

BYLAWS
FOR

The Porter Ranch Neighborhood Council

ARTICLE I

COUNCIL NAME

Upon certification, the name of this neighborhood council shall be the Porter Ranch Neighborhood Council (PRNC), an officially recognized council hereby part of the Los Angeles citywide system of neighborhood councils.

ARTICLE II

PURPOSE, MISSION and POLICY

- A. The PURPOSE of the PRNC is to provide a forum to Stakeholders to address issues related to their quality of life. PRNC shall serve as an advocate for issues of concern to our community. PRNC shall have such powers as granted by the Los Angeles City Charter.
- B. The MISSION of the PRNC is:
1. To provide an inclusive open forum for public discussion of issues and to advise the City of Los Angeles on issues concerning City governance, the needs of this neighborhood council, the delivery of City services, and on matters of citywide nature.
 2. To initiate, execute and support projects for the physical, social and cultural improvement of the Porter Ranch Neighborhood.
 3. To facilitate communication between the City of Los Angeles and Community Stakeholders on issues of concern to the community and/or the Stakeholders.

C. The POLICY of this neighborhood council shall be:

1. To respect the dignity and expression of views of all individuals, groups, and organizations involved in this neighborhood council.
2. To remain non-partisan in regards to candidates and political party affiliation and inclusive in our operations including, but not limited to, the election process for the governing body and committee members.
3. To utilize the Early Notification System to inform our neighborhood council of matters involving the City of Los Angeles (and our community) in a way that is tailored to provide opportunities for involvement in the decision-making process.
4. To encourage all Community Stakeholders to participate in activities of our Neighborhood Council.
5. To prohibit discrimination against any individual or group in our operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, or political affiliation.
6. To have fair, open, and transparent procedures for the conduct of our neighborhood council business.
7. To establish procedures for communicating with all Neighborhood Council Community Stakeholders on a regular basis in a manner ensuring that information is disseminated evenly and in a timely manner.

ARTICLE III

DEFINITIONS

A. BOARD OF DIRECTORS or BOARD shall mean an elected Governing Body within the meaning of that term as set forth in the Plan for a Citywide System of Neighborhood Councils (approved on May 30, 2001), Department of Neighborhood Empowerment (DONE).

- B. COUNCIL shall mean the Porter Ranch Neighborhood Council.
- C. BOARD MEETING, COUNCIL MEETING or REGULAR MEETING shall mean a meeting of the Board of Directors and Stakeholders and to be held regularly but no less than once per calendar quarter.
- D. PRESIDENT shall mean the presiding officer of the Board.
- E. VICE PRESIDENT(s) shall be in charge in place of the President, if the President is unable to serve.
- F. EXECUTIVE BOARD shall include Board positions entitled President, Vice-President, Secretary, and Treasurer.
- G. OFFICIAL ACTION shall be any action which results in Board approval or disapproval of any resolutions, positions, or decisions with respect to items of interest, which will then become the official or representative voice on said item for the PRNC.

ARTICLE IV MEMBERSHIP/STAKEHOLDER

- A. STAKEHOLDER shall mean any individual who lives, owns or rents property, or works within the geographic area of this Neighborhood Council (Los Angeles City Charter, Sec 906(3)).
- B. MEMBERSHIP in this Neighborhood Council shall be open to any and all STAKEHOLDERS.
- C. All Stakeholders who are at least 16 years of age prior to opening of elections shall be eligible to vote in the PRNC elections.

ARTICLE V

NEIGHBORHOOD COUNCIL BOUNDARY AREA LINES

The Porter Ranch Neighborhood Council includes a geographic area with boundaries as follows:

The 118 Freeway to the south, the east side of Browns Canyon Road from the City Line to the gate at the south of Brown's Canyon, then in a straight line to the 118 Freeway on the west, the City line to the north and northwest, and Aliso Canyon to the east.

