

WILSHIRE CENTER-KOREATOWN NEIGHBORHOOD COUNCIL BYLAWS

Revised on 3/26/03

DONE corrections/changes on 6/18/03

Approved by WCKNC on 6/21/03

DONE corrections/changes on 7/23/03

Approved by WCKNC on 7/26/03

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BYLAWS

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Wilshire Center-Koreatown Neighborhood Council

ARTICLE I: NAME AND OFFICE

A. **Name:** The name of the organization shall be “Wilshire Center-Koreatown Neighborhood Council”. It shall hereinafter be referred to as “WCKNC.”

B. **Principal Office:** The principal office for WCKNC’s business transaction (“principal executive office”) is within the City of Los Angeles. The Board of Directors shall designate the exact location of the principal executive office and shall maintain the office within the boundaries of the WCKNC or at a Department of Neighborhood Empowerment access center as near to WCKNC as possible.

ARTICLE II: MEMBERSHIP

A. **WCKNC Community Stakeholders:** “WCKNC Community Stakeholders” (hereinafter referred to as “Stakeholder(s)”) are defined as individuals who live, work, own property or conduct business within the WCKNC boundaries, including both sides of any boundary street. In addition, Community Stakeholders **also include** designated representatives from the following entities with a physical address within the boundaries of WCKNC: education institutions, religious institutions, community organizations, business ownership, nonprofit organizations, block clubs, neighborhood associations, business associations, apartment associations, resident associations, school/parent groups, faith-based groups, senior groups, youth groups, chambers of commerce, business improvement districts, arts associations, political action groups, service organizations, park advisory boards, boys and girls clubs, cultural groups, environmental groups, neighborhood watch groups, police advisory board groups, fraternal societies, military/veterans organizations, and/or redevelopment action boards. “Designated representative” shall be the individual who is elected or appointed by a community organization to represent said constituencies to WCKNC.

The WCKNC will encourage all community stakeholders to participate in its activities and will 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. The WCKNC will

have fair, open, and transparent procedures for the conduct of our neighborhood council business.

B. Voting Members: The WCKNC shall encourage WCKNC Stakeholders to sign-up to vote.- Any WCKNC Community Stakeholder within the boundaries and 16+ years old *at the time of election* may complete a simple registration form to become a “Voting Member.”

C. Dues, Fees, and Assessments: No dues shall be required for WCKNC membership. Neighborhood Council membership is open to all Community Stakeholders.

ARTICLE III: PURPOSE & DEFINITIONS

A. Mission: The mission of the Wilshire Center-Koreatown Neighborhood Council is to ensure effective Stakeholder participation and interaction in all aspects of the decision-making and problem solving processes in issues that affect our community.

The intent of the WCKNC is to represent the diversity of our area and that our positions represent the diversity of our Stakeholders. While acknowledging the will of a majority, the Board of Directors shall try on all community issues to reach a consensus of all major Stakeholder groups (e.g. residents, businesses, property owners).

B. Purpose: The purpose of the Wilshire Center-Koreatown Neighborhood Council shall be:

1. To foster and encourage the principles of Participatory Democracy in the formation of policies and recommendations made to all levels of government regarding issues as they relate to our community. This means one person, one vote in order to elect a representative body of individuals to form the Neighborhood Council.
2. To be a forum for the discussion and review of issues of concern and projects pertaining to Wilshire Center-Koreatown. To work with other Los Angeles neighborhood councils throughout the City.
3. To engage the broad spectrum of Community Stakeholders for collaboration and deliberation on matters affecting our community. The WCKNC will consistently and diligently outreach to the diverse community. This means a commitment to provide access to all Stakeholders regardless of language and economic status.
4. To promote greater awareness and utilization of City services available to WCKNC Community Stakeholders through the Early Notification System made available by the Department of Neighborhood Empowerment (hereinafter referred to as D.O.N.E.).
5. To provide a communication and coordinating role for the various volunteer organizations, businesses and other associations within Wilshire Center-Koreatown

while respecting the autonomy of all individuals, groups, and organizations within the community.

6. To provide administrative support to members of the Wilshire Center-Koreatown community seeking to increase their participation in the neighborhood council

system. Assistance may include administrative assistance, capacity training, and access to City resources.

