



MID CITY WEST COMMUNITY COUNCIL
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Beverly Center • Beverly Grove • Burton Way • Carthay Circle • Fairfax District • Melrose • Miracle Mile • Park La Brea

Bylaws Committee

Minutes

Tuesday, August 16, 2011 (7:00p.m.)

543 N. Fairfax Avenue, Suite 106

Los Angeles CA 90036

1. Call to Order; Roll Call—Call to Order 7:09pm. Committee Chair Charles Lindenblatt present, member Billy Baughman present; a quorum is present.
2. Approval of Minutes of 05/16/11 Bylaws/Grievance Committee meeting – **Action May Be Required.** (2 min.) Billy Baughman moved, Charles Lindenblatt seconded. Minutes approved 2-0.
3. **Public Comment Period**
Comments from the public on matters within Board jurisdiction. Per MCWCC Bylaws, comments are limited to three (3) minutes per speaker. – No one was present from the public.
4. Chairman's Report—Chair discussed the Ad Hoc Committee on Grievances, and noted that we will see what happens with that. He also noted that it was disconcerting how things went down in that committee. He also discussed the developments among the Board of Neighborhood Commissioners (BONC) and Department of Neighborhood Empowerment (DONE) regarding how grievances might be handled in the future.
5. **Mid City West Community Council (MCWCC) bylaws as approved by the City of Los Angeles' Department of Neighborhood Empowerment (DONE) on August 10, 2011:**
 - a. **General discussion of the document as a whole.**—There was discussion of the document as a whole, what DONE returned to us.
 - b. **Discussion and determination of a recommendation for whether or not the full MCWCC Board of Directors should disagree with any of the following modifications which have been made by DONE – as described in their approval letter:**
 1. Reformatting and reorganizing corrections to meet the Bylaws Table of Contents Policy. --After discussion that ascertained that these changes involved capitalization of certain sections, removing bolded type in certain places and removing footers in other places, Billy Baughman moved and Charles Lindenblatt seconded a motion to accept these changes made by DONE. Motion carried 2-0.
 2. Minor grammatical corrections.—Charles Lindenblatt moved and Billy Baughman seconded a motion to accept these grammatical corrections. Motion carried 2-0.
 3. Article II C. - Added ancestry, sex, homeowner status and renter status to the Statement of Non Discrimination to comply with Article II Section 2 with the [Plan for a Citywide System of Neighborhood Councils](#) (Plan). –Billy Baughman moved and Charles Lindenblatt seconded a motion to accept these added changes. Motion carried on a 2-0 vote.
 4. Article V Section 1 B. - Removed language that the Board is "elected by the Stakeholders at a duly noticed public meeting" and replaced it with "elected in accordance with City rules, policies and procedures" to comply with the current ordinance regarding elections.—After initially discussing this, the committee decided to pass on this item, returning to it later, when Billy Baughman moved to accept this, and Charles Lindenblatt seconded, but both noted that we think this is something that we are forced to do, and that this is vague, as it unclear what these rules are, and this language will make it much more difficult to know what the rules of our election are. Motion carried on a 2-0 vote.
 5. Article V Section 3 B. - Replaced the word "quorum" with "the Board members present at a meeting" to clarify that it would take more than 12 members (majority of the Board quorum 23) to take action if more than 23 Board members attended a meeting. [Let DONE..] know if this was not the intent of the Board.—Charles Lindenblatt moved, and Billy Baughman seconded, a motion that objected to this change, because this section states that a simple majority of however many people show up is adequate for action, regardless of whether a quorum is present or not. It goes counter to Article V, Section 2b., Quorum. Motion carried on a 2-0 vote.

6. Article V, Section 6 - Replaced the term "interim election" with the word "appointment" to comply with the current ordinance regarding elections.—Charles Lindenblatt moved, and Billy Baughman seconded, a motion to express that this change does not express how we do business, and does not express if there is any debate allowed, and that there is an implication that the reasonable person would have in reading this, that they would have to know someone to be appointed, and not simply show up to run in an open election. Motion carried on a 2-0 vote.

7. Article VIII Meetings - Removed the following paragraph, which should be in standing rules instead of the bylaws:

PUBLIC MEETINGS; PUBLIC COMMENT. Stakeholder, Board and committee 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 (3) minutes per speaker. The total public comment period shall not exceed thirty (30) minutes. Notwithstanding the foregoing, these time limits may be extended by majority vote of the Board.

