



Wilmington Neighborhood Council

Organization Structure and By-Laws

Approved by Department of Neighborhood Empowerment

11.25.2020



Wilmington Neighborhood Council Organization Structure and By-Laws

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ARTICLE I NAME

The name of this Neighborhood Council shall be the Wilmington Neighborhood Council ("Council" or "WNC").

ARTICLE II PURPOSE

- A. Our MISSION:** The WNC shall exist to promote participation by all members of the community and advise government agencies to improve the quality of life for all in Wilmington.
- B. Our PURPOSE to:**
1. Engage all Stakeholders to collaborate and deliberate.
 2. Be the primary forum for discussion of community issues.
 3. Be an advocate for Wilmington to all levels of government and the private sector.
- C. To the best of our ability the WNC will:**
1. Create a forum for discussion by any individual, group or organization on any side of any issue.
 2. Inform Stakeholders and community residents of impending issues, projects and programs.
 3. Aid legitimate groups or organizations that are advancing Wilmington's quality of life and community-wide interests.
 4. Remain non-partisan and unaffiliated with any political party or candidate.
 5. Implement fair, ethical and open procedures in conduction of business.
 6. Comply with local, state and federal law.
 7. Non-Discrimination: The Governing Board of the WNC, its representatives, and all Stakeholders shall not discriminate in any of their policies, recommendations in any of their policies, recommendations or actions against any individual or group on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, homeowner/renter status, income, or political affiliation.



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ARTICLE III BOUNDARIES

The Council covers a geographic area described below.

Section 1: Boundary Description- The boundaries abut the boundaries of adjacent Neighborhood Councils and include those areas of the City within the following lines of demarcation:

- A. North-** Wilmington/Carson boundary
- B. East-** Wilmington/Long Beach and Wilmington/Carson boundaries
- C. South** -Los Angeles Main Channel, including Terminal Island and portion along North Harbor Drive to Terminal Freeway overpass
- D. Westerly-** From north to south, 110 (Harbor) Freeway to Pacific Coast Highway, west on Pacific Coast Highway to Vermont Avenue, south on Vermont Avenue to Normandie Avenue, south on Normandie Avenue to Gaffey Street and south to a line from Gaffey Street at the south side of the Harbor District Yard to the water, under the Harbor Freeway.

The boundaries of the Council are set forth in Attachment A - Map of Wilmington Neighborhood Council.

Section 2: Internal Boundaries – Not applicable.

ARTICLE IV STAKEHOLDER

General: Neighborhood Council membership is open to all Stakeholders. A “Stakeholder” shall be defined as any individual who:

- (1) Lives, works, or owns real property within the boundaries of the neighborhood council; or
- (2) Is a Community Interest Stakeholder, defined as an individual who is a member of or participates in a Community Organization within the boundaries of the neighborhood council.

A “Community Organization” is an entity that has continuously maintained a physical street address within the boundaries of the neighborhood council for not less than one year, and that performs ongoing and verifiable activities and operations that confer some benefit on the community within the boundaries of the neighborhood council. A for-profit entity shall not qualify as a Community Organization. Examples of Community Organizations may include Chambers of Commerce, houses of worship or other faith-based organizations, educational institutions, or non-profit organizations.

[The definition of “Stakeholder” and its related terms are defined by City Ordinance and cannot be changed without City Council action. See Los Angeles Administrative Code Section 22.801.1]



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ARTICLE V GOVERNING BOARD

The Board of Directors ("Board") shall be the Governing Body of the Council within the meaning of that term as set forth in the Plan for a Citywide System of Neighborhood Councils ("Plan")

Section 1: Composition- The WNC shall be composed of thirteen (13) voting Board members. The Board members are elected by stakeholders and are as follows:

1. Live – three (3) Representatives who live within the boundaries of the Wilmington Neighborhood Council
2. Work – three (3) Representatives who work within the boundaries of the Wilmington Neighborhood Council
3. Own – three (3) Representatives who own real property within the boundaries of the Wilmington Neighborhood Council
4. At-Large – three (3) Representatives who live, work, or own real property within the boundaries of the Wilmington Neighborhood Council
 - Community Interest – one (1) Representative who is 18 years or older and live, work, own real property, or declares a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation with a community organization that has continuously maintained a physical street address for not less than one year, and that performs ongoing and verifiable activities and operations that benefit the neighborhood, and is located within the NC's boundaries. A for-profit entity shall not qualify as a Community Organization.