C. Definitions: The following is a list of defined terms:

1. **Business:** Anyone who owns or works for a commercial or for-profit enterprise (e.g. small business, large business, entrepreneur, commercial property owner) or any association whose purpose is to represent business interests within and with a mailing address within the boundaries of WCKNC.
2. **Organization:** A nonprofit organization, school/parent group, social service agency, arts/cultural group, youth program, senior program, health care provider, environmental group, community group, or political group operating within and with a mailing address within the boundaries of WCKNC.
3. **Resident:** Anyone **or any association whose purpose is to represent residents' interests residing** within the boundaries of WCKNC.
4. **At-Large:** **Any stakeholder may run for the at-large seats.**
5. **Youth:** A stakeholder who is 16 or 17 at election time *and* lives or works within the boundaries of WCKNC

ARTICLE IV: BOUNDARIES

The boundaries of the WCKNC shall be as follows:

- North:** i) Melrose Avenue and Highway 101 (between Wilton and Vermont)
ii) 6th Street (between Vermont and Hoover/LaFayette Park)
- South:** i) Olympic Blvd (between Wilton Place and Western Avenue)
ii) 11th Street (between Western Avenue and Normandie)
iii) Olympic Blvd (between Normandie and Vermont)
iv) 7th Street (between Vermont Avenue and Hoover Street/LaFayette Park Place)
- West:** i) One-half of block or at the alley west of Western Avenue between Melrose and 11th Street
ii) Wilton between 6th and 7th Streets
- East:** i) Vermont Avenue (between Highway 101 and 6th Street)
ii) LaFayette Park Place (between 6th Street and Sunset Place)

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- iii) Vermont Avenue (between 7th Street and Olympic Blvd)
- iv) Elden (between 7th Street and Sunset Place)
- v) Normandie Avenue (between Olympic Blvd and 11th Street)

In order to ensure representation of all areas within the Wilshire Center-Koreatown Neighborhood Council in reasonable proportion to population, the WCKNC area shall be divided

into five (5) Sub-Districts (hereinafter referred to as “SDs”) *representing residents* from all portions of our community. SDs will ensure the most participation by the greatest number of Community Stakeholders. A map identifying the boundaries and each of these areas is included as Exhibit A (WCKNC Map).

For the purposes of these Bylaws, the boundaries of each SD are generally defined to be:

Sub-District 1 (2 Board Seats): Alley west of Western, Melrose, 101, Vermont, and Beverly

Sub-District 2 (3 Board Seats): Alley west of Western, Beverly, Vermont, 3rd, Normandie, and 4th

Sub-District 3 (3 Board Seats): Alley west of Western, 4th, Normandie, 3rd, Vermont, 6th, LaFayette Park, Wilshire, Normandie, and 6th

Sub-District 4 (2 Board Seats): Wilton, 6th, Normandie, Wilshire, LaFayette Park, Hoover, Sunset Place, Wilshire Place, 7th, Vermont, James M. Wood, Berendo, 8th, Serrano, and James M. Wood and alley west of Western

Sub-District 5 (2 Board Seats): Alley west of Western, James M. Wood, Serrano, 8th, Berendo, James M. Wood, Vermont, Olympic, Normandie and 11th

ARTICLE V: OUTREACH AND COMMUNICATION

A. The WCKNC will make a continuing and concerted effort to increase the voting membership and achieve a diverse Community Stakeholder representation and participation in the membership and on committees. This commitment is consistent with DONE’s guidelines for neighborhood councils.

B. The WCKNC will communicate with all Neighborhood Council Community Stakeholders on a regular basis in a manner consistent with DONE’s guidelines, that is, ensure that information is disseminated evenly and in a timely manner.

C. The WCKNC will endeavor to coordinate at least one annual mailing through first class mail to the Community Stakeholders within the WCKNC boundaries in order to ensure that the greatest opportunity to participate is extended to the largest number of people.

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D. The Outreach Committee will have general responsibility for outreach communications.

