



APPROVED

## BYLAWS

# THE NEIGHBORHOOD COUNCIL OF WESTCHESTER/PLAYA (Revised May 2009)

### Article I – Name

This organization shall be known as The Neighborhood Council of Westchester/Playa, hereafter, referred to as the “NCWP” or the “Council”.

### Article II – Purpose

- A. To serve as a conduit for the flow of information to and from the City of Los Angeles and other local government agencies about issues of interest to the Westchester/Playa del Rey/Playa Vista Community.
- B. To be a forum for the discussion and review of issues of interest to the Westchester/Playa del Rey/Playa Vista Community.
- C. To be an advocate for and to make recommendations and comments for the Westchester/Playa del Rey/Playa Vista Community to governmental and private agencies.
- D. To assist other organizations in the Westchester/Playa del Rey/Playa Vista Community which desire assistance with their issues of concern, to the extent the Council believes it is in the Community’s best interest to support such matters.
- E. To provide representation for the diverse interests of all Stakeholders in the Westchester/Playa del Rey/Playa Vista Community
- F. To engage in such other activities as are allowed by law.

### Article III – Boundaries

The area served by the NCWP shall generally conform to the Westchester/Playa del Rey/Playa Vista Community Plan and include such portions of the City of Los Angeles

as are included in the following boundaries:

To the West – Pacific Ocean

To the North – Ballona Creek from the Pacific Ocean East to Bay St., Bay St. South to Jefferson Blvd., Jefferson Blvd. East to Centinela Ave., Centinela Ave. East to La Cienega Blvd.

Add'l NE Section – North from the intersection of Centinela Blvd. and La Tijera Blvd. to ½ block North of 63<sup>rd</sup> St., East to La Brea Ave., La Brea Ave. South to 64<sup>th</sup> St., 64<sup>th</sup> St. West to La Cienega Blvd.

To the East – City of Inglewood

To the South – City of El Segundo (North half of Imperial Highway from Dune St. to I-405 is within the NCWP boundaries).

Add'l SW Section – Southeasterly from the intersection of Imperial Highway and Pershing along the El Segundo City Boundary to Candy Cane Park, West to the Pacific Ocean.

See "Exhibit I – Map of NCWP Area" for exact perimeter boundaries.

#### **Article IV – Stakeholder Definition**

Neighborhood Council Membership is open to all Stakeholders. "Stakeholders" shall be defined as those who live, work, or own property in the neighborhood and also to those who declare a stake in the neighborhood and affirm the factual basis for it.

#### **Article V – Non-Discrimination**

This NCWP shall encourage all stakeholders to participate in all activities and shall not discriminate in any of its policies, recommendations or actions 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.

#### **Article VI – Meetings**

##### **A. General Provisions:**

1. Open meetings: All Board of Directors Meetings shall be open to the public.
2. Agenda and Notice: The President shall set the agenda for all such meetings. Any Board Member may request an item be placed on the

agenda for the next Board Meeting by written notice to the President no less than one week before the scheduled meeting date. Notice and agenda shall be posted at least seventy-two (72) hours in advance of each meeting in accordance with all applicable sections of the Ralph M. Brown Act which shall also govern the conduct of such meetings.

3. Presiding Officer: The President of the Board of Directors shall be the Presiding Officer. In his/her place, the Vice President shall act as the presiding officer. In the absence of both, the presiding officer shall be the Corresponding Secretary.

4. Minutes: Minutes shall be taken of all such meetings. The presiding officer shall make reasonable efforts to distribute in a timely fashion.

5. Public Comment: Any person, whether speaking as an individual or for an entity may bring matters to the Board's or Membership's attention and may address any such meeting, subject to reasonable rules of order.

#### B. Board of Director's Meetings

1. Board Meetings: The day-to-day affairs of the Council shall be handled by the Board of Directors. Only the Board can vote on operational issues, including expenditure of funds, hiring of personnel and entering into contracts. The Board of Directors shall hold regularly-scheduled meetings, at least quarterly, within the Council's boundaries. The President, any two Board Officers or a majority of voting Board members may call a special Board Meeting, as they deem appropriate. The Board shall not conduct any business except at such regular or special meetings.

2. Quorum: Sixteen (16) Board Members shall constitute a quorum. Proxies may not be used for purposes of satisfying this quorum requirement.

3. Voting: Each Board member shall have one vote, except for the Presiding Officer, who will only vote if there is a tie. Proxies are not allowed.

### **Article VII- Board of Directors and Advisors**

A. A stakeholder may run for any Board position for which they qualify. Candidates for Board positions will be asked to provide their qualifications for the seat to which they wish to run. Where unverified information is provided, the legend "Information Provided Not Verified" will be included with all biographical information.