In addition, this public comment language should include the ability of the Chair to reduce public comment time in her or his discretion.

Billy Baughman moved and Charles Lindenblatt seconded a motion to object to these changes, because we have no standing rules, and that until there are standing rules, nothing should be referred to it, because we don't have that, and stakeholders wouldn't be able to access the standing rules, and that ensuring public comment is an integral part of neighborhood councils, that that is why we were created. Motion carried on a 2-0 vote.

8. Article VIII, Section 1 D - The language was reworded to clarify that Stakeholders can request that the Board call a meeting and not that the Stakeholders could call their own Council meeting, which would be in violation of the Plan. Billy Baughman moved and Charles Lindenblatt seconded a motion to accept these changes. Motion carried on a 2-0 vote.

9. Article VIII, Section 1 F - The following emergency meeting language was removed since Neighborhood Councils would not fall into a situation where they can call emergency meetings under the Brown Act:

EMERGENCY MEETINGS. In the event that the Chairperson, or if the Chairperson is unavailable, one (1) 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 MCWCC 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.

If the Board would like to assign a Board member the ability to take action on behalf of the Board in emergency situations, please contact [DONE] for Board resolution language that would legally allow for this situation.

Charles Lindenblatt moved and Billy Baughman seconded a motion to accept these changes. Motion passed on a 2-0 vote.

10. Article VIII, Section 3 D. - This following emergency meeting language was removed for the reason stated above in 9: "Emergency meetings shall be exempt from the five (5) day notice requirement as described elsewhere in these Bylaws under Emergency Meetings to the extent not in conflict with the Brown Act."

Billy Baughman moved and Charles Lindenblatt seconded a motion to accept these changes. Motion passed on a 2-0 vote.

11. Article XI Grievance Process - This section was updated to comply with the existing Plan and ordinances. Neighborhood Councils do not have the jurisdiction to review grievances concerning state and federal law, local ordinances, the Brown Act, the City Charter or the Plan. In addition, complaints cannot be filed against individuals, and Board members are not permitted to file a grievance against another Board member or against the MCWCC.

There was discussion and there was a sense to accept the amended sentence in the first paragraph, but it does believe that board members can file against the board, so what would you do in that case? Further, there was a sense that any stakeholder, including the Board members, should be able to file against the board.

Ultimately, Billy Baughman moved and Charles Lindenblatt seconded a motion to accept all of these changes except those in i., "or against the MCWCC", and ask DONE to review this matter with the BONC.

12. Article XIII Amendments - Per the Plan, the Department has the authority for final bylaw amendment approvals outside of governing body structure changes, which go to the Board of Neighborhood Commissioners. MCWCC's submitted bylaws stated that once the Department approved the bylaws, the Stakeholders would then have to vote to make the final approval. This language as indicated shown below has been removed to comply with the Plan. If the MCWCC would like to have a stakeholder bylaw amendment approval component, then the stakeholder approval would have to occur prior to the MCWCC submission of the bylaw amendments to the Department. [DONE could provide sample language.]

Removed language:

C. Amendments shall be subject to approval by the Department pursuant to the Plan. (already stated in the previous section)

D. Following Department approval, all amendments to these Bylaws shall be subject to approval of two-thirds (2/3) of the Stakeholders voting on that particular amendment at a duly noticed public meeting to be held no less than thirty (30) days and no more than ninety (90) days after Department approval.

E. Administration for such Stakeholder meeting shall be the responsibility of the Election Committee.

The committee was split 1-1, with Charles Lindenblatt opposing removal of this language, and Billy Baughman supporting it, thereby having no recommendation for the Board on this item.

- c. **Discussion of next steps for the MCWCC Bylaws.** – Charles Lindenblatt will prepare a motion to notify DONE of our Board's positions on the various amendments to our submitted bylaws.
6. Adjourn – Billy Baughman moved and Charles Lindenblatt seconded a motion for adjournment. Motion for adjournment carried 2-0 at 8:37pm.

For information on the Process for Reconsideration, MCWCC Stakeholder Grievance policy or any other procedural matter related to this Council, please consult the MCWCC Bylaws by clicking on the www.midcitywest.org or visiting the MCWCC Office at 543 N. Fairfax Avenue, Room 106.