Procedures for outreach and communication will be but not limited to the following:

1. Will oversee periodic outreach efforts to solicit new membership using such methods as flyers, email to existing organizations and WCKNC listserv/database, door-to-door canvassing, advertisement in local periodicals, posting in public places, information booths at farmers' markets or other community events, and/or other methods identified by the Committee or membership and deemed to be timely and effective.
2. Will solicit volunteers to undertake targeted organizing efforts to encourage membership among underrepresented stakeholder groups and/or in historically disenfranchised portions of the community.
3. Will be responsible for maintaining a list of all voting members and their contact information, including mail, email, telephone numbers, and/or fax numbers as provided by each member.
4. Will advertise all meetings using such methods as flyers, email to WCKNC listserv/database, voting members and organizations, door-to-door canvassing, advertisement in local periodicals, posting in public places, information booths at farmers' markets or other community events, and/or other methods identified by the Committee or membership and deemed to be timely and effective.

E. The WCKNC will comply with the Ralph M. Brown Act in conducting and in announcing of all meetings.

ARTICLE VI: RIGHTS OF MEMBERS

Community Stakeholders have the following rights:

- A. To initiate discussion regarding a policy, or position and to inform the WCKNC board of issues of concern to the community during the Public Comment Period or as stipulated in Article XI;
- B. To make use of initiative, referendum, recall, and grievance procedures outlined in Article XI;
- C. To participate in and provide feedback at all meetings of the WCKNC, Executive Committee or Board of Directors; and

D. To participate on standing committees and assist with various activities of the WCKNC, as specified in Article IX.

Voting Members have the following rights:

A. A-D as listed above; and

B. To vote to elect the Board of Directors, as specified in Article VIII.

ARTICLE VII: BOARD OF DIRECTORS

A. The Board of Directors shall act based upon active participation and input by the Stakeholder Community. Once they have registered, all Community Stakeholders will be given the opportunity to vote on issues that concern the community in order to give the Board a sense of the community and in accordance with the Brown Act.

B. The WCKNC Board of Directors is comprised of 35 Directors, elected by the Voting Members from the Stakeholder Community, as follows:

- 12 seats: for community residents (2 to 3 from each Sub-District)
- 9 seats: for businesses/commercial entities/business associations
- 9 seats: for organizations (qualified nonprofit organizations)
- 2 seats: for youth representation
- 3 seats: for at-large representation

No single community stakeholder group shall comprise a majority of the WCKNC's governing body, unless extenuating circumstances are warranted and approved by DONE.

Board members under the age of 18 will abstain from voting on contracts and financial expenditures of the Neighborhood Council.

During their term, each Board member must maintain the status upon which they were elected for the Board.

C. **Executive Officers:** All Executive Officers (President, First and Second Vice-Presidents, Treasurer, and Secretary) from the Board of Directors will be elected by the Board of Directors at the first Council meeting.

1. **President:** The President shall mean the Chair or presiding officer of all General, Board, and Executive Committee meetings. S/he shall communicate with other

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neighborhood councils in Los Angeles and countersign, along with the Treasurer, all WCKNC approved disbursements.

2. **First Vice-Presidents:** The First Vice-President shall serve as the presiding officer in the absence of the President for any General, Board, and Executive Committee meetings. The First Vice-President shall also be the Chair of the Government Relations Committee
3. **Second Vice President:** The Second Vice-President shall serve as the presiding officer in the absence of the President or First Vice President for any General, Board and Executive Committee meetings. In addition, the Second Vice President shall be the Chair of the Outreach/Communications Committee.
4. **Treasurer:** The Treasurer shall mean a member of the Board of Directors who will chair the Budget, Finance, and Fundraising Committee. S/he will be charged with the responsibility of establishing an accounting system for the Council, maintaining the records of the Council's finances and account books, maintain financial accountability, reporting financial information at Board meetings, and preparing all financial reports for the Department of Neighborhood Empowerment pursuant to the Plan for a Citywide System of Neighborhood Councils. Further, s/he will co-sign, along with the President, all checks for disbursement of funds.
5. **Secretary:** The Secretary shall mean a member of the Board of Directors who records minutes of all General, Board, and Executive Committee meetings. S/he will post the minutes to the Council's website and other public locations no later than seven (7) days after the meetings have taken place. S/he will make the minutes available prior to the next meeting as well as maintain public record of the WCKNC meetings.

D. Board Members' Responsibilities: In addition to the specific responsibilities defined above for Executive Officers, all Executive Officers will serve on at least one Standing Committee and will chair other Committees as required. All other Directors shall participate in at least one committee.

