

MOTION: The Venice Neighborhood Council Board of Officers approves the submitted changes amending **ARTICLE 5: GOVERNING BOARD** of the previously adopted (7/1/22) VNC Bylaws.

ARTICLE V: GOVERNING BOARD

CURRENT LANGUAGE:

Section 1 Composition

The Governing Body of the VNC shall be the Board of Officers. The Board of Officers is comprised of twenty-one (21) voting Officers as follows

Current membership remains unchanged and any changes will be addressed at a later date.

- A. The immediate Past President may serve as a non-voting ex-officio member of the Board of Offices and the Administrative Committee “Adcom” and shall be the principal conduit of the Neighborhood Council institutional memory.
- B. No single Stakeholder group shall hold a majority of Board seats unless extenuating circumstances exist and are approved by the Department of Neighborhood Empower (“Department”).
- C. When a Board Officer ceases to maintain their Stakeholder or Community Interest Stakeholder status pursuant to these Bylaws, their position shall be deemed vacant.

Proposed Change:

ARTICLE V: GOVERNING BOARD

~~The Governing Body of the VNC shall be the Board of Officers.~~ **The Board of Directors “the Board” shall be the governing body of the Council.**

Current membership remains unchanged and any changes will be addressed at a later date.

Section 1: Composition

~~The Board of Officers is comprised of twenty one (21) voting Officers as follows:~~ **The Board shall consist of twenty-one (21) Stakeholders elected, selected or appointed.**

The composition of the Board shall be as follows:

~~A. The immediate Past President may serve as a non-voting ex-officio member of the Board of Offices and the Administrative Committee “Adcom” and shall be the principal conduit of the Neighborhood Council institutional memory.~~

No single Stakeholder group shall hold a majority of Board seats unless extenuating circumstances exist and are approved by the Department of Neighborhood Empower (“Department”).

When a Board Member ceases to maintain their Stakeholder status or Community Interest Stakeholder Status pursuant to these Bylaws, their position shall be deemed vacant.

If the Stakeholder status of a Board Member is in question then, at the request of the Board, the Department will verify status using the Department's procedure.

Rationale: Board Composition Language conforms to Empower standardized bylaws. Also eliminates the confusion in current bylaws over exactly what the term "Board of Officers" refers to: is it the entire Board or the just what the current bylaws incorrectly identifies as the elected Executive Officers?

Item A referring to the Past President should be moved to ARTICLE VII Committees since the past president is not a member of the Board.

Alphabetical notations not needed per Empower Standardized Bylaws.

Empower defines Stakeholder in Article IV as Live, Work, Own OR Community Interest. Change aligns reference to Stakeholders with current required definition.

Section 2: Quorum

Current Language:

A minimum of eleven (11) Officers shall be required to be present at Board of Officers meetings to establish a quorum. A majority of committee members shall constitute a quorum at committee meetings. Floating quorum is not allowed.

Proposed Change:

Section 2: Quorum

~~A minimum of eleven (11) Officers shall be required to be present at Board of Officers meetings to establish a quorum. A majority of committee members shall constitute a quorum at committee meetings.~~ **The Quorum shall be eleven (11) members of the Board. The Board shall have a fixed quorum number.** Floating quorum is not allowed. **At Committee meetings, a quorum, with the exception of the Administrative Committee, shall consist of a majority of committee members.**

Rationale for Changes: Language is revised to reflect standardized Empower bylaws with some clarifications. Flow is improved. Board of Officers reference is changed to Board to eliminate confusion. (This section will need to be revisited if composition of Board is reduced.) This change also places the Administrative Committee quorum exception to the majority rule in a logical and more obvious place. The standardized bylaws suggest that committees also have a fixed quorum number so the minimum size of a committee may need to be addressed in Article VII.

Section 3: Official Actions

Current Language:

A majority of Board Members present and voting, not including abstentions, shall be sufficient for the Board or the Administrative Committee, as appropriate, to rule on business, unless otherwise stated in these Bylaws an abstention is treated as a non-vote.

Proposed Change:

Section 3: Official Actions

~~A majority of Board Members present and voting, not including abstentions, shall be sufficient for the Board or the Administrative Committee, as appropriate, to rule on business, unless otherwise stated in these Bylaws an abstention is treated as a non-vote.~~ **Unless specified otherwise in these Bylaws, official action is taken at a meeting at which a quorum is met by a simple majority vote of the Board Members present and voting.** Abstentions are treated as a non-vote.

Rationale: Concept doesn't change but is stated in a clearer manner and reflects Empower standardized bylaws.

