

**Palms Neighborhood Council
Bylaws Table of Contents**

Approved by Department of Neighborhood Empowerment 1.26.2014

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Article I NAME

The name of this organization is PALMS NEIGHBORHOOD COUNCIL, also referred to in this document as “the Council.”

Article II PURPOSE

We, the stakeholders of Palms, recognize that every member of our neighborhood is significant. We recognize the powerful and varied gifts that every member can give to our community. By drawing on our diversity, we can make a better life for all of us in our neighborhood. In short, our vision encompasses inclusiveness, unity and improvement.

Our mission is to be a coordinating agency for the social, developmental and other concerns of its Stakeholders. We monitor the delivery of City services in our area and have periodic meetings with responsible officials of City departments. We maintain a two-way flow of information between the community and city officials. We engage in social and cultural events as a way of binding the community.

Our objective is to build a sense of community.

Article III BOUNDARIES

Section 1: Boundary Description

The boundaries of the Council are, beginning at the intersection of Sepulveda Boulevard and Charnock Road, east on Charnock Road (the south side only) to Overland Avenue, north on Overland Avenue (the east side only) to the I- 10, east on I-10 (south side only) and the eastbound Robertson Boulevard exit lanes off I-10 to the Culver City border, southwest along the Culver City border to I-405, north on I-405 to Venice Boulevard, east on Venice Boulevard to Tuller Avenue, north on Tuller Avenue (east side only) to Regent Street, east on Regent Street (south side only) to Sepulveda Boulevard, north on Sepulveda Boulevard to Charnock Road (east side of Sepulveda only). In addition, for geographic and historic reasons, Charnock Road Elementary and Palms Middle schools are considered an overlap area with the Mar Vista Community Council.

Section 2: Internal Boundaries

The internal boundaries of the Council are set forth in Attachment A - Maps of the Palms Neighborhood Council Boundaries.

Residential

- A. Palms West
- B. Overland
- C. Motor
- D. Studio
- E. Exposition

Business

- 1. Pacific Electric
- 2. Charnock Ranch
- 3. Palms Depot

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.

All Stakeholders are automatically members of the Council.

Article V GOVERNING BOARD

Section 1: Composition

Thirteen (13) Stakeholders comprise the Representative Assembly, which is the governing body and is also referred to in this document as "the Assembly." The Representatives are as follows:

1. President (elected at large by all stakeholders).
2. Vice President (elected at large by all stakeholders).
3. Secretary (elected at large by all stakeholders).
4. Treasurer (elected at large by all stakeholders).
5. Community-Based Organization Representative (elected at-large by all stakeholders).
- 6.-10. Five (5) Residential Area Representatives (elected by residential stakeholders within those areas).
- 11.-13. Three (3) Business Area Representatives (elected by business stakeholders within those areas).

No single community stakeholder group shall comprise a majority of the Council's governing body unless extenuating circumstances are warranted and approved by the Department of Neighborhood Empowerment (Department).

Section 2: Quorum

A quorum is seven (7) members of the Representative Assembly and a majority of a committee or subcommittee.

Section 3: Official Actions

A simple majority vote by the Representatives present at a meeting at which there is a quorum shall be required to take official action, unless specified otherwise in these Bylaws.

Abstentions are not counted as votes in determining majority vote.

Section 4: Terms and Term Limits

Representatives serve two (2) year terms, except for vacancy appointments, or until their successors are seated, or until they resign or otherwise leave office. There are no term limits.

Section 5: Duties and Powers

The Assembly has the authority granted to neighborhood councils by the City Charter and the Plan for a Citywide System of Neighborhood Councils (“the Plan”).

The Assembly develops, maintains and fulfills a program to communicate with Stakeholders on a regular and timely basis.

The Assembly may also appoint non-voting advisory members to represent the Neighborhood Watch, youth, other groups and the assembly.

Representatives must attend and participate in meetings of the Assembly.

Representatives should attend and participate in at least one of the Council’s committees, as assigned by the President.

Section 6: Vacancies

A vacancy in the Assembly is filled by the following procedure: Stakeholders will be publicly notified that the Board has a vacancy to be filled in a specific category.

