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STUDIO CITY NEIGHBORHOOD COUNCIL  
BYLAWS

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 (SCNC) 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 were adopted by the SCNC on February 16, 2005 and approved and made effective by the Department of Neighborhood Empowerment (DONE) on April 22, 2005.

ARTICLE II

PURPOSE, MISSION and POLICY

The SCNC shall be comprised of Stakeholders as that term is defined in Article III. H. 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 shall at all times be Stakeholders in good standing in the category in which they were either elected or appointed.

The duly elected Board shall act in accordance with the purposes, mission and policies of the SCNC.

A. The PURPOSE of the SCNC 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 SCNC 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 on matters of a Citywide nature.
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 SCNC 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 SCNC operations including, but not limited to, the election process for Board members and officers and the appointment process for committee chairs and 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 SCNC.
5. Not to discriminate against any individual or group in operations of the SCNC 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 SCNC business.

ARTICLE III

DEFINITIONS

- A. "Board" shall mean the Governing Body of the SCNC 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. "Board meeting" shall mean a meeting of the Board and Stakeholders.
- C. "President" shall mean a member of the Board who is elected by the Board to be its presiding Officer.
- D. "Vice-President" shall mean a member of the Board who is elected by the Board to be its second officer.
- E. "Treasurer" shall mean a member of the Board who is elected by the Board to maintain the records of the SCNC's finances and books of accounts, and prepare financial reports for DONE pursuant to the Plan.
- F. "Secretary" shall mean a member of the Board who is elected by the Board to keep minutes of all Board meetings.
- G. "Corresponding Secretary" shall mean a member of the Board who is elected by the Board to perform those duties specified in ARTICLE IV, F. herein and shall assume the duties of the Secretary during any period in which the Secretary is unavailable.
- H. Stakeholders are those who live, work or own property in the area and also those who declare a stake in the area and affirm the factual basis for it. Such affirmations may be made by individuals who participate in educational or faith-based institutions, community services, youth, business and special-interest organizations whose physical meeting location is in the Area and whose principal activities are conducted therein are Stakeholders. The Board shall, not later than its meeting in the month prior to the election, certify by majority vote and publish a list of organizations which it determines meet the requirements herein. Any Stakeholder may propose, and the Board may, by majority vote, add or delete any organization to or from the certified list at any time, and promptly post any changes thereto.
- I. "Area" shall mean the geographic area of the SCNC, as set forth in ARTICLE VII.
- J. An "Official Action" occurs whenever the Board approves, elects not to approve, or disapproves by vote any resolution, position, or decision with respect to an item on its agenda, which thereby becomes the SCNC's official position on said item.

#### ARTICLE IV

## DUTIES OF THE OFFICERS OF THE BOARD.

- A. The President shall be the presiding officer at Board meetings and perform the duties designated by the Board as set forth in the SCNC Operating Procedures and such other duties as the Board may direct from time to time.
- B. The Vice-President shall act as the presiding officer at Board meetings in the absence of the President, assume the responsibilities and act in the capacity of the President during any period in which the President is unavailable, convene and supervise Grievance Committees, as necessary, and perform such other duties as the Board may direct from time to time.
- C. The Treasurer shall keep and maintain accurate records of the SCNC's finances and books of accounts, and prepare and submit all required financial reports for DONE, pursuant to The Plan. The financial records shall be open to inspection pursuant to the Public Records Act by any Stakeholder during reasonable business hours at the place where they are regularly maintained by the SCNC. In the event that any direction from the Board appears to conflict with the accounting procedures as set forth by DONE the Treasurer, shall promptly refer the matter to DONE without further Board action, approval or direction. The Treasurer shall automatically be a member of the Budget Committee and shall perform such other duties as the Board may direct from time to time.
- D. The Secretary shall take accurate minutes of all Board meetings, keep a running tally of Board member absences from Board meetings, excused and unexcused, be the custodian of the minutes and all other Board documents and records, including up-to-date contact information for each Board member, be responsible for the timely issuance and posting of all SCNC notices in accordance with the Brown Act and perform such other duties as the Board may direct from time to time.
- E.. The Corresponding Secretary shall promptly send copies of the Board approved minutes to the recipients specified in the SCNC Operating Procedures, shall prepare and transmit correspondence on behalf of the SCNC as directed by the Board, assume the duties of the Secretary during any period in which the Secretary is unavailable or incapacitated and perform such other duties as the Board may direct from time to time.
- F. Each Board member shall serve on at least one (1) SCNC Standing Committee.