ARTICLE VI

BOARD OF DIRECTORS

- A. There shall be eleven (11) PRNC members of the Board of Directors. Ten Board of Director seats shall be "At-large" and one seat shall be reserved for a representative of youth. All stakeholders are eligible for candidacy to the Board, but no single stakeholder group shall comprise a majority on the Board, unless extenuating circumstances exist, and are approved by DONE.
- B. The primary duties of the Board of Directors will be to govern the PRNC and carry out its objectives.
- C. Board of Directors shall serve a two (2) year term commencing on the first day of the month following the election. Members shall be elected during alternate years, with the majority, at most six (6) being elected on even numbered years and the rest (5) elected during odd numbered years. Board members shall serve no more than eight consecutive years.
- D. EXECUTIVE OFFICERS of the Board shall include positions entitled President, Vice-President(s), Secretary, and Treasurer.
 - 1. The President shall preside at all meetings and direct all activities of the Board.
 - 2. The Vice President (s) shall be in charge in place of the President if the President is unable to serve.

3. The Treasurer shall maintain the records of the Council's finances and book of accounts.
 4. The Secretary to the Board or Secretary shall keep minutes of all Board and Council meetings. An Alternate Secretary to the Board may also be selected or appointed by the Board to serve in the absence of the primary Secretary to the Board or to take minutes at committee meetings, as needed. If the Alternate Secretary is not a member of the Board, he/she shall not have any rights as a Board member, including the right to vote.
- E. The EXECUTIVE BOARD positions shall be filled by majority vote of the Board present at the first meeting following the elections and annually thereafter.
- F. Duties of Officers will be further defined by Board Rules to be written by the Board at a later date.
- G. Officers of the Board will plan the agenda by majority vote, in full compliance with the Brown Act.
- H. The Board shall create a system for the election, selection, or appointment of Stakeholders to committees, sub-committees, and/or ad hoc committees, as the need arises.
1. These by-laws may be amended to reflect the institution of any permanent or standing committee(s).
 2. All other committees established, or disbanded, shall be noted in the Council meeting minutes.
- I. A Board member may be removed from office by the submission of a written petition which includes: (1) identity of the Board member to be removed; (2) description, in detail, of the reason for removal, (the reason for removal must be a substantive issue); and (3) signatures of at least 50 Stakeholders.
1. The secretary shall then have the matter placed on the agenda for a vote of the Board at the next Board meeting.
 2. The vote will require $2/3^{\text{rd}}$ of the Board members present for removal of the identified Board member.

- 3 The Board member who is the subject of the removal action will be allowed to speak to the Board, at the meeting, prior to the vote, but shall not take part in the vote on this matter.
 4. If the vote for removal is affirmative then the position shall be determined vacant.
- J. If a Board Member resigns or is no longer a Stakeholder, the position shall be determined vacant. That position shall be filled per ARTICLE VII E.

ARTICLE VII

ELECTION OF THE BOARD OF DIRECTORS

ELECTIONS:

- A. The initial Board of Directors shall be elected within a reasonable time after certification. That initial election shall be conducted in the following way: The existing Interim Board's authority is limited to those powers necessary to conduct the initial election. The Interim Board will make decisions on behalf of the PRNC between certification and the initial election. The Interim Board shall have 13 members and decisions will be made by majority of vote of Initial Board members present. Presence of seven (7) Board Members shall constitute a quorum. Except as provided in Article VII E.3, all elections will be by a secret ballot vote. Nominations will be accepted until the opening of the election, notwithstanding write-in votes which may be cast for any portion of the election. 1--an Ad Hoc Election Committee shall be formed by the Interim Board to oversee the first election; 2-- a nominations meeting shall be held 2-4 weeks prior to the election; 3-- candidates shall submit their names to the Ad Hoc Election Committee; 4-- nominations from the floor shall be permitted. A neutral third party will conduct the initial elections, and a separate neutral third party will resolve any election challenges.
- B. At the first meeting following the first election, six (6) members, selected by lottery will serve a one-year term. The lottery will consist of the names of Board Members being drawn from a basket. The first five (5) names drawn will receive the regular two-year terms. The remaining six (6) members will serve a one-year term. This determination may be made without the necessity of each board member's presence at a meeting. At the meeting, the President may draw a name on the board member's behalf.
- C. Elections for the Porter Ranch Neighborhood Council Board of Directors shall be held annually within the second quarter, of the calendar year (April, May or June).

