

BYLAWS FOR  
The Studio City Neighborhood Council

ARTICLE I  
NAME

Pursuant to the City of Los Angeles Charter which established a system of Neighborhood Councils, this organization shall be known as the Studio City Neighborhood Council and is formed, approved and certified as such by the Board of Neighborhood Commissioners under the authority vested in it by the City of Los Angeles (“The Plan”).

EFFECTIVE DATE

These Bylaws shall be adopted by the Studio City Neighborhood Council effective immediately upon approval and certification by the Department of Neighborhood Empowerment or other duly authorized entity of the City of Los Angeles.

ARTICLE II  
PURPOSE, MISSION and POLICY

The Studio City Neighborhood Council, hereinafter ASCNC@, shall be comprised of stakeholders as that term is defined in Article III, I.

The stakeholders comprising the SCNC shall elect a Board to represent the Stakeholders in accordance with the Election Procedures as adopted by the Board and thereafter approved by the City of Los Angeles. A duly elected Board shall elect a President, Vice-President, Secretary, Corresponding Secretary and Treasurer from among members of the existing Board.

All members of the Board at all times shall be stakeholders in good standing in the category in which they were elected.

The duly elected Board shall act in accordance with the purposes, mission and policies of the neighborhood council as is more fully described herein.

- A. The PURPOSE of the Council is to act as an advisory body on issues of concern to the Stakeholders and in the governance of the City, and to bring together all Stakeholders within the community.
- B. The MISSION of the Council is:
  - 1. To serve all Stakeholders as the coordinating and information clearinghouse for community issues. The issues to be addressed will be determined by the Board with input from the Stakeholders.
  - 2. To provide an inclusive open forum for public discussion of issues concerning City governance, the needs of this community, the delivery of City services to Studio City, and

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on matters of a Citywide nature, and

3. To advise the City on issues concerning City governance, the needs of this community, the delivery of City services to Studio City, and on matters of a Citywide nature.

C. The POLICY of the Council is:

1. To respect the dignity and expression of viewpoints of all individuals, groups, and organizations.
2. To remain non-partisan with respect to political party affiliations but to be inclusive in Council operations including, but not limited to, the election process for Board officers and committee members.
3. To utilize the City's Early Notification System to inform the Stakeholders of matters involving the City and Studio City in a way that is tailored to provide opportunities to Stakeholders for involvement in the decision-making process.
4. To encourage all Stakeholders to participate in all activities of the Council.
5. Not to discriminate against any individual or group in operations of the Council on the basis of race, color, creed, religious affiliation or belief, national origin, ancestry, sex, sexual orientation, age, physical disability, marital status, gender, financial situation and/or economic status, or political affiliation or belief, or perception of any of the aforementioned.
6. To have fair, open, and transparent procedures for the conduct of Council business.

ARTICLE III  
DEFINITIONS

- A. "Board" shall mean the Council's Governing Body within the meaning of that term as set forth in the Plan. The "Officers" of the Board shall be the President, Vice-President, Secretary, Corresponding Secretary, and Treasurer.
- B. "Council" shall mean the Studio City Neighborhood Council which includes and encompasses all stakeholders.
- C. "Board Meeting" shall mean a meeting of the Board and Stakeholders.
- D. "President" shall mean a member of the Board who is elected by the Board to be its presiding Officer.
- E. "Vice-President" shall mean a member of the Board who is elected by the Board to be its

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second Officer behind the President.

- F. "Treasurer" shall mean a member of the Board who is elected by the Board to assume the responsibility of establishing an accounting system for the Council, maintaining the records of the Council's finances and books of accounts, and preparing any financial reports for the Los Angeles Department of Neighborhood Empowerment ("DONE") pursuant to the Plan.
- G. "Secretary" shall mean a member of the Board who is elected by the Board to keep minutes of all Council Meetings and to undertake any other duties prescribed by the Board.
- H. "Corresponding Secretary" shall be a Stakeholder who is elected by the Board to perform those duties as is more fully specified in ARTICLE IV, F. herein and shall assume the duties of the Secretary during any period in which the Secretary is unavailable or incapacitated.
- I. "Stakeholders" are defined as individuals who live, work, or own property within the boundaries of the Studio City Neighborhood council. In addition, individuals who are identified by participation in educational or faith-based institutions, community services, youth, business and special-interest organizations that are located in the community and that meet regularly in the community are considered to be community stakeholders.
- J. "Area" shall mean the geographic area of the Council, as set forth in ARTICLE VII.
- K. An "Official Action" occurs whenever the Board approves, fails to approve, or disapproves by vote any resolution, position, or decision with respect to an item on its agenda, which thereby becomes the Council's official position on said item.

