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CALIFORNIA

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ASSISTANT GENERAL MANAGER

www.EmpowerLA.org

October 19, 2009

Dear Mid City West Community Council,

The Department of Neighborhood Empowerment received a "Neighborhood Council Application to Change or Adjust Bylaws" dated August 25, 2009, to amend the Mid City West Community Council (MCWCC) bylaws as submitted and signed by Board Member(s) Jeffrey Jacobberger and Bruce McCormick.

It appears that the requested changes are consistent with applicable guidelines for Neighborhood Councils such as the Los Angeles City Charter, City Ordinances, and the Plan for a Citywide System of Neighborhood Councils at this time. The Department has further noted that the application contains all required documentation.

Therefore the "Neighborhood Council Application to Change or Adjust Bylaws" has been **approved**. The current MCWCC certified and amended bylaws shall include the following numbering and language:

ARTICLE V

SECTION-8: REMOVAL FROM EXECUTIVE COUNCIL.

Any member of the Executive Council may be removed from the Executive Council as follows:

Written notice must be submitted to the Board identifying the member to be removed and the reason or reasons for removal. The Secretary shall then place the matter on the agenda for discussion and vote at the next regular meeting of the Board. The member proposed for removal from the Executive Council shall be provided with an opportunity to address the meeting prior to the vote. Upon a vote of "No Confidence" by Two-Thirds of the Board members present and voting, the member shall be removed forthwith from the Executive Council. If a quorum is not present to vote on removal, the matter shall be placed on the agenda for the next regular meeting of the Board, and heard as described herein.

Removal from membership on the Executive Council shall not impair an individual's other rights as a Director or Stakeholder. If the Chairperson is

removed, then succession to the position of Chairperson shall take place pursuant to Article V, Section 4. In the event any other member of the Executive Council is removed, or if any other vacancy occurs on the Executive Council (other than the Chairperson), then the successor to that position shall be selected pursuant to the same procedure as electing a Board Vacancy under Article V, Section 14, except that only current Directors are eligible to run for an Executive Council position.

ARTICLE II

SECTION-6: COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors (the Board), shall consist of Forty-five (45) Stakeholders, age Eighteen (18) or older elected by the Stakeholders at a duly noticed public meeting.

This governing body shall reflect the diversity of its Stakeholders, to the extent reasonably possible. Accordingly, no single Stakeholder group shall comprise a majority of the Board, unless warranted by extenuating circumstances and approved by
DONE.

To encourage and foster broad participation and representation of this Community, members of the Board shall represent at least the following 19 (Nineteen) mandatory categories. Each category listed below is followed by the requirements to serve in that category, and the number of required representatives in parentheses:

- Homeowners (3);
- Renters (5);
- Zone Representatives (7) (by zone, as described below);
- Medium-to-Large Business (2);
- Small Business (3);
- Nonprofit Organizations (2);
- Government (individuals knowledgeable in area of government processes) (1);
- Education (2);
- Religious Community (2);
- Civic Associations (1);
- Media/Entertainment (1);
- Arts (2);
- Medical (1);
- Minorities (2);
- Seniors (1);
- Youth (1);
- Disabled (1);
- Unions (1);
- Members at Large (7).

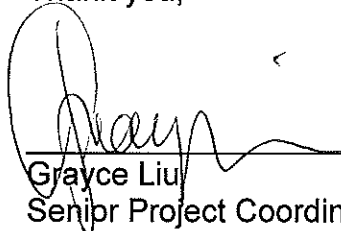
It is also noted that based on inclusion, revision, removal, or other such changes, renumbering may have occurred to provide consistency throughout the bylaws document.

It is further noted that while the Department has reviewed the requested changes, there could be additional items within the bylaws that may need to be altered at a later time to be consistent with applicable policies.

