

Bylaws of the MAR VISTA COMMUNITY COUNCIL

Approved after a first and second reading by the MVCC board of directors on April 8, 2011

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

- South of the Santa Monica Freeway between Centinela Ave. and the San Diego Freeway,
- West of the San Diego Freeway between the Santa Monica Freeway and National Blvd.,
- South side of National Blvd. between the San Diego Freeway and Overland Ave.,
- West side of Overland Ave. between National Blvd. and Charnock Rd.,
- North side of Charnock Rd. between Overland Ave. and the San Diego Freeway,
- North of the Culver City border between the San Diego Freeway and Zanja St./Walgrove Ave.,
- East side of Walgrove Ave. between Zanja St. and Santa Monica City border,
- South of the Santa Monica City border between Walgrove Ave. and Centinela Ave.
- East side of Centinela Ave. between Airport Ave. and the Santa Monica Freeway.
(Further details to be provided by LA City Department of Neighborhood Empowerment)

Note: Venice High, Mark Twain Junior High, Walgrove Elementary and Beethoven Elementary, shall be considered an overlap area with the neighborhood council established by the Venice Neighborhood Council.

Section 2: Internal Boundaries

Geographic Zones: The Zones shall be defined as:

- Zone 1. South of National Blvd., North of Charnock Rd., East of the 405 freeway, West of Overland Ave.;
- Zone 2: South of the 10 freeway, North of National Blvd., East of Centinela Ave., West of 405 freeway;
- Zone 3: South of National Blvd., North of Palms Blvd., East of Centinela Ave., West of 405 freeway;
- Zone 4: South of Palms Blvd., North of Venice Blvd., East of Centinela Ave., West of 405 freeway;
- Zone 5: South of Venice Blvd., North of Culver City, East of Centinela Ave., West of Sawtelle Blvd.; and
- Zone 6: South of Santa Monica Airport, North of Washington Blvd., East of Walgrove Ave., West of Centinela Ave.

Article IV STAKEHOLDER

The MVCC shall be composed of all Stakeholders within the stated boundaries. MVCC Stakeholders are defined as individuals who live, work, or own property within the stated boundaries of the MVCC and those who declare a stake in the MVCC and affirm a factual basis for it.

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 shall be elected "Community" Director, six (6) shall be elected "At-large" Directors and six (6) 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 in attendance shall prevail, except that a two-thirds (2/3) vote of the Directors currently serving on the Board (Full Board) shall be required to amend these by-laws, remove or appoint a Director, or remove an officer of the Board of Directors.

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.

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) consecutive terms. After being out of office for one full term, a former Director is again eligible to run for office.

Section 5: Duties and Powers

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 the ethical and financial integrity of the MVCC.

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.

Section 6: Vacancies

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 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 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 40-day time period following the announcement of the vacancy.
- B. The names of those submitting said statements will be placed on the agenda of the next regular Board meeting following such submission.
- C. Those Stakeholders whose names are submitted shall, at the Board meeting, give a statement in support of their candidacy.
- D. After statements have been made, the Chair shall appoint a Stakeholder from the list of submitted names subject to approval by a two-thirds vote of the Full Board.
- E. If the appointed Stakeholder does not receive the approval of two-thirds of the Full Board, the Chair shall then appoint another Stakeholder from the list of submitted names subject to the approval by two-thirds vote of the Full Board.

Section 7: Absences (not applicable)

Section 8: Censure (not applicable)

Section 9: Removal

Removal of a Director: Reasons for Removal of a Director may include:

- 1. Inability to carry out his/her duties and responsibilities due to time limitations, illness and/or other personal obligations;
- 2. Absence from three (3) consecutive meetings without notification;
- 3. Failure to disclose a financial conflict of interest in a matter before the Board.
- 4. Violation of MVCC bylaws or rules.
- 5. The MVCC will consult with its legal counsel, the Office of the City Attorney, throughout this removal process.

Section 10: Resignation (not applicable)

Section 11: Community Outreach (not applicable)

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.

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 shall represent the MVCC, coordinate its affairs and prepare Board agendas. Subject to the approval of the Board, the Chair shall appoint and remove committee chairs and make such other appointments as may be necessary or desirable.
- B. **First Vice Chairperson:** The First Vice Chairperson (First Vice Chair) shall discharge the duties of the Chair in the absence or disability of the Chair or 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 as requested by the Chair or Board.
- D. **Secretary:** The Secretary shall record, or cause to be recorded, the minutes of actions taken at all meetings of the MVCC Board of Directors, and committees. The Secretary shall keep in safe custody, the minutes, as well as the bylaws and all other official documents. The Secretary shall make timely filings of all required certificates and compliance documents. The Secretary shall give, or cause to be given, notice of all meetings of the MVCC Board of Directors and committees. 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 oversee the finances of the MVCC to assure compliance with all DONE and City of Los Angeles requirements and shall timely prepare and submit reports prescribed by DONE. The Treasurer shall maintain the MVCC financial records and a record of City Property under the control of the MVCC. 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

Officers of the Board shall be elected by the Board and shall perform the duties prescribed by these bylaws and by the parliamentary authority of Rosenberg's Rules of Order.