## ARTICLE V

### MEMBERSHIP

All Stakeholders are members of the SCNC.

## ARTICLE VI

### COMMUNICATION WITH STAKEHOLDERS

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

## ARTICLE VII

### AREA

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

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 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 Torreyson Place at approximately 7700 Mulholland Drive).

SOUTH: Border between zip codes 91604 and 90068 where it intersects Mulholland Drive (just west of Torreyson Place at approximately 7700 Mulholland Drive); Mulholland Drive; 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 be made up of fifteen (15) Stakeholders who are at least eighteen (18) years of age as of the date of the election, as follows. In addition there shall be a Youth Member.

- A. One (1) at-large Stakeholder
- B. Four (4) residential homeowners (including condominium owners)
- C. Three (3) residential renters (including apartments, condominiums, multiplexes and single-family dwellings)
- D. Three (3) business owners
- E. One (1) business real property owner.
- F. One (1) fulltime employee of a business located and operating within the Area
- G. Two (2) members or fulltime employees of separate service organizations which appear on the Board certified list of organizations whose members are qualified Stakeholders.
- H. One (1) Youth member .

The Board may also include one or more ex-officio members appointed by the Board who shall be entitled to all rights and privileges afforded other Board members, exclusive of the right to vote.

The Board shall include one (1) ex-officio Youth member, who is at least fifteen (15) years of age, but less than eighteen (18) years of age as of the date of the then-current election who shall be elected by his or her Stakeholder peers under the same provisions as those for the election of other Board members, for a term of two (2) years.

## ARTICLE IX

### ELECTION PROCEDURES

#### A. Board Elections

1. The Neighborhood Council's election will be conducted by the City Clerk every 2 years in every even-numbered year in accordance with the rules and regulations promulgated by the City Clerk".
2. Each candidate shall provide sworn proof of qualification as a Stakeholder in the category in which the candidate desires to run. Candidates may run for only one open Board seat per election.

## B. VOTING RIGHTS

1. Each Stakeholder who is at least eighteen (18) years of age as of the date of the election shall be entitled to one (1) vote for each open Board seat in each category for which the Stakeholder is a member. Each Stakeholder age 15 through 17 as of the date of the election may vote for the Youth member seat. No cumulative voting is allowed, i.e., stakeholders may not cast more than one (1) vote per candidate in the categories in which they are qualified to vote. Voting by mail under procedures established by the Board and approved by DONE may be allowed if so directed by the Board.
2. The votes shall be tallied only after the poll(s) have closed and announced immediately after the results are determined, subject to such other rules as may be established by the Board and approved by DONE. The voting, tallying and announcement of election results shall be the responsibility of the IEA and shall be open to all Stakeholders, who may observe, but in no way interfere with, influence or otherwise disrupt the election process. Notwithstanding the foregoing, no candidate shall be allowed on the premises of a polling site, except for the time required to vote, from the opening of the polling site(s) until the completion of voting.
3. Elections shall be conducted by secret ballot and results determined by a plurality of votes. Ties, if any, shall be decided by a coin toss immediately following the tally and prior to the announcement of election results.

## C. TERM LIMITS

No person shall serve more than three (3) consecutive terms on the Board, excluding any service prior to the Board's March 2004 election. A person who has served for three (3) consecutive terms may return to the Board by appointment after one (1) year off the Board.

- D. 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.

## E. OFFICER VACANCIES

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

## F. COMMITTEES

The Board shall establish a system to appoint Stakeholders to standing committees and/or advisory committees, as necessary. . Standing committees shall meet not less than twice each quarter. No standing committee shall be comprised of more than four (4) members of the Board. All committees established or disbanded by the Board shall be noted in the minutes by the Secretary.