#### ARTICLE IV DUTIES OF THE OFFICERS OF THE BOARD.

- A. The President shall act in accordance with the duties delegated by the Board as set forth in the Operating Procedures of the Studio City Neighborhood Council and as the Board shall direct from time to time.
- B. The Vice-President shall assume the responsibilities and act in the capacity of the President during any period in which the President is unavailable or incapacitated.
- C. The Treasurer shall maintain the records of the Council's finances and books of accounts, preparing all necessary financial reports for the Department of Neighborhood Empowerment pursuant to The Plan and to act as the Board may direct from time to time. In the event that any direction from the Board conflicts with the accounting procedures as set forth by the Department of Neighborhood Empowerment then the Treasurer upon his/her determination that such a conflict exists, or appears to exist, shall refer the matter to DONE without further Board action, approval, direction or instruction.

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- D. The Treasurer by virtue of his/her office shall be member of the Budget Committee.
- E. The Secretary shall take and maintain minutes of all Council Meetings, shall act in accordance with the duties as set forth in the Operating Procedures of the Studio City Neighborhood Council and as the Board shall direct from time to time.
- F. The Corresponding Secretary shall send the Board approved minutes in writing in accordance with the SCNC Operating Procedures, shall prepare and transmit correspondence on behalf of the council as directed by the board, and shall assume the duties of the Secretary during any period in which the Secretary is unavailable or incapacitated.
- G. All Board members shall serve on at least one (1) committee as established by the Board.

#### ARTICLE V MEMBERSHIP

All Stakeholders are members of the Council.

#### ARTICLE VI COMMUNICATION WITH STAKEHOLDERS

The Board shall establish a procedure for communicating with the Stakeholders on a regular basis in a manner ensuring information is disseminated in an even and timely manner.

#### ARTICLE VII AREA

The Area consists of the geographic area with boundaries as follows (described in a clockwise manner):

**NORTH:** Coldwater Canyon Boulevard where it intersects US-101 (Ventura Freeway); Ventura Freeway; US-101 / CA-134 / CA-170 freeway interchange.

**EAST:** US-101 / CA-134 / CA-170 freeway interchange; US-101 (Hollywood Freeway); Vineland Avenue; Whipple Street; Lankershim Boulevard to Fredonia Drive (excluding the two-acre parcel on the west side of Lankershim owned by Universal Studios, described as Lots 1, 2 and 3 of Tract 25507 and portion of lot 279 of Lankershim Ranch and Water Company, also know as the "Hotel / Post Office parcel"); the border between zip codes 91604 and 90068; border between zip codes 91604 and 90068 where it intersects Mulholland Drive (just west of Torryson Place at approximately 7700 Mulholland Drive).

**SOUTH:** Border between zip codes 91604 and 90068 where it intersects Mulholland Drive (just west of Torryson Place at approximately 7700 Mulholland Drive); Mulholland Drive;

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intersection of Mulholland Drive and Split Rock Road.

WEST: Intersection of Mulholland Drive and Split Rock Road; sightline to the southern terminus of Longridge Avenue; Longridge Avenue; (all following descriptions are the border between zip codes 91604 and 91423 until it reaches the intersection of Kling Street and Coldwater Canyon Boulevard) Ventura Boulevard; Fulton Avenue; Valleyheart Drive north of the Los Angeles River; Ethyl Avenue; Sarah Street; Van Noord Avenue; Kling Street; Coldwater Canyon Boulevard; Coldwater Canyon Boulevard where it intersects US-101 (Ventura Freeway).

## ARTICLE VIII BOARD

The Board shall consist of fifteen (15) Stakeholders as follows:

- A. Two (2) at-large Stakeholders
- B. Three (3) residential homeowners (including condominium owners)
- C. Two (2) residential renters (inclusive of apartments, condominiums, multiplexes, and single-family dwellings)
- D. Three (3) business owners
- E. One (1) business property owner
- F. One (1) employee of a business located within the Area.
- G. Three (3) members of service organizations identified by participation in educational or faith-based institutions, community services, youth, business and special-interest organizations that are located in the community and that meet regularly in the community.

The Board may also include one or more ex-officio members appointed by the Board. These members are entitled to all rights and privileges afforded other Board members, exclusive of the right to vote on items that come before the Board.