Section 4: Terms and Term Limits

Current language:

Each Board term of office shall be two (2) years. Terms shall begin at the first Board meeting once the election results are finalized by the City and shall end with the commencement of the terms of their successors. See Article X (elections for further details). There are no limits to the number of terms that a Board Officer may serve.

Proposed Change:

Section 4: Terms and Term Limits

~~Terms shall begin at the first Board meeting once the election results are finalized by the City and shall end with the commencement of the terms of their successors. See Article X (elections for further details)~~ **Elected Board Members shall serve a two (2) year term commencing at the start of the fiscal year (July 1). Appointed Board Members shall serve out the remaining term of the Board member they replace. There are no limits to the number of terms that a Board Officer may serve. There are no term limits.**

Rationale: Simplifies language. Eliminates confusion over when term starts. Swearing in, according to Empower is a formality. City Clerk expects the newly elected Board to approve Admin Packet. Makes transition between boards less confusing considering our regular Board Meeting takes place during the 3rd week of the month.

Section 5: Duties and Powers

Current Language:

- A. The Board of Officers shall establish policies and positions of the VNC at its meetings and review and recommend actions to governmental and other entities on issues affecting the Venice community.
- B. At Large and Community Interest Officers shall serve on or chair at least one (1) VNC Committee.
- C. Conflict of Interest: The VNC shall be subject to applicable sections of the City of Los Angeles Governmental Ethics Ordinances. Applicable laws of local, state and federal government shall be the minimum ethical standard for the VNC and its Board of Officers.
- D. Restriction on Political Campaigns: The VNC shall not participate in any political campaign on behalf of any candidate for public office. This restriction shall not be interpreted to forbid informational events such as candidate forums.

Proposed Changes:

Section 5: Duties and Powers

- ~~A. The Board of Officers shall establish policies and positions of the VNC at its meetings and review and recommend actions to governmental and other entities on issues affecting the Venice community.~~
- ~~B. At Large and Community Interest Officers shall serve on or chair at least one (1) VNC Committee.~~
- ~~C. Conflict of Interest: The VNC shall be subject to applicable sections of the City of Los Angeles Governmental Ethics Ordinances. Applicable laws of local, state and federal government shall be the minimum ethical standard for the VNC and its Board of Officers.~~
- ~~D. Restriction on Political Campaigns: The VNC shall not participate in any political campaign on behalf of any candidate for public office. This restriction shall not be interpreted to forbid informational events such as candidate forums.~~

The primary duties of the Board shall be to govern the Council and to carry out its objectives. No individual member of the Board shall speak for the Board or otherwise publicly represent a Board position unless authorized to do so by official action of the Board. The Board may, by official action, delegate to any individual the authority to present before any City body a standing Council position previously adopted by the Board or a statement that the Council has had insufficient time to develop a position or recommendation on a matter before that body. Such authority may be revoked at any time by the Board.

Rationale: Adopt standardized empower language Item A. is covered in more general terms in the mission and policy section. Item B. belongs under Article VI: Officers. Item C: is covered in XIV Compliance. Item D. is covered in Article II, B2-must remain nonpartisan.

Section 6: Vacancies

Current Language:

Vacant Board seats shall be filled by a majority vote of the remaining elected Officers. Officers selected in this manner shall serve as Board Officers until the next election. In no event shall a vacant seat be filled where an election is scheduled to occur within sixty (60) days of the date that a written application is presented to the Board.

Candidates to fill vacancies must meet the same criteria as required for general elections of the Board.

Proposed Change:

Section 6: Vacancies

If a Board seat becomes vacant, the Board may choose to verify Stakeholder status of an individual filling the seat or may choose to request the Department do so following its internal procedure(s).

Vacancies on the Board shall be filled using the following procedure:

- A. Any stakeholder interested in filling a vacancy on the Board shall submit a written application to the Board.
- B. The Board shall cause the matter to be placed on the agenda for the next regular meeting of the Board.
- C. The Board shall vote on the application at the meeting. Vacant Board seats shall be filled by a majority vote of the remaining elected Board Members.
- D. The appointed applicant's term shall be limited to the remaining term of the vacated seat.
- E. In no event shall a vacant seat be filled where an election is scheduled to occur within sixty (60) days of the date that a written application is presented to the Board.

~~Candidates to fill vacancies must meet the same criteria as required for general elections of the Board.~~

Rationale: Standardizes to Empower bylaws. Re-organizes and clarifies procedure and timeline.

