

Hollywood Hills West Neighborhood Council

Bylaws

The name of this organization shall be the Hollywood Hills West Neighborhood Council (HHWNC).

I. Purpose and Intent

Purpose/ Mission

- Create a more livable community and city by establishing an open line of communication between the HHWNC, the government, neighboring councils, and the Hollywood Neighborhood Council (HNC).
- Develop in the stakeholders a sense of personal pride and responsibility for their neighborhood and their city.
- Assist the City and other neighborhoods in finding solutions to common problems.
- Provide an open process by which all stakeholders of the HHWNC may involve themselves in the affairs of the community.
- Educate stakeholders so they can make informed decisions about the quality and condition of their communities.
- Promote the well-being of each and every neighborhood within its boundaries.

The Hollywood Hills West Neighborhood Council is established in accordance with the authorized plan of the Department of Neighborhood Empowerment of Los Angeles and complies with Federal, State and City laws.

The official logo of the HHWNC is as follows:



This logo is an original design created for HHWNC on November 26, 2001 by Tony Esquiro as a donation. The logo was sent certified return receipt via U.S. Mail to HHWNC c/o Dan Bernstein on January 30, 2002.

II. Membership

Membership in the HHWNC shall be open to all Stakeholders. The term "Stakeholder" means anyone who is age 18 or older, and lives, works, owns property, or is a member of a volunteer or religious organization within the recognized boundaries of the HHWNC, as described in Article IV of these bylaws. Membership is conferred by formal membership in a volunteer or religious organization which owns property or occupies, as an operator or tenant, a facility at a location in this neighborhood council's area which is used primarily for conducting its business or holding its meetings.

III. Dues

Dues will not be required of any stakeholder in order to participate in the operations and activities of the HHWNC. Stakeholders must complete a stakeholder registration form in order to verify stakeholder status. The form asks for contact information and stakeholder type only. For example, a box for Resident, Business, Educational, Religion, Non-profit, Non-resident Stakeholder. Assistance to complete this form will be provided to any stakeholder.

IV. Meetings and Notification

All HHWNC Board of Directors and Committee meetings shall be open to the public.

The HHWNC Board of Directors and Committees must hold at least four (4) meetings each year (one each quarter) and may hold as many additional meetings as the Board and/or Committee Chairs desire.

All meetings will have preset agendas.

All meetings and agendas must be noticed in accordance with the Ralph M. Brown Act of the State of California. Notice must be posted in a prominent place.

An e-mail, fax and mailing list shall be maintained. The HHWNC will distribute announcements to the registered stakeholders within the boundaries of the HHWNC. Notices will be sent to all community based organization leaders in the HHWNC area. Meetings will be held at Americans with Disabilities Act (ADA) accessible locations.

Special Meetings

Special Stakeholders, Committee, or Board Meetings may be called by a Committee Chair or any member of the Board of Directors. In the case of a special meeting, notice shall be given in the following manner: As soon as the meeting is called but not fewer than three (3) days prior to the meeting, notices shall be posted at several prominent sites in the community or sent via U.S. Mail as per the requirements of the Ralph M. Brown Act. A quorum must be in attendance before the meeting may be called to order and must remain for any business to be transacted. Only the business for which the meeting was called may be transacted.

Election Day

An Annual Election will be held once each calendar year between September 1st and December 31st. The Board will set the election date or dates. Notification of the annual election with locations, voting period and nominees for election shall be given in the following manner: Notices shall be posted thirty (30) days prior to the

meeting and noticed per the requirements of the Ralph M. Brown Act. For clarification, this will be an election with secret ballot. While the notification of the election shall comply with the Ralph M. Brown Act, no business requiring the application of the Ralph M Brown Act will be conducted during the election so that the Ralph M Brown Act requirements for open ballot will not apply to the election itself. The 30 day Notice shall be posted in a prominent manner at legally allowable sites at but not necessarily to the limited following locations: Gardner Street Elementary School, Valley View Elementary School, Yucca Community Center, on bulletin boards at the top and bottom of Runyon Canyon Park, Los Angeles Library: Will and Ariel Durant Branch and electronically on the Hollywood Hills West Neighborhood Council website HHWNC.org.

Quorum

A majority of the Directors fixed by the bylaws shall constitute a quorum for the transaction of business at meetings. A quorum for a board of twenty three (23) will be twelve (12) directors.

Participation

Anyone attending the meeting is eligible to be heard. Only members of the Board are allowed to vote on questions before the Board. Only members of a committee are allowed to vote on questions before that committee.

The HHWNC encourages all stakeholders to participate in all activities. The HHWNC does not discriminate against any individual or group on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, or political affiliation.

In order for the HHWNC to take an official action, such as adoption of an item or position, a majority vote is required. A majority shall be one half of those present plus one for the purpose of voting.