Section 2: Quorum- The quorum of the Board shall be seven (7) Board members. No floating quorums are allowed.

Section 3: Official Actions- A simple majority vote by the Board members present and voting, not including abstentions, at a meeting at which there is a quorum shall be required to take official action, unless specified otherwise in these Bylaws. Each Representative has only one (1) vote. There are no proxy votes.

Section 4: Terms and Term Limits- A Board member's term shall be for the duration of two (2) years or until a successor is elected or appointed. A Board member may not serve more than three consecutive terms, and will not be eligible for election again until one term has elapsed since his or her last term.



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Section 5: Duties and Powers

The Board shall establish policies and positions of the WNC at its regular and special meetings, and review and recommend actions to governmental and other entities on issues affecting the Wilmington community. The Board shall also exercise all other authority granted to Neighborhood Councils by the City of Los Angeles.

- A. WNC Membership is bound to faithfully uphold the Mission, Purpose, and Organizational Policy of WNC. In addition, each participant is accountable to follow the established Organization Structure and Bylaws.
- B. There is no compensation for service or participation in any of the WNC offices or activities.
- C. Communications- Official letters on behalf of the WNC shall be approved by the WNC and shall be signed by the Chair of the Board, or if necessary, an alternative Board member(s) approved as part of the WNC motion authorizing the letter.
 - 1. The Board shall give guidance for communications, such as WNC election notices, newsletters or periodicals and websites, with the Executive Committee or appropriate WNC committee authorized to edit and have them sent out or displayed to facilitate timely communications with Stakeholders.
 - 2. In no case shall a Member or Members of the WNC or the Board send a personal or collection of Member's letters expressing a view not voted upon by the Board on WNC letterhead.
 - 3. This does not preclude an individual WNC Board member from writing a personal letter on his or her personal letterhead or paper expressing his or her opinion on any subject. Nor does this preclude a WNC Board member from stating in such a personal letter that he or she is a Board member of the WNC and is not speaking for the WNC. This paragraph also applies to any and all communications-written, verbal and electronic-by an individual WNC Board member or group of Members of the WNC. Simply put, unless the WNC has taken an official action on a given matter, no individual or collection of Members can represent that their opinion or position is that of the WNC at any public or private meetings, or by written, verbal or electronic communications.
 - 4. The Chair of the WNC is the official spokesperson for the WNC and is bound to these provisions in representing the WNC. If the Board by adopted motion authorizes someone else to represent the WNC on a specific matter, it's only for that specific matter and only at the will of the body.
 - 5. Any Board member found to have represented themselves as officially communicating on behalf of the WNC when not specifically authorized by the Board shall be subject to sanctions, up to and including removal from the Board.



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Section 6: Vacancies – Any vacancy caused by death, resignation, removal, disqualification or otherwise of any Board member shall be filled by the WNC Board after the seat is declared vacant by the Board. The appointed applicant’s term shall be limited to the term for the vacated seat.

Section 7: Absences- Board members may not have more than three (3) unexcused absences in any twelve (12) month period. On the fourth absence, the Board may decide to declare the seat vacant.

Section 8: Censure -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. 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. 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.

The Board shall use the following procedure when censuring a Board member:

1. 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.
2. 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.
3. 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.
4. 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.



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5. 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.

6. 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 - 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. 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.

The Board shall use the following procedure when removing a Board member:

1. 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.

2. 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.

3. 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 removal will be considered.

4. The Board member subject to removal shall be given reasonable time to be heard at the meeting,



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either orally or in writing, prior to the Board's vote on a motion for removal.

5. 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.

6. 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.

7. 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.

8. A request for the Commission to review a Neighborhood Council's removal decision shall proceed as follows:

a. 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.

b. 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.

c. 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.

d. 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.

e. 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.

f. 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.



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g. 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.

h. 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.

9. 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.

Section 11: Community Outreach–The Board shall give guidance for communications such as WNC election notices, newsletters or periodicals, and websites, with the Executive Committee or appropriate WNC Committee authorized to edit and have them sent out or displayed to facilitate timely communications with stakeholders.



