

APPROVED May 13, 2009

BYLAWS
of the
GREATER WILSHIRE NEIGHBORHOOD COUNCIL
(as amended March 12, 2008)

ARTICLE I
NAME

The name of this organization is the Greater Wilshire Neighborhood Council, an officially recognized advisory council that is part of the Los Angeles Citywide System of Neighborhood Councils.

ARTICLE II
BOUNDARIES

A. Boundary Area: The Greater Wilshire Neighborhood Council is bounded on the west by La Brea Avenue, from Olympic Boulevard north to Willoughby Avenue, east to Wilcox Avenue, south to Melrose Avenue, east to Manhattan Place (both sides), south to the south side of Clinton Street, east to the rear (western) property line of the lots fronting on Western Avenue, south along that property line to Beverly Boulevard (both sides), west to Manhattan Place (both sides), south to Sixth Street, west to Wilton Place, south to Seventh Street, east to Manhattan Place (both sides), south to Olympic Boulevard, and west to La Brea Avenue. See the attached map.

B. Geographic Areas: The Greater Wilshire Neighborhood Council is comprised of fifteen (15) *geographic areas*. The names and boundaries of these fifteen (15) *geographic areas* are set forth on Appendix A, which is attached.

ARTICLE III
PURPOSE, MISSION and POLICY

A. The PURPOSE of the Greater Wilshire Neighborhood Council is to participate as a City of Los Angeles entity advising on issues of concern to our neighborhood and on the governance of the City of Los Angeles.

B. The MISSION and POLICY of the Greater Wilshire Neighborhood Council shall be to:

1. Respect the dignity and expression of viewpoints of all individuals, groups, and organizations involved in this neighborhood council.
2. Remain non-partisan and inclusive in our operations including, but not limited to, the election process for the Board of Directors and committee members.
3. Utilize the Early Notification System to inform our neighborhood council of matters involving the City of Los Angeles (and our community) in a way that is tailored to provide opportunities for involvement in the decision-making process.
4. Encourage all Stakeholders to participate in all activities of this neighborhood council.
5. Prohibit discrimination against any individual or group in our operations on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, or political affiliation.
6. Maintain fair, open, and transparent procedures for the conduct of Council business.

ARTICLE IV DEFINITIONS

A. “Area” shall mean the Council boundary area, as set forth in Article II.A of these Bylaws.

B. “Board” shall mean a Governing Body within the meaning of that term as set forth in the Plan for a Citywide System of Neighborhood Councils (“Plan”), also to be known herein as the Board of Directors.

C. “Council” shall mean the Greater Wilshire Neighborhood Council.

D. “Council Meeting” shall mean a meeting of the Board of Directors.

E. “Membership” in the Greater Wilshire Neighborhood Council shall be open to all “Stakeholders.”

F. “Official Position Action” shall occur when the Board approves, fails to approve, or disapproves by vote any resolutions, positions, or decisions with respect to an item on its agenda which becomes the official or representative voice on said item for the Greater Wilshire Neighborhood Council. Official Position Action requires a majority vote as set forth in Article VI.G of these Bylaws.

G. “Secretary” shall mean a member of the Board of Directors also charged with the responsibility of keeping the minutes of the Annual Meetings and Board meetings and performing such other duties as may be prescribed by the Board.

H. “Stakeholders” shall mean those who live, work or own property in this neighborhood council “Area” (as set forth in Article IV.A) and also those who declare a stake in the “Area” and affirm the factual basis for it.

I. “Treasurer” shall mean a member of the Board of Directors also charged with the responsibility of establishing an accounting system for the Council, maintaining the records of the Council’s finances and book of accounts, and preparing any financial reports for the Department of Neighborhood Empowerment pursuant to the Plan for a Citywide System of Neighborhood Councils.