B. The Council's Board of Directors shall consist of thirty-one (31) members as follows:

1. One resident from each of the fifteen (15) districts as defined on the attached "Exhibit I – NCWP Area/District Map." Stakeholders who seek election to one of these seats must be a resident of the specified district at the time of the election to the position. District residency shall be determined by street address with boundaries running down the center of the roadway of the boundary street.

a) In advance of every other election beginning in 2010, the President shall form an ad hoc committee to review and adjust the district boundaries as necessary to reflect changes in population distribution. The committee shall be formed in sufficient time to make recommendations to the Board, which can be incorporated into the election procedures for that upcoming election.

2. Three (3) Members At-Large - Shall be a person who lives, works, or owns property within the NCWP boundaries.

3. One (1) At-Large Affirmation Seat - Shall be a person who lives, works or owns property within the NCWP boundaries or declares a stake in the neighborhood and affirms the factual basis for it.

4. A representative from each of the following groups for a total of twelve (12) Board members:

a) Three (3) Business Area Seats - Shall be a business owner or manager of a business licensed with the City of Los Angeles, located within the NCWP boundaries in a commercial location. Three seats total, one in each zip code: 90045, 90293 and 90094.

b) Community Organizations - Shall be an officer or director of a non-political community organization located and regularly meeting within the NCWP boundaries.

c) Education - Shall be an educator or administrator affiliated with a K-12 school located within the NCWP boundaries.

d) Income Property Owner - Shall be a residential or commercial property owner or his/her representative, who rents or leases property to others within the NCWP boundaries. The stakeholder is not required to reside or have his primary place of business located within the NCWP boundaries for this seat.

e) Los Angeles World Airport - Shall be an employee of Los Angeles

World Airports who is involved with the operation of Los Angeles International Airport (LAX).

- f) Loyola Marymount University - Shall be an administrator or staff member of Loyola Marymount University
- g) Religious - Shall be the spiritual leader of a house of worship located within NCWP boundaries
- h) Senior Citizens - Shall live within the NCWP boundaries and be at least 60 years old.
- i) Service Clubs and Fraternal Organizations - Shall be a member of a service club or fraternal organization located within the NCWP boundaries.
- j) Youth Organizations - Shall be affiliated with a youth organization located within the NCWP.

C. Advisors to the Council's Board of Directors shall consist of three (3) non-voting members, appointed by their respective organizations as follows:

1. A representative of the LA Police Department,
2. A representative of the LA Fire Department, and
3. A representative for each City Councilmember who's District encompasses any portion of the NCWP Area.

D. Election of Board Members

1. Prior to each election, reasonable efforts will be made to inform the stakeholders about the upcoming election and the open Board seats that need to be filled.
2. The candidate receiving the highest number of votes for a designated seat will be the winner.
3. A candidate may only run for one seat in each election.
4. Newly-elected Directors shall assume their seats on the Board at the second-regularly scheduled meeting after the election.
5. The resolution of tie votes for any seat in an NCWP election shall be resolved through the office of the City Clerk.

6. In no event shall a vacancy inhibit the ability of the Board to conduct business. In the event that a seat cannot be filled or is vacated for any reason, the President shall appoint a qualified replacement to serve out the duration of the current term of office for that Board position, subject to 2/3 Board approval.

7. Term limits no longer apply.

E. Terms of Office: All elected seats have a four year term, with a staggered election cycle, electing half the Board during each election. Initially, all Board members will be elected and the staggering system begins with the next election. The intent is to establish a staggered election system where approximately half of the Board is elected at each City Clerk-conducted election beginning with the election conducted between March and June 2010. Positions elected to a one-time, two-year term beginning in Year 2010 shall be designated Group A. Positions elected to a four year term beginning in Year 2010 shall be designated Group B.

F. Staggered Terms:

1. The terms of office shall be staggered in the following two groups:

Group A. Residential Districts 2, 4, 6, 8, 10, 12, 14; At Large 1; At Large Affirmation; Business Area 90045 and 90293; Community Organizations; Education; LMU; Service Clubs and Youth Organizations.

The first two-year term election for Group A shall be in 2010 and thereafter, the first four-year term election for Group A shall be in 2012.

Group B. Residential Districts 1, 3, 5, 7, 9, 11, 13, 15; At Large 2 and 3; Business Area 90094; Income Property; LAX; Religious and Senior Citizens.

The first four-year term election for Group B shall be in 2010.

## **Article VIII – Organization of the Board of Directors**

A. Election and Composition: Board Officers shall be elected annually by a majority vote of the Board members present at the second regularly-scheduled Board meeting after the certification of the election. The Board of Directors will have the following officers: President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer. These persons shall have the following

duties:

1. President: The President shall have general supervision, direction and control of all business and activities of the Board. The President shall preside over all meetings of the Council and shall be ex-officio member of all committees. The President is responsible for the issuance of all Council meeting notices in accordance with the procedures set forth in these bylaws.