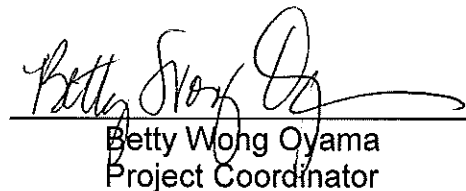
The governing structure of the MCWCC will now be based on these current and amended bylaws and MCWCC is advised to begin use and distribution of these current certified and amended bylaws. In addition, the Department will keep a copy of said bylaws on file.

Should you have any questions, please contact your Neighborhood Council Project Coordinator, Betty Wong Oyama who may be reached via email at Betty.Wong@lacity.org, by phone at 213/473-5095, or by calling toll free 3-1-1.

Thank you,



Grayce Liu
Senior Project Coordinator



Betty Wong Oyama
Project Coordinator

GL:bwo
Attachment: MCWCC Bylaws
By E-Mail
cc: Leyla Campos, Director of Field Operations

APPROVED

BY-LAWS OF
THE MID CITY WEST
COMMUNITY COUNCIL (MCWCC)

OCT 19 2009

ARTICLE I - NAME, PURPOSE, DESCRIPTION

1. **NAME.** The name of this organization shall be the Mid City WEST Community Council (MCWCC).

2. **PURPOSE.** To enable the Stakeholders of the MCWCC to be informed of, and play an active role in, the governmental decision-making process affecting their Community.

3. **NO POLITICAL AFFILIATION OR PARTISAN POLITICAL ACTIVITY.** The MCWCC is not affiliated with any political cause, party or organization.

4. **STATEMENT OF NON-DISCRIMINATION.** The MCWCC shall not discriminate against any individual or group on the basis of race, religion, color, creed, national origin, cultural orientation, life style, gender, sexual orientation, age, disability, marital status, income or political philosophy.

5. **BOUNDARIES.** The MCWCC boundaries are indicated on the attached map and are generally described as:

Beginning at the southern boundary of West Hollywood where it intersects with Romaine Street, running southerly along the eastern boundary of West Hollywood, then westerly along the southern boundary of West Hollywood until it meets the eastern boundary of Beverly Hills, continuing southerly along the eastern boundary of Beverly Hills to Olympic Boulevard, then running easterly along Olympic Boulevard to San Vicente Boulevard, then running easterly along San Vicente Boulevard to Cochran Avenue, then running northerly along Cochran Avenue to Olympic Boulevard, then running easterly along Olympic Boulevard to La Brea Avenue, then running northerly along La Brea Avenue to the southern boundary of West Hollywood, then running northwesterly along the southern boundary of West Hollywood to the point of beginning, where the southern boundary of West Hollywood intersects with Romaine Street.

Where the boundary is referred to or designated by street name, the actual boundary shall be considered to be the center of that street.

ARTICLE II - MEMBERSHIP and GENERAL ORGANIZATION

1. **STAKEHOLDERS DEFINED.** Everyone who lives, works, owns property or otherwise identified her/himself as a Stakeholder within the boundaries of the MCWCC based upon regular participation in, for example, an educational institution, religious institution, community organization or non-profit organization located or that conducts its regular activities within the MCWCC boundaries, is a Stakeholder.

2. **MEMBER CLASSIFICATION; RIGHTS.** Neighborhood Council membership is open to all Stakeholders. There shall be only one class of membership, which shall consist of all the Stakeholders. All Stakeholders shall have equal voting and other rights, except as otherwise provided herein.

3. **STAKEHOLDER DUES.** No dues shall be required of any Stakeholder.

4. **NON-TRANSFERABILITY OF RIGHTS.** Neither membership as a Stakeholder nor any rights of membership as a Stakeholder may be transferred or assigned.

5. **GOVERNING BODY: BOARD OF DIRECTORS; GENERAL.** The MCWCC shall be governed by a Board of Directors.

6. **COMPOSITION OF BOARD OF DIRECTORS.** The Board of Directors (the Board), shall consist of Forty-five (45) Stakeholders, age Eighteen (18) or older elected by the Stakeholders at a duly noticed public meeting.