ARTICLE V MEMBERSHIP AND MEMBER MEETINGS

Membership in the Council is open to all Stakeholders. Stakeholders shall be eligible to vote in elections for the Board of Directors as set forth more fully in Article VII, below. Meetings of the Membership will be held, and communication with Stakeholders shall take place, as follows:

A. Annual Meeting: There shall be an Annual Meeting of the Membership once a year, during March, at a specific time, date, and location fixed by the Board of Directors. As and if possible, the Annual Meeting shall be scheduled so as not to conflict with the Annual Meetings of other neighborhood associations.

B. Special Meetings: Special Meetings of the Membership may be called at any time by the Board of Directors provided proper notice is given, as set forth in D, below.

C. Open Meetings: All meetings of the Membership shall be open and public to permit the most Stakeholders to participate, as far as possible, in the conduct of business, deliberation, and the decision-making process.

D. Communications and Notice: The Council shall establish a system to communicate with Stakeholders on a regular basis and to allow for proper notice of membership meetings. The Council shall create and maintain an e-mail list, which shall be used to distribute announcements to all Stakeholders who request to be included on the list, and such list shall be used for Council purposes only. In addition, these e-mail notices will be sent to all community-based organization leaders in the Council area who request to be included on the list. Further, the Council will publish announcements and updates on a publicly available website and in one or more local periodicals on a regular, but not less than bi-monthly, basis.

E. Meeting Protocol: Membership meetings shall comply with the Ralph M. Brown Act. All meetings of the membership, including but not limited to all Annual Meetings and Special Meetings, shall be governed by these Bylaws and by such Board Rules as may be adopted pursuant to Article VI.G of these Bylaws, or by the most recent edition of *Robert's Rules of Order Newly Revised*, where no Board Rules apply. Board Rules, unless contrary to state or federal law, shall take precedence where there is a conflict with *Robert's Rules*.

ARTICLE VI BOARD OF DIRECTORS AND BOARD MEETINGS

A. Accountability: The affairs and business of the Council shall be managed by the Board of Directors.

B. Number of Directors: The Board shall number twenty-one (21) members, who shall be qualified and elected as specified in Article VII of these Bylaws, representing the Council's *geographic areas* and *special interest categories* as follows:

1. Geographic Areas: Fifteen (15) Directors shall be Stakeholders representing, one each, the Council's fifteen (15) *geographic areas*, as those areas are defined in Appendix A.
2. Special Interest Categories: Six (6) Directors shall be Stakeholders representing, one each, the Council's six (6) *special interest categories*, as those categories are defined below:

- One (1) "business," from among representatives of businesses and/or business associations located within the Council Area.
- One (1) "renter," from among renters who live but who do not also own property within the Council Area.
- One (1) "education," from among representatives of educational institutions located within the Council Area.
- One (1) "religion," from among representatives of religious organizations located within the Council Area.
- One (1) "other nonprofit," from among representatives of other nonprofit groups located within the Council Area.
- One (1) "at large," from among all Stakeholders.

C. Alternates: Each member of the Board of Directors shall have an Alternate who is authorized to vote in the Board member's absence. Alternates shall have the same qualifications and shall be selected by the same method, and at the same time, as voting members.

D. Broad Representation: This Council's goal, as set forth in Article III, above, is to foster a Board of Directors that fairly represents as many of the Council

constituencies as possible. The Board shall reflect the diversity of the Council's Stakeholders. Accordingly, no single Stakeholder group shall comprise a majority of the Council's Board, unless extenuating circumstances are warranted and approved by DONE. So long as they each meet the qualifications for candidacy set forth below in Article VII, Directors and their Alternates need not belong to the same Stakeholder category or community-based organization. Directors and Alternates should remember that the apportionment of the Board is designed to encourage participation that is widespread in geography and diverse in interests and experiences.

E. Term of Office: Board members and Alternates shall serve two-year renewable terms, commencing and ending at the first Board meeting convened after certification of the results of the Election of Directors. Pursuant to a mandate for Neighborhood Councils newly issued by the City of Los Angeles, the two-year renewable terms that commenced in March 2007 for all current Board members and Alternates shall be extended until the first Board meeting convened after certification of the results of the next Election of Directors, which will be conducted by the City Clerk in 2010.

