

**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: Bylaws dated 7/01/22

### ~~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 Board of Directors "the Board" shall be the governing body of the Council.

### **Section 1: Composition**

The Board shall consist of twenty-one (21) Stakeholders elected, selected or appointed.

The composition of the Board shall be as follows:

*TBD because we may wish to create zones or neighborhood specific representation.*

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 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: Conforms to Empower standardized bylaws. 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.*

*Note: Changing to Neighborhood Representation would eliminate the current conflict in the bylaws with the administrative code that no Stakeholder Group (currently At-large members) shall hold a majority of Board seats. This is probably why Stakeholders are only allowed to vote for 1 of the 13 and that Empower has ruled that we can't simply increase the number of at large stakeholders can vote for. Current Board Composition also violates the requirement that at least one board position must be available for all stakeholders to run for and to vote for.*

## **Section 2: Quorum**

Current Language: Bylaws dated 07/01/22

~~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**

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: 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 would 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 have a fixed quorum number-we may want to address the minimum size of a committee 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**

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 changed but is stated in a clearer manner and reflects Empower standardized bylaws. Future issue: How to deal with ADCOM voting where they appear to have veto over Board? Should abstentions be treated as a non-vote (recommended by Empower) or a "yes vote or a "no vote"? See various scenarios presented by Empower pg 13 of standardized bylaws. The proposed language is their recommendation and also is what our current bylaws reflect.*

### **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**

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 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 3<sup>rd</sup> week of the month.*

*Should there be term limits? Should we switch to staggered 4 year terms. It could be difficult to do at this time considering we elect our exec officers and we do not currently define each at-large seat.*

## **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 Change:

## **Section 5: Duties and Powers**

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: 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. Should C be a standing rule or should it be part of Outreach duties?*

*?Should this section reflect that President is authorized to speak for the Board as per current Bylaw*

## 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.

*Rationale and issues to clarify: Reorganize and clarifies procedure and timeline. Should there be language that once the election is held the Board may fill vacancies if there are 60 days left in the term? This needs to be addressed when our election cycle is in March. Empower Section C states that if multiple applications for one seat have been submitted, the candidate with the most votes wins. Current language ensures when there are multiple candidates a board member can not be appointed with just a few votes at poorly attended board meeting. There is also an option in the standardized bylaws to have the President fill the vacancy subject to ratification by the Board by either majority vote or 2/3.*

## 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 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 Council Member absence shall be recorded in the Council's Meeting Minutes or other manner of Council record keeping, 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. Upon missing the required number of Board Meetings for removal, the Council Presiding Officer shall notify the Board Member and provide notice to that Board Member that their seat has been declared vacant. Any meeting of the Neighborhood Council Board, scheduled and noticed as per the Brown Act, shall constitute a meeting for the purpose of determining Board Member attendance. For the purpose of Absences only, a full meeting's attendance by a Board 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 Members.

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

*Rationale: Substitute Member for Officer to eliminate confusion between Exec Officers and rest of Board. Current Language is somewhat ambiguous: Do absences apply to ALL Board meetings, regular and special. If the intent is only the monthly meeting then REGULAR needs be inserted in two places before Meetings. The statement in both the current and standardized bylaws that "any meeting of the NC Board scheduled and noticed as per the Brown Act, shall constitute a meeting for determining Board Member attendance suggests that Special meetings also should be included.*

**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**

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 office 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*

## **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 Members shall be responsible for participating n 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. 2<sup>nd</sup> paragraph- keep our current bylaw and substitute member for officer.*

*Standardized template officers the following options: Recommendation is that this be incorporated in to the Outreach Chair and/or communications duties*

*The Council shall have a standing Outreach Committee, which will report its activities and recommendations to the Board monthly at the Council meeting. (This could be included in outreach chair duties)*

*Council shall maintain a website presence to disseminate information to stakeholders and other.... (This is already partially covered under Communications duties.*

*A marketing plan? Some of this such as e-mails to stakeholders is covered in the Communication's duties. This item does refer to the Board creating flyers etc. Should Outreach Chair position included language that this materials need approval by the Board?*

*Undertaking outreach at public events and coordination with other NC's when appropriate. (could be under Outreach duties)*