E. Interim Board Member Responsibilities: Their responsibilities shall be limited to outreach and holding elections. Any votes required to carry out these purposes shall require a greater than 50% majority.

F. Term: Except for the initially elected board in which 17 Board members have terms which expire January 7, 2006, members of the Board shall serve for two-year terms. Those elected for the next full term of two years will begin service on January 8, 2005 and conclude on January 7, 2007.

G. Vacant Board Seats: If all Board seats are not filled after the general election, or are vacated due to voter recall, resignation, or removal for cause a vacancy 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 majority vote of the Board. If more than one stakeholder has applied for an empty seat, then an open and fair vote shall be taken at the next regular meeting by all stakeholders present or at a special election. 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. In no event shall a vacant seat be filled where the election to fill all seats on the Board is scheduled to be held with 120 days from the date the applicant (stakeholder proposing to fill the vacancy) tenders a written application to the Secretary.

H. Quorum: A quorum must be present to conduct WCKNC Board of Directors and General meetings as well as to rule on business, unless otherwise stated in these Bylaws. A quorum is considered to be at least 18 Board of Directors; and a minimum of one (1) Executive Officers shall be required at Executive and General meetings for a quorum to be present. Once a quorum is established, a majority greater than 50% of Directors present shall be sufficient for Board of Directors to rule on business issues.

I. Code of Ethics: The Wilshire Center-Koreatown Neighborhood Council, upon certification, shall be subject to any or all applicable sections of the City of Los Angeles Governmental Ethics Ordinance (Los Angeles Municipal Code Section 49.5.1). All applicable laws of local, state, and federal government shall be the minimum ethical standard for the Wilshire Center-Koreatown Neighborhood Council, its Governing Body, and Community Stakeholders.

ARTICLE VIII: ELECTIONS

A. **Timing:** Elections for the WCKNC Board of Directors shall be held annually on the first Saturday in December. The first election shall elect all 35 Directors as soon as practical after the council has been certified. The exact dates will be determined by the interim Board for the initial election. Elections thereafter shall be staggered, electing 17 Directors in odd-numbered years and 18 Directors in even-numbered years.

B. **Staggering:** In the initial election for Directors representing community residents, the following shall apply:

From each SD with 3 seats, the two candidates with the largest number of votes shall serve two years and the candidate with the third largest number of votes shall serve one year. From each SD with two seats, one candidate with the largest number of votes shall serve two years and the candidate with the second largest number of votes shall serve one year.

In the initial election for Directors representing businesses/commercial entities/business associations, the following shall apply:

Five candidates with the largest number of votes shall serve two years, and the four candidates with the 6th through 9th largest number of votes shall serve one year.

In the initial election for Directors representing nonprofit organizations, the following shall apply:

Five candidates with the largest number of votes shall serve two years, and the four candidates with the 6th through 9th largest number of votes shall serve one year.

In the initial election for Directors representing youth, the following shall apply:

The candidate with the largest number of votes shall serve two years and the candidate with the second largest number of votes shall serve one year.

In the initial election for Directors representing at-large members, the following shall apply:

Three candidates with the largest number of votes shall serve one year.

Those Directors elected to one-year terms in the initial election shall be eligible for a two-year term upon completing the first term.

C. **Term Limits:** No person may serve more than three consecutive two-year terms in any office or as a Director of the WCKNC Board of Directors. The first one-year term that initiates the staggered terms of service will not be counted as part of the three consecutive terms totaling six years.

D. **Qualifications:** Any Community Stakeholder can qualify to run for a position on the WCKNC Board of Directors. See Article II for a complete definition of requirements for Community Stakeholder qualification.

E. **Registration:** Registered Voting Members-are entitled to vote for Directors in the annual elections.

F. **Voting:** Voting for election of the Board of Directors shall be by ballot. Each Voting Member shall be entitled to cast one vote per available Board position.

If more than two candidates are running for a position on the Board, a plurality shall be sufficient to elect. A candidate cannot run for more than one position on the Board.

No voting by proxy is allowed, either in elections or for the Board of Directors to rule on business.

G. **Election Procedures:** The Rules and Elections Committee will conduct elections with the assistance of an independent third party and all challenges to the elections will be resolved by the third party.