V. Powers, Duties and Function

- The HHWNC shall advise the HNC, city government or any other level of government on "matters concerning the general health, safety and welfare of the neighborhood." These matters could involve but are not limited to community development, land use, transportation, education, services, public safety and environmental conditions.
- The HHWNC shall recruit a diverse representation on the Board and all committees that reflects the diverse interests of its area or issue.
- The HHWNC shall provide input on the efficiency and effectiveness of the government's delivery of services.
- The HHWNC shall inform the city government of the community's priorities and make recommendations on the city budget.
- The HHWNC shall host informational meetings, hold public forums and possibly sponsor educational programs or studies and youth programs.
- The HHWNC shall cooperate with the HNC and the various neighboring councils in Hollywood on issues that might be of general or regional concern.
- The HHWNC shall participate in the citywide conventions of neighborhood councils.
- The HHWNC shall foster a sense of community.

VI. Neighborhood Council Boundaries

The HHWNC will include the geographic area described as follows:

Northern Boundary: South bank of Los Angeles River to Lankershim Blvd., continue to the western side of Lankershim to include that 2-acre parcel owned by Universal Studios (known as Lots 1, 2 and 3 of Tract 25507 and portion of lot 279, of Lankershim Ranch Land and Water Company), then return to Lankershim Blvd and continue south to the 101 Hollywood Freeway but only including the parcels owned by Universal Studios within these borders that are part of the City of Los Angeles (see attached Exhibit A - map identifying parcels), continue on Lankershim to Lankershim Boulevard's southern end at Fredonia Drive, continue south on the 90068/91604 zip code line to Mulholland Drive, Mulholland Drive west to Laurel Canyon Blvd.

Western Boundary: East side of Laurel Canyon from Mulholland Drive south to City of West Hollywood northern border.

Southern Boundary: West Hollywood northern border to La Brea Ave., La Brea north to Hollywood Blvd., Hollywood Blvd east to Cahuenga Blvd.

Eastern Boundary: Cahuenga Blvd, north on Cahuenga to Cahuenga Terrace, from the intersection of Cahuenga, Cahuenga East and Cahuenga Ter. a line to Mt. Lee, from the peak of Mt. Lee a line to the 90068/90027 zip code line, north on the 90068/90027 zip code line to the south bank of the Los Angeles River.

See map attached to and incorporated into these bylaws.

VII. Neighborhood Council Board

Make Up of Board

The Board will consist of twenty-three (23) Directors: five (5) Officers elected by the general membership, nine (9) Issue Committee Chairs elected by each individual issue committee, and nine (9) Area Committee Chairs elected by each area committee. No stakeholder can occupy more than one seat on the Board. No one area may be represented on the Board by more than five (5) Committee Chairs: one (1) Area Committee Chair and no more than four (4) Issue Committee Chairs. To the extent possible, the Board will reflect the diversity of the Neighborhood Council's community stakeholders. Accordingly, no single community stakeholder group shall comprise a majority of the Board, unless extenuating circumstances are warranted and approved by DONE.

Eligibility

Members of the Board of Directors must be at least eighteen (18) years of age and must live, work, own property, or be a member of a volunteer or religious organization within the recognized boundaries of the HHWNC. Only those eligible for HHWNC membership shall be selected to hold a position on the Board. Eligibility shall also be limited so that none of the nine (9) areas may be represented on the Board by more than five (5) Committee Chairs, such representation being limited to one (1) Area Committee Chair and no more than four (4) Issue Committee Chairs.

Terms of Office

Officers shall serve a term of one (1) year. Committee Chairs shall serve a term of two (2) years. If an Election is challenged, the term of the incumbent who board position is challenged will be extended through the challenged period. No Board Member may serve more than eight (8) consecutive years. Regardless of the date(s) of any election, terms shall be officially calculated to begin at the next Board meeting after the election and any challenged period. This provision may result in any Officer's term being shorter or longer than one (1) year, and any Board member's term being shorter or longer than two (2) years.

Election of Officers and Committee Chairs of the Board

The five (5) officers of the board shall be elected annually on Election Day. The nine (9) area committee chairs shall be elected on Election Day of every odd numbered year. The nine (9) issue committee chairs shall be elected on Election Day of every even numbered year.

It shall be the duty of the Election Committee to insure that there is at least one nominee for each vacancy on the Board of Directors for the ensuing fiscal year or years, as the case may be.

The Election Committee slate of nominees shall be given to the registered Stakeholders at least thirty (30) days prior to Election Day by posting on the HHWNC website, email notification to registered Stakeholders and posted per the Ralph M. Brown Act.

