

**ARTICLE I
NAME**

Upon certification, the name of the of the neighborhood council shall be the Atwater Village Neighborhood Council, an officially recognized advisory council hereby part of the Los Angeles Citywide system of neighborhood councils.

**ARTICLE II
PURPOSE, MISSION and POLICY**

A. The PURPOSE of the Atwater Village Neighborhood Council is to participate as an advisory body on issues of concern to our neighborhood council 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 this neighborhood council, the delivery of City services to the stakeholders of Atwater Village Neighborhood Council, and on matters of a City-wide nature;
2. To advise the City of Los Angeles on issues concerning City governance, the needs of the stakeholders of Atwater Village Neighborhood Council, the delivery of City services to the stakeholders of Atwater Village Neighborhood Council, and on matters of a City-wide nature;
3. To create ties to and foster relationships with other communities to work together in addressing mutually beneficial needs and in achieving mutual goals;
4. To educate stakeholders so that they can make informed decisions about the issues concerning City governance, the needs of the stakeholders of Atwater Village Neighborhood Council, the delivery of City services to this neighborhood council, and on matters of a City-wide nature;

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 inclusive in our operations and encourage participation and input of any individuals, groups, and organizations with varying viewpoints, including, but not limited to, the election process for governing body and committee members;
3. To maintain a channel of communication on a regular basis to inform our neighborhood council, including but not limited to the utilization of the Early Notification System as needed, and quarterly mailings, e-mails, postings, and communication through other neighborhood groups, of matters involving the City of Los Angeles and our community in a way that is tailored to provide opportunities for involvement in the decision-making process;

4. To encourage all Community Stakeholders to participate in 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 develop in the stakeholders a sense of personal pride and responsibility for their neighborhood and their City.

ARTICLE III DEFINITIONS

A. "BOARD" shall mean a Governing Body within the meaning of that term as set forth in the Plan for a Citywide System of Neighborhood Councils ("Plan") also to be known herein as the Board of Governors.

B. "COUNCIL" shall mean the Atwater Village Neighborhood Council and all stakeholders.

C. "COUNCIL MEETING" shall mean a meeting of the Board.

D. "CO-CHAIR" shall mean one of two presiding officers of the Board of Governors.

E. "TREASURER" shall mean a member of the Board of Governors also charged with the responsibility of establishing an accounting system for the Council, maintaining the records of the Council's 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.

F. "SECRETARY" shall mean a person selected by the Board to keep minutes of all Board meetings. It is not required that the Secretary be a member of the Board of Governors.

G. "ALTERNATE SECRETARY" shall mean a person selected by the Board to assume the duties of the primary Secretary in his or her absence, including taking minutes at committee meetings, as needed. It is not required that the Alternate Secretary be a member of the Board of Governors.

H. "COMMUNITY STAKEHOLDER" or "STAKEHOLDER" shall mean any individual who lives, works or owns property in this neighborhood council AREA. In addition, stakeholders shall include the following in this neighborhood council AREA:

- a. Homeowners
- b. Renters
- c. Property owners
- d. Business owners

- e. Employees of businesses
- f. Cultural institutions and their members
- g. Religious institutions and their members
- h. Service or community nonprofit organizations and their members
- i. Schools and their students
- j. Parks and recreation

With the exception of service or community nonprofit organizations, all stakeholder groups must have a physical location or operate within the AVNC boundaries or shared areas as described in these bylaws. Service or community nonprofit organizations must either operate within the neighborhood council or include Atwater Village in its service area. Stakeholders shall have all rights and privileges, including the rights to vote and the right to hold office, with the exception that only youth age 16 or older have the right to hold office.

I. "MEMBERSHIP" shall mean, and is synonymous with "COMMUNITY STAKEHOLDER" or "STAKEHOLDER"

J. "AREA" shall mean the geographic area, as set forth in ARTICLE V.

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 on said item for the Atwater Village Neighborhood Council.

ARTICLE IV MEMBERSHIP/COMMUNITY STAKEHOLDER

MEMBERSHIP in this Neighborhood Council is open to all COMMUNITY STAKEHOLDERS or STAKEHOLDERS, as defined above.