- D. Each Stakeholder, who is at least 16 years of age prior to the opening of the election and can prove Stakeholder status, shall be entitled to one (1) vote for each open position on the Board.
- E. Any vacancy on the Board prior to the annual election shall be filled by the following procedure:
 - 1. Any Stakeholder(s) interested in filling a vacant seat on the Board shall submit written application(s) to the Secretary.
 - 2. The Secretary shall then ensure that the matter is placed on the agenda for the next meeting of the Board.
 - 3. If only one Stakeholder has made application for a vacant seat, then a vote of the Board shall be taken and the applicant installed by a majority vote of the Board present. If more than one Stakeholder has made application for an empty seat, then a vote shall be taken by the Board.
 - 4. When the process mentioned above fills a vacant seat, the seat shall be filled for the duration of the term.

OUTREACH:

- A. The Board shall direct that a system of outreach be instituted to find and obtain nominees for subsequent election to the Board. The Board may choose to design such a system through the committee process.
- B. The purpose of this outreach is to put forth a reasonable effort to inform and give every Stakeholder desiring to participate on the Board an opportunity to become a Board member. To that end, prospective Board members shall be given notice at least 60 days prior to any election, for purposes of soliciting Stakeholder support.

ARTICLE VIII

MEETINGS

All meetings, as defined by the Ralph M. Brown Act, shall be noticed and conducted in accordance with the Act.

- A. Meetings of the Board shall be held at least once per calendar quarter.
- B. Meetings of the Board will initially be at a pre-designated location in Porter Ranch. However, the date and location for meetings thereafter may change from time to time and will be changed as per Rules of Conduct of the PRNC (a.k.a. Board Rules) and will be noticed on agendas pursuant to the Brown Act. Board Rules shall be developed and adopted by a majority of the Board at the initial meeting and can be changed or modified by the Board per said rules.
- C. Notification of all meetings shall include, at a minimum, posting on the Early Notification (ENS) System, posting shall be at each location submitted in the PRNC Application for Certification and other commonly frequented locations throughout the Porter Ranch Neighborhood Council Area, and in one local publication tailored to reach the largest number of identifiable stakeholders in the PRNC area. Presence of seven (7) Board members shall constitute a quorum. For meetings where only seven (7) Board members are present, official action may be taken if four (4) of the seven (7) Board members pass a motion. Other rules for the conduct and decorum of the Board meetings shall be established by the Board and reflected in Rules for the Conduct. Rules shall be adopted as soon as possible after certification.
- D. The Board may reconsider and amend its action on items listed on the agenda if that reconsideration takes place immediately following the original action or at the next regular meeting. The Board, on either of these two days, shall:
 - (1) Make a Motion for Reconsideration and, if approved, (2) hear the matter and Take an Action. If the motion to reconsider an action is to be scheduled at the next meeting following the original action, then two items shall be placed on the agenda for that meeting: (1) A Motion for Reconsideration on the described matter and (2) a (Proposed) Action should the motion to reconsider be approved. A motion for reconsideration can only be made by a Board member who

has previously voted on the prevailing side of the original action taken. If a motion for reconsideration is not made on the date the action was taken, then a Board member on the prevailing side of the action must submit a memorandum to the Secretary identifying the matter to be reconsidered and a brief description of the reason(s) for requesting reconsideration at the next regular meeting. The aforesaid shall all be in compliance with the Brown Act.

- E. The neighborhood council shall follow federal, state and city laws, and, if not inconsistent, the bylaws, then if not inconsistent, any standing rules adopted by the Board, and then the parliamentary authority provided by Robert's Rules of Order.

ARTICLE IX

AMENDING BYLAWS

The Board of Directors or a Stakeholder may propose amendments to these Bylaws during the public comment period of a Council meeting.

- A. A proposal to amend these bylaws must then be formalized in writing and submitted to the Secretary or person responsible for preparing the agenda for the next regular meeting.
- B. The proposed amendment will be noticed on the agenda for public discussion and a vote at the next Board of Directors meeting.
- C. An amendment or adjustment to these Bylaws requires a $2/3^{\text{rd}}$ vote of the Board present.
- D. Thereafter, and within 14 days after a vote recommending amendment or adjustment to the Bylaws, a Notice of Proposed Amendment of the Bylaws shall be submitted to DONE along with a copy of the existing Bylaws for review and approval by DONE all in accordance with Article V (3) of the Plan. No amendment shall be valid, final, or effective until approved by DONE.