Vacancies

A vacancy on the Board of Directors shall be filled by the following procedure:

1. Any Stakeholder interested in filling a vacant seat on the Board shall submit a written application(s) to the President.
2. The President shall then ensure that the matter is placed on the agenda for the next regular meeting of the Board.
3. If only one Stakeholder has made application for a vacant seat (after 60 days notice), then a vote of the Board shall be taken and the applicant installed by majority vote of the Board. If more than one Stakeholder has made application for an empty seat, then an open and fair vote shall be taken at the next regular meeting (with 60 days notice posting) 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 next annual election is held to fill all seats on the Board of Directors.

- If a HHWNC Board Member or Officer is elected to any Los Angeles City political office, such action shall be considered a vacancy.
- Any Board member or officer may resign by submitting a written resignation to the President.

Removal

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 50 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 of "No Confidence" by two-thirds (2/3) of the Board of Directors present 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 twelve (12) Board members are not present to take a vote on removal, 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. If the Board Member removed is a Committee Chair, he/she is also removed as that committee's chair.

VIII. Officers

Election of Officers

The Officers are as follows: President, Vice President, Secretary, Treasurer and Parliamentarian. The Officers will be elected annually meeting by stakeholders from those who live, work, own property, or are members of a volunteer or religious organization within the recognized boundaries of the HHWNC.

Duties of Officers

The President shall

- Prepare agendas and preside at all meetings;
- Serve as spokesperson and representative of the Board's majority position;
- Receive all communications and present them promptly to the Board;
- Lead the delegation to citywide neighborhood council conventions;
- Co-sign checks with the Treasurer;
- Comply with the financial controls stated in these bylaws;
- Serve on the Executive Committee.
- Appoint representatives to the HHWNC ad hoc committees and to committees outside of the HHWNC. All appointments are temporary until approved by the Executive Committee.

The Vice-President shall

- Perform the duties of the President in the absence of the President;
- Serve with the President as spokesperson and representative for the HHWNC;
- Assist the President in deciding what issues may deserve a special meeting;
- Serve on the Executive Committee.

The Secretary shall

- Act for the President in the absence of the President and Vice-President;
- Take and keep all minutes and records of the Neighborhood Council;

- Maintain a stakeholders list and update it quarterly;
- See that all notices are duly given in accordance with the provision of these Bylaws and as required by law;
- Serve on the Executive Committee.

The Treasurer shall

- Be held accountable for all funds belonging to the HHWNC;
- Save, receive and disburse all HHWNC funds;
- Comply with the financial controls and reporting specified in these bylaws;
- Segregate all monies received from the City of Los Angeles in a separate bank account(s) until those monies have been spent on their stated purpose(s);
- Co-sign checks with the President;
- Act as President in the absence of the President, Vice-President and Secretary;
- Serve on the Executive Committee;
- Prepare the year-end financial report for each fiscal year.

The Parliamentarian shall

- Clarify and concisely convey all matters of parliamentary procedure;
- Act as President in the absence of the President, Vice-President, Secretary and Treasurer;
- Serve on the Executive Committee.

IX. Standing Committees

Each of the nine (9) Issue Committees will be open to all stakeholders regardless of area. A Stakeholder may be a member of each Issue Committee.

Area Committees

Each of the nine (9) Area Committees will open to all stakeholders within its respective borders.

See map attached (Exhibit B) for the borders of Area Committees of (1) Hollywood Knolls/Manor/Lake Hollywood/Forest Lawn, (2) Cahuenga Pass/Universal City, (3) Yucca Corridor/Whitley Heights/Cahuenga East, (4) Hollywood Heights/Hollywood Blvd, (5) Outpost/ Cahuenga West, (6) Nichols Canyon/Runyon Canyon/Wattles Park, (7) Spaulding Square/Hollywood-Sunset Flats, (8) Mt. Olympus/Laurel Canyon Road, (9) Briar Summit/Woodrow Wilson/Mulholland Drive.

Issue Committees

Each of the 9 Issue Committees will be open to all stakeholders regardless of area. A Stakeholder may be a member of each Issue Committee. The Issue Committees have been formed to address major issues of the general membership. As those issues are resolved, Issue Committees may change their focus with the approval of the stakeholders by majority vote.

Initially, the Issue Committees are as follows: (1) Traffic, public transportation and parking; (2) Youth development, education and recreational resources; (3) Business development, planning and support resources; (4) Infrastructure, public and regulated resources and services; (5) Housing, Social and Human Services, Religious and Charitable Organizations, planning and support; (6) Emergency services, police and fire; (7) Environment, beautification, preservation and aesthetics; (8) Cultural resources, entertainment and public events; and (9) Community development, networking and outreach.

Quorum

An Area or Issue Committee must have five (5) committee members present for a quorum in order to transact business.