1. Eligible stakeholders submit written applications to the Secretary for verification.
2. The Secretary forwards the name of eligible Stakeholders to the President.
3. The President fills the vacancy, subject to approval by the Assembly.
4. Vacancy appointments are valid only until the next election, if the term has not yet expired, at which time an eligible stakeholder is elected to fill the remainder of the term filled by appointment.
5. If the offices of President and Vice-President are both vacant, then the Assembly appoints a President.

Section 7: Absences

Any Representative who misses three (3) regularly scheduled consecutive Council meetings without an excused absence will be automatically removed from the Assembly. Each Representative’s 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 Council meetings for removal, the Council Presiding Officer shall notify the Representative of the absences and place on the agenda the removal of the Representative at a regular or special Assembly meeting whereupon the Assembly shall determine the validity of the absences before taking action to remove the Representative.

Any meeting of the Assembly, scheduled and noticed as per the Brown Act, shall constitute a meeting for the purpose of determining Board Member attendance.

Section 8: Censure

The Council can take action to publically reprimand a Representative for actions conducted in the course of Council business by censuring the Representative at a Council meeting. Censures shall be placed on the agenda for discussion and action.

Section 9: Removal

A Representative may be removed from the Assembly by a two-thirds (2/3) vote of the Representatives present. Reasons for removal must be objective and may include, but are not limited to:

1. Inability to carry out the duties of the office due to time limitations, illness and/or other personal obligations.

2. Absence from three (3) consecutive regular or special meetings of the Council.
3. A finding by judicial determination to have failed to disclose a financial conflict of interest in a matter before the Council or a committee.
4. Continued and flagrant violation of the bylaws or the Ground Rules (Article XII).

A vote to remove a Representative must be preceded by:

1. Notification by certified mail to the Representative that a vote will be taken.
2. A waiting period of fifteen (15) days between the time of mailing the notice and the time of the vote.
3. An opportunity for the Representative to address the Assembly before the vote is taken.

The Representative shall not be counted as part of the quorum, nor allowed to vote on the matter.

The Council will consult with its legal counsel, the Office of the City Attorney, throughout this removal process.

Section 10: Resignation

A Representative may resign by giving oral or written notice to the President, the Secretary, or the Assembly. Such resignation will become effective on the date specified therein. If no date is specified, the resignation shall become effective at the time of acceptance by the Assembly.

Section 11: Community Outreach

The Council shall direct that a system of outreach be instituted to inform Stakeholders as to the existence and activities of the Council, including its Assembly elections, to find future leaders of the Council, and to encourage all Stakeholders to seek leadership positions within the Council.

Article VI OFFICERS

Section 1: Officers of the Board

Officers are the President, the Vice President, the Secretary, the Treasurer and the Organization / Non-Profit Representative.

Section 2: Duties and Powers

Officers' duties are listed below. Additional duties may be assigned by the Assembly or President.

A. President.

1. Provides leadership for the Council and coordinates the development of an action program and draft budget for consideration and action by the Assembly.

2. Represents the organization to the public and explains the policies adopted by the Assembly. The President may assign partial responsibility for doing so to other people.
3. In cooperation with the Secretary and the Facilitator, sets the agenda for Assembly meetings.
4. Appoints and replaces members of standing and ad hoc Committees
5. Refers problems, complaints and suggestions to the proper Committee.
6. Signs or co-signs letters and documents as necessary on behalf of the Council.

B. Vice President.

1. Assumes the duties of the President in case of absence, illness, and/or conflict of interest/recusal and becomes president on the death, resignation or permanent incapacity of the President for the remainder of the President's term.
2. Assists the President and assumes special duties and responsibilities as necessary.

C. Secretary.

1. Assists the President before each meeting in preparing an agenda.
2. Prepares, sends and posts the notices in accordance with the Ralph M. Brown Act, at all designated posting locations, or delegates the tasks.
3. Brings to each meeting the minute book, a copy of the bylaws, rules and policies; a list of the Representatives of the Assembly; a list of committees, and a copy of Robert's Rules of Order, Simplified and Applied, New World edition.
4. Prepares a list of Representatives members and calls the roll. Notes whether or not a quorum is present.
5. Endeavors to take careful and accurate notes of the proceedings and later prepares the minutes.
6. Distributes the minutes to the Assembly for correction and approval.
7. Provides the Facilitator with the exact wording of a pending Motion or of one previously acted on.
8. Prepares the minutes and maintains an approved copy in printed form as an official minute book.
9. Preserves all records, reports and other official documents, except those specifically assigned to the custody of others.
10. May sign or co-sign official documents to attest to their authenticity.

