

## BYLAWS

### HARBOR GATEWAY NORTH NEIGHBORHOOD COUNCIL CERTIFIED NOVEMBER 12, 2002

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#### Article I – Name

The organization shall be known as the **HARBOR GATEWAY NORTH NEIGHBORHOOD COUNCIL**, hereinafter referred to as “HGNNC” or “Council”.

#### Article II – Purpose, Mission and Policy

- A. The **Purpose** of the HGNNC 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 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 this Neighborhood Council, and on matters of a Citywide nature, and
- C. The **Policy** of this Neighborhood Council shall be:
  1. To respect the dignity and expression of viewpoints of all individuals, groups, and organizations involved in this Neighborhood Council,
  2. To remain non-partisan and inclusive in our operations including, but not limited to, the election process for governing body and committee members
  3. To utilize the Early Notification System (ENS) to inform our Neighborhood Council of matters involving the City of Los Angeles (and our community) in a way that is tailored to provide opportunities for involvement in the decision-making process.
  4. To encourage all Community 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.

### **Article III – Boundaries**

The boundaries for the HGNNC shall generally be between 110<sup>th</sup> Street and Imperial Highway on the north and Artesia Boulevard to the south as detailed as follows:

- North:** South side of 110<sup>th</sup> Street from Vermont Avenue to Grand Avenue then Imperial Highway from Grand Avenue to Central Avenue.
- South:** The County of Los Angeles Boundary south of 120<sup>th</sup> and north of 121<sup>st</sup> Street to the County of Los Angeles Boundary then Artesia Boulevard from Figueroa Street to Vermont Avenue.
- East:** Grand Avenue from the south side of 110<sup>th</sup> to Imperial Highway then the County of Los Angeles Boundary from Imperial Highway to 121<sup>st</sup> Street Then the County of Los Angeles Boundary south of 120<sup>th</sup> Street and North of 121<sup>st</sup> Street to Artesia Boulevard.
- West:** Vermont Avenue from Artesia Boulevard to the south side of 110<sup>th</sup> Street.

See Exhibit I – Map of HGNNC for exact boundaries.

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

**HGNNC Community Stakeholders.** HGNNC shall be diverse, inclusive, and open to all Community Stakeholders. Neighborhood Council membership is open to all stakeholders. “**Stakeholders**” shall be defined as those who live, work, or own property within the boundaries of the HGNNC and also those who declare a stake in the HGNNC Neighborhood Council and affirm the factual basis for it.

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

HGNNC shall encourage all Community Stakeholders to become members and participate in all activities and not discriminate in any of the 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. All “**meetings,**” as defined by the Ralph M. Brown Act of the State of California, shall be noticed and conducted in accordance with the Act and shall be open and public. (see standing rules) All **meetings** and deliberation of the Board of Directors shall be subject to the Ralph M. Brown Act and governed by Rosenberg’s Rules of Order: Simple Parliamentary Procedures for the 21<sup>st</sup> Century. (see standing rules)
1. Frequency
    - a. Meetings of the Board of Directors shall meet monthly.
    - b. HGNNC General Meetings shall, to the extent possible, make a reasonable attempt to rotate the General Meetings to include all areas of the HGNNC.

2. Voting at General Meetings. A simple majority of Board members (50% +1) present is required for approval of an item or issue put to the Board of Directors for ratification and final approval by vote of the Board members. No fewer than 5 Board members can approve any item or issue.
3. Procedures (see standing rules)
4. Minutes/Audio-Videotaping Meetings.
  - a. Minutes shall be taken of all such meetings and the Board of Directors shall make reasonable efforts to distribute the minutes in a timely fashion.
  - b. Any meeting may be recorded by any Stakeholder with an audio-or videotape recorder or still or motion picture camera, unless the Chair makes a reasonable finding that the noise, illumination or obstruction of view will disrupt the meeting. In the event that the Board makes a tape or film record for any purpose, the tape or film becomes public record and shall not be destroyed for 30 days and shall be made available to the public for viewing or listening in accordance with the Brown Act.