F. Term Limits: No person shall serve as a Board member or Alternate for more than four (4) consecutive two-year terms. For purposes of this Article, service of six (6) months or more of a two-year term shall be deemed service of a full term.

G. Board Meetings: Meetings of the Board of Directors shall be open and public to permit the most Stakeholders to participate, as far as possible, in the conduct of business, deliberation, and the decision-making process, as follows:

1. Frequency and Location: Regular meetings of the Board of Directors shall be held every other month, on the second Wednesday of the month, or at such other times as directed by the Board, and in no event shall occur less than once per calendar quarter. Special and emergency meetings shall be held as authorized by the Ralph M. Brown Act. Meetings of the Board of Directors shall take place at a location within the Council boundaries.
2. Notification: Notification of all Board meetings shall include, to the fullest extent possible, posting on the Early Notification (ENS) System of the City of Los Angeles, on the Council's website, at a minimum of five (5) public or commonly frequented locations throughout the Greater Wilshire Neighborhood Council area, and in one or more publication(s) local to the Council area. Posted agendas shall offer translation assistance in Spanish and Korean. Agendas will be e-mailed to any and all Stakeholder lists maintained by the Council. Pursuant to the Ralph M. Brown Act, should any member request in writing to receive an agenda by mail, it will be mailed and a fee shall be charged to the member.
3. Quorum: Three-fifths of the 21-member Board (13 members) shall constitute a quorum. A vote on any matter on the Board's agenda cannot be made unless there is a quorum present at the time of the vote.

4. Official Position Action: The Board shall take Official Position Action by a majority vote of the total number of Board members present at a meeting, except as otherwise expressly provided herein. There shall be no proxy voting.
5. Rules Governing Meetings: Board meetings shall comply with the Ralph M. Brown Act and shall be noticed and conducted in accordance with the Act. "Rules for the Conduct of the Greater Wilshire Neighborhood Council Meetings" (hereinafter "Board Rules") may be developed and adopted by a two-thirds (66%) vote of the total number of Board members present at a meeting. Board Rules may be changed or modified by the Board at future meetings in the same manner (two-thirds vote of those present). Where the Board has not adopted its own rules for conducting its meetings, the Board shall follow the most recent edition of *Robert's Rules of Order Newly Revised*. Board Rules that have been formally adopted and set forth in writing shall, unless contrary to state or federal law, take precedence where there is a conflict with *Robert's Rules*. All committee meetings shall be governed by the Board Rules, or by *Robert's Rules*, where no Board Rules apply.
6. Procedure for Reconsideration of Board Agenda Items: The Board may reconsider and amend its action on items listed on the agenda if that reconsideration takes place (i) immediately following the original action or (ii) at the next regular meeting. A Motion for Reconsideration can only be made by a Board member who previously has voted on the prevailing side of the original action taken. If the Board member moving for reconsideration wishes the motion to be scheduled at the next meeting following the original action, then two items shall be placed on the agenda for that next meeting: (1) the Motion for Reconsideration of the described matter and (2) the motion on the actual matter, should the Motion for Reconsideration be approved. If a Motion for Reconsideration is not heard on the same date the action originally was taken, a Board member on the prevailing side of the original action must submit a memorandum to the Secretary identifying the matter to be reconsideration 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 Ralph M. Brown Act.