This governing body shall reflect the diversity of its Stakeholders, to the extent reasonably possible. Accordingly, no single Stakeholder group shall comprise a majority of the Board, unless warranted by extenuating circumstances and approved by DONE.

To encourage and foster broad participation and representation of this Community, members of the Board shall represent at least the following 19 (Nineteen) mandatory categories. Each category listed below is followed by the requirements to serve in that category, and the number of required representatives in parentheses:

- Homeowners (3);
- Renters (5);
- Zone Representatives (7) (by zone, as described below);

Medium-to-Large Business (2);
Small Business (3);
Nonprofit Organizations (2);
Government (individuals knowledgeable in area of government processes) (1);
Education (2);
Religious Community (2);
Civic Associations (1);
Media/Entertainment (1);
Arts (2);
Medical (1);
Minorities (2);
Seniors (1);
Youth (1);
Disabled (1);
Unions (1);
Members at Large(7).

7. ZONE REPRESENTATIVES. There shall be a total of seven (7) Zone Representatives, who will represent seven geographical areas, designated on the map attached hereto as Attachment "A". In order to run for or serve as a Zone Representative, a person must certify that he or she lives within the borders of the Zone. There are no other requirements to serve as a Zone Representative. In the event there is a vacancy between elections, the Board may choose a replacement Zone Representative to serve until the next regularly scheduled election. A replacement Zone Representative must live within the Zone.

8. EXECUTIVE COUNCIL (OFFICERS). By majority vote, at a duly noticed and constituted public meeting, the Board will elect the following officers:

Chairperson
First Vice Chairperson
Second Vice Chairperson
Financial Officer
Secretary

These officers shall constitute the Executive Council. In addition to their duties as officers as set forth in these By-Laws, the Executive Council shall have only those powers delegated to it by the Board in furtherance of expediting the interests of the MCWCC.

9. ADVISORY COUNCIL. The Board may appoint, by majority vote, a non-voting Advisory Council. Members of the Advisory Council may include individuals who are not Stakeholders in the MCWCC.

ARTICLE III- MEETINGS

1. BROWN ACT COMPLIANCE. All meetings required by the Brown Act to be conducted openly shall be open to the public and shall comply with all other provisions of the Brown Act pertaining to open meetings.

2. PUBLIC MEETINGS; PUBLIC COMMENT. All annual Stakeholders' meetings and all Board meetings shall be open to the public. All public meetings shall include the opportunity for public comment by any person in attendance. Public comment shall be limited to three minutes per speaker. The total public comment period shall not exceed thirty minutes. Notwithstanding the foregoing, these time limits may be extended by majority vote of the Board of Directors.

3. NOTICE OF MEETINGS. Except as noted below, notice of the date, time, place and proposed agenda for all meetings shall be communicated at least Five (5) days prior to the meeting by a method or methods reasonably calculated to reach the Stakeholders and the public, where applicable. Such methods shall include, at a minimum: (1) publication in a local print publication of broad distribution in the area, (2) posting on the Early Notification (ENS) System, and (3) posting at no less than Five (5) public locations within the boundaries of the MCWCC.

Provided: (1) Annual Stakeholder meetings shall be publicized beginning at least 60 (Sixty) days in advance; (2) Emergency meetings shall be exempt from the Five-day notice requirement, as discussed below under EMERGENCY MEETINGS, to the extent not in conflict with the Brown Act.

4. LOCATION OF MEETINGS. Stakeholder and Board meetings shall take place at a location within the boundaries of the MCWCC.

5. REGULAR MEETINGS. Regular meetings shall take place as follows:

1. There will be an annual meeting of Stakeholders;
2. Board of Directors will meet monthly;
3. The Executive Council will meet monthly;
4. The Advisory Council will meet at least quarterly.