D. Treasurer.

1. Serves as a required signatory for the expenditure of funds by the Council.
2. Attends required financial training sessions of the Department.

3. Maintains the Council's book of accounts, as prescribed and approved by the Department, and submits accounting statements to the Department. Complies with Generally Accepted Accounting Principles.

4. Gives a summary of the Council's financial status as directed by the Assembly and responds to questions about receipts and expenditures.

E. Community-Based Organization Representative.

1. Candidates for the Community-Based Organization Representative must be associated with a community based organization or a faith based group located in or serving the Palms Neighborhood in order to hold this title.

2. Is the liaison of the Council with community organizations, including cultural, educational, neighborhood watch, non-profit, and religious groups.

3. Performs other duties as authorized by the Assembly or President.

Section 3: Selection of Officers

Officer positions are elected during the elections of the Council.

Section 4: Officer Terms

The Officers shall serve two (2) year terms. They may stand for reelection every two (2) years.

Article VII COMMITTEES AND THEIR DUTIES

Section 1: Standing

The Standing Committees of the Council are set forth in the Ground Rules.

Section 2: Ad Hoc

The Assembly 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 Assembly for discussion and action.

B. **Committee Structure** – With the exception of the Executive Committee, Committee members shall be appointed by the President and ratified by the Assembly. Standing Committees shall be comprised of at least two (2) Representatives and may include any interested Stakeholders. Ad Hoc Committees shall be comprised of three (3) or fewer Representatives and may include any interested Stakeholders.

C. **Committee Appointment** – All Committee Chairs shall be appointed by the President and confirmed by the Board. The Chairs shall keep a written record of Committee meetings and shall provide regular reports on Committee matters to the Assembly.

D. **Committee Meetings** – Committee meetings are subject to and shall be conducted in accordance with the Brown Act. Minutes shall be taken at every Committee meeting.

E. **Changes to Committees** – The Assembly may establish, disband or make changes as needed to any Standing or Ad Hoc committee. Any such action by the Assembly 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

Section 1: General Assembly Meetings

General Assembly Meetings are held at least every quarter. All meetings will be conducted and noticed in accordance with the Brown Act. Agenda and notice of General Assembly meetings shall be publicly posted at least seventy-two (72) hours prior to the meeting.

Section 2: Agenda Setting

The agendas for the meetings are set by the President with the cooperation of the Secretary and the Facilitator and are distributed by the Secretary or any other person delegated to do so. The order of the items may be changed by the Assembly at the meeting.

Section 3: Notifications/Postings

In accordance with the Brown Act, the Council's designated posting locations are listed on Council agendas.

Section 4: Reconsideration

The purpose of reconsideration or rescission of a motion is to allow the Assembly to change its mind about a decision. Neither reconsideration nor rescission can be considered when (1) the provisions of the original motion have been partially carried out, (2) the original motion has caused something to be done that can't be undone, or (3) the appointment of a Representative has been approved and the person has been notified.

Reconsideration. This motion is in order only at the meeting in which the original decision was made. Only a member who voted on the prevailing side of the original motion may move to reconsider it. If there is a dispute as to whether the member voted on the prevailing side, the Assembly will decide the dispute. Anyone may second the motion to reconsider. If the motion to reconsider passes, then the original motion is taken up immediately and additional debate and public comment is allowed before the vote is called.

Rescission. This motion is in order only at a meeting subsequent to that when the original motion was adopted. The subject matter of the rescission must be posted on the agenda in accordance with the Brown Act. The motion to rescind may be made and seconded by any member. It cannot be amended.

Section 5: Special Meetings

Special Meetings of the Board may be called for a specific purpose, requiring consideration before the next regular Board Meeting. The President, or a minimum of two Officers of the Board, may call a Special Meeting of the Board. Agenda and notice of such meeting shall be publicly posted at least twenty-four (24) hours before the scheduled meeting date. Such

notice shall state the reasons for such a meeting, the specific business to be transacted at the meeting and the time and place of the meeting.