The Board shall include one (1) ex-officio youth member, age sixteen (16) or over, elected by his or her Stakeholder peers under the same provisions as those for the election of other Board members for a term of one (1) year.

All committees, subcommittees, and/or ad hoc committees shall be formed in accordance with Article VII of the Operating Procedures of the Studio City Neighborhood Council.

## ARTICLE IX ELECTION PROCEDURES

### A. Board Elections

- 1. Elections for members of the Board shall take place each March on a date set by the Board not later than sixty (60) days before the election, with those elected taking his/her seat immediately following the certification of the election.

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2. The Board will be divided into “Even numbered year” seats and “Odd numbered year” seats. Even year seats shall stand for election in March of the even numbered year. Odd year seats shall stand for election during the odd numbered year.
3. Each board member shall serve a term of two years. Beginning 2005, all odd numbered seats shall be open for election. Thereafter, at the 2006 election, all even numbered seats shall be open for election. Each successive election shall be held on those odd and even numbered seats that coincide with the numerical value of the year in which the election is held.

**B. CATEGORIES OF BOARD SEATS.**

Two at large stakeholders:	One even numbered year seat; one odd numbered year seat..
Three residential homeowners:	One even numbered year seat; two odd numbered year seats
Two residential renters:	One even numbered year seat; one odd numbered year seat.
Three Business Owners:	One even numbered year seat; two odd numbered year seats.
One business real property owner:	One even numbered year seat.
One Employee:	One even numbered year seat.
Three Service organizations:	One even numbered years seat; two odd numbered year seats.
One Youth member	One year term.

**C. VOTING RIGHTS**

1. Each Stakeholder who is 18 years of age or older prior to the election shall be entitled to one (1) vote for each open position on the Board. Each stakeholder age 14 through 17 prior to the election may vote for the youth position. No cumulative voting is allowed, i.e., a stakeholder may not cast more than one (1) vote per candidate. Voting by mail may be allowed if so directed by the Board.
2. The vote shall be taken and results tallied and announced at the close of each election (and according to other rules established by the Board) which process shall be open to all Stakeholders.
3. All elections shall be determined by plurality of vote.
4. All elections shall be by secret/anonymous ballot.

**D. TERM LIMITS**

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No person shall serve more than eight (8) consecutive years on the Board (excluding any service prior to the Council's initial March 2003 election).

#### E. OFFICERS

The President, Vice-President, Treasurer, Secretary, and Corresponding Secretary shall be elected by majority vote of the Board for a term of one year at the first meeting following the certification of the election. No outgoing Officer of the previous Board shall vote on any matter prior to the election of successor Officers unless he or she is a member of the incoming Board.

#### F. OFFICER VACANCIES

If the President is unable to complete his or her term of office for any reason (including removal pursuant to this Article), then the Vice-President shall become the President for the duration of that term and the Board immediately shall elect a new Vice-President by majority vote to complete that term. If the Vice-President, Treasurer, Secretary or Corresponding Secretary is unable to complete his or her term of office for any reason (including removal pursuant to this Article), then the Board immediately shall elect a new Vice-President, Treasurer, Secretary, or Corresponding Secretary by majority vote to complete that term.

#### G. OUTREACH

The Board shall direct that a system of outreach be instituted to find and obtain nominees for subsequent election to the Board. The Board may choose to design such a system through the committee process. The purpose of this outreach is to put forth a reasonable effort to inform and give every Stakeholder desiring to participate on the Board an opportunity to do so not less than sixty (60) days prior to each Board election.

#### H. COMMITTEES

The Board shall create a system to appoint Stakeholders to committees, subcommittees, and/or ad hoc committees, as the need arises. All committees established or disbanded by the Board shall be noted in the minutes by the Secretary.

#### I. LOSS OF ELIGIBILITY

Board members must be a Stakeholder. If a Board member no longer qualifies as a Stakeholder during his or her term of office, then his or her membership on the Board shall immediately terminate. A youth member who becomes 18 during his term of office shall complete his term of office. In the event of a dispute the President will consult with the Office of the City Attorney of Los Angeles.

#### J. VACANCY ON THE BOARD

A vacancy on the Board shall be filled by a Stakeholder of the same category (as defined in Article VIII of these Bylaws) as the person who held the seat prior to its vacancy pursuant to the following procedure:

1. Any Stakeholder(s) interested in filling a vacant seat on the Board shall submit a written application to the Secretary.

2. The Secretary shall forward the names all applicants qualified to hold the vacant seat, as determined by their Stakeholder status, to the President.
3. The President shall appoint an applicant to fill the vacancy, subject to majority approval of the Board.