#### G. LOSS OF ELIGIBILITY

Each Board member 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 eighteen (18) years of age during his or her term of office shall complete the term of office.

In the event of a dispute about the loss of eligibility of a Board member, the President will consult with the office of the City Attorney of Los Angeles.

#### H. VACANCY ON THE BOARD

A vacancy on the Board shall be filled by a Stakeholder of the same category, as defined in Article VIII herein, 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 promptly forward to all members of the Board copies of the applications of all Stakeholders qualified to hold the vacant seat.
3. The President shall appoint an applicant to fill the vacancy not later than the second Board meeting following the vacancy, subject to review, discussion and majority approval of the Board at the meeting.

When a vacant seat is filled by the aforementioned process, that seat shall be filled only until the next Board election, at which time the seat shall be filled by election of the Stakeholders. In no event shall a vacant seat be filled where the next Board election is scheduled to be held within ninety (90) days from the beginning of the vacancy.

#### I. REMOVAL OF A BOARD MEMBER

A Board member shall be automatically removed from the Board upon two (2) unexcused absences from regularly scheduled Board meetings or upon two (2) unexcused absences from regularly scheduled meetings of committees of which the Board member is a member;



A Board member may be removed from the Board for a violation of the Bylaws, Operating Procedures or Code of Conduct following a Board member's or Stakeholder's submission to the Board of a petition which:

- 1) identifies the Board member to be removed
- 2) states the reason for removal in reasonable detail
- 3) contains the signatures of at least three (3) Board members or fifty (50) Stakeholders.

The petition shall be delivered simultaneously to all Board members and the matter placed on the agenda in compliance with the Brown Act and scheduled for a vote at the next regular Board meeting.

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 have the right to deliver to Board members a written statement about the matter and/or to speak at the Board meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter. If a quorum of the Board is not present the matter shall be placed on the agenda of the next regular Board meeting, and every meeting thereafter, until such time as a vote is taken.

Enforcement of this Board member removal process is subject to legal advice from the office of the City Attorney of Los Angeles.

## J. REMOVAL OF OFFICERS

An Officer may be removed from 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 in reasonable detail
- 3) contains the signatures of at least three (3) Board members.

The petition shall be delivered simultaneously to all Board members and the matter placed on the agenda in compliance with the Brown Act and scheduled for a vote at the next regular Board meeting.

A vote of "No Confidence" by a simple majority of the attending Board members shall be necessary to remove the identified Officer forthwith. The Officer who is the subject of the removal action shall have the right to deliver to Board members a written statement about the matter and/or to speak at the Board meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter. If a quorum of the Board is not present the matter shall be placed on the

agenda of the next regular Board meeting, and every meeting thereafter, until such time as a vote is taken.

Enforcement of this Officer removal process is subject to legal advice from the office of the City Attorney of Los Angeles.

## ARTICLE X

### MEETINGS

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

- A. The Board shall hold as many Board meetings as it desires, but not fewer than two (2) scheduled meetings per calendar quarter. Special meetings may be called by the President, a majority of Board members, or a majority of Board officers as defined in Article IV, whenever necessary. A minimum 24 hour notice of a special meeting must be delivered simultaneously to each Board member by first class mail, electronic mail, facsimile or telephone.
- B. Board meetings shall be held within the Area. Procedural rules for the conduct of Board and committee meetings shall be developed and adopted by the Board and may be modified by the Board.
- C. Notwithstanding the requirements of the Brown Act, the posting of Board and committee meeting notices shall include the locations listed on the public posting log filed with the SCNC application for certification, such additional locations as may, from time to time, be approved by the Board, and/or alternative locations approved by DONE, and wherever possible one (1) local publication tailored to reach the largest number of identifiable Stakeholders in the Area.
- D. No Official Action of the Board shall be taken in the absence of a quorum, consisting of eight (8) Board members who are authorized to vote. After establishment of a quorum, the Board may approve any Official Action by majority vote of the Board members constituting that quorum.
- E. Other rules governing the conduct of Board and committee meetings may be established by the Board and published in accordance with the Brown Act.

- F. The Board may reconsider and/or amend any Official Action it has approved if that reconsideration and/or amendment takes place either at the same Board meeting at which the original Official Action was approved, or at the next regular meeting.