Article IX FINANCES

The Council complies with all financial accountability requirements as specified by city ordinance and in the Plan and as stated in the certification application. The Council complies with all financial reporting requirements as prescribed by the Department.

Article X ELECTIONS

Section 1: Administration of Elections

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

Section 3: Minimum Voting Age

Stakeholders must be at least sixteen (16) years old to vote.

Section 4: Method of Verifying Stakeholder Status

Stakeholders will self-affirm their stakeholder status in order to vote.

Section 5: Restrictions on Candidates Running for Multiple Seats

A candidate shall declare their candidacy for no more than one (1) position on the Assembly during a single election cycle.

Section 6: Other Election Related Language

A. Representatives must be stakeholders aged eighteen (18) or above and eligible to vote for the office they hold.

B. Use of candidates' photographs in official publications of the Council is not allowed.

C. A majority of votes is necessary to win. Instant run-off voting will be used if no majority is obtained. Instant run-off voting is defined as follows: voters rank candidates in order of choice: first, second, third and so on. If anyone receives a majority of the first choice votes, that candidate is elected. If not, the last place candidate is defeated, and all ballots are counted again, but this time each ballot cast for the defeated candidate counts for the next choice candidate listed on the ballot. The process of eliminating the last place candidate and recounting ballots continues until one (1) candidate receives a majority of the vote.

D. Representatives take office immediately upon the official results of their election being declared, although a ceremonial transfer of office may take place at a regular or special meeting of the Assembly. There is no swearing-in.

E. Candidates cannot use database for electioneering purposes.

F. The Assembly shall appoint a non-voting "Election Point Person," who will be a resource to candidates, stakeholders, the board and the City to assist in directing Election issues and concerns.

Article XI GRIEVANCE PROCESS

A. In order to express concerns to the Assembly about its procedural matters, decisions, and actions, individual stakeholders or groups of stakeholders may bring forward written grievances.

B. A grievance panel consisting of at least three (3) stakeholders, chosen by lot from among interested stakeholders and with the approval of the Assembly, shall examine the issue and submit a written report and recommendation to the Secretary within seventy-five (75) days of grievance notification. The matter shall be placed on the agenda of the next meeting. In accordance with the Ralph M. Brown Act, the matter shall not be discussed until that meeting.

C. In the event that a grievance cannot be resolved through this process, then the matter may be referred to the Department for consideration pursuant to the Plan.

D. This grievance process is not intended to apply to Stakeholders who simply disagree with a position taken by the Assembly, but rather to address such things as failure to comply with Department rules or these bylaws.

E. Representatives are not permitted to file a grievance against another Representative or against the Council.

Article XII PARLIAMENTARY AUTHORITY

A. The rules of order of the Neighborhood Council are known as the Ground Rules. They include these bylaws and other rules adopted by the Assembly not in conflict with the Brown Act.

B. Where there is no Ground Rule, Robert's Rules of Order, Simplified and Applied (Webster's New World), applies if not in conflict with the Brown Act.

Article XIII AMENDMENTS

A. An amendment to the bylaws may be adopted by a two-thirds (2/3) vote of the Representatives present at the meeting when the vote is taken, but dissolution of the Assembly can only be enacted by a unanimous vote of the entire Assembly.

B. The amendment becomes valid and effective upon its approval by the Department.

Article XIV COMPLIANCE

Section 1: Code of Civility

The Council conducts its business in accordance with the Los Angeles Governmental Ethics Ordinance, LAMC 49.5. It engages in no discrimination based on race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income or political affiliation. The Council abides by all applicable federal, state and local laws.