2. Vice President: The Vice President shall perform the duties of the President at any time the President is unwilling or unable to perform those duties, as well as other duties deemed necessary or appropriate by the President.

3. Recording Secretary: The Recording Secretary shall keep minutes of all Council Meetings and all meetings of the Board.

4. Corresponding Secretary: The Corresponding Secretary shall conduct the Council general correspondence and preserve the Council's records and documents.

5. Treasurer: The Treasurer shall be responsible for maintaining the financial records of the Council in accordance with ARTICLE IX Financial Accountability.

B. Communications with Third Parties: The President shall be authorized to represent the Council for purposes of communicating with any governmental entity, the press or any other person. The President may authorize any other person to represent the Board on enumerated subject matter.

C. Committees:

1. The President, subject to Board approval, shall appoint an Election Committee. The President may form, subject to Board approval, any other standing committee or ad hoc committee ("committee") as required to service the needs of the organization.

2. Members: Membership on committees shall be by appointment of the President, subject to simple majority vote of the board present. No person shall be appointed to serve on more than three (3) Standing Committees with the exception of the President who shall be an ex-officio member of all committees.

3. Chairpersons: Committee chairs must be Board Members and shall be appointed by the President subject to Board approval. The Chairperson shall serve for a term of one (1) year or until a successor is chosen.

Committees determine how they shall conduct their business.

4. Committee chairs may invite non-board member stakeholders to attend and/or join any given committee, as may be required, to assist in the work of the Committee.

5. Each Committee shall be required to report on its activities at each regular meeting of the Board of Directors and at each general meeting of the Council.

6. Agenda Notice: The Committee Chairperson shall set the agenda for all of their committee meetings. Notice for all standing committee meetings shall be posted in advance of each meeting in accordance with all applicable sections of the Ralph M. Brown Act, which shall also govern the conduct of such meetings.

D. Removal: A Board member may be removed for any of the following reasons:

1. The member is unable to carry out his/her duties and responsibilities due to time limitations, illness and/or other personal obligations. The failure of a Board member to notify the President of his/her absence from a scheduled meeting shall be deemed an "unexcused absence". Three (3) unexcused absences from duly-noticed Board meetings are sufficient grounds for removal. A simple majority vote of the board present is required for removal on these grounds.

2. A member's unexcused absence from three (3) consecutive duly-noticed Board meetings shall result in automatic removal.

3. A change in the status that qualified the member to hold his/her seat shall result in automatic removal, except as otherwise provided in Article VII.A., above.

#### **Article IX – Books and Records**

A. The books shall be maintained on a fiscal-year basis consistent with the City of Los Angeles.

B. The Treasurer of this Council shall oversee and be charged with the full custody and control of all Council funds and assets.

C. 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 (DONE) when implementing same. 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.

D. 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 and the charge for such a service will be billed to the person or entity requesting the copies in accordance with the California Public Records Act (CPRA).

E. The Treasurer shall make a report to the Board on the Council's finances at every regular meeting of the Board.

F. The Treasurer shall be responsible for preparing or coordinating the preparation of a financial statement and operating budget for the DONE annually. The treasurer shall also coordinate and cooperate with the DONE on establishing a process and/or a system by which the Council's finances and book of accounts can be reviewed by the DONE pursuant to the Plan for the Citywide System of Neighborhood Councils.

#### **Article X – Administration of Elections**

The Neighborhood Council of Westchester/Playa's elections will be conducted by the City Clerk. The City Clerk will hold these elections between March and June of the even-numbered years. The rules and regulations developed by the City Clerk shall take precedence over any inconsistent language within these bylaws.

#### **Article XI – Ethics and Conflict of Interest**

The Board of Directors shall be governed by applicable rules of ethics and conflicts of interest. The Board shall insure that the Council abides by all applicable provisions of the City's governmental ethics ordinance as set forth in the Los Angeles Municipal Code Section 49.53.1., et seq., as well as all applicable federal and state law.

#### **Article XII – Parliamentary Procedure**

Webster's New World Robert's Rules of Order, Simplified and Applied, 2d Edition, shall serve as authority at all meetings of the Council, the Board and all committees when not superseded by these bylaws or applicable law. The President may appoint a Parliamentarian who shall be entitled to make motions and vote.

### **Article XIII – Grievance Procedure**

A. Any grievance by a Stakeholder against a Director or Directors constituting less than a quorum of the Board must be submitted in writing to the President of the Board of Directors no later than 90 days after the event in question. The President shall form a Grievance Committee, chaired by the Vice President, pursuant to Article VIII.C.1, to address the grievance. The Neighborhood Council shall resolve the grievance in good faith within 60 days. No party to the grievance may serve on the Grievance Committee or vote on its composition. In addition, the Board may retain the services of a mediator or facilitator.

