

Bylaws of the MAR VISTA COMMUNITY COUNCIL

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**Article I
NAME**

The name of this organization shall be the Mar Vista Community Council.

**Article II
PURPOSE**

The mission of the Mar Vista Community Council (MVCC) is to provide a forum for discussion of issues that affect the quality of life of MVCC Stakeholders, and to facilitate stakeholder communication and serve as the advocate for the MVCC area with officials of the City of Los Angeles and other governmental and non-governmental entities.

The goals and objectives of the MVCC shall be as follows:

- A. To offer a forum to permit MVCC stakeholders to collaborate and deliberate on matters of interest to the community;
- B. To be an advocate for the MVCC area to government and private agencies on issues for which there is broad community agreement;
- C. To facilitate the delivery of City services to neighborhoods by helping to identify community needs and involving relevant City staff in achieving integrated problem-solving techniques;
- D. To develop a system of ongoing communication with stakeholders regarding current and upcoming projects, issues and events;
- E. To encourage stakeholder participation in MVCC activities; and
- F. To interact with other neighborhood councils on issues of mutual concern and participate in citywide neighborhood conventions.

**Article III
BOUNDARIES**

Section 1: Boundary Description

The MVCC represents Stakeholders within the following geographic boundaries (see Attachment A):

- A. **North:** South of the 10 Freeway between Centinela Ave. and the 405 Freeway, South side of National Blvd. between the San Diego Freeway and Overland Ave., South of the Santa Monica City border between Walgrove Ave. and Centinela Ave.
- B. **East:** West of the 405 Freeway between the 10 Freeway and National Blvd., West side of Overland Ave. between National Blvd. and Charnock Rd., North side of Regent Street between Sepulveda Blvd. and Tuller Ave., West side of Tuller Ave. between Regent Street and Venice Blvd.
- C. **South:** North side of Charnock Rd. between Overland Ave. and Sepulveda Blvd., West side of Sepulveda Blvd. between Charnock Road and Regent Street, North of the Culver City border between Tuller Ave. and the intersection of Zanja St. and Walgrove Ave.
- D. **West:** East side of Walgrove Ave. between Zanja St. and Santa Monica City border, East side of Centinela Ave. between Airport Ave. and the 10 Freeway.

Note: Venice High, Mark Twain Middle School, Walgrove Elementary and Beethoven Elementary, shall be considered an overlap area with the neighborhood council established by the Venice Neighborhood Council. Charnock Road Elementary school and Palms Middle school shall be considered an overlap area with the Palms Neighborhood Council.

Section 2: Internal Boundaries

Geographic Zones: The Zones shall be defined as:

- A. **Zone 1:** South of National Blvd., North of Charnock Rd., East of the 405 freeway, West of Overland Ave., North side of Charnock Rd. between Overland Ave. and Sepulveda Blvd., West side of Sepulveda Blvd. between Charnock Rd. and Regent St., North side of Regent St. between Sepulveda Blvd. and Tuller Ave., West side of Tuller Ave. between Regent St. and Venice Blvd.;
- B. **Zone 2:** South of the 10 freeway, North of National Blvd., East of Centinela Ave., West of 405 freeway;
- C. **Zone 3:** South of National Blvd., North of Palms Blvd., East of Centinela Ave. /Bundy Drive, West of 405 freeway;
- D. **Zone 4:** South of Palms Blvd., North of Venice Blvd., East of Centinela Ave., West of 405 freeway;
- E. **Zone 5:** South of Venice Blvd., North of Culver City border (between Albright Ave. and Centinela Ave.), East of Centinela Ave., West of Sawtelle Blvd. the Culver City border along Albright Ave., North of the Culver City Border; and
- F. **Zone 6:** South of Santa Monica Airport, North of Venice Blvd., East of Walgrove Ave., West of Centinela Ave.
- G. **Zone 7:** South of Venice Blvd., North of the Culver City border between Centinela Ave and the intersection of Zanja and Walgrove Ave., East of Walgrove Ave., West of Centinela Ave.

Article IV STAKEHOLDER

Neighborhood Council membership is open to all Stakeholders within the stated boundaries.

“Stakeholders” shall be defined as those who live, work or own real property in the neighborhood and also to those who declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation within the Neighborhood Council’s boundaries and who may be in a community organization such as, but not limited to, educational, non-profit and/or religious organizations.

Article V GOVERNING BOARD Section 1: Composition

Number of Directors: The Board shall be comprised of thirteen (13) Directors, including the five (5) officers described in Article V. Of the thirteen (13) Directors, one (1) shall be elected "Community" Director, ~~six (6)~~ five (5) shall be elected "At-Large" Directors and ~~six (6)~~ seven (7) shall be elected "Zone" Directors.

Section 2: Quorum

Quorum: A quorum for meetings of the Board shall consist of seven (7) Directors. No business shall be conducted without a quorum.