H. **Nominations:** The Rules and Elections Committee shall accept candidates for election to serve as members of the Board at least ninety days before the date of any election of Directors.

At the initial elections, the WCKNC Formation Committee, also known as the Interim Board, will serve as the Rules and Elections Committee and will accept nominations from the Community Stakeholders at-large.

ARTICLE IX: COMMITTEES

The following Committees shall be established:

A. **Executive Committee:** Consists of the Executive Officers and two non-executive committee representatives, elected by the WCKNC Board, from the Board Council and chaired by the President of the Board. Sets agenda for Board, Executive Committee, and WCKNC meetings. Establishes ad hoc and other Committees. Acts as the administrative body for the WCKNC. Recommends actions to the Board of Directors.

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B. Rules and Elections Committee: Chaired by the Secretary. Organizes and executes general and special WCKNC elections. Oversees enforcement of and amendment to WCKNC Bylaws; amendments must follow the procedures as stipulated in Article XIII. Proposes and enforces standing rules as necessary with the approval of the Board. Establishes a Nominations Subcommittee as necessary. Informs the voting members of all election rules and procedures, and reports at WCKNC General meetings on any changes to these that it has adopted.

C. Budget, Finance, and Fundraising Committee: Chaired by the Treasurer. Oversees and administrates all WCKNC financial matters, including system of financial accountability as required by DONE and monthly reporting on bank accounts. Maintains all records on all deposits.

D. Government Relations Committee: Chaired by the First Vice President. Fulfills City oversight function and liaises with City and other government entities.

E. Outreach/Communications Committee: Chaired by the Second Vice President. Oversees, administrates, and executes communications (in English, Spanish, and Korean) with WCKNC Community Stakeholders. Performs ongoing outreach to WCKNC Community Stakeholders.

F. Land Use and Planning Committee: Reviews, takes public input, reports on, and makes recommendations of actions to the Board of Directors and Membership on any land use and planning issues affecting the WCKNC community.

G. Public Safety Committee

Works to reduce crime and enhance the quality of life for community stakeholders by serving as liaisons to law enforcement entities such as the Los Angeles Police Department and LA County Sheriffs Department, Fire Departments, and other safety related entities. Members shall represent the Board at local public safety meetings, such as CPAB (Community Police Advisory Board), SLO (Senior Lead Officer) Summits for Wilshire and Rampart Divisions, and others deemed necessary by the Committee and/or Board of Directors. Committee shall enhance community partnerships and problem-solving efforts in the community, and shall advise the Board on issues related to the Departments of Building and Safety, Health, and Housing.

H. Senior and Youth Coordinating Committee

Represents youth ages 18 years and younger and seniors age 55 years and older. Serves as community liaison and Board representative to youth and senior related meetings. Assists stakeholders in connecting to local social services, promotes community education (i.e. hosts forums on health care, etc.), and advocates for issues related to youth and seniors (i.e. the need for a youth and/or senior center in Koreatown). Committee shall serve as a liaison to the local community, and shall advise the Board on issues related to youth and seniors.

I. Transportation Committee

Serves as a community liaison and Board representative to transportation related meetings. Responsibilities include oversight, reporting and advising the Board of Directors on all transportation related matters including MTA, DOT, Permit Parking, Stop Signs, Traffic Signals, Crosswalks, Handicap Corners, DASH transportation, and others deemed appropriate by the Board.

J. Education and Schools Committee

Serves as a community liaison and Board representative to all education and school-related meetings. Responsibilities include oversight, reporting and advising the Board of Directors on all new school construction projects and their impact on the community, as well as on all matters related to pre-schools, primary, and secondary schools, as well as colleges, universities and graduate schools. Additionally, Committee will advise on non-traditional educational matters including after-school programs, tutoring, language extension, parent and teacher associations, and scholarship programs.

K. Parks and Recreation Committee

Serves as a community liaison and Board representative to all parks and recreation related meetings. Responsibilities include oversight, reporting and advising the Board of Directors on all current and potential green spaces, pocket parks, shared access to public facilities (i.e. schools), emerging environmental development projects, community gardens, and recreational activities available for the public.