#### **B. Board of Directors Meetings**

1. The Board of Directors shall handle the day-to-day affairs of the Council. The Board shall not conduct any business except at such regular or special meetings. All Board meetings shall be open to the public and the press/media. Meeting notices shall be set forth according to standing rules in adherence with all applicable laws. The Board shall set the agenda for each meeting. (see standing rules)
2. Nine (9) Board members shall constitute a quorum. Proxies may not be used for purposes of satisfying this quorum requirement. To make a decision, at a minimum, a simple majority of five (5) of the Board Members shall be necessary.
3. Each Board Member shall have one vote. All final decisions must be made by the Board. It is the duty of the Board to call all meetings. All issues voted on by the membership shall be ratified by a vote of the Board before they are implemented by the Neighborhood Council.
4. The Chairperson of the Board of Directors shall be the presiding officer. In his/her absence, the Vice-Chair shall preside. In the absence of both, the presiding officer shall be the Corresponding Secretary.
5. Minutes shall be as set forth in Article VI A. 5. above.
6. The Board at times must limit the speaking times of those presenting issues on either side of the agendized material. In all instances, however, equal time will be allowed for the presentation of pros and cons of the matters to be acted upon. Every person will be requested to submit brief written material on a speaker's request form to the Chair or Recording Secretary.

#### **Article VII – Board of Directors**

- A. The **Council's Board of Directors** shall consist of **seventeen (17)** voting members as follows

1. One resident from each of the eight (8) districts as defined on the attached "Exhibit II – HGNNC District Map" These shall be known as District Representatives. Members who seek election to one of these seats must be a resident of the specified District.
2. Five (5) Elected Officers consisting of Chair, Vice-Chair, Treasurer, Recording Secretary and Corresponding Secretary.
3. A member representative from each of the following Stakeholder groups for a total of two (2) Board Members:
  - a. Community Organizations (Faith-Based, civic group, non-profit, business, etc.)
  - b. Youth Representative (school, Boys & Girls Club etc.)
4. Two Board Members to represent the community at large.

**B. Election of Board Members**

1. 30 days prior to an election or at the last regularly scheduled meeting, all HGNNC property shall be returned to the HGNNC Treasurer and/or Office Clerk to be placed in the office until disposition of the election. The Office Clerk will maintain custody of the HGNNC property at the office until final disposition of the election and any election challenge. (see standing rules for procedures for returning equipment)
2. Elections shall be conducted every two years in even-numbered years and shall be administered by the City Clerk beginning in 2010. The term for each currently elected board member shall be extended through and until a successor is elected or appointed at the 2010 City Clerk conducted election.
3. The candidate receiving the highest number of votes for a designated seat will be the winner.
4. No Candidate shall run for more than one seat.
5. Stakeholders must be 18 years or older to hold office and/or vote in any HGNNC election.
6. Newly elected Directors shall assume their seats on the Board 90 days following the conclusion of the election and/or any election challenges. Therefore, the old Board continues to serve during those 90 days. During this transitional 90-day period, newly elected Board members will go through a process of orientation and training as defined according to the standing rules.
7. In the event of a tie, a neutral third party shall flip a coin. In the event that a seat cannot be filled or is vacated for any reason, a majority (9) of the Board shall fill the seat by appointment at the next regular meeting of the Board. When there is a quorum, in no event shall a vacancy inhibit the ability of the board to conduct business.

- C. **Terms:** Each Board member shall serve for a term of approximately two (2) years. Any Board seat that is filled by appointment shall be open for election at the next regularly scheduled election.

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

- A. **Composition:** The Board of Directors will have the following officers: a Chairperson, a Vice Chairperson, a Recording Secretary, a Corresponding Secretary and a Treasurer. These persons shall have the following duties:
1. **Chairperson:** The Chairperson shall have general supervision, direction and control of all business and activities of the Board. The Chairperson shall preside over all meetings of the Council and the Board and may be an ex-officio member of all committees.
  2. **Vice-Chairperson:** The Vice-Chair shall perform the duties of the Chairperson at any time the Chairperson is unwilling or unable to perform those duties, as well as such other duties as are deemed necessary or appropriate by the Chairperson.
  3. **Recording Secretary:** The Recording Secretary shall keep minutes of all Council meetings and all meetings of the Board. The Recording Secretary is responsible for publishing the minutes to the public. The Recording Secretary is responsible for the issuance of all Council or Board meeting notices.
  4. **Corresponding Secretary:** The Corresponding Secretary shall conduct the Council and Board's general correspondence and preserve the Council and Board's records and documents. The Corresponding Secretary is responsible for the publicity of the Council's activities and programs. In the absence or tardiness of the Chairperson or Vice-Chairperson, the Corresponding Secretary will perform the duties of the Chairperson.
  5. **Treasurer:** The Treasurer's duties shall include but not be limited to, maintaining the Council's book of accounts as prescribed under all state, City and DONE regulations (see standing rules), and shall:
    - a) Ensure that any withdrawal or equipment purchase over \$500.00, except those regular monthly expenses shall be approved by a majority vote of the Board of Directors of the HGNNC. Disposal of any assets shall have prior approval of DONE and the City of Los Angeles.
    - b) Authorize, or cause to be authorized, the creation and maintenance of a Petty Cash Fund, the amount of which shall be determined by DONE, and will be recorded on a form prescribed by DONE.
    - c) Disburse, or cause to be disbursed, Petty Cash funds of the Council as may be directed by the Board of Directors, taking proper responsibility for obtaining signed vouchers for such disbursements.
    - d) Render to the Chairperson and/or Board of Directors, whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the Council.
    - e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
    - f) Prepare and submit monthly reports to the Board of Directors and post on the HGNNC webpage.