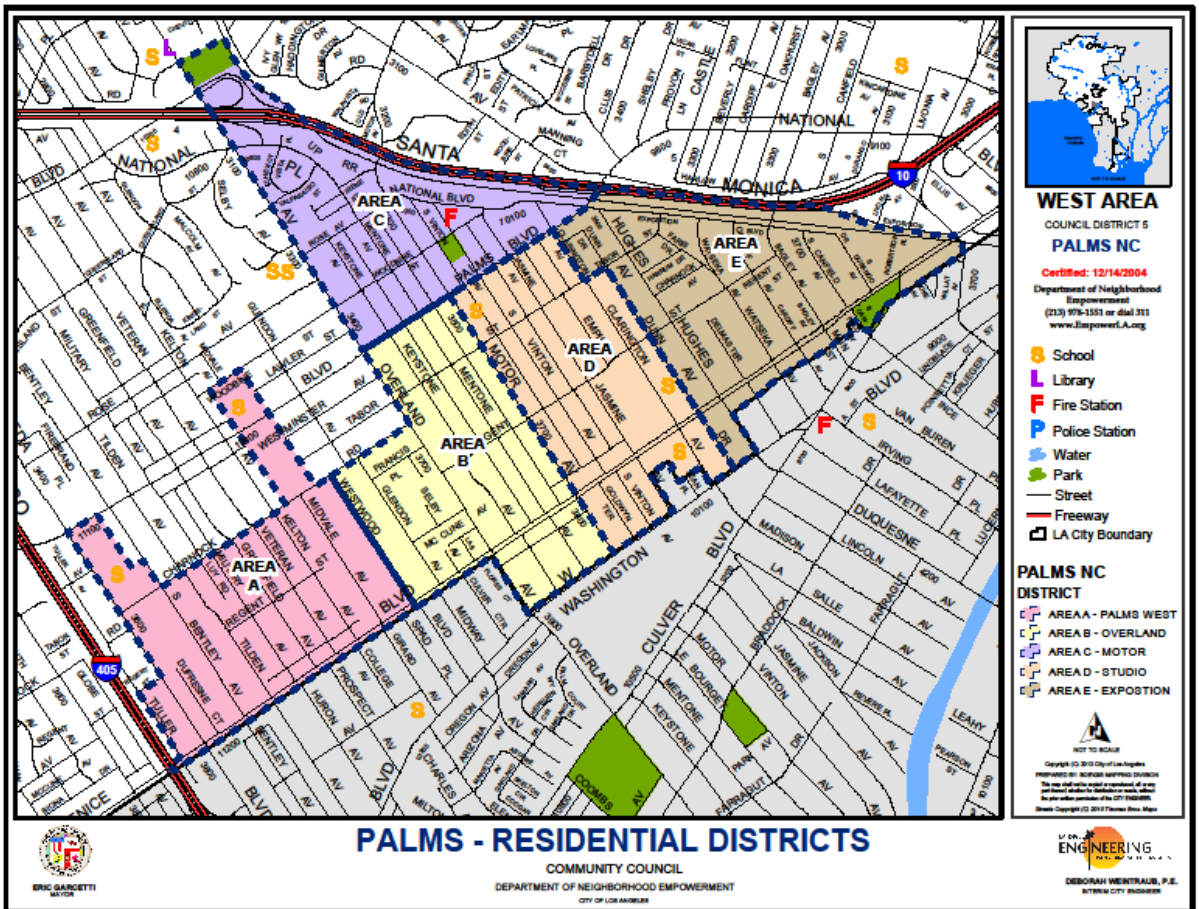
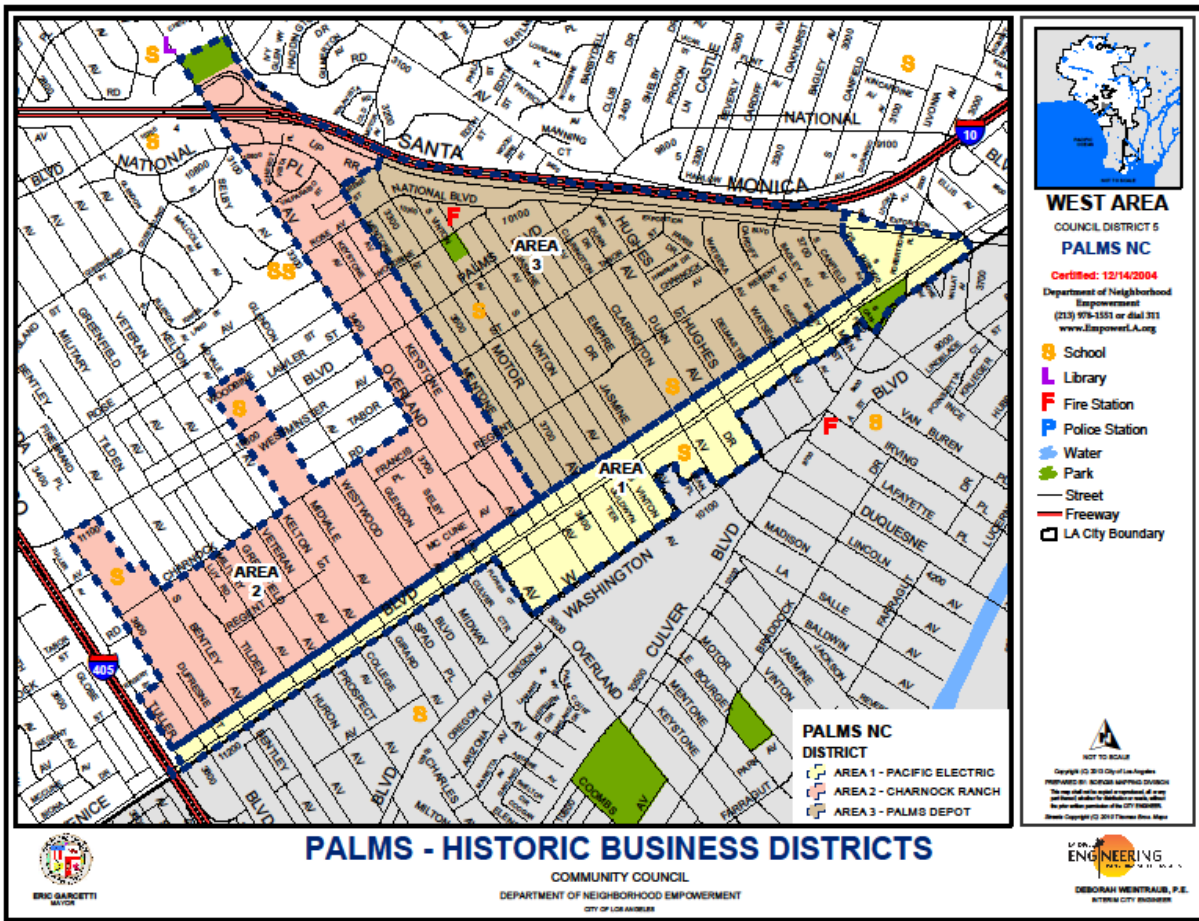
Section 2: Training