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ARTICLE VI OFFICERS

Section 1: Officers of the Board – The Officers of the Board ("Officers") shall include the following positions which all together comprise the Executive Committee: Chair, Co-Chair, Treasurer, Secretary and Parliamentarian.

Section 2: Duties and Powers- The duties of the Officers are as follows and also include such additional duties as may be adopted by official action of the Board:

- A. **Chair** – The Chair shall be the Chief Executive Officer of the WNC and shall, subject to the control of the WNC Executive Board, supervise and control the affairs of the Board and the activities of the Officers. The Chair shall perform all duties incident to the office and such other duties as may be required by law, the Department or the WNC By-laws, or which may be prescribed from time to time by the Executive Board. Unless another Board member is temporarily appointed to chair the meeting, the Chair shall preside at all meetings of the Executive Board and the Council. Except as otherwise expressly provided by law, the Department or the WNC By-laws, the Chair shall in the name of the WNC execute checks or other instruments in conducting WNC business.
- B. **Co-Chair** – In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Co-Chair shall perform all the duties of the Chair. When so acting, the Co-Chair shall have all of the powers of, and be subject to all of the restrictions on, the Chair. The Co-Chair shall have other powers and perform such other duties as may be prescribed by law, the Department, the WNC By-laws or as prescribed by the WNC Executive Board.
- C. **Secretary-** The Secretary shall certify and keep at the principal office of the WNC the original WNC By-laws and a version of each By-laws as amended or otherwise altered. In addition, the Secretary will keep in said office, or other place as the Executive Board may determine, a book of minutes of all meetings of the Board, recording therein the time and place of holding, whether general or special, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings thereof.

Furthermore, the Secretary shall see that all notices are duly given in accordance with the provisions of the WNC By-laws or as required by law. The Secretary is custodian of the records and of the WNC Seal and must see that the Seal is affixed to all duly executed documents. The Secretary must keep at the principal WNC office a membership book containing the name and address of each member and in the case where any membership has been terminated, the Secretary shall record such fact in the membership book together with the date that such membership ceased.



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The Secretary must exhibit at all reasonable times to the Council, agent or attorney on request the WNC By-laws, the membership book, and the minutes of the proceedings of the WNC. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, the Department, the WNC By-laws or assigned by the Executive Board.

- D. **Treasurer-** The Treasurer shall have charge and custody of, and be responsible for, all WNC funds. Treasurer shall keep and maintain adequate and correct accounts of WNC properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; exhibit at all reasonable times the books of account and financial records to any Council Representative or Stakeholder, their agent or attorney on request; prepare or cause to be prepared and certified or caused to be certified the financial statements to be included in any required reports; render to the Chair, Board or Council whenever requested an accounting of any or all of the Treasurer's transactions for and financial condition of WNC; and perform all duties incidental to the office of Treasurer and such other duties as may be required by law, the Department, the WNC By-laws, or which may be assigned to the Treasurer from time to time by the Executive Board.
- E. **Parliamentarian** -The Parliamentarian must have interest with developing an understanding of the Bylaws, Rosenberg's Rules of Order, Robert's Rules of Order, and the Brown Act.

Section 3: Selection of Officers- Officer positions shall be filled every one (1) years by the Board members at the first official Board meeting following the certification of the election.

Section 4: Officer Terms - The Officers shall serve one (1) year terms and serve at the pleasure of the Board. They may stand for reelection.



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ARTICLE VII COMMITTEES AND THEIR DUTIES

All Standing and Ad Hoc Committees shall be established by the Board.

Section 1: Standing Committees- The Standing Committees of the Council are: Land Use Planning, Finance, Environmental, Transportation, Public Works, Bylaws, Publicity & Communications, Beautification, and Safety & Emergency. The Chair appoints the Committee Chairs and Committee Members with Board approval.

Standing Committees must meet at least once a month. The Chair of the Standing Committee must inform the WNC Chairperson of the date, time, and location of the Standing Committee meeting to be posted on the WNC website fourteen (14) days prior to the Standing Committee Meeting. Should the Chair of the Standing Committee fail to fulfill their duties, including holding regular meetings, the Chair forfeits their position, and the WNC Chair will appoint another Chair.