6. SPECIAL MEETINGS. Special meetings may be called as follows:

1. By majority vote of the Board of Directors at a duly noticed meeting where a quorum is present;
2. Upon the request of Fifty (50) Stakeholders, submitted to the Board in writing stating the purpose of such meeting;
3. Upon request by a majority of the Advisory Council, submitted to the Board in writing stating the purpose of such meeting;
4. Upon request by Ten (10) members of the Board, submitted to the Chairperson in writing stating the purpose of the meeting;
5. Upon request by Two (2) members of the Executive Council, submitted to the Chairperson in writing stating the purpose of such meeting.

7. COMMITTEE MEETINGS. Committee members shall meet as needed at the discretion of the committee chair at a time and place selected with a view to achieving the largest attendance. Reasonable efforts will be made to give all committee members at least Forty-eight (48) hours notice of meetings.

Committees shall be formed and administered as set forth in Article V herein.

8. QUORUM. The presence of a quorum of individuals entitled to vote shall be required to conduct official business at any meeting, except meetings of the Advisory Council.

At meetings of the Board, a quorum shall consist of Twenty-Three (23) members, which constitutes a simple majority of that Board, provided that, if, for whatever reason, Board membership falls below Forty-five (45), a quorum shall consist of a simple majority of the then-sitting Board members.

At meetings of the Executive Council, which consists of the elected officers of the Board, a quorum shall consist of a simple majority of those officers.

9. EMERGENCY MEETINGS. In the event that the Chairperson, or if the Chairperson is unavailable, one of the Vice Chairpersons determines that Board of Directors action is required before the standard five-day notice for meetings can be given, a meeting may be conducted in person, telephonically, by other electronic means or by any combination thereof, to the extent not in violation of the Brown Act. A reasonable attempt to notify all Council members shall be made as early

as possible in advance of such a meeting. The same policy shall apply to emergency meetings of the Executive Council.

10. AGENDA. Motions shall be placed before the MCWCC Board in the following manner:

a. The MCWCC Board shall act only by a motion (as defined by Robert's Rules of Order) adopted by its Board. The MCWCC Board shall consider a main motion only if the motion is in writing, made by a Board committee, and accompanied by a written committee report stating the motion's objective, financial cost, financing source, and committee majority and minority views.

b. A main motion, as used in these Bylaws, is a proposal for the Council to take action or express an opinion within the scope of the Council's jurisdiction and authority under the Los Angeles Charter and the Los Angeles City Plan for Neighborhood Councils.

c. Any Stakeholder may make a proposal for action by MCWCC. The Stakeholder shall make the proposal by submitting an MCWCC Action Proposal Form to a member of the Board or to the MCWCC Office, which shall promptly refer the proposal to the Chairperson in the form of a Main Motion. The Chairperson shall, by the next Board meeting, refer it to a Standing Committee for consideration, or in the event that no Standing Committee has jurisdiction over the matter, refer the matter to the Executive Council, which may refer the matter to a Standing Committee or appoint an Ad Hoc Committee at the next meeting of the Directors to consider the matter.

d. Any Director may submit a main motion by submitting it in writing to a Standing Committee or by submitting an MCWCC Action Proposal Form to the MCWCC Office, which shall promptly refer the proposal to the Chairperson, who, by the next meeting of the Board, shall promptly refer it to a Standing Committee for consideration by the next, or in the event that no Standing Committee has jurisdiction over the matter, refer the matter to the Executive Council, which may refer the matter to a Standing Committee or appoint an Ad Hoc Committee at the next meeting of the Directors to consider the matter.

e. Subject to these By-Laws, Stakeholders may request the inclusion of a Main Motion to the agenda of any regularly scheduled Board meeting by submitting the matter in writing, delivered by U.S. mail, hand delivery, facsimile or e-mail to the Chairperson at least fifteen (15) days in advance of that meeting. If such a request is received Fourteen (14) days or less in advance of the meeting, the Chairperson may instead consider the matter for addition to the agenda of the next regularly scheduled meeting of the Board.

f. Incidental motions, which deal with process, may only be made by Directors from the floor.

g. Notwithstanding subparagraphs a, c and d above, the Executive Council,

in their reasonable discretion, may entertain a main motion presented by a single Director or Directors and may dispense with the requirement of a written motion.