L. Economic Development Committee

Serves as a community liaison and Board representative to all meetings related to economic development, such as CRA (Community Redevelopment Agency) and CAC (Community Action Committee) meetings. Responsibilities include oversight, reporting and advising the Board of Directors on issues related to neighborhood improvements, Business Improvement Districts, affordable housing, inclusionary zoning, and small business improvements issues.

M. Neighborhood Beautification Committee

Promotes the quality of life in Wilshire Center Koreatown by creating, participating in and supporting activities and programs that improve the physical and aesthetic environment. Advocates a high standard of community cleanliness, maintenance, and attractiveness. Encourages and promotes partnerships and participation of stakeholders through programs/activities such as graffiti eradication, neighborhood cleanups, abandoned shopping cart and bulky item removal, tree planting and public art.

N. Formation of Other Committees: Other standing or ad-hoc committees may be established as deemed appropriate by the Executive Committee and/or Board of Directors, to carry out the work of the WCKNC (e.g. Event Planning Committee). A committee may be chaired by and may include any WCKNC Community Stakeholder unless other stated in these bylaws. WCKNC Community Stakeholders are encouraged to participate on committees in which they are interested by contacting the committee chair and inquiring about opportunities to participate. Other than the Executive Committee and Land Use and Planning Committee that have membership specifications, the size and composition of each committee beyond what is specified in these bylaws are left to the discretion of each committee and its chair.

ARTICLE X: MEETINGS

A. Notice: Meetings shall be open to the public as required with proper notice as mandated by DONE and the Ralph M. Brown Act. Ongoing outreach shall be performed by the Outreach Committee to inform Community Stakeholders of meetings as described in Article V.

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

C. Meeting Frequency: Meetings of the WCKNC shall be held at least once per calendar quarter. The Council and its committees may meet more often as warranted and timely notice given to community stakeholders and the public.

D. Elections: WCKNC general election results shall be ratified by the independent third party conducting the election on behalf of the council after any challenges are resolved.

E. Minutes: Minutes of each meeting shall be made available to all interested parties.

F. Reconsideration: The Board may reconsider and amend its actions on items listed on the agenda if that reconsideration takes place immediately following the original action or at the next 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 be in compliance with the Brown Act.

ARTICLE XI: MEMBERSHIP OVERSIGHT

Participation and ideas from the WCKNC Stakeholders are enthusiastically encouraged and supported. In order to maximize this participation and to ensure accountability of the Board of Directors to the WCKNC Community Stakeholders and its Voting Membership, the following procedures are established to be observed:

A. **Assistance:** WCKNC will provide assistance to any Stakeholder wishing to take action under this Article. Assistance will include properly drafting or presenting issues to the Board or Membership as well as providing access to all publicly available information regarding this item.

B. **Agenda:** Any Stakeholder, Voting Member or member of the public may request an item to be considered on future meeting agendas.

C. **Initiative:** An Initiative is a procedure by which Stakeholders or Voting Members may directly petition for a proposal and secure its submission to the WCKNC Community for approval. Any WCKNC Stakeholder or Voting Member may put forth an Initiative by presenting a petition to the Executive Committee or the Board of Directors with no less than fifty (50) signatures of Stakeholders or Voting Members supporting this motion. The petition shall include a maximum of a one-page narrative outlining the purpose and content of the Initiative.

- Receipt of this completed petition by the Executive Committee or the Board of Directors shall trigger this item being scheduled as an action item on the Agenda at the next WCKNC meeting to be held no less thirty (30) days or more than ninety (90) days following the receipt of the completed petition. Notice of the Initiative, including the narrative description, shall be made available in all public meeting notices and announcements for the upcoming meeting at which the Voting Membership will vote on the Initiative.
- Passage of the Initiative requires a vote of greater than 50% of the Council Board.
- If the Initiative passes, the Stakeholder(s) or Voting Member(s) who put forth the Initiative must be willing to chair and/or organize an ad-hoc committee (when appropriate) to carry out the action of the Initiative, if so directed by the Board of Directors.

D. **Referendum:** A referendum is a procedure by which a Stakeholder or Voting Member may directly reject or oppose an action taken or decision made by the WCKNC Board of Directors of the Voting Membership. Any WCKNC Stakeholder or Voting Member may put forth a

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referendum by presenting a petition to the Executive Committee of the Board of Directors with no less than one hundred (100) signatures of WCKNC Stakeholders or Voting Members supporting the motion. The petition shall include a maximum of a one-page narrative outlining the purpose and content of the referendum.