Section 2: Ad Hoc Committees- Ad-Hoc committees shall be appointed by the Chair from the Membership to address a specific Council issue or need. Ad-Hoc committees and participants have no vote on the Board.

Section 3: Committee Creation and Authorization All WNC committee meetings, Standing and Ad Hoc committee meetings shall be open to the public and conducted in the same manner and with the same rules as the meetings of the WNC Board based on the WNC By-laws.



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ARTICLE VIII MEETINGS

All meetings, as defined by the Ralph M. Brown Act (*California Government Code Section 54950.5 et seq.*), shall be noticed and conducted in accordance with the Act, the Commission Agenda Posting Policy and all other applicable laws and governmental policy. WNC meetings may be organized to reflect the needs of the Council.

Section 1: Meeting Time and Place – Council meetings are open to the public and will be held no less than quarterly. Additional meetings may be scheduled as needed to properly conduct business and effectively meet our mission. The meeting location is to be within Wilmington, as centrally located as possible and shall be held in an Americans with Disabilities Act (ADA) compliant facility designed for meetings, such as an appropriate conference room in a business or community facility, such as the WNC Office or Wilmington Municipal Building Conference Room. Further information is provided in the Wilmington Neighborhood Council Standing Rules.

Section 2: Agenda Setting —The Chair sets the agenda for the Board with suggestions from the Board members.

Section 3: Notifications/Postings – Notices shall also be in compliance with the Commission’s Neighborhood Council Agenda Posting Policy. WNC meeting notices will be posted seventy-two (72) weekday hours prior to the meeting at locations which are specified in the Wilmington Neighborhood Council Standing Rules.

Section 4: Reconsideration - The WNC shall use the following procedure in the case of reconsideration of a previous vote of the Board: Refer to Rosenberg's Rules of Order.



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ARTICLE IX FINANCES

A. 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.

B. The Board shall adhere to all rules and regulations promulgated by appropriate City officials regarding the Council'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.

C. All financial accounts and records shall be available for public inspection and posted on the Council website, if available.

D. Each month, the Treasurer shall provide to the Board detailed reports of the Council's accounts.

E. At least once each quarter, the President and at least one (1) other individual other than the Treasurer, who is designated by the Board, shall examine the Council's accounts and attest to their accuracy before submitting the documentation to the Department for further review.

F. The Council will not enter into any contracts or agreements except through the Department. G. The Chair and the Treasurer are the two (2) primary signatories for all City checks or funds distributed or cause to be disbursed as directed by the Board or Council, properly recording each transaction for WNC records



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ARTICLE X ELECTION

Section 1: Administration of Election - The Council's election will be conducted pursuant to any and all City ordinances, policies and procedures pertaining to Neighborhood Council elections.

Section 2: Governing Board Structure and Voting- The number of Board seats, the eligibility requirements for holding any specific Board seats, and which Stakeholders may vote for the Board seats are noted in Attachment B.

Section 3: Minimum Voting Age- Except with respect to a Youth Board Seat, a stakeholder must be at least 16 years of age on the day of the election or selection to be eligible to vote. [See Admin. Code §§ 22.814(a) and 22.814(c)]

Section 4: Method of Verifying Stakeholder Status – Voters will verify their Stakeholder status by providing acceptable documentation.

Section 5: Restrictions on Candidates Running for Multiple Seats- A candidate shall declare their candidacy for no more than one **(1)** position on the Board during a single election cycle.

- A. Installation of elected Board Members takes place at the meeting following the election or pursuant to City policies and procedures.



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ARTICLE XI GRIEVANCE PROCESS

Neighborhood Council grievance review process will be conducted pursuant to any and all City ordinances, policies, and procedures pertaining to Neighborhood Council grievances.