The Election and Bylaws Committee shall oversee an election of Officers of the Board 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 Officers.
- D. Install the newly elected Officers.

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 office at a time, and no officer shall be eligible to serve more than four (4) 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
- B. Elections and Bylaws Committee
- C. Outreach Committee
- D. Transportation and Infrastructure Committee
- E. Planning and Land Use Management Committee
- F. Safety and Security Committee
- G. Education, Arts and Culture Committee

Section 2: Ad Hoc (not applicable)

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 Rosenberg's Rules of Order.

Article VIII MEETINGS

Section 1: Meeting Time and Place

- 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.
- B. **Annual Meetings.** The purposes of the Annual Meeting are to annually elect Officers of the Board and 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.
- 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 on the second Tuesday of every month.
- 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 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.
- E. **Conduct of the meetings.** Board Meetings are open to the public and shall be conducted in accordance with the provisions of the California Brown Act and the latest edition of Rosenberg's Rules of Order

Section 2: Agenda Setting

Board Meeting Agendas. An item shall be placed on the agenda 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 10 minutes.

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

Section 4: Reconsideration (not applicable)

Article IX FINANCES (not applicable)

Article X

ELECTIONS

Section 1: Administration of Election

Election of Directors: Election of Directors shall occur every two years and shall be conducted by the City Clerk. The election shall be conducted in accordance with these Bylaws, approved Election Procedures and the rules and regulations promulgated by the City Clerk.

Section 2: Governing Board Structure and Voting

- A. The "Community" Director shall be elected by Stakeholders who live, work, or own property within the stated boundaries of the MVCC and those who declare a stake in the MVCC and affirm a factual basis for it;
- B. The "At-large" Directors shall be elected by Stakeholders who live, work, or own property within the stated boundaries of the MVCC; and
- C. The "Zone" Directors shall be elected by Stakeholders who live, work, or own property within their respective stated geographic Zone boundaries.

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 (not applicable)

Section 5: Restrictions on Candidates Running for Multiple Seats (not applicable)

A Director may not be a candidate for more than one director seat or occupy more than one office.

Section 6: Other Election Related Language

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

- A. Candidates must certify in writing that they are Stakeholders of the MVCC in accordance with these Bylaws and Election Procedures approved by the City Clerk as follows:
 - The "Community" Director candidates must be a Stakeholder who lives, works, or owns property within the stated boundaries of the MVCC and those who declare a stake in the MVCC and affirm a factual basis for it;
 - The "At-large" Director candidates must be a Stakeholder who lives, works, or owns property within the stated boundaries of the Council;
 - The "Zone" Director candidates must be a Stakeholder who lives, works, or owns property within their respective stated Geographic Zone boundaries.
- A. Candidates must obtain 20 signatures from MVCC Stakeholders to support their candidacy.
- B. Candidates must follow these Bylaws and all approved Election Procedures.
- C. Candidates must be 18 years of age or older.

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, or its failure to comply with the City's Charter, the Plan, local ordinances, and/or State and federal law.

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

Article XII PARLIAMENTARY AUTHORITY

Article XIII AMENDMENTS

No bylaw amendment shall be voted on until it has been read at two meetings. Amendment of these bylaws requires a two-thirds (2/3) vote of the Full Board. Once approved by the MVCC the amendment must be approved in writing by the Department of Neighborhood Empowerment (DONE) before it becomes part of the bylaws of the MVCC.

Article XIV COMPLIANCE Section 1: Code of Civility

- A. The MVCC, its Board of Directors, and committee chairs shall abide by a code of ethics 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.)
- B. The MVCC shall follow fair and open procedures for conducting its business.
- C. The MVCC and all committee chairs and vice-chairs and its participants shall avoid conflicts of interest. In situations in which a conflict of interest exists, the involved Director, committee chair or vice chair shall report the conflict to the Board and not participate in the decision-making process on that issue
- D. No individual or group may speak on behalf of the MVCC or represent the MVCC without the prior authorization of the MVCC Board of Directors.
- E. 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.

Section 2: Training

Section 3: Self Assessment

ATTACHMENT A – Map of Neighborhood Council

ATTACHMENT B - Governing Board Structure and Voting

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