Section 3: Official Actions

Voting: Subject to the presence of a quorum, a majority vote of the Directors present, not including abstentions shall prevail, except that a two-thirds (2/3) vote of the Directors currently serving on the Board (~~Full Board~~) shall be required to remove:

- A. a Director ~~or an officer of~~ from the Board of ~~Directors;~~ the MVCC, or
- B. a Board Officer, or
- C. an appointed committee chair or member.

To amend these Bylaws, see Article XIII.

Section 4: Terms and Term Limits

Term of the Directors: The term of office for Directors shall be two (2) years or until a new Director is Installed. A Director may serve for no more than ~~four (4)~~ three (3) consecutive terms or a maximum of ~~eight (8)~~ six (6) years. After being out of office for one full term, a former Director is again eligible to run for office.

Section 5: Duties and Powers

1. **Duties and responsibilities:** The duties and responsibilities of the MVCC Board of Directors shall be as follows:
 - A. To carry out the goals and objectives of the MVCC;
 - B. To authorize or approve all business of the MVCC;
 - C. To direct and control MVCC activities; and
 - D. To ~~ensure~~ oversee the ethical and financial integrity of the MVCC.
2. The MVCC shall follow fair and open procedures for conducting its business.
3. The MVCC and all committee chair(s) and ~~vice chairs and its participants~~ appointed members shall avoid conflicts of interest. In situations in which a conflict of interest exists, the involved Director, committee chair or ~~vice chair~~ appointed member shall report the conflict to the Board ~~and not participate in the decision-making process on that issue~~ or the committee before the item is discussed and recuse themselves.
4. Only the MVCC Chair, or their designee, shall speak on behalf of the MVCC. (See the Standing Rules of the MVCC, Section 2. Communications)
 - ~~No individual or group may speak on behalf of the MVCC or represent the MVCC without the prior authorization of the MVCC Board/Vof Directors.~~
5. ~~The~~ MVCC shall not endorse candidates for political office or ballot propositions. MVCC shall not work on behalf of, or in opposition to, any candidate for political office or for any ballot proposition. MVCC Directors shall not use their Mar Vista Community Council affiliation in personal endorsements of political candidates or any ballot proposition.
6. The Board of Directors may delegate management of the day-to-day operation of the business of the MVCC to a committee, person or staff, provided that all duties, powers, activities and affairs of the MVCC are exercised under the ultimate direction and control of the Board of Directors.
7. ~~The Minutes, election and financial records and other~~ official records of the MVCC shall be made available for public inspection. A written request for inspection of official records shall be submitted to the Board of Directors. The Board shall arrange for a mutually acceptable time and place for the inspection.
8. ~~All Seated MVCC Board Members must be stakeholders of Mar Vista and remain qualified for the specific seat they occupy. Each individual must annually reaffirm their declared stakeholder status by providing current acceptable documentation to the Board Secretary. (See the Standing Rules of the MVCC for acceptable documentation requirements.)~~

Section 6: Vacancies

A vacancy shall be deemed to exist upon the occurrence of either of the following:

- A. The death, resignation or removal of any Director; or
- B. Insufficient number of candidates available to fill all Director positions.

In the case of a vacancy, the Chair shall appoint a Stakeholder to fill that vacancy in accordance with the following procedure. The Chair shall announce the vacancy, along with the procedure for filling said vacancy:

- A. at the next regular MVCC Board meeting
- B. by placing a notice on the MVCC website
- C. by special email announcement to the general MVCC stakeholder email list.

If the time remaining for the vacant seat's term of office is one hundred and twenty (120) days or less, the seat shall remain vacant until the next election. If the time remaining for the vacant seat's term of office is more than one hundred and twenty (120) days:

- A. The Chair shall, at the time of making the announcement, require that any Stakeholder interested in being considered to fill the vacancy submit a statement of candidacy to the Chair. These submissions shall be made within a ~~twenty-five (25)~~ 25-day time period following the announcement of the vacancy.
- B. All candidates must comply with the requirements of Article X Section 6 of these Bylaws.
- C. The candidate names ~~of those submitting said statements will~~ shall be placed on the agenda of the next regular Board meeting following such submission. ~~The candidate statements shall be included in the agenda packet/supporting documents. Personal information except names shall be redacted.~~
- D. Those Stakeholders whose names are submitted may, at the Board meeting, give a statement in support of their candidacy.
- E. After statements have been made, the Chair shall appoint a Stakeholder from the list of submitted names subject to approval by a majority vote of the Directors in attendance.
- F. If the first appointed Stakeholder does not receive the approval a majority vote of the Directors in attendance, the Chair shall then appoint another Stakeholder from the list of submitted names subject to the approval by a majority vote of the Directors in attendance.
- G. If the Chair's second appointee is not approved by a majority vote of the Directors in attendance, the Chair shall then make the appointment from the complete submitted list of candidates, which appointment shall be final and shall not be subject to the approval of the Board of Directors.

