

ARTICLE VII

BOARD OF DIRECTORS

A. The FTDNC Board

The Board shall consist of fifteen members representing diverse stakeholder interests and geographic locations as follows **and shall be elected in accordance with the provisions of these bylaws.**

~~a. District Representatives: Twelve Board members shall be elected by district in accordance with the provisions of these bylaws. Two representatives shall be elected from each of the 6 districts. District Representatives shall be charged with representation of all Stakeholders within the respective Districts. District Representatives shall be elected by the entire membership (all districts) of the FTDNC.~~

a. **Area** Representatives:

1. There shall be Twelve **Area** Representative Board Members. Two representatives shall be elected from each of the 6 **areas**.
2. The **area** representatives shall be charged with representation of all Stakeholders within the respective areas.
3. These **Area** Representatives shall be elected by stakeholders who live, work or own property within the boundaries of the entire FTDNC.

~~b. At Large Representatives: Three at large board members shall be elected from any district of the NC. Atlarge Representatives shall be elected by the entire membership (all districts) of the FTDNC.~~

b. At-Large Representatives.

1. **There shall be two At Large Board members to be filled by any stakeholder that lives, owns, or works within the entire FTDNC.**
2. **At Large Representatives shall be elected by stakeholders who live, work or own property within the boundaries of the entire FTDNC.**

c. **Community Interest Representative .**

1. **This Board member seat may be filled by any person who declares a stake in the FTDNC and affirms with a factual basis for stakeholder status.**
2. **The Community Representative shall be elected by all stakeholders, including those who affirm with a factual basis for stakeholder status.**

~~e~~ d. No single Community Stakeholder group shall comprise a majority of the FTDNC.'s Board of Directors, unless extenuating circumstances are warranted and

approved by D.O.N.E.

B. Ex-Officio Members.

Up to five Ex-Officio non-voting members shall be selected by a majority of the fifteen elected board members to represent the interests of various segments of the FTDNC community. Ex-Officio seats shall be flexible to represent the broad range of interests in the NC. **Such as, but not limited to**, an Ex-Officio seat can be filled by a stakeholder under the age of eighteen i.e. a youth representative, **a representative from business**, education or faith. In selecting the Ex-Officio Members, the Board shall solicit nominations from groups representative of the various segments and shall encourage groups in each segment to work together to nominate a consensus candidate. The Board shall select a representative or representatives from among the various segments. The Ex-Officio members of the Board shall not participate or attempt to influence the board decision after closing the public comment on that agenda item and while the voting members of the board are engaging in their deliberations.

C. Officer's ~~and~~ Duties **and Qualifications.**

All Board members must take the Brown Act, Conflicts of Interest, Ethics Training and all other trainings mandated by D.O.N.E. within 60 days of certification of the election results.

All Officers of the FTDNC shall take the Funding Training before the next General Meeting after election of the officers.

Any Board member or Officer that has not fulfilled the required training must suspend their voting privileges until the requirement is completed.

The Neighborhood Council Board shall elect the officers of the Board from among its **elected and/or appointed** Members. Officers shall be elected annually. ~~to serve until the next election.~~ Upon the resignation **and/or removal** of any officer the Board may elect **(as per D.O.N.E.'S requirements)** a **qualified** successor at the next **General** meeting of the FTDNC. **The President shall assume the duties of the vacated officer seat until a successor is elected.** ~~Officers shall serve at the pleasure of the board, and may be removed by a two-thirds vote of the Board after consultation with DONE and the giving of fifteen (15) days notice containing the reason for the removal prior to the board vote. Notice shall be given by any method reasonably calculated to provide actual service. The officer may be heard orally or in writing in the General Meeting before the board vote, and may request that a DONE representative be present at that time before such vote is taken. (Moved down 2 paragraphs)~~

In even number years, when the NC elections are conducted by the City Clerk, the election of officers including the President, VP for Administration, VP for Communications and Outreach, Treasurer, Recording Secretary and Corresponding Secretary, shall be elected from and among the Board members at the first General meeting following the certification of the election results.

In odd number years, when the City Clerk does not conduct NC elections, new officers shall be selected from and among the Board Members on the

anniversary month at the General Meeting of the last previous officer selection.