When a vacant seat is filled by the aforementioned process, that seat shall be filled only until the next annual Board election, at which time the seat shall be filled by election of the Stakeholders (a vacant Even Numbered Year Seat until the next even-numbered year Board election, and a vacant Odd Numbered Year Seat until the next odd numbered-year Board election). In no event shall a vacant seat be filled where the next annual Board election is scheduled to be held within ninety (90) days from the beginning of the vacancy.

#### K. REMOVAL OF A BOARD MEMBER

A Board member may be removed upon three (3) unexcused absences from regularly scheduled meetings of the SCNC Board or upon three (3) unexcused absences from committee meetings of committees on which the Board member is a member, or for a violation of the Bylaws, Operating Procedures, or Code of Conduct.

A petition requesting removal of a member signed by three (3) members of the Board or fifty (50) stakeholders must describe the reason for removal in writing and sent to all members of the Board. The matter must be placed on the agenda at the next regular meeting of the Board, not withstanding any other provision contained herein, for a vote by the Board.

A vote of No Confidence by a two thirds (2/3) majority of the attending Board members shall be necessary to remove the identified Board member forthwith. The Board member who is the subject of the removal action shall not take part in the vote on this matter, but will be allowed to speak at the meeting to the Board prior to the vote. The Board member who is the subject of the removal action shall not be counted as part of the quorum. If a quorum of the Board is not present to take a vote on removal, the matter shall be placed on the agenda for the next regular meeting, and every meeting thereafter, until such time as a vote is taken.

Enforcement of this removal process is subject to legal advice from the City Attorneys office.

#### L. REMOVAL OF OFFICERS

Removal of Officers: An Officer may be removed from his or her office following a Board member's submission to the Board of a petition which 1) identifies the Officer to be removed, 2) states the reason for removal, and 3) contains the signatures of at least three (3) Board members. The petition shall be sent in writing to all members of the Board. The matter must be placed on the agenda for a vote of the Board at the next regular Council Meeting, not withstanding any other provisions contained herein. The Officer that is the subject of the removal petition shall not take part in the vote on this matter, but may speak at the Council Meeting prior to the vote. A vote of no confidence by a majority of the Board members present (excluding the Officer that is the subject of the removal petition) shall result in the removal of the identified Officer forthwith. An Officer receiving a vote of no confidence shall nevertheless remain a member of the Board.



## ARTICLE X MEETINGS

All meetings, as that term is defined by the Ralph M. Brown Act (“Brown Act”), shall be noticed and conducted in accordance with the Brown Act.

- A. The Board shall hold as many Council Meetings as it desires, but shall hold a minimum of one (1) Council Meeting per calendar quarter.
- B. Council Meetings shall be held within the Area. The location, dates, and times of each Council Meeting shall be noticed on an agenda pursuant to the Brown Act. Procedural rules shall be developed and adopted by the Board and may be changed or modified by the Board per said rules.
- C. All postings of Council Meetings shall be made in accordance with the Brown Act. At a minimum, this shall include the locations indicated on the public posting log filed with the Council’s application for certification, or alternate locations approved by DONE, and in one (1) local publication tailored to reach the largest number of identifiable Stakeholders in the Area.
- D. No business of the Council shall be conducted in the absence of a quorum, consisting of eight (8) members of the Board. After establishment of a quorum, the Board may take any and all Official Actions by majority vote of those Board members present.
- E. Other rules for the conduct and decorum of Council Meetings shall be established by the Board and published in accordance with the Brown Act.
- F. The Board may reconsider and amend any Official Action on an item listed on the agenda if that reconsideration takes place either at the same Council Meeting as the original Official Action or at the next regular Council Meeting. The Board, on either of these two (2) occasions, shall: (1) consider a motion for reconsideration and, if approved, (2) hear the matter and take a new Official Action. If the motion to reconsider an Official Action is to be scheduled at the next Council Meeting following the original Official Action, then two (2) items shall be placed on the agenda for that Council Meeting: (1) A motion for reconsideration of the described Official Action, and (2) a proposed new Official Action should the motion to reconsider be approved. A motion for reconsideration may only be made by a Board member who previously voted on the prevailing side of the original Official Action. If a motion for reconsideration is not made on the date the Official Action was taken, then a Board member on the prevailing side of the Official Action who desires reconsideration at the next Council Meeting shall submit a memorandum to the Secretary identifying the Official Action to be reconsidered, a brief description of the reason(s) for requesting reconsideration, and any proposed new or different Official Action should the motion to reconsider be approved at the next regular Council Meeting. The aforesaid shall all

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be in compliance with the Brown Act.