Section 7: Absences

~~Absence from two (2) consecutive meetings without notification may subject a Director to removal.~~

- 1. ~~Any Board member who is unable to attend a regularly scheduled Board meeting shall give notice to the Chair and Secretary prior to the meeting. The availability to attend Special meetings will not count towards attendance or absences.~~
- 2. ~~Committee Chairs and appointed members will notify their fellow committee members if they are unable to attend a regularly scheduled committee meeting prior to the meeting.~~
- 3. ~~Absence from four regularly scheduled Board meetings per fiscal year (July 1 – June 30) shall subject a Board Director to automatic removal.~~
- 4. ~~For further information, see the Standing Rules of the MVCC.~~

Section 8: Censure (~~intentionally left blank~~)

1. The purpose of the censure process is to place a Board member on notice of misconduct and to provide the Board member with an opportunity to correct the misconduct.
2. The Neighborhood Council (“Neighborhood Council”) may censure any Board member at a regular or special meeting open to the public following a good-faith determination by the Neighborhood Council Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations.
3. Grounds for censure include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board’s bylaws or rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal process by acting in bad faith.
4. The Board shall use the following procedure when censuring a Board member:
 - A. A motion to censure a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed censure including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., “for alleged violations of the Code of Conduct” but shall contain factual statements that describe conduct only and is not intended to embarrass or humiliate the board member.
 - B. The Board member, group of Board members or committee responsible for setting the final Board agenda shall include the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed censure motion.
 - C. The Board member subject to censure shall be given a minimum of thirty (30) days prior- written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which the motion to censure will be considered. The notice shall provide the specific facts and grounds for the proposed censure as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to the meeting at which the motion to censure will be considered.
 - D. The Board member subject to censure shall be given a reasonable opportunity to be heard at the meeting, either orally or in writing, prior to the Board’s vote on a motion of censure.
 - E. The Board shall decide by a majority vote of those present and voting whether or not the Board member should be censured. The Board member who is the subject of the censure motion shall not be counted as part of the majority present and voting and shall not be allowed to vote. For the purpose of censure motions, abstentions shall not be counted as votes.
 - F. In no event shall a motion to censure a board member be heard by the Neighborhood Council within sixty (60) days of the next scheduled Board election or selection

Section 9: Removal

For further information, see the Standing Rules of the MVCC.

1. **Removal of a Director:** Reasons for Removal of a Director may include, but are not limited to:
 - A. Inability to carry out his/her duties and responsibilities ~~due to time limitations, illness and/or other personal obligations;~~
 - B. ~~Absence from two (2) consecutive meetings without notification;~~
 - B. Failure to disclose a financial conflict of interest in a matter before the Board.
 - C. Violation of MVCC bylaws or **Standing Rules**.
 - D. ~~The MVCC will consult with its legal counsel, the Office of the City Attorney, throughout this removal process.~~
 - D. Violation of the Code of Conduct

2. The MVCC will consult with its legal counsel, the Office of the Los Angeles City Attorney, throughout this removal process.
3. Any Board member may be removed by the Neighborhood Council (“Neighborhood Council”) for cause, following a good faith determination by the Board that the member has engaged in conduct that is contrary to rules and regulations applicable to the Board or that impedes the orderly business of Board operations. A Board member shall not be subject to removal under this Policy, unless the member has been censured at least once pursuant to the Board of Neighborhood Commissioners’ (“Commission”) Censure Policy.
4. Grounds for removal include, but are not limited to, persistent disruptive conduct at meetings, violations or abuses of the Board’s bylaws or standing rules, violations of the Code of Conduct, acting on behalf of the Board without authorization, and misuse or abuse of the censure or removal processes by acting in bad faith.
5. The Board shall use the following procedure when removing a Board member:
 - A. A motion to remove a Board member may be initiated by any three (3) Board members. Those Board members shall not constitute a majority of the quorum of any Neighborhood Council body, such as a committee. The proposed motion shall be delivered to any officer of the Board or a specific officer or member of the Board as may be specified in the bylaws or standing rules of the Neighborhood Council. The motion shall be in writing and provide the specific facts and grounds for the proposed removal action including the date(s) and specific conduct relied upon for the motion. The motion shall not be based upon conclusions, e.g., “for alleged violations of the Code of Conduct” but shall contain factual statements that describes conduct only and is not intended to embarrass or humiliate the board member. The motion to remove shall also include a copy of the prior censure motion and the date it was passed.
 - B. The Board member, group of Board members or committee responsible for setting the final Board agenda shall list and briefly describe the motion on the agenda of the next regular or special Board meeting scheduled at least thirty (30) days following the delivery of the proposed removal motion.
 - C. The Board member subject to removal shall be given a minimum of thirty (30) days prior written notice, which may include email sent to the last email address on file with the Neighborhood Council, of any meeting at which a motion to remove will be heard. The notice shall provide the specific facts and grounds for the proposed removal as specified in 1 above. The Board shall also provide a copy of the notice to the Department of Neighborhood Empowerment a minimum of thirty (30) days prior to any meeting at which a motion to censure will be considered.
 - D. The Board member subject to removal shall be given reasonable time to be heard at the meeting, either orally or in writing, prior to the Board’s vote on a motion for removal.
 - E. The Board shall decide whether or not the Board member should be removed by an affirmative vote of two-thirds (2/3) of the currently sitting Board members. The Board member who is the subject of the removal motion shall not be allowed to vote and shall not be counted when determining the two-thirds (2/3) majority vote. For the purpose of the removal motion, abstentions shall not be counted as votes.
 - F. In no event shall a motion to remove a Board member be heard by the Neighborhood Council within sixty (60) days of the next election or selection.
 - G. The Commission may review a Neighborhood Council’s removal decision if requested to do so by the affected Board member. Once the request is made for the Commission to review the decision to remove, the Neighborhood Council voting to remove the board member may not fill the vacancy created by the removal until the Commission has made a decision on whether the removal was proper or the Commission declines to review the matter. The Commission’s decision whether to hear or decline to hear the removal review request shall be sent in writing to the requestor and the Neighborhood Council within 30 days after the request for review is delivered.
 - H. A request for the Commission to review a Neighborhood Council’s removal decision shall proceed as follows:
 - 1) The request must in writing and must be delivered to the Executive Assistant of the Commission or, in the absence of an Executive Assistant, to the President of the Commission within thirty (30) days of the date of the action by the Neighborhood Council to remove the Board member.
 - 2) The request must state the basis for the review. The request shall not cite or present any evidence not considered by the Neighborhood Council but must address only procedural deficiencies.