6. In the event the Chairperson, Vice-Chairperson or Corresponding Secretary are unable to conduct the meeting due to absence or tardiness, then the responsibility will be assumed by District Representatives in ascending order from District 1 through District 8.
- B. Communications with third parties:** The Chairperson shall be authorized to represent the Council or the Board for purposes of communicating with any governmental entity, the press or any other person. The Board may authorize any other person to represent the Council or the Board on enumerated subject matter.
- C. Committees:**
1. The Chairperson, subject to approval by majority votes of the Board, shall appoint both Standing and Ad Hoc Committees as required to service the needs of the organization, subject to the approval of the majority of Board Members. (see standing rules)
  2. Membership on any committee shall be voluntary and is open to all individuals, whether or not a Board Member or Stakeholder, subject to Board approval.
  3. Each Committee shall elect a Chairperson from among its members. The Chairperson shall serve for a term of one (1) year or until a successor is chosen. Committees shall determine how they shall conduct their business.
  4. Committees may invite others to attend or participate, 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. All Committee meetings shall be open to the public and notice of such shall be posted in public places and in accordance with all applicable sections of the Ralph M. Brown Act.
  7. No more than four (4) board members may serve on a committee.
- D. Removal:** A Board member may be removed for any of the following reasons:
1. Any Board member may resign by submitting a written resignation to the Chair or the Recording Secretary.
  2. The Board may remove any Board member whenever the best interests of the HGNNC would be served. No Officer shall be removed for any arbitrary, capricious or discriminatory reason. If an Officer fails to consistently attend those meetings at which they are expected, the Board may remove the Officer and declare the seat vacant. Board members are expected to attend all Board of Directors meetings and HGNNC general meetings. Absence from four (4) consecutive meetings or seven (7) or more meetings during the previous twelve months shall be deemed a failure to consistently attend, excluding excused absences. A three-quarters (3/4) vote of Board members present at the Board of Directors meeting or HGNNC general meeting is required for removal. Such action shall be effective immediately upon the Board vote to remove. In such case, the Chairperson shall send a certified letter to the person, stating that he or she is no longer a

HGNNC Officer. The Board removal process shall only be implemented in consultation with the Office of City Attorney.

**Article IX – Filling Board Vacancies**

A vacancy on the board shall be filled by a Stakeholder who satisfies the eligibility requirements for holding the vacated Board seat. Any Stakeholder interested in filling a vacant seat shall submit a written application to the Secretary within 30 days of the date that the seat becomes vacant. After the lapse of 30 days, the Secretary shall forward the names of all applicants to the Board . The Board shall have discretion to fill the vacancy from the applicants or among any other qualified Stakeholders at any time, subject to a majority vote of the Board at a public meeting. The appointed applicant’s term shall be limited to the term for the vacated seat.

**Article X – Ethics and Conflict of Interest**

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

**Article XI – Parliamentary Procedure**

The most current edition of *Rosenberg’s Rules of Order: Simple Parliamentary Procedures for the 21<sup>st</sup> Century*, 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 Chairperson may appoint a Parliamentarian. (see standing rules)

**Article XII – Grievance Procedures**

Any grievance by a Stakeholder must be submitted in writing to the Board of Directors. The Board shall attempt to resolve the grievance in good faith. In the event that a grievance is not resolved through this grievance process, the matter may be referred to DONE for consideration or dispute resolution in accordance with its most current policy.

**Article XIII – Bylaw Amendments**

Proposed amendments to these Bylaws must be submitted by the Bylaws Committee to the Board of the HGNNC for approval by 2/3s vote of Board members present but by no fewer than ten (10) Board members to approve amending the bylaws.