Officers shall serve at the pleasure of the board, and may be removed by a two-thirds vote of the **entire** Board after consultation with DONE and the giving of fifteen (15) days notice containing the reason for the removal prior to the board vote. Notice shall be given by any method reasonably calculated to provide actual service. The officer may be heard orally or in writing in the General Meeting before the board vote, and may request that a DONE representative be present at that time before such vote is taken.

a. President. The President shall: prepare all **Executive Committee meeting agendas; prepare the** General Board meetings agendas after consultation and **majority vote of the Executive Committee;** preside at all meetings of the Board and **Executive Committee; be responsible for the posting or delegate the posting of the General and Executive Committee meeting agendas;** represent the interests of the Council before the City Council and City departments, boards, and commissions, or delegate such representation as warranted; serve as spokesperson for the Council in the press and before the public **as directed by the Board** or delegate such a function as warranted; be a signatory for the expenditure of funds. ~~and Chair the Executive Committee. The President will be responsible for the posting or delegate the posting of the General/Executive Board meeting agendas.~~

b. Vice President for Administration. The Vice President for Administration shall: **Chair the Rules and Elections Committee;** serve as President in the absence of the President; be responsible for the operational and logistical needs of the Board **members** and Council **Committees;** be a signatory for the expenditure of funds in the absence of the President **and manage the office.** ~~and Chair the Rules and Elections Committee~~

c. Vice President for Communication and Outreach. ~~At the direction of the President,~~ The Vice President for Communication and Outreach shall; **Chair the Outreach Committee; Oversee the FTDNC's website;** ~~prepare and release media statements; prepare and release formal position papers; oversee the Council's website;~~ routinely inform the public of the Council's activities; actively solicit interest and participation in the Council's activities; and maintain a current roster of active **Board members and stakeholder's.**

d. Treasurer. The Treasurer shall Chair the Budget and Finance Committee. The Treasurer shall have charge and custody of and be responsible for all funds of the Council; be a signatory for the expenditure of funds. Perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board. As per Article XII

e. Recording Secretary. The Recording Secretary who shall be responsible for recording the minutes of each General, Special and Executive Board meeting, and who shall maintain and archive these records and strive to make the record of each meeting available to the public by suitable means. The Recording Secretary may delegate a person to take minutes at a meeting, if the Secretary's attention will be needed on a matter before the Board

f. Corresponding Secretary. The Corresponding Secretary shall be responsible for maintaining the contact lists of FTDNC Board members, committees and committee

members. Shall be responsible for writing letters at the direction of the Board and with consultation of the President and other correspondence duties at the direction of the Chairperson, including but not limited to correspondence with other Los Angeles Neighborhood Councils and the various Los Angeles City Government agencies.

~~D. Executive Board~~

~~The Executive Board consists of the President as Chair, the Vice President for Administration, the Vice President for Communication and Outreach, Treasurer and the Recording Secretary.~~

~~The Executive Board shall:~~

- ~~1. Consider and recommend to the Board the location of Council offices;~~
- ~~2. Create and follow administrative policies and procedures for the conduct of the Council's business;~~
- ~~3. Make recommendations to D.O.N.E. for the hiring and termination of staff and consultants;~~
- ~~4. Authorize the application for, receipt and expenditure of money (any amount up to \$200) from any source and for any lawful purpose;~~
- ~~5. Adopt rules to govern the conduct of council committees;~~
- ~~6. Act as a consulting body in setting the agenda for the General Meeting~~

E. Committees.

All Committees, except the Executive Committee and the Outreach Committee, shall consist of at least three stakeholders. The chairperson for the standing committees will be specified within the bylaws and the chairperson of the council committee shall initially be appointed by the President subject to change by vote of the Committee at the first regular meeting of that committee. Any interested member of the FTDNC stakeholders, including Board members, shall be entitled to serve on any Council Committee upon written or electronic request to the Recording Secretary ~~Committee or the Board~~, during the 45 DAY formation period of the council committee

The FTDNC Board shall create a system for the election, selection, or appointment of Stakeholders to committees, sub-committees, and/or ad hoc committees, as the need arises. The Recording Secretary shall note the creation or the disbanding of any meetings in the General Board Meeting minutes. ~~all other committees established or disbanded in~~

~~the minutes.~~

- a. ~~Standing Board Committees. Standing Committees shall include the following.~~

Standing Committees- All standing committees shall meet at least monthly and the chair of such committees will be responsible for the preparation minutes and posting of the agendas.

i. Budget and Finance Committee. The Budget and Finance Committee shall prepare and submit to the Board for approval the annual budget of the Council. **The Treasurer shall be the chair of this committee.**

ii. Rules and Elections Committee. The Rules and Elections Committee shall review and recommend proposed amendments to these Bylaws, rules concerning the conduct of elections of the Board, and rules of conduct of Council **and committee meetings. Adopt rules to govern the conduct of council committees.**

iii. Land Use Committee-**The Land Use Committee will provide a forum to gather information for land use projects that will impact FTDNC stakeholders. The Land Use may make recommendations for the FTDNC Board for consideration.**

iv. Executive Board Committee- **The Executive Board Committee members shall be the President, as chair, the Vice-President for Administration, the Vice-President for Communication and Outreach, Treasurer Recording Secretary and the Corresponding Secretary. The Executive Board Committee shall;**