- Receipt of this completed petition by the Executive Committee or the Board of Directors shall trigger this item to be scheduled as an action item on the Agenda at the next WCKNC meeting, to be held no less than thirty (30) days or more than ninety (90) days following receipt of the completed petition. Notice of the referendum, including the narrative description, shall be made available in all public meeting notices and announcements for the upcoming meeting.

Passage of the referendum requires a two-thirds (2/3) majority vote or 24 votes of the Board of Directors to approve.

E. Resignation and Removal (Recall): Conditions for resignation and removal are stipulated as follows:

1. Any Director may resign by submitting a written resignation to the President or the Secretary.
2. Any Director may not be recalled by the WCKNC Board or stakeholders without first receiving authorization and approval from the Office of the City Attorney.
3. A Board member may be removed by the submission of a written petition that (a) identifies the Board member to be removed, (b) describes in detail the reason for removal and (3) includes the signatures of 100 stakeholders representative of the three classifications of 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 a minimum of two-thirds of the Board 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 the next regular meeting, and every meeting thereafter, until such time as a vote is taken.
4. If a Director fails to consistently attend meetings at which s/he is expected to be present, the Director shall automatically be removed and the seat will be declared vacant upon a formal motion and vote by the Board. Executive Officers are expected to attend all Executive Committee meetings, Board of Directors meetings, and General meetings. Board Members are expected to attend all Board of Directors meetings and General meetings. Unexcused absence from three (3) consecutive meetings or six (6) or more

meetings during the previous twelve months shall be deemed a failure to consistently attend.

F. **Grievance:** Any grievance by a stakeholder must be submitted in writing to the Board. The WCKNC Board 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 panel's collective recommendations for resolving the grievance. The Board 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.

ARTICLE XII: GOVERNING AUTHORITY, RECORDS, AND REPORTS

A. **Governing Parliamentary Authority:** The WCKNC will abide by all applicable federal, state and city laws, these bylaws, the WCKNC Standing Rules and Robert's Rules of Order (in this order). All meetings, including but not limited to nay and all general public meetings, committee meetings, subcommittees and/or ad hoc committees, shall be governed by any written rules adopted by the Board for conduct of meetings, or by Robert's Rules of Order, where no Board rules apply. 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.

B. Standing Rules: Standing Rules may be approved by the Board of Directors to supplement these Bylaws. Such rules shall be in addition to the Bylaws and shall not be construed to change or replace any bylaw. Among other aspects, Standing Rules are meant to guide the conduct of the Board, election guidelines, and the procedures of all meetings. If a conflict should arise between a provision of the Bylaws and a Standing Rule, the Bylaws shall govern. Standing Rules may be adopted, amended, or repealed by a simple majority vote of the Board of Directors.

C. Records: The accounting books, records, and minutes of proceedings of the Board of Directors and any committee of the Board shall be kept at such place or places designated by the Board, or, in the absence of such a designation, at the principal executive office of the WCKNC. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

D. Inspection by Stakeholders: WCKNC will comply with the Public Records Act. Every stakeholder shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the WCKNC. The right of inspection includes the right to copy and make extracts of documents.

E. Reports: The Board shall provide to DONE and WCKNC members within 90 days after the close of its fiscal year, a report containing the following information in reasonable detail:

- The assets and liabilities, including the trust funds of the WCKNC fiscal year, as of the end of the fiscal year
- The principal changes in assets and liabilities, including trust funds, during the fiscal year
- The revenue and receipts of the WCKNC for both general and restricted purposes for the fiscal year
- The expense disbursements of the WCKNC for both unrestricted and restricted to particular purposes during the fiscal year
- The amount appropriated, additional receipts, expenses paid, and ending balances of all accounts

F. Compliance: WCKNC will comply with Generally Accepted Accounting Principles (GAAP) as well as financial and other reporting requirements of the Neighborhood Empowerment Plan.

ARTICLE XIII: AMENDMENT

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. 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.

A recommendation for amendment or adjustment of these bylaws must be made by a two-thirds vote or 24 votes of the entire number of the Board. 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. No amendment is effective until approval from DONE is provided.