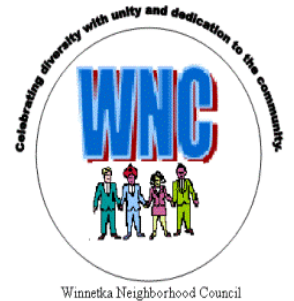




WINNETKA NEIGHBORHOOD COUNCIL
PO Box 3692, Winnetka, CA 91306

www.winnetkanc.com



Bylaws

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**ARTICLE 1
NAME**

Upon certification, the name of the Neighborhood Council shall be the WINNETKA NEIGHBORHOOD COUNCIL (WNC), an officially recognized advisory council hereby part of the Los Angeles Citywide system of Neighborhood Councils.

**ARTICLE 2
PURPOSE, MISSION and POLICY**

- A. The PURPOSE of the WINNETKA NEIGHBORHOOD COUNCIL is to participate as an advisory body on issues of concern to the Winnetka Community and in the governance of the City of Los Angeles.
- B. The MISSION of this council is:
1. To provide an inclusive open forum for public discussion of issues concerning City governance, the needs of the Winnetka Community, the delivery of City services to this Community, and on matters of a Citywide nature;
 2. To advise the City of Los Angeles on issues concerning City governance, the needs of the Winnetka Community, the delivery of City services to this Community, and on matters of the citywide nature.
 3. To advocate for Winnetka to governmental, public, and private agencies;
 4. To develop standards that protect the health, welfare, and aesthetic quality of life in our Community;
 5. To assist other organizations in the Community and the City to forward the interests of the Winnetka Community;
 6. And to develop a sense of pride and responsibility for our Winnetka Community and our City.
- C. The POLICY of this neighborhood council shall be:
1. To respect the dignity and _expression of viewpoints of all individuals, groups, and organizations involved in this neighborhood council;
 2. To remain non-partisan in regards to candidates and political parties and inclusive in our operations including, but not limited to, the election process for governing body and committee members;
 3. To utilize the Early Notification System to inform our neighborhood and its 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 Members/Stakeholders to participate in all activities of this 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 inform the Community of upcoming projects and areas of concern.

**ARTICLE 3
DEFINITIONS**

- A. BOARD shall mean a Governing Body within the meaning of that terms as set forth in the Plan for Citywide System of Neighborhood Councils (Plan) also to be known herein as the Board of Directors.
- B. COUNCIL shall mean the Winnetka Neighborhood Council.

- C. COUNCIL MEETING shall mean a meeting of the Board.
- D. PRESIDENT shall mean a member of the Board of Directors chosen by the Board as the presiding officer of Board of Directors.
- E. VICE PRESIDENT shall mean a member of the Board of Directors chosen by the Board as the second in charge behind the President at meetings of the Board of Directors.
- F. TREASURER shall mean a member of the Board of Directors chosen by the Board and charged with the responsibility of establishing an accounting system for the Council, maintaining the records of the Council finances and book of accounts, and preparing any financial reports for the Department of Neighborhood Empowerment pursuant to the Plan for a Citywide System of Neighborhood Councils.
- G. SECRETARY shall mean a member of Board of Directors and chosen by the Board to keep minutes of all Board meetings.
- H. COMMUNITY STAKEHOLDER or STAKEHOLDER shall mean any individual who lives, works, owns property, or is a member of any organization in the Winnetka neighborhood Area or Council Boundaries.
- I. MEMBERSHIP shall mean, and is synonymous with COMMUNITY MEMBER, COMMUNITY STAKEHOLDER or STAKEHOLDER.
- J. AREA shall mean the geographic area boundary, as set forth in ARTICLE 5.
- K. OFFICIAL ACTION shall occur when the BOARD approves, fails to approve, or disapproves by vote any resolutions, positions or decisions with respect to an item on its agenda, which becomes the official or representative voice and decision on said item for the Winnetka Neighborhood Council.

**ARTICLE 4
MEMBERSHIP/COMMUNITY STAKEHOLDER**

MEMBERSHIP in this Neighborhood Council is open to all COMMUNITY MEMBERS/STAKEHOLDERS or STAKEHOLDERS, as defined above. ALL MEMBERS or STAKEHOLDERS shall be eligible to vote for the “At-Large” members of the Board. Each Stakeholder shall be able to vote once for each of the eight- (8) open board seats.