ARTICLE V NEIGHBORHOOD COUNCIL BOUNDARY AREA

Atwater Village Neighborhood Council includes a geographic area that meets the requirements for areas that have less than 20,000 residents. The external boundaries are described as follows: (See Attached Map)

- 1. North:** 134 Freeway, including Griffith Park;
- 2. East:** Railroad tracks (Los Angeles/Glendale boundary) south to Casitas Ave. and the Los Angeles River;
- 3. South:** Casitas Ave. south of the 2 Freeway to the Los Angeles River.
- 4. West:** 5 Freeway, including the Los Angeles River and Griffith Park.

The internal boundaries are described as follows:

- 1. North Atwater:** North side of Los Feliz Blvd. to the northern external boundary;
- 2. Central Atwater:** South side of Los Feliz Blvd. to north side of Glendale Blvd.;
- 3. South Atwater:** south side of Glendale Blvd. to the southern external boundary.

ARTICLE VI BOARD OF GOVERNORS

A. There shall be 17 Community Stakeholders on the Board of Governors made up of the following stakeholders:

6 residents: 2 from North Atwater, 2 from Central Atwater, 2 from South Atwater, as defined in Article V of these bylaws)

2 business representatives (representing businesses operating within the AVNC boundaries)

2 community groups/non-profit representatives (representing community groups or non-profit organizations operating within the AVNC boundaries or including Atwater Village in its service area)

2 church/religion representatives (representing churches or religious groups operating within the AVNC boundaries)

1 school representative (representing schools within the AVNC boundaries)

1 parks and recreation representative (representing parks and recreation within the AVNC boundaries)

3 special interest representatives

The 3 special interest representatives shall be made by appointment by the Board to ensure representation from any under-represented group or groups of stakeholders as delineated above, or to provide the board with particular expertise, assistance, or knowledge which would be of particular value to the board and the stakeholders, such as Atwater Village's Los Angeles Police Department community lead officer. Such appointment shall be made within 60 days of the election. Nominations shall be submitted or solicited for review by the Board. Any youth member on the Board of Governors shall be at least 16 years of age. Any Board member under the age of 18 will not participate in decision-making votes related to entering into contracts or expenditures of the AVNC. In these instances, any Board members under the age of 18 will abstain from voting, but may participate in any discussions regarding such matters prior to voting

B. The Board of Governors shall actively identify the needs and concerns of AVNC stakeholders. They shall maintain an open channel of communication to keep the stakeholders

within their stakeholder group informed and to hear stakeholder needs and concerns of matters involving the City of Los Angeles and the community in a way that is tailored to provide opportunities for involvement in the decision-making process. They shall encourage all Community Stakeholders to participate in all activities of this neighborhood council.

The Board of Governors is the decision-making body of the Atwater Village Neighborhood Council and has the power to make rules for proceeding, appoint non-board members to the Committees, make amendments to the Bylaws provided approval is given by DONE, establish priorities for issues affecting stakeholders, presents the opinion of the stakeholders officially to the City of Los Angeles and other government agents, and perform other duties in conformance to the policies and laws governing the neighborhood councils.

C. Members of committees shall be appointed by the Board. Members of Committees are not required to be board members. The following Committees shall be formed:

1. **Communication and Outreach Committee** - Chair nominated by the Board. Organize and execute General Meetings and special events. Develops an on-going outreach plan and effort to ensure the maximum participation by Community Stakeholders;
2. **Government Relations Committee** - Chair nominated by the Board. Fulfill City oversight function and act as a liaison with City and other governmental entities. Oversees, administrates and executes Early Notification System and communications with AVNC Stakeholders. Performs ongoing outreach to AVNC Community Stakeholders;
3. **Budget and Finance Committee** < Chaired by Treasurer. Oversees and administrates all AVNC financial matters, including system of financial accountability as required by DONE, including monthly reporting on bank accounts and maintaining all records on all deposits;
4. **Fundraising and Event Planning Committee** - Chair nominated by the Board. Organize and execute fundraising and special events. Works with communication and outreach committee to ensure the maximum participation by AVNC Stakeholders;
5. **Election Committee** - Chair nominated by the Board. Organizes and executes general AVNC elections. Oversees enforcement of and amendment to AVNC By-Laws pursuant to Article X. Proposes and enforces Board Rules as necessary with the approval of the Board. Establishes a Nominations sub-committee as necessary. Informs the voting members of all election rules and procedures, and reports at AVNC general meetings on any changes to these that it has adopted; and
6. **Issues and Area Committees** - Chairs nominated by the Board. Address the needs and concerns of the area as deemed necessary by the Board of Governors. All committees, subcommittees and/or ad hoc committees shall be made up of stakeholders that are elected, selected, or appointed in a manner to be determined by the Board.

ARTICLE VII ELECTION OF THE BOARD OF GOVERNORS

A. Initial Election. The initial Board members shall be elected in an open election, at which all stakeholders in attendance are eligible to vote. Such election shall take place on an election day within 240 days after the Atwater Village Neighborhood Council is certified by the Board of Neighborhood Commissioners. The initial election shall follow the procedures set forth in Article VII, paragraph B. During the period between certification and the first election, the Council shall be overseen by the Formation Committee. The Formation Committee shall have the following powers: To conduct the initial election of the Board of Governors; to appoint an Elections Procedures Committee; to appoint a nominating committee; to appoint a grievance committee; to obtain approval from DONE for any amendments to these by laws that may become necessary prior to the election of the Board of Governors.

All decisions of the Formation Committee shall be by majority of vote of those present at any meeting. In no event shall a meeting proceed without a quorum of at least 4 members of the Formation Committee. The Election Procedures Committee shall determine the rules for the election of the Board of Governors subject to approval by the Formation Committee. The Elections Procedures Committee shall make all decisions by majority vote. Members of the Election Procedures Committee shall not be excluded from serving on the initial Board of Governors so long as such member(s) of the Election Procedures Committee resign from the Committee prior to the date set for the start of nominations for the initial Board of Governors. Subject to the rules promulgated by the Election Procedures Committee, but no less than sixty (60) days prior to the election of the initial Board of Governors, the Formation Committee shall appoint a Nominating Committee from among the stakeholders as set forth in the next paragraph.

B. Elections. After the initial Board of Governors has been installed for a period of one year, new elections shall be held within a reasonable time for all seats on the Board of Governors. At least sixty (60) days prior to the elections, the Co-chairs shall nominate and the Board of Governors shall ratify by majority vote a Nominating Committee of not fewer than three stakeholders who are not candidates for the Board of Governors. Prior to any election, it shall be the duty of the Nominating Committee to call for and receive nominations of candidates for Board of Governor seats. After the names of previously nominated candidates have been placed before the stakeholders at the Election, the Nominating Committee shall call for nominations from the floor. If an inadequate number of candidates are nominated to fill the 14 open seats, the Board shall make appointments to fill the remaining Board seats within 60 days after the election. Nominations for such appointments shall be submitted or solicited for review by the Board.

Elections for the Board of Governors shall be held on one Election Day, at one location. The first election shall elect 14 Board of Governors if an adequate number of candidates allow. All candidates for Board of Governors must be neighborhood stakeholders at the time of election. The elections shall be held and tallied by written ballots, according to other rules established by the initial Board. Elections shall be open to all stakeholders. The vote shall be taken and results tallied and announced. All elections shall be determined by majority vote of those present. Each stakeholder shall be entitled to cast one vote per available position. A candidate cannot run for

more than one position on the Board. Each stakeholder may not cast more than one vote for any individual. No stakeholder may vote by proxy. No absentee ballots shall be allowed. In conjunction with DONE and/or another independent third party, the Nominating Committee shall monitor the selection process at any election and shall oversee tabulating the results and certifying the winners.

After the initial elections, new elections shall be held in the same manner every 2 years for all seats on the Board of Governors. The date and time of the elections shall be set by the initial Board of Governors. In no event shall any Board member serve on the Board for more than 8 consecutive years.