11. ROBERT'S RULES OF ORDER. All Executive Council and Board of Directors meetings shall be governed by Robert's Rules of Order, unless otherwise provided in these By-Laws, and to the extent not in conflict with the Brown Act.

ARTICLE IV-VOTING

1. VOTING RIGHTS. Each Stakeholder, who is eligible to vote shall be entitled to one vote. Only Stakeholders age Sixteen (16) and over shall be entitled to vote in Stakeholder-wide elections.

2. PROXY VOTING. Proxy voting will not be allowed.

3. SIMPLE MAJORITY APPROVAL. A simple majority vote of a quorum of the Board is required for any official action on any item properly before the Council.

4. RECONSIDERATION OF PRIOR ACTION; REVERSAL OF ACTION. An official action of the Board may be reconsidered one time only upon the request of a member or group of its members, as follows:

Reconsideration may take place immediately following the original action or at the next regular meeting. A Board member, at either of these two meetings, shall make a motion to reconsider. If approved by majority vote, the Council may immediately rehear the matter and take an action. Alternatively, the motion to reconsider an action may be scheduled to be heard at the meeting following the original action. In this case, two items shall be placed on the agenda for that meeting: (1) a motion for reconsideration and (2) a proposed action, should the motion to reconsider be approved.

A motion for reconsideration may be made only by a Board member who previously voted on the side of the action that originally prevailed.

If a motion for reconsideration is not made on the date the action was originally taken, then a Board member who had originally voted on the prevailing side must submit a memorandum to the Secretary identifying the matter to be reconsidered and briefly describing the reason(s) for requesting that reconsideration take place at the

next regular meeting.

ARTICLE V - ELECTIONS/OFFICERS/ADMINISTRATION

1. BOARD OF DIRECTORS. The Board of Directors is the governing body of the MCWCC. Election of directors shall take place every two (2) years on the date established by the City Clerk Neighborhood Council Election Unit, and in accordance with the procedures adopted by that unit and/or DONE. To further the goals of representing the diverse nature of the Mid City West Community Council area, Board members shall be elected based upon the categories set forth in Article II above.

2. COMMITTEES. The Board of Directors, Executive Council or Chairperson, at their discretion, may create committees to facilitate the goals and objectives of this Neighborhood Council. The committees shall consist primarily of Board members, except as otherwise provided in these Bylaws. All Board members shall serve on at least one committee.

The Board of Directors, Executive Council or Chairperson shall appoint a temporary Election Committee no later than six months before the biennial election of directors. That committee shall coordinate with the Los Angeles City Clerk's office, and organize and oversee those aspects of the election process for which MCWCC has responsibility, including candidate recruitment and stakeholder outreach. The Election Committee shall serve until its election duties have been accomplished or it is discharged.

a. The Board shall designate the standing committees annually.

b. Upon the election of the Executive Council, the Executive Council shall vote to affirm or otherwise alter the process to appoint Directors to Standing Committees, including the appointment of chairs of Standing Committee. Notwithstanding the above, in the event that a regularly scheduled Standing Committee cannot achieve a quorum, the Chair of the Board has the power to temporarily appoint any Director to that Standing Committee for that meeting only.

c. In the event that a Standing Committee chair is removed for any reason (except for the end of the term) by the Chair of the Board or Executive Council, such action may be rescinded at the next duly noticed meeting (regular or special) of the Board by a majority vote of the Board. Notwithstanding any other process to remove a

Standing Committee Chair, a Standing Committee Chair may be removed upon a majority vote of the Board upon the recommendation of the committee charged with adjudicating grievances, provided that such committee has complied with the processes set forth in Article V, Section 9.

d. Non-Board member Stakeholders are eligible to serve on all committees, as follows:

- (1) Non-Board member Stakeholders may not make up more than 25% of any MCW committee's membership;
- (2) Non-Board member Stakeholders will be appointed to committee membership in the same manner as Directors are appointed;
- (3) Non-Board committee members must be Stakeholders of Mid City WEST Community Council.