H. Vacancies: During a Director's or Alternate's term, he or she must continue to be qualified to run for the seat to which he or she was elected or appointed. (As an example, a Director elected to represent a geographical area must continue to live, work, or own property in that area). If a Director or Alternate no longer qualifies, that Director's or Alternate's position shall be deemed to have been vacated. When a Director is not present at a meeting or vacates the Board, his or her position shall be filled by the Alternate (just for the meeting when the Director is absent but permanently when the Director has vacated the position). When a Director's position has been filled permanently by the Alternate, when an Alternate vacates the Board, or when no Alternate was elected, a replacement for the Alternate shall be appointed by the Board. Where both the Director's and the Alternate's seat are vacant (for example, where no one stood for

election), replacements for both shall be appointed by the Board. Any qualified Stakeholder interested in serving as such a replacement Director or Alternate shall submit a written application to the Secretary within forty-five (45) days after the date a replacement seat becomes open. After the lapse of forty-five (45) days, the Secretary shall forward the names of all applicants to the Board. The Board shall have discretion to appoint the replacement from the applicants or among any other qualified Stakeholders. The term of all appointed Directors and Alternates shall be limited to the term for the vacant seat.

I. Removal or Recall: A Director may be removed for Poor Attendance or may be recalled in response to a petition.

1. Removal for Poor Attendance: “Poor Attendance” is when a Director misses three consecutive Board meetings. If a Director misses three consecutive Board meetings, the Director shall be deemed suspended, and shall not be entitled to vote or speak on any matter except as provided in this paragraph. The Secretary shall then have the matter placed on the agenda for a vote of the Board at the next regular meeting of the Board. A vote of "No Confidence" by two-thirds of the entire number of the Board of Directors shall be necessary to remove the identified Board member forthwith. The Director who is the subject of the removal action shall not take part in the vote on the matter, but will be allowed to speak at the Board meeting prior to the vote. If an adequate number of Board members is not present to pass a motion for removal, the matter shall be placed on the agenda for the next regular meeting, and every meeting thereafter, until such time as a vote is taken. A Board-approved removal under this Article VI shall be effective upon passage, and the Director’s position shall be deemed vacated. The suspension of a Director pursuant to this section shall remain in effect until (a) his or her removal becomes effective, or (b) a vote of “No Confidence” on his or her removal fails, or (c) his or her term expires.
2. Recall: A Director may be removed by the submission of a written petition that (a) identifies the Director to be removed, (b) describes in detail the reason(s) for removal, and (c) includes the signatures of a minimum of 250 Stakeholders. Upon verification of such a petition, the Secretary shall have the matter placed on the agenda for a vote of the Board at the next regular meeting of the Board. A vote of "No Confidence" by two-thirds of the entire number of the Board of Directors shall be necessary to remove the identified Director member forthwith. The Director who is the subject of the removal action shall not take part in the vote on the matter, but will be allowed to speak at the Board meeting prior to the vote. If an adequate number of Board members is not present to pass a motion for removal, the matter shall be placed on the agenda for the next regular meeting, and every meeting thereafter, until such time as a vote is taken. A Board-approved removal under this Article VI shall only be effective with the written concurrence of the Office of the City Attorney, and only then shall the Director’s position be

deemed vacated. No more than one recall petition may be filed per term of office against a Director.

ARTICLE VII ELECTIONS

Elections of the Board of Directors shall be conducted every two years in even numbered years and shall be administered by the City Clerk beginning in 2010. The rules and regulations promulgated by the City Clerk in conjunction with such Elections shall take precedence over any inconsistent language in these Bylaws.

A. Election Oversight: Prior to each Election, the Board shall create an *ad hoc* Election Committee for the purposes of making recommendations on the conduct of the upcoming election. The Election Committee shall advise the Board on outreach to candidates and Stakeholders, on the drafting of “Rules for the Conduct of the Greater Wilshire Neighborhood Council Election” (hereinafter “Election Rules”), and on ensuring fair elections. The Board shall adopt Election Rules in advance of each election.

B. Age Limit: In addition to the other provisions of this Article, only those Stakeholders who will be age eighteen (18) or older as of the day of an election may self-nominate to be a candidate or register to vote in that Election.

C. Candidate Registration: Candidates for the Board of Directors shall self-nominate at such times and places and in the manner prescribed in the Election Rules. No candidate may self-nominate for more than one Board seat. A Stakeholder who wishes to self-nominate as a candidate for the Board of Directors shall submit a written declaration of candidacy to the Council, on a form to be prescribed in the Election Rules. Each candidate shall provide reasonable and customary documentation, as further described in the Election Rules, for the purpose of verifying the candidate’s qualifications.