- G. If the Board has not adopted its own rules for conducting Council Meetings, then the Board shall follow Roberts Rules of Order. Rules of the Board that have been formally adopted and set forth in writing shall, unless contrary to applicable local, state, or federal law, or these Bylaws, take precedent where there is a conflict with Robert's Rules of Order. All committee meetings shall be governed by any written rules adopted by the Board for conduct of Council Meetings, or by Robert's Rules of Order, where no Board rule applies, unless contrary to applicable local, state, or federal law, or these Bylaws.

#### ARTICLE XI PRINCIPAL OFFICE

The principal office for the Council shall be in Studio City, California.

#### ARTICLE XII AMENDING BYLAWS

Amendments (including changes, additions, or deletions) to these Bylaws may be proposed by any member of the Board or any Stakeholder during the public comment period of a regular Council Meeting. A proposal to amend these bylaws, however, must then be formalized in writing and lodged with the Secretary or President. The proposed amendment shall be placed on the agenda for public discussion at a subsequent regular Council Meeting not more than ninety (90) days after its lodging.

A recommendation for amendment of these Bylaws must be made by a vote of at least ten (10) members of the Board. Thereafter, within fourteen (14) days after a vote recommending amendment of the Bylaws, a Notice of Proposed Adjustment of Bylaws shall be submitted to DONE along with a copy of the existing Bylaws for review and approval by DONE all in accordance with Article V (3) of the Plan. No amendment of these Bylaws shall be effective or valid unless and until approved by DONE.

#### ARTICLE XIII FINANCIAL ACCOUNTABILITY

- A.. The Treasurer shall establish and oversee a system of bookkeeping and accounting for the Council that complies with Generally Accepted Accounting Principles and conforms to all applicable local, state, and federal laws. The Treasurer may request authorization from the other members of the Board to retain a financial professional to assist in creating a bookkeeping and annual accounting system. The Treasurer may also request the assistance of DONE when implementing same. The Treasurer, however, shall be ultimately responsible for the maintenance of the system of bookkeeping and accounting and for the protection of all Council assets.

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- B. The Council shall comply with the Public Records Act with respect to requests from the public to inspect Council records. Compliance with this provision shall be under the guidance of the City Attorney.
- C.. The Treasurer shall make a report to the Board on Council finances at every regular Council Meeting.
- D. The Treasurer shall be responsible for preparing or coordinating the preparation of a financial statement to be submitted to DONE not less than once and not more than twice during each fiscal year on date(s) to be prescribed by DONE. The Treasurer shall also coordinate and cooperate with DONE on establishing a process and/or a system by which the Council's finances and book of accounts can be reviewed by DONE pursuant to the Plan.

#### ARTICLE XIV GRIEVANCE PROCEDURE

Any grievance by a Stakeholder must be submitted in writing to the Board. Within thirty (30) days of receipt, the Board shall refer the matter to an ad hoc grievance panel comprised of five (5) Stakeholders who are randomly selected by the Secretary from a list of Stakeholders who have expressed an interest in serving from time-to-time on such a grievance panel. Within thirty (30) days of referral by the Board, 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.

Within thirty (30) days of the panel meeting with the person(s) submitting the grievance, a panel member shall prepare a written report to be forwarded by the Secretary to the Board outlining the panel's collective recommendations for resolving the grievance for a hearing at the next regular Council Meeting. The Board may receive a copy of the panel's report and recommendations prior to the Council Meeting, but the matter shall not be discussed among Board members until the matter is heard by the Board at a Council Meeting pursuant to the Brown Act.

This formal grievance process is not intended to apply to Stakeholders who simply disagree with an Official Action taken by the Board. Those grievances can be aired at Council Meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the Board's failure to comply with its rules or these Bylaws, or its failure to comply with the City's Charter, the Plan, local ordinances, and/or state or federal law.

In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to DONE for consideration or dispute resolution in accordance with the Plan.

#### ARTICLE XV ETHICS

The Council, the Board, and all Stakeholders shall endeavor to conduct Council business in a

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professional and respectful manner. The Council is committed to developing a system whereby pertinent information transmitted through the City's Early Notification System will be disseminated or made available to every Stakeholder in a timely manner.

The Council, the Board, and all Stakeholders shall refrain from violating and shall abide by The Plan, these Bylaws, the Board's Operating Procedures and Code of Conduct, and all applicable city, county, state, and federal laws.