Duties of Committee Chairs

Each Committee Chair shall

- Preside over the committee meetings;
- Be responsible for preparing the committee's meeting agendas and providing the Board Secretary with the notice of each meeting and its agenda, place and time;
- Insure that minutes of the meeting are prepared and are sent to the Secretary within twenty (20) days of the committee meetings;
- Present the majority position of the committee and be its spokesperson at Board Meetings;
- Insure that the committee membership is representative of stakeholders;
- Promote committee participation.
- Notice and conduct all meetings per the requirements of the Ralph M. Brown Act

X. Official Correspondence, Stakeholder Disclosure, and Financial Operations

Official Correspondence

All correspondence representing the HHWNC shall be approved by the Executive Committee. Correspondence subject to approval includes all statements of official policies and positions. Informational correspondence and other nominal communications such as setting up an appointment, planning a potential agenda item, and requesting information do not require approval.

All written material of HHWNC shall be on official stationary bearing the HHWNC official logo and the HHWNC mailing address. The mailing address of HHWNC shall be

determined by the Executive Committee.

Copies of all official correspondence and outreach material shall be submitted to the Secretary. The Secretary shall be custodian of these copies.

Positions taken by the Board shall be in writing, approved by the Board and signed by the President. Copies of these positions shall be distributed to the Board of Directors and be available to all stakeholders.

Stakeholder Disclosure

Any stakeholder who accepts inducement or monies to advance a special interest or who has a vested interest shall disclose any perception of any conflict of interest in a timely manner, in order that all may be apprised of this influence.

Funding, Contracts, Checks

- No contracts in excess of \$2,000 shall be entered into on behalf of the HHWNC without the consent of the Board.
- All payments (checks, drafts) require a two-party signature.
- Any payment (check, draft) over the amount of \$2,000 shall require the approval of the Board of Directors or the Executive Committee between quarterly meetings.

Financial Controls and Financial Reporting

The HHWNC will comply with all applicable local, state, and federal laws including any and all provisions of (i) generally accepted accounting principles and (ii) DONE.

The HHWNC will deposit all funds and disburse all funds through its bank account(s). All monies received from the City of Los Angeles will be segregated in a separate bank account(s) until these monies have been spent on their stated purpose(s). All checks will require the signature of two (2) members of the Executive Committee.

Financial reports will be prepared for each Board meeting.

The books and records of HHWNC will be open to any HHWNC stakeholder who wishes to review them. A written request to review the books and records shall be presented to the Treasurer, the Executive Committee or the Board. Within thirty (30) days of that request, the Treasurer shall make the books available at a reasonable time and location.

Accounting journals, records, reports and supporting data for each year will be maintained for six (6) years.

XI. Reconsideration of Board's Action

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 Ralph M. Brown Act.

XII. Grievance Procedures

Any grievance by a Stakeholder must be submitted in writing to the Board of Directors. The Board of Directors shall then refer the matter to an ad hoc grievance panel comprised of five (5) Stakeholders who are randomly selected by the Council Secretary from a list of Stakeholders who have previously expressed an interest in serving from time-to-time on such a 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.

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 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 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. In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to the Department of Neighborhood Empowerment for consideration or dispute resolution in accordance with the Plan.

XIII. Bylaw Review and Amendment

The bylaws may be amended, altered, or repealed by a two-thirds vote at any special stakeholders meeting called with a thirty (30) day notice emailed to the stakeholders and posted per the Ralph M. Brown Act, provided that the exact wording of the proposed change(s) is included in the agenda of the required notice of the meeting. To become effective, any amendment to the bylaws will require the submission of the Application to Change or Adjust Bylaws to DONE. If DONE determines that the bylaw amendment affects the ability of HHWNC to comply with the criteria for responsible and inclusive community representation, the amendment will not become effective.

XIV. Reports

The HHWNC shall prepare an annual written report on its activities which is to be made available to the Mayor, City Council, DONE and the HHWNC stakeholders.

XVI. Political Activities

Neither the HHWNC nor any stakeholder purporting to speak for it shall endorse any candidate for public office or any political party. Stakeholder rosters of the HHWNC

shall not be used for political, commercial, or any other activity not directly related to the HHWNC.

XVII. Dissolution or Termination

In the event that the HHWNC becomes inactive or dissolves, all funds shall be returned to the Department of Neighborhood Empowerment of the City of Los Angeles.

XVIII. Parliamentary Authority

The current edition of Robert's Rules of Order Revised shall supplement these bylaws and govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and special rules and resolutions authorized by these Bylaws.

XIX. Code of Ethics

While respecting all applicable laws of federal, state, and local government, leaders and stakeholders of the HHWNC will endeavor to conduct Council business in a professional and respectful manner, will refrain from violating Board Rules and shall abide by the Plan. As recipients of information via the City's Early Notification System, The HHWNC is committed to sharing this same information in a timely manner to as many stakeholders as possible. The HHWNC leaders and stakeholders will demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all of our public activities in order to inspire confidence and trust in this Council.