1. A candidate for a *geographic area* position (see Article VI.B.1) must qualify as a Stakeholder who lives, works, or owns property within the *geographic area* that the candidate seeks to represent.
2. A candidate for a *special interest category* position (see Article VI.B.2) must qualify as a Stakeholder who participates on a regular and ongoing basis in the *special interest category* that the candidate seeks to represent.

D. Voter Registration: Stakeholders, including candidates, shall register to vote at such times and places and in the manner prescribed in the Election Rules. Each Stakeholder shall submit reasonable and customary documentation, as shall be further described in the Election Rules, of a single Stakeholder address within the Council Area. Each Stakeholder shall also provide reasonable and customary documentation, as shall be further described in the Election Rules, for the purpose of verifying the Stakeholder’s qualifications.

1. Stakeholder Address: Any Stakeholder who lives, works, or owns property within the Council Area shall provide one such address. Any Stakeholder who does not live, work, or own property within the Council Area shall provide the address of one business and/or business association, educational institution, religious organization, or other nonprofit group located within the Council Area in which the Stakeholder participates on a regular and ongoing basis.
2. Stakeholder Qualifications: Each Stakeholder shall demonstrate through reasonable and customary documentary proof: a) whether and in which *geographic area* within the Council Area the Stakeholder lives, works, or owns property; and b) any *special interest category* in which the Stakeholder participates in on a regular and ongoing basis. Proof that a Stakeholder lives, works, or owns property within the Council Area shall constitute proof of qualification to vote in the “at large” *special interest category*.

E. Election Ballot: The names of all candidates who self-nominated and whose qualifications have been verified pursuant to the Election Rules and these Bylaws shall be placed on written ballots. In the event that no candidate self-nominated for one or more positions on the Board for which an election will be conducted, these positions shall remain vacant until filled by the Board after the election pursuant to the provisions of Article VI.H of these Bylaws. The Election Rules shall prohibit write-in balloting.

F. Voting at the Election: Election ballots shall be distributed at the Election to registered Stakeholders whose qualifications have been verified pursuant to the Election Rules and these Bylaws. Only such Stakeholders who are present at the Election shall be permitted to vote. There shall be no absentee voting, including but not limited to voting by mail or proxy. A voting Stakeholder who lives, works, or owns property within the Council Area may cast one vote for a *geographic area* candidate seeking to represent the Stakeholder’s address. All voting Stakeholders may cast one vote for a *special interest category* candidate, in any *special interest category* in which the Stakeholder qualifies to vote, but only voting Stakeholders who live, work or own property within the Council Area may choose to vote in the “at large” *special interest category*. No Stakeholder may cast more than two votes.

G. Election of Board Members and Alternates; Ties in Votes. Votes shall be handled and counted as specified in the Election Rules. The candidate receiving the most votes in each *geographic area* shall be considered elected as a Board member; the candidate receiving the second-most votes in each *geographic area* shall be considered elected as the Alternate for that seat. The candidate receiving the most votes in each *special interest category* shall be considered elected as a Board member; the candidate receiving the second-most votes in each *special interest category* shall be considered elected as the Alternate for that seat. (If any second-place candidate declines to be the Alternate, the third-place candidate shall be considered elected as the Alternate, and so on.) Tie votes shall be resolved by the flip of a coin.

ARTICLE VIII
OFFICERS, COMMITTEES, AND OUTREACH

A. Officers: Officers shall include a President, a Vice-President, a Secretary, and a Treasurer. They shall be elected from among members of the Board of Directors by a majority vote of the Board, and they shall serve two-year renewable terms. Officers shall be elected at the first Board meeting convened after certification of the results of the Election of Directors. Although terms of officers are for two years, the Board may replace any officer (by majority vote) at any time.