Section 7: Absences:

Current Language:

Any Board Officer who misses three (3) regularly scheduled consecutive Board meetings or five (5) total Board meetings during any twelve (12) month period will be automatically removed from the Board. Each Board Officer absence shall be recorded in the Council's meeting minutes or other manner of Council record keeping, and that, upon missing the required number of Board meetings for removal, the President shall provide notice to that Board Officer that their seat has been declared vacant and announce the vacancy at the next regular Board meeting. When the position is announced as vacant it will be filed via the Council's vacancy clause. Any regularly scheduled Board of Officers meeting noticed as per the Brown Act shall constitute a meeting for the purpose of determining Board Officer attendance. The Council shall consult with the Office of the City Attorney throughout any Board removal process. For the purpose of Absences, only, a full meeting's attendance by a Board Officer is defined as more than half the duration of the entire meeting. The Secretary shall keep a record of the arrival and departure times of all Board Officers.

Proposed Change:

Any Board ~~Officer~~ **Member** who misses three (3) regularly scheduled ~~consecutive~~ Neighborhood Council Board Meetings or, five (5) total ~~Governing Board Meetings~~ during any twelve (12) month period will be automatically removed from the Board. Each Board ~~Officer~~ **Member** absence shall be recorded in the Council's Meeting Minutes or other manner of Council record keeping. ~~and that,~~ Upon missing the required number of Board Meetings for removal, the ~~President~~ **VNC Presiding Officer** shall notify the Board Member and provide notice to that Board Member that their seat has been declared vacant and announce the vacancy at the next regular Board meeting. When the position is announced as vacant it will be filled via the Council's vacancy clause. Any regularly scheduled ~~Board of Officers~~ **Neighborhood Council Board** meeting, shall constitute a meeting for the purpose of determining Board ~~Officer~~ **Member** attendance. For the purpose of Absences only, a full meeting's attendance by a Board ~~Officer~~ **Member** is defined as more than half the duration of the entire meeting. The Secretary shall keep a record of the arrival and departure times of all Board ~~Officers~~ **Members**.

Prior to the item being placed on the agenda, the ~~Council~~ **VNC Presiding Officer** shall consult with the Office of the City Attorney for advice on the removal process.

Rationale: Uses standardized Empower language. Substitutes Member for Officer to eliminate confusion between Executive Officers and rest of Board. Substitutes VNC Presiding Officer for President/Council, clarifies Board of Officers by substituting Neighborhood Council Board

Number of permitted absences of 3 consecutive or 5 within a 12 month period is eliminated and absences are limited to a total of 3 within any 12 month period.

Ambiguous language regarding what constitutes a meeting for absence purposes (regular and/or special) has been clarified by inserting regular.

Section 8 Censure: NO CHANGE-section reflects language from Board of Neighborhood Commissioners (BONC) and cannot be changed.

Section 9 Removal: NO CHANGE-section reflects language from Board of Neighborhood Commissioners (BONC) and cannot be changed.

Section 10: Resignation

Current Language:

Any Officer may resign by submitting a written resignation to the President and the Secretary. The Board does not have to formally accept a resignation for it to become effective.

Proposed Change:

Section 10: Resignation

~~Any Officer may resign by submitting a written resignation to the President and the Secretary. The Board does not have to formally accept a resignation for it to become effective.~~ **Board Member resignation must be submitted in writing to an executive officer and should include the secretary. The position shall then be deemed vacant. Any member of the Board who ceases to be a Stakeholder is required to submit their resignation to an executive officer and should include the secretary. If the Stakeholder status of a Board Member is challenged, then the Department will contact the board member, verify the Stakeholder status using its procedure.**

Rationale: Conforms to standardized Empower bylaws, also eliminates confusion over use of "officer". Clarifies procedure if stakeholder status changes.

Section 11: Community Outreach

Current language:

The VNC shall direct that a system of outreach be instituted to inform the Venice community as to the existence and activities of the VNC, including its Board elections, to find future leaders of the VNC, and to encourage all Stakeholders to seek leadership positions within the VNC.

All Board Officers shall be responsible for participating in the VNC's outreach efforts.

Proposed Change:

Section 11: Community Outreach

The VNC shall direct that a system of outreach be instituted to inform the Venice community as to the existence and activities of the VNC, including its Board elections, to find future leaders of the VNC, and to encourage all Stakeholders to seek leadership positions within the VNC.

All Board ~~Officers~~ **Members** shall be responsible for participating in the VNC's outreach efforts.

Rationale: No Change to first paragraph: Only difference between standardized and VNC bylaws is use of VNC instead of Council. 2nd paragraph- keeps our current bylaw and substitutes member for officer.