1. Act as a consulting body in setting the agenda for the General Meeting by a majority vote of the Committee.

~~2. Authorize the application for, receipt and the expenditure of money (any amount up to \$200) from any source and for any lawful purpose;~~ **for the sole purpose of refreshments and advertisements for outreach functions.**

3. Make recommendations to ~~D.O.N.E.~~ **the Board** for the hiring and termination of staff and consultants;

~~4.~~ 4. Consider and recommend to the Board the location of **FTDNC** Council office;

v. Outreach Committee- **The Outreach Committee shall consist of representation of at least one board representative from each of the three communities and then open to other stakeholders. The President shall ask or appoint Board members to fulfill this requirement.**

vi. Equestrian committee- The Equestrian Committee will provide a forum to gather information for equestrian issues that will impact FTDNC stakeholders. The Equestrian Committee may make recommendations for the FTDNC Board for consideration.

~~iii. Council Ad Hoc Committees. The Board may create additional committees open to the Membership for purposes of carrying out the functions and duties of the Council consistent with the Plan. Council Committees shall consist of at least three committee members. The chairperson of the committee shall initially be appointed by the President, subject to change by vote of the Committee **at the first committee meeting**. Any interested member of the FTDNC, including Board members, shall be entitled to serve on any Council Committee upon **written or electronic** request to the ~~Committee or the Board~~ **to the Recording Secretary** during the 45 day formation period of the Ad Hoc committee. ~~Council Committees may include committees for the following: (1) early notification, (2) outreach, (3) parks, and (4) local organization liaison.~~~~

b. All committee's will be reopened annually after each election **of the Officers**.

c. All committees shall consist of at least three stakeholders with no limit of stakeholders as members. A maximum of 4 FTDNC board members shall serve on any one committee **with the exception of the Executive Committee which will have 6 Board members**. ~~All committee's shall consist of at least three members and shall be less than the number of the quorum of the full FTDNC.~~

d. All Committee formation periods shall be 45 days but shall be extended until a minimum membership is reached. After the formation period additional members may be added by a majority vote of the committee members.

F. Quorum

Eight Board members shall constitute a quorum. A majority vote of all Board members present shall be sufficient for the Board to take action unless otherwise specified in these Bylaws.

G. Termination, Suspension and Sanction.

a. A Board member may resign in writing to the President or **Recording** Secretary.

b. Unexcused absences at two consecutive Board meetings or three Board meetings in a calendar year constitute grounds for removal of a board member. An excused absence will be left to the discretion of the President.

c. If grounds appear to exist for removal or suspension of a Board member, at the discretion of the Executive Board after consultation with D.O.N.E. and the City Attorney the following procedures shall be followed:

i. The Board member shall be given fifteen (15) days prior notice of the proposed removal or suspension and the reasons for this action. Notice shall be given by any method reasonably calculated to provide actual service.

ii. The Board member shall be given an opportunity to be heard, orally or in writing, at least five (5) days prior to the proposed removal or suspension. The hearing shall be held, or the written statement considered, by the Board or by a Committee appointed by the Board to determine whether the removal or suspension should take place. The Board member shall have the opportunity to be heard and to call witnesses at this hearing in accordance with the Open Meeting Laws and these bylaws.

iii. The Board or grievance Committee appointed pursuant to article X shall decide whether or not the Board member should be suspended, removed or sanctioned in some other way. A Board member may be removed, suspended or sanctioned by an affirmative vote of a two third(s) of Board members.

iv. Duration of suspensions and the nature of sanctions shall be determined on an individual basis by the Board or the Committee appointed by the Board.

v. This section shall not be enforced without the authorization and approval of the Office of the City Attorney.

H. Process for Reconsideration

The Board may reconsider and amend its action on items listed on the agenda if that reconsideration takes place immediately following the original action or at the next regular meeting. The Board, on either of these two days, shall: (1) Make a Motion for Reconsideration and, if approved, (2) hear the matter and Take an Action. If the motion to reconsider an action is to be scheduled at the next meeting following the original action, then two items shall be placed on the agenda for that meeting: (1) A Motion for Reconsideration on the described matter and (2) a Proposed Action should the motion to reconsider be approved. A Board member who has previously voted on the prevailing side of the original action taken can only make a motion for reconsideration. If a motion for reconsideration is not made on the date the action was taken, then a Board member on the prevailing side of the action must submit a memorandum to the Secretary identifying the matter to be reconsidered and a brief description of the reason(s) for requesting reconsideration at the next regular meeting. The aforesaid shall all be in compliance with the Brown Act.