- 3) If the Commission determines the request for review raises sufficient questions regarding procedural deficiencies and agrees to hear the review, it will be placed on the agenda of a regular or special meeting of the Commission within sixty (60) days of receipt of the request for review.
 - 4) At the review the Commission will determine if the facts as presented support the removal motion and if the procedures set out in this policy were correctly applied.
 - 5) If the Commission determines that there were either factual or procedural deficiencies, the Commission may either reinstate the Board member or return the matter to the Neighborhood Council for further consideration.
 - 6) If the Commission returns the matter for further consideration and the Neighborhood Council does not act within sixty (60) days of the Commission's decision the Board member will be considered reinstated.
 - 7) During the period of appeal the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions.
 - 8) If the matter is returned to the Neighborhood Council for further consideration the Board member shall not be counted as part of the Board for any quorum and shall not participate in any Board actions until the Board takes action as requested by the Commission or until the expiration of the sixty (60) day time period.
- I. This policy is not intended to restrict or eliminate a Neighborhood Council's ability to remove or render ineligible to serve, Board members who fail to attend meetings, join committees, maintain their stakeholder status, or perform other duties as may be described in the Neighborhood Council's bylaws and/or standing rules. Nor is it intended to limit a Neighborhood Council's ability to remove committee chairs or committee members according to the Neighborhood Council's bylaws and/or standing rules.

Section 10: Resignation (intentionally left blank)

A Board member shall submit a written resignation.

A Board member who ceases to qualify for the position that they were elected or appointed to shall submit a written resignation to the Board within thirty (30) days of the change of their status.

Section 11: Community Outreach (intentionally left blank)

The goals and objectives of the MVCC regarding Community Outreach are:

- A. To develop a system of ongoing communication with stakeholders regarding current and upcoming projects, issues and events;
- B. To encourage stakeholder participation in MVCC activities; and
- C. To interact with other neighborhood councils on issues of mutual concern and participate in citywide neighborhood conventions.

For further information, see the Standing Rules of the MVCC.

Article VI OFFICERS

Section 1: Officers of the Board

The officers shall be Chairperson (Chair), First Vice Chairperson (First Vice Chair), Second Vice Chairperson (Second Vice Chair), Secretary, and Treasurer. **A Board Director cannot hold more than one (1) office.**

Section 2: Duties and Powers

The duties of these officers are as follows:

- A. **Chairperson:** The Chairperson (Chair) shall preside at meetings of the MVCC and the Board of Directors, and **is the Chair of the Executive/Budget and Finance (ExFin) Committee. The Chair** shall represent the MVCC, coordinate its affairs and prepare Board agendas **and delegate responsibilities as needed.** Subject to the approval of the Board, the Chair shall appoint and remove committee chairs **or committee members** and make such other appointments as may be necessary or desirable.
- B. **First Vice Chairperson:** The First Vice Chairperson (FirstVice Chair) shall discharge the duties of the Chair in the absence or disability of the Chair or **other duties** as requested by the Chair or Board.
- C. **Second Vice Chairperson:** The Second Vice Chairperson (Second Vice Chair) shall discharge the duties of the Chair in the absence or disability of the Chair and First Vice Chair or **other duties** as requested by the Chair or Board.
- D. **Secretary:** The Secretary shall:
 - 1) record, or cause to be recorded, the minutes of actions taken at all meetings of the MVCC Board of Directors, and **committees the Executive/Budget and Finance (ExFin) Committee.**
 - 2) **be responsible for public posting of approved written minutes on the MVCC website**
 - 3) ~~The Secretary shall~~ keep in safe custody, the minutes, as well as the Bylaws and all other official documents.
 - 4) ~~The Secretary shall~~ make timely filings of all required certificates and compliance documents.
 - 5) ~~The Secretary shall~~ give, or cause to be given, notice of all meetings of the MVCC Board of Directors and **committees the Executive/Budget and Finance (ExFin) committee.** Such notice shall be posted at a designated location or locations, and shall conform to the terms of the Brown Act.
- E. **Treasurer:** The Treasurer shall:
 - 1) oversee the finances of the MVCC to assure compliance with **all Department of Neighborhood Empowerment (Department) and City of Los Angeles the Office of City Clerk - Neighborhood Council Funding Division (The City Clerk)** requirements and shall timely prepare and submit reports prescribed by ~~T~~**the Department City Clerk.**
 - 2) ~~The Treasurer shall~~ maintain the MVCC financial records and a record of City Property under the control of the MVCC.
 - 3) ~~The Treasurer shall~~ report to the MVCC Board of Directors on the financial transactions of the MVCC at each regular meeting of the Board.