- A. Any grievance by a Stakeholder must be submitted in writing to the Board who shall cause the matter to be placed on the agenda for the next regular Council meeting.
- B. At that meeting, the Board shall refer the matter to an Ad Hoc Grievance Panel comprised of three (3) Stakeholders randomly selected by the Board from a list of Stakeholders who have expressed an interest in serving from time-to-time on such a panel.
- C. Within two (2) weeks of the panel's selection, the Board shall coordinate a time and place for the panel to meet with the person(s) submitting a grievance to discuss ways in which the dispute may be resolved.
- D. Within two (2) weeks following such meeting, a member of the panel shall 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 may receive a copy of the panel's report and recommendations prior to a Board meeting, but, in accordance with the Brown Act, the matter shall not be discussed among the Board members until it is heard publicly at the next regular Council meeting.
- E. This grievance process is intended to address matters involving procedural disputes, such as the Board's failure to comply with Board Rules or these Bylaws. It is not intended to apply to Stakeholders who merely disagree with a position or action taken by the Board at one of its meetings, which grievances may be aired publicly at Council meetings.
- F. Board members are not permitted to file a grievance against another Board member or against the Council.

ARTICLE XII PARLIMENTARY AUTHORITY

The Council shall use Rosenberg's Rules of Order when conducting Council meetings. Additional rules and/or policies and procedures regarding the conduct of the Board and/or Council meetings may be developed and adopted by the Board.

Rosenberg's Rules of Order shall be the parliamentary guide and reference for rules and process. For a copy of this document go to http://empowerla.org/wp-content/uploads/2012/04/Rosenbergs_Rules_of_Order.pdf. Robert Robert's Rules of Order may also be used in the instances that further guidance is needed.



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ARTICLE XIII AMENDMENTS

Any changes to this document must be approved by a two-thirds (2/3) vote at an official meeting. Notice of any proposed changes in the By-laws must be made available in writing to all Council voting members at least twenty (20) days prior to the meeting at which the proposed changes will be considered for adoption. All changes shall then be forwarded to the Department for review and approval. Amendments shall not be valid, final or effective until approved by the Department. Once approved, any changes in the Bylaws shall become effective immediately.

ARTICLE XIV COMPLIANCE

The Council, its representatives, advisors, and all Stakeholders will endeavor to conduct Council business in a professional and respectful manner. The Council, its representatives, and all Stakeholders will refrain from violating Board Rules and shall abide by the Plan and all City, County, State, and/or Federal laws that apply, including applicable provisions of the City of Los Angeles Governmental Ethics Ordinance (Los Angeles Municipal Code 49.5.1. et. Seq.).

Section 1: Code of Civility- Collectively and individually, the members of the Board of the WNC will abide by a Code of Civility to ensure that the Council's business is conducted in a respectful and courteous manner, and in a way that will generate respect and credibility for the Council. Failure to abide by the Code of Civility will cause any Member of the Board to be suspended from participating in any Council function/meeting, until an apology has been publicly issued for misconduct at a general meeting of the WNC and shall be subject to sanctions, up to and including termination of membership. Board members will abide by the Commission's Neighborhood Council Board Member Code of Conduct Policy