All committee members shall have equal voting rights. Only the Chairperson and/or Executive Council shall make committee membership assignments, and shall have the discretion to remove members from committees.

3. TERMS OF MEMBERSHIP ON BOARD OF DIRECTORS. Beginning with the mid-2008 Board election, regular Board elections shall be conducted every two years. At the mid-2008 Board election, Stakeholders shall elect Directors only for Board seats expiring in mid-2008 or that are otherwise vacant. Terms for membership on the Board of Directors will be two years. To maintain Board continuity, terms for Directors elected at the mid-2007 regular election shall be extended from 2009 to 2010. Other provisions of these Bylaws relating to removal and/or replacement of Board members prior to the end of the member's term shall remain in effect.

4. CHAIRPERSON; SUCCESSION. The Chairperson shall preside over all meetings. In her or his absence, another officer shall preside, according to availability, in the following order of priority: First Vice Chairperson, Second Vice Chairperson, Financial Officer and Secretary. Should the Chairperson be unavailable to perform her/his other duties, the same priority shall determine who shall perform in the Chairperson's place and stead, subject to the same powers and restrictions as the Chairperson would be were she or he present and acting.

5. FINANCIAL OFFICER. The Financial Officer shall maintain all financial records of the MCWCC, present a financial status report at each regular meeting of the Board and comply with the reporting requirements established by the Department of Neighborhood Empowerment, including but not limited to making financial records available to the public and to the Department itself.

6. SECRETARY. The Secretary shall take and approve minutes of meetings, give required meeting notices, maintain all non-financial records of the MCWCC and otherwise comply with requirements established by the Department of Neighborhood Empowerment.

7. TERMS OF OFFICE; OFFICERS. Terms of office are one year. There shall be no limits on the time Individuals may serve as Officers other than those established by the Department of Neighborhood Empowerment or any agency mandated by the City Charter.

8. REMOVAL FROM EXECUTIVE COUNCIL. Any member of the Executive Council may be removed from the Executive Council as follows:

Written notice must be submitted to the Board identifying the member to be removed and the reason or reasons for removal. The Secretary shall then place the matter on the agenda for discussion and vote at the next regular meeting of the Board. The member proposed for removal from the Executive Council shall be provided with an opportunity to address the meeting prior to the vote. Upon a vote of "No Confidence" by Two-Thirds of the Board members present and voting, the member shall be removed forthwith from the Executive Council. If a quorum is not present to vote on removal, the matter shall be placed on the agenda for the next regular meeting of the Board, and heard as described herein.

Removal from membership on the Executive Council shall not impair an individual's other rights as a Director or Stakeholder. If the Chairperson is removed, then succession to the position of Chairperson shall take place pursuant to Article V, Section 4. In the event any other member of the Executive Council is removed, or if any other vacancy occurs on the Executive Council (other than the Chairperson), then the successor to that position shall be selected pursuant to the same procedure as electing a Board Vacancy under Article V, Section 14, except that only current Directors are eligible to run for an Executive Council position.

9. ADVISORY COUNCIL. The Advisory Council serves at the pleasure of the Board of Directors, and Advisory Council members may serve indefinitely.

10. GRIEVANCE PROCEDURE. The following formal grievance process shall only resolve disputes involving compliance with these By-Laws, State and Federal law, local ordinances, the Brown Act, the City Charter or the Plan for Neighborhood Councils. The grievance process shall not address a Stakeholder's mere disagreement with a position or action taken by the Board.