**ARTICLE 5
NEIGHBORHOOD COUNCIL BOUNDARY AREA**

The boundaries are basically the geographic boundaries of Winnetka with the exceptions of the northeast and southeast corners of the rectangular area when the boundaries follow the zip code boundaries rather than the geographic boundaries.

The Winnetka boundaries are specifically described as follows also:

1. WEST: Bordered on the west by DeSoto Avenue between Nordhoff Street on the north and Victory Boulevard on the south, the full western boundary of Winnetka.
2. North: Bordered on the north by Nordhoff street between DeSoto Avenue on the west then easterly to Winnetka Avenue south to Parthenia Street, then continuing easterly to Corbin Avenue. (Basically, the northeastern corner boundary is the zip code boundary between the zip codes 91306-Winnetka and 91324-Northdrige).
3. EAST: Bordered on the east by Winnetka Avenue between Nordhoff Street on the north and Parthenia Street on the south, then by Corbin Avenue between Parthenia Street on the north and the Los Angeles River Channel on the south, then by Winnetka Avenue between the Los Angeles River Channel on the north and Victory Boulevard on the south.) Basically, the southeastern corner boundary is the zip code boundary between zip codes 91306- Winnetka and 91367- Woodland Hills).
4. SOUTH: Bordered on the south by Victory Boulevard between DeSoto Avenue on the west and Winnetka Avenue on the east, then by Los Angeles River Channel between Winnetka Avenue on the west and Corbin Avenue on the east.

**ARTICLE 6
COMPOSITION OF THE BOARD OF DIRECTORS**

There shall be 15 Community Stakeholders on the Board of Directors. All committees, subcommittees and/or ad hoc committees shall be made up of members who are elected, selected, or appointed in a manner to be determined by the Board. No single Community Stakeholder group shall comprise a majority of the Certified Neighborhood Council's governing body, unless extenuating circumstances are warranted and approved by DONE.

Eight Directors shall be stakeholders who are "At-Large" Directors elected by the Community Stakeholders from the membership. Seven Directors shall be "Appointed" by the eight elected Directors, by majority vote of those present. One member from each of the four Neighborhood Watch organizations in Winnetka shall be appointed, one Youth Representative who is 16 – 18 years old, and two from any organization within the boundaries of the Winnetka Neighborhood Council. In following the above-mentioned process the WNC will ensure that the seven appointed positions shall be representative of all geographic and stakeholder groups within the community.

AMMENDEMENT 1: *If within 90 days after the "Election Day", and after the Directors have exerted their best efforts, representatives from the Neighborhood Watch organizations in Winnetka cannot be appointed due to lack of nominees, those chairs shall be deemed to be 'at large' and open to any stakeholder desiring to be nominated.*

**ARTICLE 7
ELECTION OF THE BOARD OF DIRECTORS**

A. Election. Within a reasonable amount of time after Certification, elections will be held on an "Election Day", a date determined by the Interim Board. An Elections Committee will be appointed by the Winnetka Neighborhood Council Interim Board, to draft the election procedures, which will need final approval of the Interim Board.

1. Formation of Interim Board. The Winnetka Neighborhood Council Formation Committee by majority vote of its members created an Interim Board consisting of eight members. (Attachment A)

Upon certification, such Interim Board consisting of eight members shall have the authority to make decisions on behalf of the neighborhood council between certification and the initial election. Authority is limited to establishing the procedures and conduct of the initial election.

2. A neutral third party will serve as the Election Administrator and a separate neutral third party will serve as final arbiter of any election challenges.

Five members of said board shall constitute a quorum of the Interim Board. Decisions of said board shall be made by majority vote of those present. The members of the Interim Board, their addresses, and telephone numbers are stated in Attachment A, attached hereto.

After the first election, elections shall be held in the same manner every year, on the anniversary date of the initial election, for the available seats on the Board of Directors.