1. President: The President shall be the chief executive officer of the Council and its Board of Directors. He/she will preside over meetings and serve as the chief representative and spokesperson of the Council to the community and the City of Los Angeles.
2. Vice-President: The Vice-President shall fulfill the responsibilities of the President in the President's absence and in other ways as the President or Board may prescribe.
3. Secretary: The Secretary shall keep the minutes of the Annual Meetings and Board meetings and perform such other duties as may be prescribed by the Board. An Assistant Secretary also may be appointed by the President, with the concurrence of the Secretary.
4. Treasurer: The Treasurer shall oversee and be charged with the full custody and control of Council funds and assets, all as more fully set forth in Article VIII, Finances. The Treasurer will abide by Generally Accepted Accounting Principles. An Assistant Treasurer also may be appointed by the President, with the concurrence of the Treasurer.

B. Committees: The Board of Directors may create a system for the election, selection, or appointment of Stakeholders to committees, sub-committees, and/or *ad hoc* committees, as the need arises. When committees are established or disbanded, that action shall be noted by the Secretary in the minutes of Board meetings.

C. Parliamentarian: The President may appoint a Parliamentarian, who shall serve at the pleasure of the President. The Parliamentarian shall advise the President on procedural matters, including on the application of *Robert's Rules*, any Board Rules, and these Bylaws, during meetings.

D. Outreach: In pursuit of the Policy established in Article III of these Bylaws, the Board of Directors shall at all times promote and maintain a system of outreach to involve all Stakeholders in all activities of this neighborhood council, including to recruit nominees for subsequent election to the Board of Directors. The purpose of this outreach is to maximize the opportunity for every Stakeholder to participate.

ARTICLE IX
FINANCES

Subject to further guidance from the City of Los Angeles, the following financial policies shall be followed:

A. Accounting: The Treasurer shall establish and oversee a system of bookkeeping and accounting for the Council that complies with Generally Accepted Accounting Principles or other standards promulgated by the City of Los Angeles for neighborhood councils and that conforms to all applicable local, state, or federal laws. The Treasurer may request authorization from the other members of the Board of Directors to retain a financial professional to assist in creating a bookkeeping and accounting system. The Treasurer may also request the assistance of DONE when implementing same. The Treasurer, however, shall be ultimately responsible for the maintenance of the system of bookkeeping and accounting and for the protection of all Council assets.

B. Regular Financial Reports to the Board: The Treasurer shall make a financial report at every regular meeting of the Board.

C. Annual Reports to the City: The Treasurer shall be responsible for preparing, or coordinating the annual preparation of, a financial statement for DONE. The Treasurer also shall coordinate and cooperate with DONE on establishing a process and/or a system by which the financial statements, books, and accounts can be reviewed by DONE pursuant to the *Plan for the Citywide System of Neighborhood Councils* (the "Plan").

D. Inspection of Financial Records: The financial statements, books, and accounts of the Council shall be open for inspection and copying by any member of the public upon a written request to the Board. The Board shall establish fair and open procedures to permit inspection within a reasonable time. Any copying of financial records shall be performed by an established copy service, and the charge for such a service shall be paid by the person or entity requesting the copies.

E. Fiscal Year: The fiscal year for the Greater Wilshire Neighborhood Council shall start on July 1st and end on June 30th of each year.

F. Treasurer's Duties: The Treasurer must insure that:

1. A separate account is maintained for each fund or grant.
2. The bank reconciliation is prepared monthly.
3. All receipts are deposited intact.
4. All disbursements are approved by the President.

5. All checks are signed by the President or Vice President and are counter-signed by the Treasurer or Assistant Treasurer, if an Assistant Treasurer has been appointed, and these officers shall be deemed the approved signatories as required by DONE.
6. For each fund or grant, there are Cash Receipts and Disbursements Journal entries that show the beginning balance, expenses (kinds and amount), and the ending balance of each fund or grant.