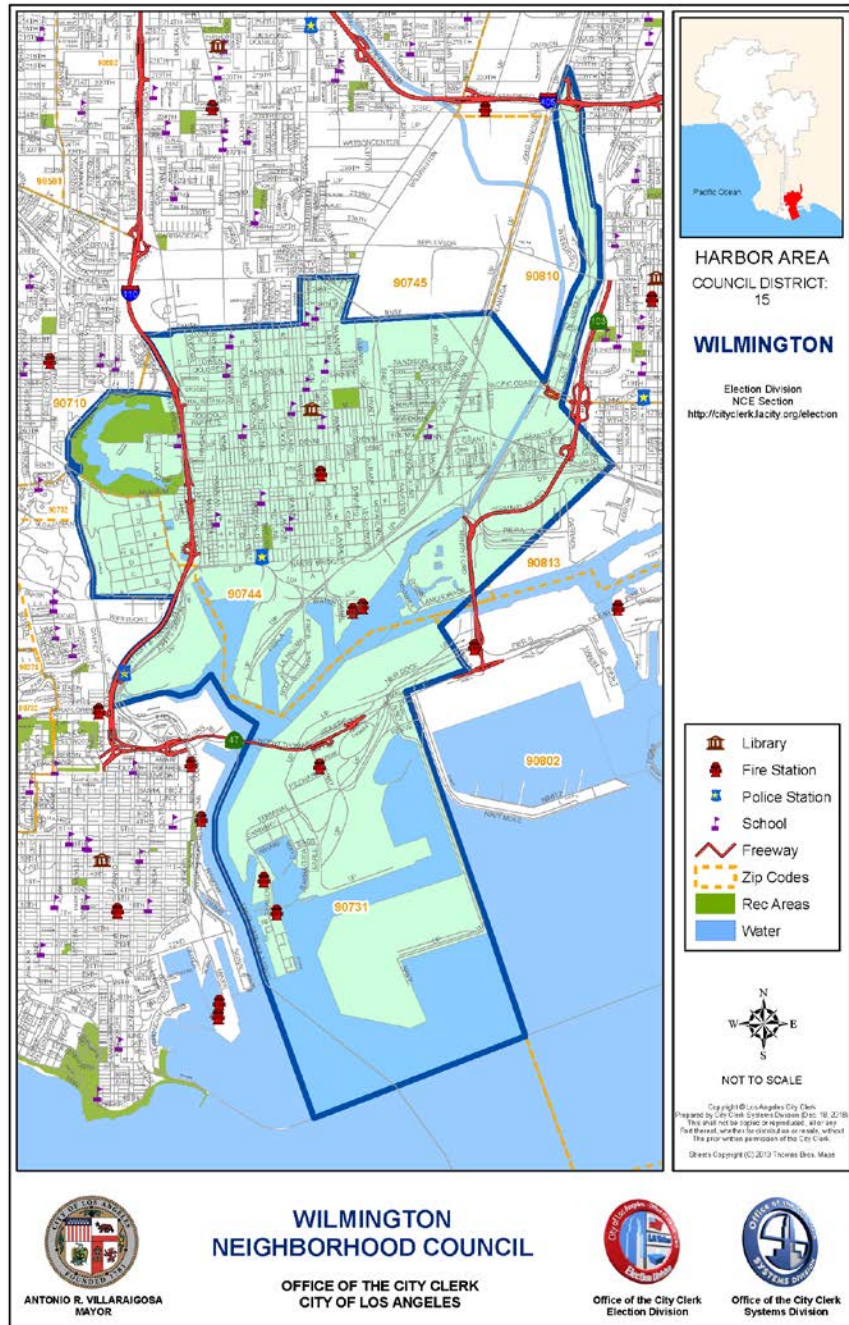
Section 2: Training- All Board members shall take training in the fundamentals of Neighborhood Council, including, but not limited to, ethics, funding, workplace violence and sexual harassment trainings provided by the City. All board members must take ethics and funding training prior to making motions and voting on funding related matters. All board members must take ethics and funding training within 30days of election results or appointment of position. Failure to do so will result in removal from the board.

Section 3: Self-Assessment- Every year, the Council shall conduct a self-assessment pursuant to Article VI, Section 1 of the Plan.



Wilmington Neighborhood Council Organization Structure and By-Laws

ATTACHMENT A-Map of Wilmington Neighborhood Council





Wilmington Neighborhood Council Organization Structure and By-Laws

ATTACHMENT B- Governing Board Structure and Voting Wilmington Neighborhood Council- 13 Board Seats

BOARD POSITION	# OF SEATS	ELECTED OR APPOINTED?	ELIGIBILITY TO RUN FOR THE SEAT	ELIGIBILITY TO VOTE FOR THE SEAT
Live Representative	3	Elected	Stakeholders who are at least 18 years of age and who live within the boundaries of the council	Stakeholders who are at least 16 years of age.
Work Representative	3	Elected	Stakeholders who are at least 18 years of age and who work within the boundaries of the council	Stakeholders who are at least 16 years of age.
Own Representative	3	Elected	Stakeholders who are at least 18 years of age and who own real property within the boundaries of the council	Stakeholders who are at least 16 years of age.
At-Large Representative	3	Elected	Stakeholders who are at least 18 years of age and who live, work, or own real property within the boundaries of the council	Stakeholders who are at least 16 years of age.
Community Interest Representative	1	Elected	Stakeholders who are at least 18 years of age and live, work, own real property, or declare a stake in the neighborhood as a community interest stakeholder, defined as a person who affirms a substantial and ongoing participation with a community organization that has continuously maintained a physical street address for not less than one year, and that performs ongoing and verifiable activities and operations that benefit the neighborhood, and is located within the NC's boundaries. A for-profit entity shall not qualify as a Community Organization.	Stakeholders who are at least 16 years of age.