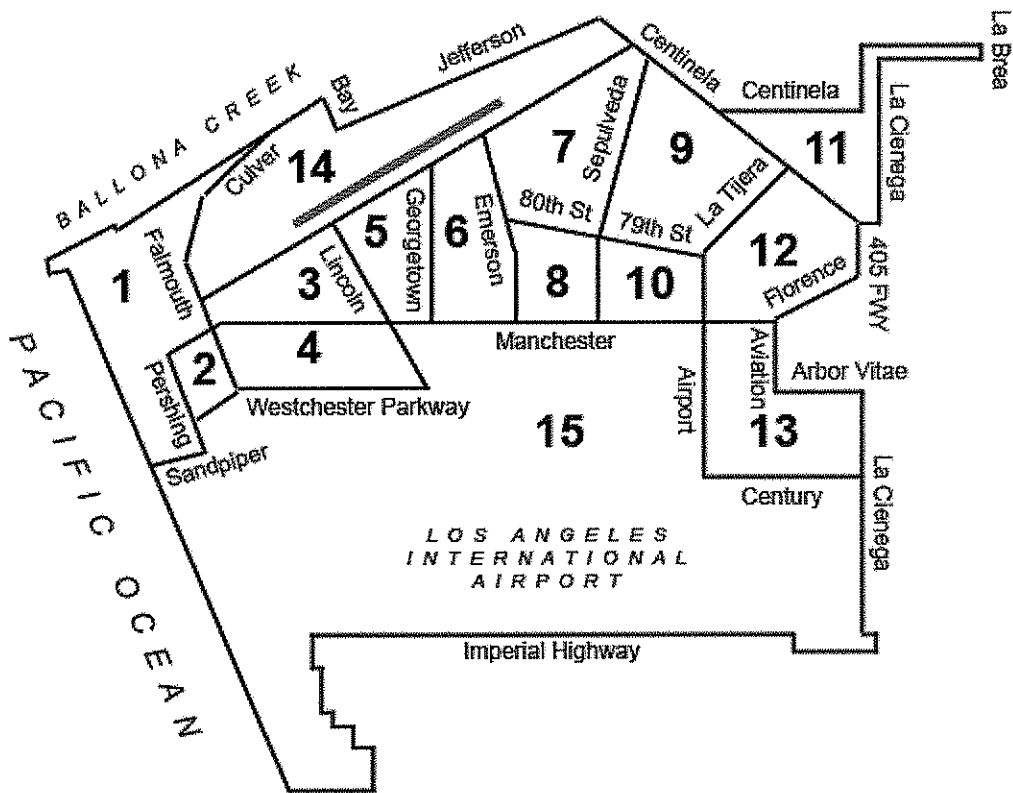
B. Any grievance received from a Stakeholder, or group of Stakeholders against a number of Directors constituting a quorum or greater or against the Board, as a whole, shall be referred forthwith to DONE in accordance with its policy that complaints against a Certified Neighborhood Council of any nature shall be filed with the DONE on a form prescribed by the DONE, for consideration or dispute resolution in accordance with its most current plan.

### **Article XIV – Bylaw Amendments**

A. Board Actions: The Board may amend these Bylaws upon a vote of 2/3 of the Directors present at a Board meeting.

B. DONE Approval: All approved amendments will be submitted to the DONE for final approval before taking effect.

Exhibit I – Map of the NCWP Area/District Map



**Residential Districts of the Neighborhood Council  
of Westchester/Playa del Rey (amended September 7, 2004)**

No	North	West	South	East
1	Ballona Creek	Pacific Ocean	Sandpiper	Falmouth
2	Manchester	Pershing	Westchester Parkway	Falmouth
3	Westchester Bluffs	Falmouth	Manchester	Lincoln
4	Manchester	Falmouth	Westchester Parkway	Lincoln
5	Westchester Bluffs	Lincoln	Manchester	Georgetown
6	Westchester Bluffs	Georgetown	Manchester	Emerson
7	Westchester Bluffs	Emerson	80th Street	Sepulveda
8	80th Street	Emerson	Manchester	Sepulveda
9	405 FWY	Sepulveda	79th Street	La Tijera
10	79th Street	Sepulveda	Manchester	Airport
11	Centinela	405 FWY	405 FWY	La Cienega
12	405 FWY	La Tijera	Manchester	Florence
13	Manchester	Airport	Century	La Cienega
14	Ballona Creek	Falmouth	Westchester Bluffs	Centinela
15	Manchester	Pacific Ocean	Imperial Highway	Airport

Exhibit I – Map of the NCWP Area/District Map