C. Officers. The Board shall designate the following officer positions: two Co-Chairs, one Treasurer, and one Secretary. The Secretary is not required to be a member of the Board. These positions shall be filled by consensus or, if consensus cannot be reached, by majority vote of the Board at the first meeting following the elections.

D. Co-Chairs. Either or both Co-Chairs set the agenda for Board with any input from the committees. Either or both Co-Chairs will have the authority to direct and control the board meetings or appoint another board member to direct and control the meetings.

E. Secretary. There shall be a position known as a Secretary to the Board of Governors or Secretary. The Board shall select or appoint someone for this position which will entail keeping the minutes of the Board meetings, and any other duties prescribed by the Board. An Alternate Secretary to the Board of Governors may also be selected or appointed by the Board of Governors to serve as an alternate secretary in the absence of the primary Secretary to the Board of Governors or to take minutes at committee meetings, as needed. The Secretary and Alternative Secretary may be removed and replaced by rules established by the Board.

F. Outreach. The Board of Governors shall direct that a system of outreach be instituted to find and obtain nominees for subsequent election to the Board of Governors. 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 Governors 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 candidates for purposes of soliciting Stakeholder support.

G. Committees. The Board of Governors 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.

The Board of Governors shall select stakeholders to serve on the Committees described in Article VI. The chair of each committee shall be selected by the Board.

H. Vacancy on the Board. A vacancy on the Board of Governors shall be filled by the following procedure:

1. Any Stakeholder(s) interested in filling a vacant seat on the Board shall submit a written application(s) to the Secretary.
2. The Secretary 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, then a vote of the Board shall be taken and the applicant installed by 2/3 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 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 general election is held to fill all seats on the Board of Governors. In no event shall a vacant seat be filled where the election to fill all seats on the Board of Governors is scheduled to be held within 120 days from the date the applicant (stakeholder proposing to fill the vacancy) tenders a written application to the Secretary.

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 of No Confidence by 2/3rds of the Board of Governors shall be necessary to remove the identified Board member forthwith. The Board member that 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 an adequate number of Board members are not present to take a vote on removal, the matter shall be placed on the agenda for next regular meeting, and every meeting thereafter, until such time as a vote is taken. Until the vote on the removal is made, the Board member may vote on issues other than the Board member's removal.

Prior to any enforcement of this removal clause, authorization and consent of the Office of the City Attorney must be obtained.

ARTICLE VIII MEETINGS

A. The AVNC will comply with the Brown Act.

B. Meetings of the Board of Governors shall be held at minimum on a quarterly basis (once every three months).

C. Meetings of the Board of Governors will meet at an accessible location within the neighborhood council area. The location for meetings may change from time to time and will be changed pursuant to the Atwater Village Neighborhood Council Board Rules (Board Rules) and shall be noticed on agendas pursuant to the Brown Act. Board Rules shall be developed and adopted by a majority of the Board at the initial meeting and can be changed or modified by the Board per said rules.

D. Notification of all meetings shall include, at a minimum, posting on the AVNC website, posting at 5 public locations and other commonly frequented locations throughout the Atwater Village Neighborhood Council Area tailored to reach the largest number of identifiable stakeholders in the Area.

E. The Board shall take Official Action by a majority vote of a quorum of the Board. A majority vote on any matter on the Board's agenda cannot be made unless there is a quorum of the Board members present. A quorum consists of 9 (a majority number) Board of Governors. There shall be no proxy voting.

F. Other rules for the conduct and decorum of the Board meetings shall be established by the Board of Governors and reflected in Board Rules. The Board may reconsider and amend its action on items listed on the agenda if that reconsideration takes place immediately following the original action or at the next regular meeting. The Board, on either of these two days, shall: (1) make a Motion for Reconsideration and, if approved, (2) hear the matter and Take an Action. If the motion to reconsider an action is to be scheduled at the next meeting following the original action, then two items shall be placed on the agenda for that meeting: (1) a Motion for Reconsideration on the described matter and (2) a Proposed Action should the motion to reconsider be approved. A motion for reconsideration can only be made by a Board member who has previously voted on the prevailing side of the original action taken. If a motion for reconsideration is not made on the date the action was taken, then a Board member on the prevailing side of the action must submit a memorandum to the Secretary identifying the matter to be reconsidered and a brief description of the reason(s) for requesting reconsideration at the next regular meeting. The aforesaid shall all be in compliance with the Brown Act.