Consistent with the foregoing, a Stakeholder with a grievance shall seek resolution with an action of the MCWCC or a Board member as follows:

- a. The Stakeholder shall submit a Complaint in writing to the MCWCC Office either electronically, in person or via United States Mail. The Complaint shall contain a short concise statement explaining the facts, the basis for the complaint and the resolution sought by the Stakeholder.
- b. The Bylaws Committee shall review the complaint within 20 days of its receipt by the MCWCC and in the event a majority of the Bylaws Committee determines that the Complaint is compliant with Section 10 it shall set a date for a hearing in compliance with this Section. Otherwise it shall dismiss the Complaint in writing to the Stakeholder explaining the basis for dismissal.
- c. In order to ensure due process, once the Bylaws Committee has determined that the Complaint is a proper matter for the grievance process the affected party shall be served within 10 days of the above determination as follows:
 - i. In the event the subject matter is the decision or conduct of the Board, the Chairperson shall be given a copy of the Complaint and shall be responsible for defending against the claim.
 - ii. In the event the subject matter is the decision or conduct of a Standing Committee the Chairperson and subject Standing Committee chairperson shall be given a copy of the Complaint and shall be responsible for defending against the claim.
 - iii. In the event that the conduct of an individual Board member or staff person is the subject matter of the Complaint, the Director or staff person shall be given a copy of the Complaint and shall be responsible for defending against the claim.
- d. The defending party may respond in writing, denying, explaining or affirming the allegations made in the Complaint.
- e. Within 30 days of giving a copy of the Complaint to the defending party, the Bylaws Committee shall hold a noticed hearing whereby the complaining Stakeholder and the person defending the claim shall have the opportunity to present their case and issue a recommendation to the Board. In the event the Complaint involves violation of federal law, state

law or city ordinances, the Bylaws Committee may seek assistance from the City Attorney in resolving the matter.

- f. The Board shall then either approve, amend or reject the recommendation in accordance with these Bylaws at the next meeting. However, in the event that a Director is the subject of a recommendation, they may speak but may not vote or otherwise exert influence on the matter. Pursuant to the Brown Act, the matter shall not be discussed by Board members until the matter is heard at the next regular meeting.
- g. In the event that the Bylaws Committee is the subject of the Complaint, the Executive Council shall hold the hearing and deliver the recommendation to the Board.
- h. If a grievance cannot be resolved through this process within 70 (seventy) days of its written submission to the Board, the matter may be referred to the Department of Neighborhood Empowerment for resolution in accordance with the Plan for Neighborhood Councils.

11. REMOVAL FROM BOARD OF DIRECTORS. A member of the Board may be removed as follows:

A written petition must be submitted to the Board identifying the member to be removed and the reason or reasons for removal supported by substantiating facts. The petition must be signed by at least One Hundred (100) Stakeholders. The Secretary shall then place the matter on the agenda for discussion and vote at the next regular meeting of the Board. The member proposed for removal shall be provided with an opportunity to address the meeting prior to the vote. Upon a vote of “No Confidence” by Two-Thirds of the Board members, the member shall be removed forthwith. If less than Two-Thirds of the Board is present to vote on removal, the matter shall be placed on the agenda for the next regular meeting of the Board.

If, at the following meeting, less than Two-Thirds of the Board are present to vote, or if Two-Thirds of the Board are present, but less than Two-Thirds vote “No Confidence”, the member who has been proposed for removal shall be entitled to have the issue placed on the agenda of the next regular or special meeting of the Stakeholders, provided that such meeting shall take place within 180 days of the first Board meeting at which a vote was to have been taken. The member proposed for removal shall be provided an opportunity to address the meeting prior to the vote. Removal by the Stakeholders shall require a Two-Thirds majority vote at a meeting

attended by no less than Three Hundred Fifty (350) Stakeholders.

