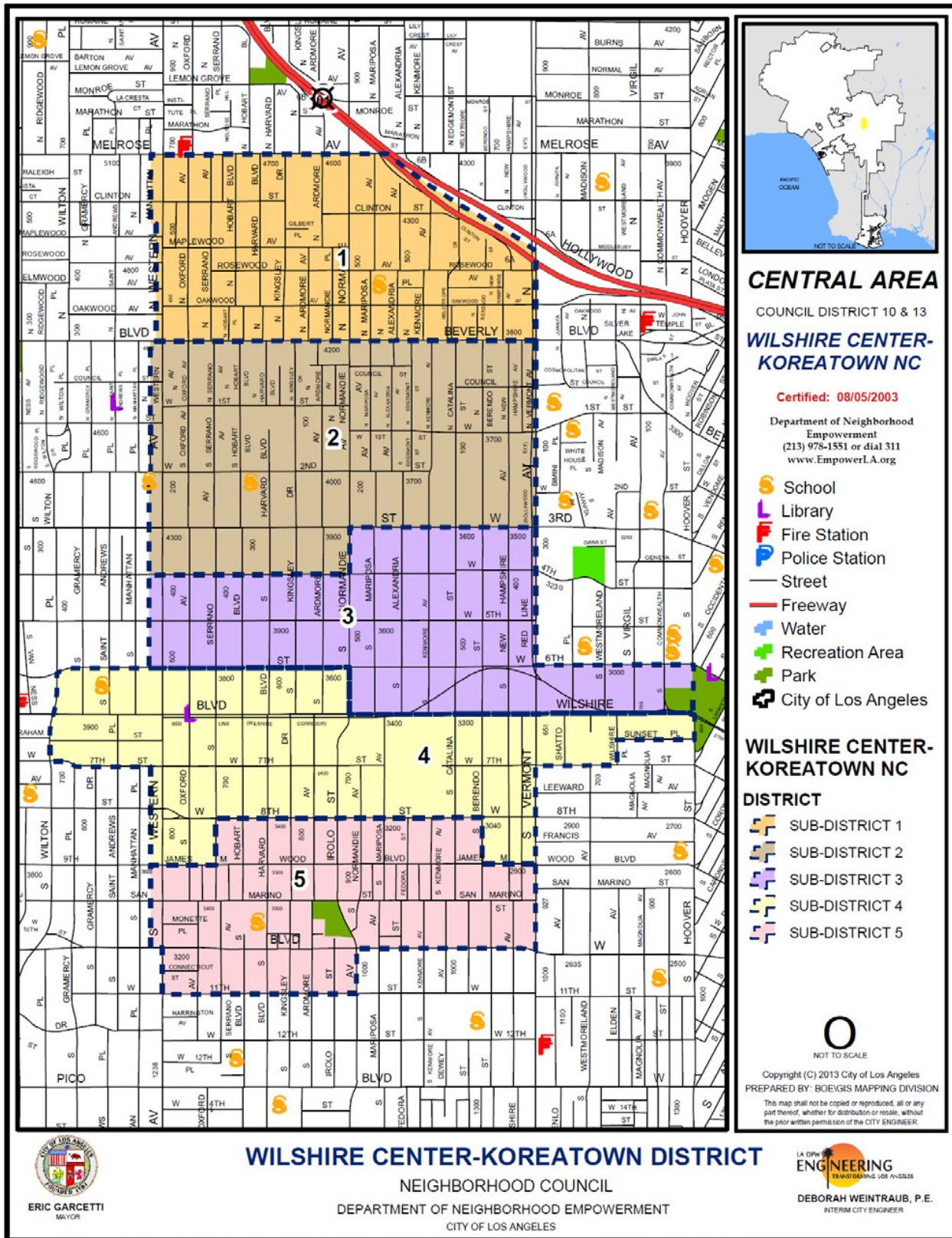
Out of respect to my fellow Board members, the public and the decision-makers we are trying to influence, I will make the best possible effort to understand the issues before me."

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

Wilshire Center-Koreatown Neighborhood Council – 26 Board Seats

| BOARD POSITION | # OF SEATS | ELECTED OR APPOINTED? | ELIGIBILITY TO RUN FOR THE SEAT | ELIGIBILITY TO VOTE FOR THE SEAT |
|---|-------------------|------------------------------|---|--|
| Community Interest Representative Term: 2 Years | 1 | Elected | Any Stakeholder who is 18 years or older. | Stakeholders who are 18 years or older. |
| Community Organization Representatives Term: 2 Years | 7 | Elected | Any Stakeholder 18 years or older who serves in the community service organization (i.e. a non-profit organization, school/parent group, social service agency, arts/cultural group, youth program, senior program, health care provider, environmental group, community group, or political group operating within and with a mailing address within the boundaries of WCKNC). | Stakeholders who are 18 years or older. |
| Business Representatives Term: 2 Years | 7 | Elected | Any Stakeholder who is employed by any business operating in the community and who is 18 years or older. | Stakeholders who are 18 years or older. |
| At Large Representatives Term: 2 Years | 2 | Elected | Any Stakeholder who lives in the WCKNC Community, or who is employed by any business operating in the community, or who serves in the community service organization (i.e. a non-profit organization) and who is 18 years or older. | Stakeholders who are 18 years or older. |
| Young-Adult Representative Term: 2 Years | 1 | Elected | Stakeholders who are between the ages of 16 to 25. | Stakeholders who are between the ages of 16 to 25. |
| At-Large Residential Representative Term: 2 Years | 1 | Elected | Any Stakeholder who lives within the boundaries of WCKNC and who is 18 years or older. | Any Stakeholder who resides within WCKNC and who is 18 years or older. |

| BOARD POSITION | # OF SEATS | ELECTED OR APPOINTED? | ELIGIBILITY TO RUN FOR THE SEAT | ELIGIBILITY TO VOTE FOR THE SEAT |
|---|-------------------|------------------------------|---|---|
| Sub-District 1 Resident Representative Term: 2 Years | 1 | Elected | Any Stakeholder who resides within Sub-District 1 and who is 18 years or older. | Any Stakeholder who resides within Sub-District 1 and who is 18 years or older. |
| Sub-District 2 Resident Representative Term: 2 Years | 1 | Elected | Any Stakeholder who resides within Sub-District 2 and who is 18 years or older. | Any Stakeholder who resides within Sub-District 2 and who is 18 years or older. |
| Sub-District 3 Resident Representative Term: 2 Years | 1 | Elected | Any Stakeholder who resides within Sub-District 3 and who is 18 years or older. | Any Stakeholder who resides within Sub-District 3 and who is 18 years or older. |
| Sub-District 4 Resident Representatives Term: 2 Years | 2 | Elected | Any Stakeholder who resides within Sub-District 4 and who is 18 years or older. | Any Stakeholder who resides within Sub-District 4 and who is 18 years or older. |
| Sub-District 5 Resident Representatives Term: 2 Years | 2 | Elected | Any Stakeholder who resides within Sub-District 5 and who is 18 years or older. | Any Stakeholder who resides within Sub-District 5 and who is 18 years or older. |