Upon approving a motion for reconsideration or to amend, the Board shall:

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(1) hear the matter and determine whether to take a new Official Action. If the motion to reconsider or amend an Official Action is to be scheduled at the next Board meeting then two (2) items shall be placed on the agenda for that meeting:

(a) A motion for reconsideration of or to amend the described Official Action, and

(b) a proposed new Official Action should the motion to reconsider or to amend be approved.

A motion for reconsideration or to amend 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 or to amend 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 or amendment at the next Boardmeeting shall submit a memorandum to the Secretary which identifies the Official Action to be reconsidered or amended, states a reason for the reconsideration or amendment in reasonable detail and offers a proposed different Official Action to be approved at the next regular Boardmeeting.

- G. If the Board has not adopted its own rules for conducting Board and committee meetings, then the Board and committees shall follow Roberts Rules of Order. The Board may, from time to time, adopt and set forth in writing such other rules as it deems appropriate which shall, unless contrary to applicable local, state, or federal law, or these Bylaws, take precedence 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 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 SCNC shall be in Studio City, California at a location approved by the Board and which provides reasonable access to Stakeholders.

## ARTICLE XII

### AMENDING BYLAWS

Amendments to the SCNC Bylaws or the SCNC Operating Procedures, may be proposed by any Board member or Stakeholder but must be submitted in writing to the Secretary. The proposed amendment shall be placed on the agenda for public discussion at a regular Board meeting not later than sixty (60) days after submission.

A recommendation for amendment of these Bylaws shall require the favorable vote of at least ten (10) members of the Board. Not later than 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 in accordance with Article V (3) of the Plan. No amendment of these Bylaws shall be effective 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 SCNC that complies with Generally Accepted Accounting Principles and conforms to all applicable local, state, and federal law. The Treasurer may request authorization from a majority of the Board to retain a financial professional to assist in reviewing, creating and/or maintaining a bookkeeping and annual accounting system and may also request the assistance of DONE in connection therewith. The Treasurer, however, shall be ultimately responsible for the maintenance of the system of bookkeeping and accounting and for the protection of all SCNC assets.
- B.. The Treasurer shall make a reasonably detailed report to the Board about SCNC finances at every regular Board meeting.
- C. The Treasurer shall be responsible for preparing or supervising 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 in establishing a system by which the SCNC's finances and book of accounts can be reviewed by DONE pursuant to the Plan.
- D. The Board shall comply with the California Public Records Act (CPRA) with respect to requests to inspect Board records, other documents and information. Compliance with this provision shall be under the guidance of the City Attorney.

## ARTICLE XIV

## GRIEVANCE PROCEDURE

Any grievance by a Stakeholder must be submitted in writing to the Vice President, who will promptly log and file it in a Grievance File and simultaneously forward copies to each Board member.. At the earliest possible time, but not later than thirty (30) days after receipt of the grievance submission, the Vice President shall convene an advisory Grievance Committee comprised of five (5) Stakeholders who are randomly selected by the the Vice President from a panel of at least twelve (12) Stakeholders who have volunteered to serve on such a Grievance Committee.. The Vice President may appoint a Board member or Stakeholder to seek Stakeholder volunteers for the panel and shall be responsible for recording and maintaining the names and contact information for the volunteers, including replacing those who may, from time to time, become unavailable to serve, so that the panel is always comprised of no fewer than twelve (12) Stakeholders.

At the earliest possible time, but not more than thirty (30) days after submission to the Vice President, s/he shall coordinate a time and a place for the Grievance Committee to meet with the parties involved to discuss ways in which the aggrieved matter may be resolved.

Not later than thirty (30) days after the meeting of the Grievance Committee with the parties involved, the Chairperson of the committee shall deliver to the Secretary a written report regarding the resolution of the grievance. The Secretary shall promptly forward the report simultaneously to each Board member.

This formal grievance process is not intended to apply to Stakeholders who simply disagree with an Official Action taken by the Board as those grievances may 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 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 process, the matter shall be referred to DONE for consideration of dispute resolution in accordance with the Plan.

## ARTICLE XV

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 law.