Section 3: Selection of Officers

- 1. Officers of the Board shall be elected by the Board and shall perform the duties prescribed by these bylaws and by *Article XII, Parliamentary Authority.*
- 2. **Selection of Board Officers is done on the following occasions:**
 - A. **following Neighborhood Council Elections at the first Board meeting following the Neighborhood Council Elections and only after the election results have been certified by the Office of City Clerk,**
 - B. **when a vacancy in the Officer position has occurred.**
- 3. **The Department (of Neighborhood Empowerment) shall oversee the Officer election at the first meeting following Neighborhood Council Elections. The Officer positions shall be filled by a majority vote of the Board present at the first meeting following the elections and annually thereafter. In the event that an Officer position becomes vacant, the Department or Chair of the Elections and Bylaws Committee shall ~~oversee an election of Officers of the Board~~ conduct the filling of the vacant Officer position through the following process:**
 - A. **Conduct nominations for the various offices.**

- B. Conduct a roll-call vote for each office.
- C. Determine and announce the Officer(s).
- D. Install the newly elected Officer(s).

Section 4: Officer Terms

Officers shall serve one (1) year terms. Only a Director shall be eligible to serve as an officer. No officer shall hold more than one (1) office at a time, and no officer shall be eligible to serve more than ~~four (4)~~ three (3) consecutive terms in the same office. Officers shall serve at the pleasure of the Board and may be removed by a two-thirds (2/3) vote of the Full Board.

Article VII COMMITTEES AND THEIR DUTIES Section 1: Standing

Standing committees may include, but shall not be limited to the:

- A. ~~Executive/Budget and Finance Committee~~ Education, Arts and Culture Committee (EACC)
- B. Elections and Bylaws Committee (Elections/Bylaws)
- C. ~~Outreach Committee~~ Executive/budget and Finance Committee (ExFin)
- D. ~~Transportation and Infrastructure Committee~~ Outreach Committee
- E. Planning and Land Use Management Committee (PLUM)
- F. ~~Safety and Security Committee~~ Public Health and Safety Committee (PHS)
- G. ~~Education, Arts and Culture Committee~~ Transportation and Infrastructure Committee (T&I)

Section 2: Ad Hoc (intentionally left blank)

The Board may create Ad Hoc Committees as needed to address temporary issues.

Section 3: Committee Creation and Authorization

The Board shall have the power to form or dissolve standing or ad hoc committees and establish the policies and procedures for those committees for whatever purpose it deems necessary, as long as these are within the mission, goals and objectives of the Council.

~~All Committees, once established, are subject to the terms of the Brown Act for meetings, minutes, and notices of meetings and to Article XII, Parliamentary Authority.~~

- A. **Committee Structure:** All Board Directors shall serve on or chair at least one (1) MVCC Committee. Standing and Ad Hoc Committee membership shall be comprised of at least one (1) Director, but no more than three (3) Directors, with the exception of the Executive/Budget and Finance (ExFin) Committee. Interested stakeholders may also be appointed to a committee as a voting member. Only appointed members of the committee may vote on recommendations to the full Board.
- B. **Committee Appointment:** The Chair of the MVCC Board shall announce committee appointments during the Board meeting immediately following the election of new Board Officers, or as new committees form or as vacancies occur

- C. **Committee Meetings:** Committee meetings are subject to and shall be conducted in accordance with:
 - 1) the Brown Act.
 - 2) the Neighborhood Council Agenda Posting Requirements
 - 3) the Neighborhood Council Minutes Posting Requirements
 - 4) parliamentary procedures (see Article XII, Parliamentary Authority)
 - 5) the MVCC Bylaws and Standing Rules of the MVCC
- D. **Committee Authority:** All Committee recommendations shall be brought back to the full Board in the form of a motion for discussion and action.
- E. **Changes to Committees:** The Board may establish, disband or make changes as needed to any Standing or Ad Hoc Committee.
- F. **Removal of Committee Members:** The Board may remove any appointed committee chair or member by two-thirds (2/3) vote of the full Board.

For further information, see the Standing Rules of the MVCC.

Article VIII MEETINGS

Section 1: Meeting Time and Place

All meetings shall be held in an ADA complaint location that is open and free to the public. All meetings shall be posted in accordance with the Brown Act.