ARTICLE X

FINANCIAL ACCOUNTABILITY

- A. The Treasurer of the PRNC shall oversee and be charged with the full custody and control of all Council funds and assets. The Treasurer will establish an account or accounts for the deposit of Council funds in a federally insured (FDIC) bank or financial institution in the precise name of this Council, as certified by the City of Los Angeles. These funds shall remain liquid and readily available for use by the Council and shall conform to prudent standards of investment of public funds. Signatories to checks shall be the Treasurer and the President, Vice-President, or Secretary. The Treasurer must be one of the signatories in all cases. Checks up to and including \$200 shall be signed by the Treasurer.
- B. The Treasurer shall establish and oversee a system of bookkeeping and accounting for the Council that complies with Generally Accepted Accounting Principles and conforms to all applicable local, state, or federal laws. The Treasurer may request authorization from the Board to retain a financial professional to assist in creating a bookkeeping and annual accounting system. The Treasurer may also request the assistance of DONE when implementing it. The Treasurer, however, shall be ultimately responsible for the maintenance of the system of bookkeeping and accounting and for the protection of all Council assets.
- C. The Council's financial statements, books and accounts shall be open for inspection and copying by any member of the public upon a written request to the Board. The Board shall establish fair and open procedures to permit inspection within a reasonable time. Any copying of financial records will be performed by an established copy service and the charge for such a service will be billed to the person or entity requesting the copies.
- D. The Treasurer shall make a report to the Board on the Council's finances at every regular meeting of the Board.
- E. The Treasurer shall be responsible for preparing or coordinating the preparation of a financial statement for DONE. The Treasurer will submit to DONE account statements no less than once and no more than twice per year, the date(s) of which shall be prescribed by DONE. The

Treasurer shall also coordinate and cooperate with DONE on establishing a process and/or a system by which the Council's finances and book of accounts can be reviewed by DONE pursuant to the Plan for the Citywide System of Neighborhood Councils.

ARTICLE XI

GRIEVANCE PROCEDURE

- A. Any grievance by a Stakeholder must be submitted in writing to the Secretary. The Secretary shall then refer the matter to an ad hoc grievance panel comprising three (3) Stakeholders who are randomly selected by the Secretary from a list of Stakeholders who have previously expressed an interest in serving from time-to-time on such grievance panel. The Secretary will coordinate a time and a place for the panel to meet with the person(s) submitting a grievance and to discuss ways in which the dispute may be resolved.
- B. Thereafter, a panel member shall promptly prepare a written report to be forwarded by the Secretary to the Board outlining the panel's collective recommendations for resolving the grievance. The Board may receive a copy of the panel's report and recommendations prior to any meeting by the Board, but the matter shall not be discussed among the Board members until the matter is heard at the next regular meeting of the Board pursuant to the Brown Act.
- C. This formal grievance process is not intended to apply to Stakeholders who simply disagree with a position or action taken by the Board at one of its meetings. Those grievances can be aired at Board meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the Board's failure to comply with Board Rules or these Bylaws, or its failure to comply with the City's Charter, the Plan, local ordinances, and/or State and federal law.
- D. In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to DONE for consideration or dispute resolution in accordance with the Plan.

ARTICLE XII

ETHICS

- A. The Council, its representatives, and all Stakeholders will refrain from violating Board Rules and shall be subject to any or all applicable sections of the City of Los Angeles Governmental Ethics Ordinance (L.A.M.C. Section 49.5.1), and will abide by all applicable federal, state, and local laws. Attendance of a DONE or City Ethics Commission financial disclosure/ethics training will be required of all Board Members within 90 days of assuming office.
- B. The Council is committed to developing a system where pertinent information transmitted through the City's Early Notification System will be disseminated or made available to every stakeholder of this Council in a timely manner.
- C. The Council, its representatives, and all Stakeholders will refrain from violating Board Rules and shall abide by the Plan and all City, County, State, and/or federal laws that apply.