Election for the Council Year 2006-2007 will be held annually within the final quarter of the election year. The Rules, Election, and By-Law Committee will recommend election amendments to the By-Laws for future elections. (Amendment 1-2006:06/13/06)

The election should be tallied by a paper ballot vote (and according to other rules established by the existing Board and the Department of Neighborhood Empowerment) at a meeting open to all stakeholders.

Any election disputes will have a third party administrator and in which they shall establish procedures and call special meetings as needed to resolve the election dispute.

Any meetings held to facilitate the election process will be held in compliance with the Brown Act.

- B. Staggered Terms of First Election. The first election shall elect a Board whose membership has staggered terms of office, determined as follows:
1. Four of the eight “At-Large” Directors shall serve for an initial one-year term. The other four shall serve for the full and regular two-year term. The 4 directors-elected who get the fewest number of votes shall serve the one-year term. The youth representative will be appointed each year for a one-year term. In case of a tie vote, the third party administrator shall perform a coin toss between those candidates that have tied and one of the candidates shall make a call.
 2. Representatives from 2 smallest neighborhood watch organizations, 10A3 and 10A57, shall be appointed to serve for an initial one-year term. Representatives from the two largest neighborhood watch organizations, 17A83 and 10A33, shall be appointed to serve regular two-year terms.
- C. Terms of Office. The terms of office for every Board member will be 2 years (after the initial election in which 4 board members are elected to one-year terms by Staggered Election as in “B1” above).

No member of the Board of Directors shall serve more than 8 consecutive years.

Appointments by the Board of Appointed Directors shall be made within 60 days after the general elections of the Board are held.

AMMENDMENT 2: *If any of the Neighborhood Watch organization chairs are declared ‘at large’ in accordance with Article 6 of the By-Laws, those candidates who are elected shall be appointed to serve for an initial one year term.*

- D. Officers. The Board shall have officer positions entitled President, Vice-President, Treasurer, and Secretary. These positions shall be filled by majority vote of the Board members present at the first Board meeting following the elections. Appointment of the 7 directors may occur prior to the election of officers. A “majority” shall be 50% plus 1 votes cast (for example, 8 is a majority out of 15). Any Director, except the Youth Representative, can run for a Board Officer position. The Youth Representative shall not vote on the expenditure of funds, entering into contracts, or hiring of staff. Officers voting on such topics as stated above will be required to file a Conflict of Interest Statement.
- E. Officers shall serve for the length of their election. Officer terms are for 1 year, Officer terms after subsequent elections will be 1 year. The Board of Directors may also select an Assistant Secretary to serve as an alternate Secretary in the absence of the primary Secretary to take minutes at committee meetings, as needed. The alternate secretary shall not be a member of the board, nor hold any voting rights on the board. The Board President may appoint a Sergeant-at-Arms, a Parliamentarian, and other administrative officers as may be required by decision of the Board. Directors who are elected as officers of the Board may be removed as Officers of the Board by a 2/3rds-majority vote of the entire Board.
- F. Outreach. The Board of Directors shall direct that a system of outreach be instituted to find and obtain nominees for subsequent election to the Board of Directors. The Board may choose to design such a system through the committee process. The purpose of this outreach is to put forth a reasonable effort to inform and give every Stakeholder desiring to participate on the Board of Directors an opportunity to become a Board member. To that end, a period of at least 60 days prior to any election shall be given to prospective Board members for purposes of soliciting Stakeholder support.
- G. Committees. The Board of Directors 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. These by-laws shall be amended to reflect the institution of any permanent or standing committee(s). All other committees established or disbanded shall be noted in the minutes by the secretary.
- H. Vacancy on the Board. A vacancy on the Board of Directors shall be filled by the following procedure: (The “At-Large” members of the Board shall appoint “Appointed” members of the Board from defined Community groups.)
1. At Large Positions:
 - a. Any Stakeholder(s) interested in filling a vacant seat on the Board shall submit an application to the Secretary.
 - b. The Secretary shall then ensure that the matter is placed on the agenda for the next regular meeting of the Board.
 - c. If only one Stakeholder has made application for a vacant seat, then a voice vote of the Board shall be taken and the applicant elected by simple majority plus 1 vote of the Board. If more then one Stakeholder has made application for an

empty seat, then an open and fair hand vote, shall be taken at the next regular meeting by all Stakeholders present. The vote shall be presided over by the Board and shall include one vote per Stakeholder.