G. Parliamentary Procedures. All meetings, including but not limited to any and all general public meetings, committee meetings, subcommittees and/or ad hoc committees, shall be governed by any written rules adopted by the Board of Governors for conduct of meetings, or by Robert's Rules of Order, where no Board rule applies. The Board Rules that have been formally adopted and set forth in writing shall, unless contrary to State or federal law, take precedent where there is a conflict with Robert's Rules of Order.

H. Time for public comment shall be reserved at each public meeting.

ARTICLE IX PRINCIPAL OFFICE

The principal office for the Atwater Village Neighborhood Council shall be set forth in the Board Rules. This location may change from time to time and will be changed pursuant to the Board Rules and will be noticed on agendas pursuant to the Brown Act.

**ARTICLE X
AMENDING BYLAWS**

Amendments, changes, additions or deletions to these Bylaws may be proposed by the Board or any stakeholder(s) during the public comment period of a regular meeting of the Board of Governors. A proposal to amend these bylaws, however, must then be formalized in a writing and then lodged with the Secretary or person responsible for preparing the agenda for the next regular meeting. The proposed amendment shall be placed on the agenda for public discussion at a subsequent regular meeting of the Board of Governors.

A recommendation for amendment or adjustment of these Bylaws must be made by a 2/3rds vote of the entire number of the Board of Governors. 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 V(3) of the Plan.

**ARTICLE XI
FINANCIAL ACCOUNTABILITY**

A. The Treasurer of this Council shall oversee and be charged with the full custody and control of all Council funds and assets. The Treasurer shall establish an account or accounts for the deposit of Council funds in a federally insured (FDIC) bank or financial institution in the precise name of this Council, as certified by the City of Los Angeles. These funds shall remain liquid and readily available for use by the Council and shall not be used for high risk or speculative investments, but must conform to prudent standards of investment of public funds.

B. The Treasurer shall establish and oversee a system of bookkeeping and accounting for the Council that complies with Generally Accepted Accounting Principles and conforms to all applicable local, state, or federal laws. The Treasurer may request authorization from the other members of the Board of Governors 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 a bookkeeping and accounting system. The Treasurer, however, shall be ultimately responsible for the maintenance of the system of bookkeeping and accounting and for the protection of all Council assets.

C. The Council's financial statements, books and accounts shall be open for inspection and copying by any member of the public upon a written request to the Board. The Board shall establish fair and open procedures to permit inspection within a reasonable time. Any copying of financial records will be performed by an established copy service and the charge for such a service will be billed to the person or entity requesting the copies.

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

E. The Treasurer shall be responsible for preparing or coordinating the preparation of an annual financial statement 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.

F. The Atwater Village 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 Atwater Village Neighborhood Council further agrees to comply with all financial reporting requirements as prescribed by the Department of Neighborhood Empowerment.

ARTICLE XII GRIEVANCE PROCEDURE

Any grievance by a Stakeholder must be submitted in writing to the Board of Governors. The Board of Governors shall then refer the matter to an ad hoc grievance panel comprised of 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 panels collective recommendations for resolving the grievance. The Board of Governors may receive a copy of the panel's report and make 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, including but not limited to 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.

ARTICLE XIII
ETHICS

The Council, its representatives, advisors, and all Stakeholders will endeavor to conduct Council business in a professional and respectful manner. The Council, its representatives, and all Stakeholders will refrain from violating Board Rules and shall abide by the Plan and all City, County, State, and/or Federal laws that apply, including applicable provisions of the City of Los Angeles Governmental Ethics Ordinance (Los Angeles Municipal Code 49.5.1. et. seq).