G. Contents of Financial Statements:

1. A financial statement showing each fund or grant is to be prepared in accordance with Generally Accepted Accounting Principles or other standards promulgated by the City of Los Angeles for neighborhood councils.
2. Financial statements must describe the use of funds or grants and must include: amounts appropriated; additional receipts; expenses paid; and ending balances of the funds or grants.
3. The annual financial statement (Section C, above) is to be submitted to DONE annually not later than 90 days after the close of the Council's fiscal year.

ARTICLE X
AMENDMENTS TO BYLAWS

A. At any regular Board meeting whose agenda includes a proposed Bylaw amendment, and after public discussion at the meeting, these Bylaws may be amended or revised by a two-thirds vote of the entire number of the Board of Directors. Within fourteen days after such a vote to amend the Bylaws, a "Notice of Proposed Adjustment of Bylaws" shall be submitted to DONE along with a copy of the existing Bylaws for review and approval by DONE, all in accordance with Article V (3) of the Plan. The Bylaws amendments will not be effective until approved by DONE.

B. Changes, additions, or deletions to these Bylaws may be proposed by the Board or any Stakeholder(s) during the public comment period of a regular meeting of the Board of Directors or prior to distribution of the notice of such a meeting. Such a proposal must be formalized in a writing delivered to the Secretary who will include the proposal on the agenda for public discussion at the next regular meeting.

ARTICLE XI
GRIEVANCE PROCEDURE

A. Applicability: This formal grievance process is not intended to apply to Stakeholders who simply disagree with a position or action taken by the Board at one of its meetings. Those differences of opinion can be aired at Board meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the Board's failure to comply with Board Rules or these Bylaws, or its failure to comply with the City's Charter, the Plan, local ordinances, and/or state or federal law.

B. Procedure: Any grievance by a Stakeholder must be submitted in writing to the Board of Directors. The Board shall refer the matter to an *ad hoc* grievance panel comprised of five Stakeholders who are randomly selected by the Secretary from a list of such individuals (not Board members or Alternates) who previously have expressed an interest in serving from time-to-time on such a grievance panel. The Secretary will maintain the list as a public record of the Board. The Secretary will coordinate a time and a place for the panel to meet with the person(s) submitting a grievance to discuss ways in which the dispute may be resolved. As and when applicable, the activities of any *ad hoc* grievance panel shall be subject to the meeting requirements of the Ralph M. Brown Act.

C. Report: Thereafter, one panel member selected by the panel shall promptly (within two weeks of the panel's meeting) prepare a written report to be forwarded by the Secretary to the Board outlining the panel's collective recommendations for resolving the grievance. The Board of Directors may receive a copy of the panel's report and recommendations prior to any meeting by the Board, but the matter shall not be discussed among the Board members until the matter is heard at the next regular meeting of the Board pursuant to the Ralph M. Brown Act.

D. Board Action: At its next regular meeting, the Board shall discuss the panel's report and take one of the following actions: (1) affirm or reject the panel's recommendation; or (2) respond to the recommendation and ask the panel to reconvene with the person(s) submitting the grievance to consider the Board's response so the panel might outline a revised recommendation to the Board; or (3) table any decision for one meeting cycle to allow time to seek advice from DONE as to how to proceed. If the last option is selected, the Secretary shall forward the matter to DONE for advice, and the response received from DONE will be forwarded by the Secretary to the panel with the request that the panel reconvene with the person(s) submitting the grievance to consider DONE.'s response so the panel might outline a revised recommendation to the Board.

E. Referral to DONE: In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to DONE for consideration or dispute resolution in accordance with the Plan.

ARTICLE XII ETHICS

The Greater Wilshire Neighborhood Council, its representatives, and all Stakeholders will endeavor to conduct Council business in a professional and respectful manner. The Board of Directors, its representatives, and all committee members shall refrain from knowingly and intentionally violating these Bylaws and any Rules of the Board of Directors and shall abide by the Plan and all city, county, state, and/or federal laws that apply.