- A. ~~Stakeholder Meetings: The purpose of the Stakeholder Meetings is to provide a forum for discussion of community issues. Stakeholder Meetings shall be held at the discretion of the Board. The agenda for all Stakeholder Meetings shall be determined at a meeting of the Board of Directors. Agenda and notice of Stakeholder Meetings shall be publicly posted at least seventy-two (72) hours prior to the meeting.~~ **Annual Meetings:** The purposes of the Annual Meeting are to annually elect Officers of the Board and to report to the Stakeholders on the activities of the MVCC during the past year and biannually install newly elected Directors. ~~The Annual Meetings shall be held in a location convenient to Stakeholders.~~ In biannual election years the Annual Meeting shall be held within thirty (30) days after the election of Directors is officially certified and in the alternate years within thirty (30) days after the end of the current year. Agenda and notice of Annual meetings shall be posted at least seventy-two (72) hours prior to the meeting.
- B. ~~Annual Meetings: The purposes of the Annual Meeting are to annually elect Officers of the Board and to report to the Stakeholders on the activities of the MVCC during the past year and biannually install newly elected Directors. The Annual Meetings shall be held in a location convenient to Stakeholders. In biannual election years the Annual Meeting shall be held within thirty (30) days after the election of Directors is officially certified and in the alternate years within thirty (30) days after the end of the current year.~~ **Board Meetings:** The purpose of the Board Meeting is to conduct the business of the MVCC and to plan future meetings. Board meetings shall be held monthly. An additional Board meeting may be called, by the chair, to complete unfinished business. Agenda and notice of Board meetings shall be posted at least seventy-two (72) hours prior to the meeting
- C. ~~Board Meetings: The purpose of the Board Meeting is to conduct the business of the MVCC and to plan future meetings. Board meetings shall be held monthly.~~ **Special Meetings:** Special Meetings of the Board may be called: ~~for a specific purpose, requiring consideration before the next regular Board Meeting~~ a) when an important matter comes up that the Board must deal with before the next regularly scheduled meeting; or b) if a matter comes up that is so important that it needs to be the sole reason for an entire Board meeting.

The Chair, or a minimum of two (2) Board members, may call a Special Meeting of the Board. Agenda and notice of such meeting shall be publicly posted at least twenty-four (24) hours before the scheduled meeting date. Such notice shall state the reasons for such a meeting, the specific business to be transacted at the meeting and the time and place of the meeting.

- D. ~~Special Meetings:~~ ~~Special Meetings of the Board may be called for a specific purpose, requiring consideration before the next regular Board Meeting. The Chair, or a minimum of two (2) Board members, may call a Special Meeting of the Board. Agenda and notice of such meeting shall be publicly posted at least twenty-four (24) hours before the scheduled meeting date. Such notice shall state the reasons for such a meeting, the specific business to be transacted at the meeting and the time and place of the meeting.~~ **Stakeholder Town Hall Meetings:** The purpose of the Stakeholder Town Hall Meetings is to provide a forum for discussion of community issues. Stakeholder Town Hall Meetings shall be held at the discretion of the Board. The agenda for all Stakeholder Town Hall Meetings shall be determined at a meeting of the Board of Directors. Agenda and notice of Stakeholder Town Hall Meetings shall be publicly posted at least seventy-two (72) hours prior to the meeting.

For further information, see the Standing Rules of the MVCC.

Section 2: Agenda Setting

Board Meeting Agendas: ~~An item~~ Upon the request of a Director or presiding Committee Chair, a motion shall be placed on the agenda by the Chair, with the assistance of the Secretary, for the next meeting of the Board, ~~upon the request of a Director.~~

Petitioning the Board: An item may be placed on the agenda of a Board Meeting by a petition signed by not less than ten (10) Stakeholders. Such a petition shall be submitted to the Chair at least fourteen (14) calendar days prior to the scheduled meeting. Petitioners shall be permitted to make a presentation to the Board, regarding the petition, not to exceed ten (10) minutes.

For further information, see the Standing Rules of the MVCC.

Section 3: Notifications/Postings

The agenda and notice of Board Meetings shall be publicly posted at least seventy-two (72) hours prior to the meeting. At a minimum, meeting notices shall be posted in compliance with the Ralph M. Brown Act and in compliance with City of Los Angeles Board of Neighborhood Commissioners Neighborhood Council Agenda Posting Requirements policy.

An updated listing of the Neighborhood Council's physical posting location/(s) shall be kept on file with the Neighborhood Council.

For further information, see the Standing Rules of the MVCC.

Section 4: Reconsideration (intentionally left blank)

For Further information, see the Standing Rules of the MVCC.

Article IX FINANCES

1. The Board shall review its fiscal budget and make adjustments as needed to comply with City laws and City administrative rules, and to keep in compliance with Generally Accepted Accounting Principles and the City's mandate for the use of standardized budget and minimum funding allocation requirements.