When a vacant seat is filled, by the aforementioned process that seat shall be filled only until the term expires.

- I. Removal of Board member. A Board member may be removed by the submission of a written petition, which (1) identifies the Board member to be removed, (2) describes in detail the reason for removal, and (3) includes the signature of 100 Stakeholders. The Secretary shall then have the matter placed on the agenda for a vote of the Board at the next regular meeting of the Board.

A vote "No Confidence" by 2/3rds of the entire Board of Directors shall be necessary to remove the identified Board member forthwith. The Board member who is the subject of the removal action shall not take part in the vote on this matter, but will be allowed to speak at the meeting to the Board prior to the vote. If the Board is unable to act, the matter shall be placed on the agenda for the next regular meeting, and every meeting thereafter, until such time as a vote is taken.

A Board member may automatically be removed by missing 3 consecutive unexcused meetings. The President may declare the position open.

- J. Age eligibility to vote is 16 years old. (Amendment 2-2006: 05/09/06)

ARTICLE 8 MEETINGS

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

1. Meetings of the Board of Directors shall be held at least once per calendar quarter but as often as determined by the Board.
2. Meetings of the Board of Directors will initially meet at Valley Village, 20830 Sherman Way, Winnetka, 91306; however, the location for meetings thereafter may change from time to time and will be changed per the Board Rules of the Winnetka Neighborhood Council and will be noticed on agendas pursuant to the Brown Act. Board Rules shall be developed and adopted by a majority of the Board and can be changed or modified by the Board per said rules. An ad hoc committee will be established at the first meeting of the Board to draft the board rules.
3. Postings of meeting announcements must be at 5 locations within the Winnetka Neighborhood Council area as identified by the Council. Initially these will be Limerick School: 8530 Limerick Ave, Fultan Cleaners: 20109 Roscoe Blvd., Canoga Park Bowl: 20122 Vanowen St., Yum Rich Donuts: 20129 Vanowen Ave, and Albertson's Market at 7224 Mason Ave. (Amendment 3-2006: 05/09/06)

The Neighborhood Council will establish procedures to communicate with all Community Stakeholders on a regular basis, in a manner ensuring that information is disseminated evenly and in a timely manner.

4. The Board shall take Official Action by a majority vote of the total number of Board members present. A majority vote on any matter on the Board's agenda cannot be made unless there are a quorum of 8 of the Board members present at all meetings. There shall be no proxy voting.
5. Other rules for the conduct and decorum of the Board meetings shall be established by the Board of Directors and reflected in Rules for the Conduct of the Winnetka Neighborhood Council meetings.
6. 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 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 Board member who has previously voted on the prevailing side of the original action taken

can only make a motion for reconsideration.

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.

7. The parliamentary authority that governs the Winnetka Neighborhood Council is the Brown Act, then if not contrary to any applicable laws, the bylaws, the board rules, and Robert's Rules of Order, in that order. This applies to committee meetings as well.

ARTICLE 9 PRINCIPAL OFFICE

The principal office for the Winnetka Neighborhood Council shall be: 20218 Saticoy, Winnetka, California 91306

ARTICLE 10 AMENDING BYLAWS

The Board or any stakeholder(s) may propose amendments, changes, additions, or deletions to these Bylaws during the public comment period of a regular meeting of the Board of Directors. A proposal to amend these bylaws, however, must then be formalized in writing and then 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 of Directors.

A recommendation for amendment or adjustment of these Bylaws requires that a quorum be present and must be made by a 2/3rds vote of the members of the Board of Directors present during such quorum. Thereafter, and within 14 days after a vote recommending adjustment or amendment to the Bylaws, a Notice of Proposed Adjustment of Bylaws shall be submitted to the Department of Neighborhood Empowerment along with a copy of the existing Bylaws for review and approval by the Department all in accordance with Article 5 (3) of the Plan. No amendment shall be valid, final or effective until approved by D.O.N.E.