ARTICLE XIII PRIVACY

The Greater Wilshire Neighborhood Council shall protect the privacy of its Stakeholders. Any Stakeholder database created by or on behalf of the Council shall be used exclusively for the purposes of Stakeholder communication, notice, and outreach. In no event shall any such database be compiled from public meeting sign-in sheets. The Council shall deny and refuse to disclose such database and all Stakeholder information pursuant to California Public Records Act Sections 6254(c) and 6255, and such other provisions of law regarding the protection of records from disclosure.

ARTICLE XIV GENERAL

These Bylaws confirm the administration of Neighborhood Council elections by the City Clerk and provide information regarding Stakeholder membership, the Board's structure, and Stakeholder eligibility for voting and being selected or elected to a Board seat. The provisions of these Bylaws supersede any prior inconsistent provisions contained in previous Bylaws.

APPENDIX A
LISTED GEOGRAPHIC AREAS

1. Brookside

Highland Avenue (both sides) from Olympic Boulevard north to Wilshire Boulevard, east to Muirfield Road (both sides), south to Olympic Boulevard, west to Highland Avenue.

2. Citrus Square

LaBrea Avenue north from Third Street to Beverly Boulevard, east to Citrus Avenue (both sides), south to Third Street, west to La Brea Avenue.

3. Country Club Heights

Wilton Place from Olympic Boulevard north to Seventh Street, east to Manhattan Place (both sides), south to Olympic Boulevard, west to Wilton Place.

4. Fremont Place

Area east of Muirfield Road and west of Lucerne Boulevard, between Wilshire Boulevard and Olympic Boulevard.

5. Hancock Park

Highland Avenue (both sides), from Wilshire Boulevard north to Melrose Avenue, east to Rossmore Avenue (both sides), south to Wilshire Boulevard, west to Highland Avenue.

6. La Brea/Hancock

La Brea Avenue from Wilshire Boulevard north to Third Street, east to Citrus Avenue (both sides), south to Wilshire Boulevard, west to LaBrea Avenue.

7. Larchmont Village

Arden Boulevard (both sides), from Beverly Boulevard north to Melrose Avenue, east to Wilton Place, south to Beverly Boulevard, west to Arden Boulevard.

8. Melrose Neighborhood

La Brea Avenue from Beverly Boulevard north to Willoughby Avenue, east to Wilcox Avenue, south to Melrose Avenue, west to Citrus Avenue (both sides), south to Beverly Boulevard, west to LaBrea Avenue.

9. Oakwood-Maplewood-St. Andrews Neighborhood

Wilton Place from Beverly Boulevard north to Melrose Avenue, east to Manhattan Place (both sides), south to Beverly Boulevard, west to Wilton Place.

10. Ridgewood/Wilton-St. Andrews Square

Wilton Place (both sides) from Third Street north to Second Street, then North along Wilton Drive (both sides) and Ridgewood Place (both sides) to Beverly Boulevard, east to Manhattan Place (both sides), south to Third Street, west to Wilton Place.

11. Sycamore Square

La Brea Avenue from Olympic Boulevard north to Wilshire Boulevard, east to Citrus Avenue (both sides), south to Olympic Boulevard, west to La Brea Avenue.

12. Western-Wilton (We-Wil) Neighborhood

Wilton Place (both sides) north from Sixth Street to Third Street, east to Manhattan Place (both sides), south to Sixth Street, west to Wilton Place.

13. Wilshire Park

Crenshaw Boulevard, from Olympic Boulevard north to Wilshire Boulevard, east to Wilton Place, south to Olympic Boulevard, west to Crenshaw Boulevard.

14. Windsor Square

Arden Boulevard (both sides) from Wilshire Boulevard north to Beverly Boulevard, east to Van Ness Avenue (both sides), south to Wilshire Boulevard, west to Arden Boulevard.

15. Windsor Village

Lucerne Boulevard (both sides) from Olympic Boulevard north to Wilshire Boulevard, east to Crenshaw Boulevard, south to Olympic Boulevard, west to Lucerne Boulevard.