2. The Board shall adhere to all rules and regulations promulgated by appropriate City officials regarding the MVCC's finances, where the term "appropriate City officials" means those officials and/or agencies of the City of Los Angeles who have authority over Neighborhood Councils.
3. All financial accounts and records shall be available for public inspection and posted on the MVCC website, if available.
4. Each month, the Treasurer shall provide to the Board detailed reports of the MVCC accounts.
 - ~~At least once each quarter, the Chair and at least one (1) other individual other than the Treasurer, who is designated by the Board, shall examine the MVCC accounts and attest to their accuracy before submitting the documentation to the Department for further review.~~
5. The MVCC will not enter into any contracts or agreements except through ~~the Department~~ the Office of City Clerk-Neighborhood council Funding Division.

Article X ELECTIONS

Section 1: Administration of Election

Election of Directors: The MVCC'Ss Election of Directors shall occur based on a two-year cycle and shall be conducted pursuant to City ordinances and procedures pertaining to Neighborhood Council elections. ~~The MVCC may choose to allow for online voting as stipulated by the City of Los Angeles and the Department of Neighborhood Empowerment.~~

Section 2: Governing Board Structure and Voting

The "Community" Director shall be elected by all Stakeholders ~~as defined in Article IV.~~

The "At-Large" Directors shall be elected ~~only~~ by Stakeholders who live, ~~work, or own real property or own a business~~ within the stated boundaries of the MVCC; and

The "Zone" Directors shall be elected ~~only~~ by Stakeholders who live, ~~work, or own real property or own a business~~ within their respective stated geographic Zone boundaries.

~~For further information, see the Standing Rules of the MVCC.~~

See Attachment B – Governing Board Structure and Voting.

Section 3: Minimum Voting Age

Only Stakeholders eighteen (18) years or older may vote for the election of Directors.

Section 4: Method of Verifying Stakeholder Status

~~Voters will verify their Stakeholder status through written self-affirmation.~~

Voters will verify their declared stakeholder status by providing documentation acceptable to the City of Los Angeles and/or City Clerk—Election Division. Community interest stakeholders will also be required to provide a form of documentation to substantiate their community interest claim.

~~For further information, see the Standing Rules of the MVCC.~~

Section 5: Restrictions on Candidates Running for Multiple Seats

A ~~Director stakeholder~~ may not be a candidate for more than one (1) Director seat ~~or occupy more than one (1) office.~~

Section 6: Other Election Related Language

Criteria for Candidates: Candidates for Director shall meet the following criteria:

- A. Candidates must certify in writing ~~and provide documentation~~ that they are Stakeholders of the MVCC in accordance with these Bylaws and Election Procedures approved by the City as follows:
 - 1) The "Community" Director candidates must be Stakeholders who live, work, or own real property ~~in the neighborhood within the MVCC's boundaries~~ and also those who declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation within the Neighborhood Council's boundaries and who may be in a community organization such as, but not limited to, educational, non-profit and/or religious organizations.
 - 2) The "At-Large" Director candidates must be ~~a Stakeholders~~ who ~~lives, works, or owns~~ real property, ~~or own a business~~ within the stated boundaries of the Council;
 - 3) The "Zone" Director candidates must be ~~a Stakeholders~~ who ~~lives, works, or owns~~ real property, ~~or own a business~~ within their respective stated Geographic Zone boundaries.
- B. To support their candidacy, each candidate must obtain twenty (20) signatures from MVCC Stakeholders that are eligible to vote for the candidate.
- C. Candidates must follow these Bylaws, approved Election Procedures, and MVCC Standing Rules
- D. Candidates must be eighteen (18) years of age or older.
- E. ~~For further information, see the Standing Rules of the MVCC.~~

Article XI GRIEVANCE PROCESS

~~Any grievance by a Stakeholder must be submitted to the Board of Directors. The Board of Directors may then refer the matter to an ad hoc grievance panel comprised of three (3) Stakeholders who are randomly selected by the MVCC 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 shall 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 of Directors 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 By-laws.~~

~~In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to the Department for consideration or dispute resolution in accordance with the Plan for a Citywide System of Neighborhood Councils. The Neighborhood Council will follow the City's policy and/or rules regarding the handling of grievances.~~