ARTICLE 11 FINANCIAL ACCOUNTABILITY

- A. 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 other members of the Board of Directors to retain a financial professional to assist in creating a bookkeeping and annual accounting system. The Treasurer may also request the assistance of the Department of Neighborhood Empowerment 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.
- B. 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 Winnetka Neighborhood Council will comply with Public Records Act.
- C. The Treasurer shall make a report to the Board on the Council's finances at every regular meeting of the Board.
- D. The Treasurer will submit to D.O.N.E. account statements no less than once and no more than twice during each fiscal year, the date(s) of which shall be prescribed by D.O.N.E. and shall be responsible for preparing or coordinating the preparation of such financial statements for the Department of Neighborhood Empowerment. The Treasurer shall also coordinate and cooperate with the Department of Neighborhood Empowerment on establishing a process and/or a system by which the Council's finances and book of accounts can be reviewed by the Department of Neighborhood Empowerment pursuant to the Plan for the Citywide System of Neighborhood Councils.
- E. The Winnetka Neighborhood Council agrees to comply with all financial accountability requirements as specified by city ordinance and in the plan and as stated in the City's certification application. The Winnetka Neighborhood Council further agrees to comply with all financial reporting requirements as prescribed by the Department of Neighborhood Empowerment.

**ARTICLE 12
GRIEVANCE PROCEDURE**

Any grievance by a Stakeholder must be submitted in writing to the Secretary of the Board of Directors. The Secretary shall then within no more than 30 days refer the matter to an ad hoc grievance panel comprised of 3 Stakeholders who are randomly selected by the Council secretary from a list of Stakeholders who have previously expressed an interest in serving from time-time on such a grievance panel. The Secretary will coordinate a time and a place, not to exceed 10 days for the panel to meet with the person(s) submitting a grievance and to discuss ways in which the dispute may be resolved.

Thereafter, a panel member shall promptly prepare a written report to be forwarded by the Secretary to the Board to be heard at the next board meeting outlining the panels' collective recommendations for resolving the grievance. The Board of Directors 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 Ralph M. Brown Act.

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 the Board meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the Board's failure to comply with the 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.

In the event that a grievance cannot be resolved through this grievance process, the complainant has the right to appeal the matter to the Department of Neighborhood Empowerment for consideration or dispute resolution.

**ARTICLE 13
ETHICS**

The Council, its representatives, and all Stakeholders will endeavor to conduct Council business in a professional and respectful manner. The Council is committed to developing a system whereby pertinent information transmitted through the City's Early Notification System will be disseminated or made available to every stakeholder in this Council in a timely manner.

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.

**ARTICLE 14
NON-DISCRIMINATION POLICY**

It is the policy of the Winnetka Neighborhood Council to prohibit discrimination against any individual or group in our policies, recommendations, actions, or operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age disability, marital status, income, or political affiliation; the goal is to encourage all community Members/Stakeholders to participate in all activities of this neighborhood council.

ATTACHMENT A

Interim Board Members

1. Dwight Burgess 20700 Bassett Street, Winnetka 91306 (818) 348-6908
2. Arely Hermosillo 20202 Cohasset Street, Winnetka 91306 (818) 421-6174
3. Robert Basch 20159 Acre Street, Winnetka 91306 (818) 700-9299
4. Susan Basler 20830 Sherman Way, Winnetka 91306 (818) 587-9450
5. Marilyn Robinson 20700 Bassett Street, Winnetka 91306 (818) 348-6908
6. Jacque Lamishaw 20353 Enadia Way, Winnetka 91306 (818) 781-0016
7. Robert Lamishaw 20353 Enadia Way, Winnetka 91306 (818) 781-0016
8. Ron Clary 6928 Laramie Ave., Winnetka 91306 (818) 703-8566

ATTACHMENT B
POSTING LOCATIONS

- 1. Limerick Avenue Elementary School 8530 Limerick Ave., Winnetka, 91306**

- 2. Sutter Middle School 7330 Winnetka Ave., Winnetka, 91306**

- 3. Christ Community Church 7911 Winnetka Ave., Winnetka, 91306**

- 4. Canoga Park Bowl 20122 Vanowen St., Winnetka, 91306**

- 5. West Valley Cycle Sales Inc. 20212 Saticoy St., Winnetka, 91306**

- 6. Albertson's Food and Drug Store 7224 Mason Ave., Winnetka, 91306**