All Representatives 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 within forty-five (45) days of being seated, or they will lose their Council voting rights.

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 Palms Neighborhood Council Boundaries



**ATTACHMENT B –Governing Board Structure and Voting
Palms Neighborhood Council – 13 Board Seats**

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
President Term: 2 Years	1	Elected	Stakeholders 18 years or older.	Stakeholders 16 years or older.
Vice President Term: 2 Years	1	Elected	Stakeholders 18 years or older	Stakeholders 16 years or older.
Secretary Term: 2 Years	1	Elected	Stakeholders 18 years or older	Stakeholders 16 years or older.
Treasurer Term: 2 Years	1	Elected	Stakeholders 18 years or older	Stakeholders 16 years or older.
Community-Based Organization Representative Term: 2 Years	1	Elected	Stakeholder who is 18 years or older who is associated with a community-based or faith-based group located in or serving Palms.	Stakeholders 16 years or older.
Residential Representative, Area A Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who resides in Residential Area A.	Stakeholder who is 16 years or older and who resides in Residential Area A.
Residential Representative, Area B Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who resides in Residential Area B.	Stakeholder who is 16 years or older and who resides in Residential Area B.
Residential Representative, Area C Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who resides in Residential Area C.	Stakeholder who is 16 years or older and who resides in Residential Area C.
Residential Representative, Area D Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who resides in Residential Area D.	Stakeholder who is 16 years or older and who resides in Residential Area D.
Residential Representative, Area E Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who resides in Residential Area E.	Stakeholder who is 16 years or older and who resides in Residential Area E.
Business Representative, Area 1 Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who works or owns a business in Business Area 1.	Stakeholder who is 16 years or older and who works or owns a business in Business Area 1.
Business Representative, Area 2 Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who works or owns a business in Business Area 2.	Stakeholder who is 16 years or older and who works or owns a business in Business Area 2.
Business Representative, Area 3 Term: 2 Years	1	Elected	Stakeholder who is 18 years or older and who works or owns a business in Business Area 3.	Stakeholder who is 16 years or older and who works or owns a business in Business Area 3.