1. The Neighborhood Council Grievance Portal - <https://lacity.quickbase.com/db/bki8tm99k> - allows stakeholders to file grievances or complaints against a Neighborhood Council board that they believe has failed to follow any of the following:
 - A. A bylaw or standing rule of the Neighborhood Council
 - B. A section of the Los Angeles Administrative Code
 - C. A section of the Plan for the Citywide System of Neighborhood Councils
 - D. An applicable policy of the Board of Neighborhood Commissioners
 - E. A rule or regulation promulgated by the Department of Neighborhood Empowerment
 - F. Any other City Code, executive directive, rule or regulation applicable to Neighborhood Councils.
2. Grievances can only be filed against the Neighborhood Council body as a whole and must be filed within thirty (30) days from the date of the event giving rise to the Grievance. Any Grievance alleging a violation relating to Neighborhood Council funding must be filed within ninety (90) calendar days of the date the expenditure is made.
3. The following allegations are not considered grievances and will not be accepted:
 - A. An alleged violation of state or federal law;
 - B. An allegation of wrongdoing by an individual member of a Neighborhood Council board or committee; or
 - C. An allegation involving an action or inaction by a Neighborhood Council board or committee; or
 - D. A policy dispute or disagreement regarding the position of a Neighborhood Council board or committee.
4. If you suspect a Neighborhood Council has done something that could rise to a level of a grievance, we highly recommend that you contact the Neighborhood Council board to inform them first. Often, the Neighborhood Council was unaware of the situation and will happily take corrective action.
5. Grievances are first reviewed by the Department to ensure they are valid grievances and filed within the timeline. They are then sent to the Neighborhood Council for resolution and can then go to a Peer Grievance Panel of Neighborhood Council appointees in a region who are not connected to the grievance.
6. We recommend that any conflicts that may rise to a grievance be resolved through communication between the grievant and Neighborhood Council first. This communication can be directly between the parties, or through an intermediary, such as the Office of the City Attorney's Dispute Resolution Program.
7. If you would like to file a grievance, please ensure that you have all of the information and supporting documentation for the alleged violation. You may also submit up to three (3) witness statements on this form. All of the information and documentation, including the witness statement forms, must be submitted at the same time. We will not take additional information after your grievance is submitted.
8. Please note that all information on the grievance is subject to the California Public Records Act and will not be confidential. Also, the Department will not process more than three (3) grievances filed by the same person in any calendar year and no more than five (5) grievances filed by the same individual in any three (3) year period. In addition, the Department will not process any grievance relating to a previously filed grievance except those that the Department, in its sole discretion, determines relate in fact and circumstance. For more details on the entire Neighborhood Council grievance process, click [here](#). Section 22.818, Article 3 of Chapter 28 of the Los Angeles Administrative Code.

If you have any questions, please contact our Neighborhood Council Support Help Line at NCsupport@lacity.org or by calling (213) 978-1551.

Article XII PARLIAMENTARY AUTHORITY

~~Board~~ All MVCC Meetings are open to the public and shall be conducted in accordance with the provisions of the California Brown Act.

~~The MVCC shall use Rosenberg's Rules of Order. Additional rules and/or policies and procedures regarding the conduct of the meetings may be developed and adopted by the Board and those would be found in MVCC Standing Rules.~~

The most current edition of Robert's Rules of Order shall serve as the Governing Parliamentary Authority of the MVCC. In the case of conflict between these Bylaws and the Governing Parliamentary Authority, these Bylaws shall prevail.

MVCC Standing Rules shall be in addition to these Bylaws and shall not be construed to change or replace any Bylaw. In the case of conflict between these Bylaws and a Standing Rule of the MVCC, these Bylaws shall prevail. Standing Rules shall be adopted, amended, or repealed by a simple majority vote of the Board of Directors.

For further information, see the Standing Rules of the MVCC.

Article XIII AMENDMENTS

Amendment of these bylaws requires a two-thirds (2/3) vote of the Directors in attendance. Once approved by the Council at the first reading, the amendment must be approved, in writing, by the Department of Neighborhood Empowerment (DONE) before it is read the second time, and affirmed by a two-thirds (2/3) vote of the Directors in attendance. The purpose of the second reading is to inform the Mar Vista stakeholders of the changes to the bylaws.

At the time of the second reading/ vote by the board, the bylaws shall have been finalized by the Department as the amended bylaws of the Neighborhood Council and can neither be altered, nor finalized by the board. Therefore, a failure to reach the 2/3 threshold for the 2nd vote will not affect the bylaws as finalized by the Department.

Article XIV COMPLIANCE

Section 1: Code of Conduct

1. The MVCC, its Board of Directors, and **appointed** committee chairs **and members** shall abide by a code of ethics, civility and conduct that conforms to all applicable federal, State of California and City of Los Angeles laws and ordinances, including but not limited to LAMC 49.53.1 et.seq. (The City of Los Angeles Governmental Ethics Ordinance.)
2. ~~Board members will~~ The MVCC shall abide by the **Commission's Board of Neighborhood Commissioners Neighborhood Council Board Member Code of Conduct Policy** and the MVCC Code of Conduct.
3. Violation of the Code of Conduct by a Director, ~~or~~ Committee **Chair/Co-Chair/Vice Chair(s) or appointed Committee Member** may result in Censure or Removal. The MVCC ~~will~~ **shall** consult with the Office of the City Attorney before any removal process.
4. **A copy of the signed Code of Conduct shall be presented to the MVCC Secretary within thirty (30) days of appointment.**

Section 2: Training

1. All Board **members Directors shall must** take ethics and funding training prior to making motions **and or** voting on **funding related** matters **before the Board.**

2. All stakeholders appointed as committee chairs or members shall also take ethics and funding training within three (3) months of their appointment and prior to making motions or voting on matters before a committee.
3. All Board Directors, appointed committee chairs and members shall take all other trainings as required by the Department of Neighborhood Empowerment.
4. Documentation of training shall be presented to the MVCC Secretary.

Section 3: Self-Assessment (intentionally left blank)

The Board will provide an annual report to stakeholders each year.

See the MVCC Standing Rules for further information.