Removal from membership on the Board shall not impair an individual's other rights as a Stakeholder.

12. DUTY TO NOTIFY SECRETARY OF ABSENCES. A Board or committee member shall give notice of his or her anticipated absence from a scheduled meeting at least forty-eight hours in advance of that meeting. In the case of absence from a Board meeting, the board member shall notify the Secretary. In the case of a committee meeting, the committee member, whether or not the member is also a Board member, shall notify the committee chairperson. The Board or committee member shall give notice by telephone, fax, e-mail or other method reasonably calculated to reach the Secretary or the committee chairperson.

If the member gives such notice, the absence shall be deemed excused, unless the Board Chairperson or the committee chairperson determines that the member did not have good cause for being absent. If the member fails to give such notice, the absence shall be deemed unexcused, unless the Board Chairperson or the committee chairperson determines that the member had good cause for not giving notice and for being absent.

13. REMOVAL FOR UNEXCUSED ABSENCES. If a Board member is absent from three consecutive Board or committee meetings, or any combination thereof, or from four such meetings in a twelve month period, the Board may remove the member from the Board by majority vote of Board members present at a meeting at which a quorum is present. If a committee member who is not also a Board member is absent from three consecutive committee meetings, or from four such meetings in a twelve month period, such committee member may be removed by the Board Chairperson, with concurrence from the committee chair. This paragraph is concerned only with unexcused absences.

14. VACANCY ON BOARD OF DIRECTORS. In the event of a vacancy on the Board, the Chairperson may either perform the functions of that position or appoint another Council member or Stakeholder to serve in that capacity until an interim election is held. Provided, however, that no person may hold more than one office at a time.

That interim election shall be held as early as the next regular meeting of the Board of Directors, as long as one Stakeholder has communicated her or his interest in filling the empty seat. Said election shall require a majority vote of the Board.

The elected individual shall fill this seat only until the next general election by the

Stakeholders. In no event shall a vacant seat be filled by interim election where the general election of Board members by the Stakeholders is scheduled to be held 120 days or less from the date a Stakeholder has communicated interest in filling the vacancy.

15. COMPENSATION. Members of the Board of Directors and Advisory Council members shall serve without compensation.

16. EFFECT OF THESE BY-LAWS; APPROVAL BY D.O.N.E.; AMENDMENT.

a. Amendments to these By-Laws may be proposed by any Stakeholder. Any such proposal shall be placed on the agenda of a regular or special meeting in accordance with these By-Laws.

b. Within 30 days of approval by a majority vote of the Board, a Notice of Proposed Adjustment of By-Laws shall be submitted to DONE along with a copy of the existing By-Laws for review and approval by the Department in accordance with Article V(3) of the Plan for Neighborhood Councils. Amendments shall be subject to approval by DONE pursuant to the Plan. Following DONE approval, all amendments to these By-Laws shall be subject to approval of two-thirds of the Stakeholders voting on that particular amendment at a duly noticed public meeting to be held no less than 30 days and no more than 90 days after DONE approval. Administration for such Stakeholder meeting shall be the responsibility of the Elections Committee.

17. GOVERNING LAW. The Mid City WEST Community Council hereby acknowledges and agrees to abide by all applicable laws of the federal, State and local government. In the event of any conflict between these By-Laws and governmental regulations, the latter shall prevail.

18. FINANCIAL ACCOUNTABILITY. The Mid City WEST Community Council agrees to comply with all financial accountability requirements as specified by City Ordinance 174006, and the Plan for Neighborhood Councils, and also as stated in the City's Certification Application. The MCWCC further agrees to comply with all reporting requirements as prescribed by the Department of Neighborhood Empowerment.

19. ETHICS. The Mid City WEST Community Council shall abide by all applicable provisions of the City of Los Angeles' governmental ethics ordinance, as set forth in the Los Angeles Municipal Code Section 49.5.1, et seq.