

## Attachment B: BHNC Bylaws Amendments to Article V

Original Language [ 2015 ]

### Article V GOVERNING BOARD

**Section 1: Composition** - The Governing Body of the BHNC shall be the BHNC Board of Directors ("Board"). The BHNC Board is comprised of nineteen (19) members, who shall be elected from and by the Stakeholders of the BHNC as follows:

- A. Four (4) Area Seats, one from each Area as defined in Attachment A
- B. Fourteen (14) Community Seats
- C. One (1) Community Interest Seat

The Board of Officers, to the extent possible, shall reflect the diversity of BHNC Stakeholders. Accordingly, no single Stakeholder group shall comprise a majority of the BHNC Board unless extenuating circumstances are warranted and approval is granted by the Department of Neighborhood Empowerment (Department).

**Section 2: Quorum** - A minimum of ten (10) Board Members shall be required at Board meetings for a quorum to be established.

Proposed Language [ REC 2017-04-03 ]

### Article V – GOVERNING BOARD

#### Section 1: Composition –

1. The Governing Body of the BHNC shall be the BHNC Board of Directors ("Board," or "Council"). The BHNC Board shall comprise of nineteen (19) members (Board Members), who shall be elected from and by the BHNC Stakeholders over the age of 18 as follows:
  - (a) Four (4) Area Seats, one from each Area as defined in Attachment A;
  - (b) Fourteen (14) Community Seats;
  - (c) One (1) Community Interest Seat.
2. The Board ~~of Officers~~, to the extent possible, shall reflect the diversity of the BHNC Stakeholders. Accordingly, no single Stakeholder group shall comprise a majority (ten or more) of the BHNC Board unless extenuating circumstances are warranted and approval is granted by the Department of Neighborhood Empowerment (Department).

#### Section 2: Quorum –

1. **Board Meetings:** Any meeting requesting the presence of the full Board, or meeting requiring Board action ("General Board Meeting," "Special Board Meeting," or "Board Retreat," ) shall require a minimum of ten (10) Board members for quorum to be established.
2. **Standing Committee Meetings:** Unless specified elsewhere in the Bylaws: Standing Committees require at minimum, a majority of the total committee members as established prior to the scheduled meeting (relayed to the President, Vice President, Secretary and listed on the agenda) for quorum to be established.
3. **Area meetings:** require only the presence of the Area Seat representative for quorum to be established. OR require no quorum.
4. **Ad Hoc committees:** Shall establish quorum guidelines upon creation, and prior to the first meeting, or default to the majority of the total committee members as established (relayed to the President, Vice President, Secretary and listed on the agenda) prior to the scheduled meeting for quorum to be established.

## Attachment B: BHNC Bylaws Amendments to Article V

### Original Language [ 2015 ]

**Section 3: Official Actions** - A simple majority vote by the board members present and voting, including abstentions, which act as a “yes” vote, at a meeting at which there is a quorum shall be required to take official action, unless specified otherwise in these Bylaws.

### Proposed Language [ REC 2017-04-03 ]

**Section 3: Official Actions** – A simple majority vote by the board members present and voting, including abstentions, which act as a “yes” vote, at a meeting at which there is a quorum shall be required to take official action, unless specified otherwise in these Bylaws.

1. A "simple majority vote," (defined as a majority vote by the Board members present and voting, not including abstentions, which act as neither a "yes" vote) at an "established meeting" (a meeting at which there is quorum) shall be required to take official action, unless specified otherwise in the Bylaws.
2. Meeting Vote Requirements:
  - (a) **Board Meetings:** Unless specified elsewhere in the Bylaws; A simple majority vote by the Board present and eligible at a meeting at which there is a quorum shall be required to take official action;
  - (b) **Standing Committee Meetings:** Unless specified elsewhere in the Bylaws; A majority vote by Standing Committee members present at an established Standing Committee Meeting shall be required to take action;
  - (c) **Area Meetings:** Area representatives maintain sole discretion of the methods regarding which items to take action on;
  - (d) **Ad Hoc Committee Meetings:** Shall establish voting guidelines upon creation, and prior to the first meeting, or default to a majority vote by Ad Hoc Committee members present at an established Ad Hoc Committee meeting shall be required to take action;
  - (e) **Board Retreats:** No actionable items regarding requiring community vetting and requiring Board approval may be taken, with the exception of future Board Retreat Meetings. Which shall require a majority vote of those present. (Board Retreats cannot be used to circumvent General Board Meetings.)

### Original Language [ 2015 ]

**Section 4: Terms and Term Limits** - The term for a Board Officer shall be two (2) years. There shall be no term limits for serving as a BHNC Board Member. Board Members shall remain in office until a new Board is seated.

### Proposed Language [ REC 2017-04-03 ]

#### Section 4: Terms and Term Limits –

1. Terms will begin at the installation of the Board at the first BHNC Board Meeting after the General Election; The fourth Wednesday of June every even year.
  - (a) The term for a Board Officer Member shall be two (2) years; There shall be no term limits for serving as a BHNC Board Officer Member;
  - (b) The term for a Board Member who was installed to fill a vacant position shall be the remainder of the term cycle;
  - (c) Board Members and/or Executive Officers removed and/or reinstated to their previous positions shall have all statuses continue as if uninterrupted, including attendance totals and term limits.
  - (d) Board Members shall remain in office until a new Board is seated.

## Attachment B: BHNC Bylaws Amendments to Article V

Original Language [ 2015 ]

### Section 5: Duties and Powers

A. The primary duties of the Board shall be to govern the BHNC and to carry out its objectives. The Board shall establish policies and positions of the BHNC at its meetings. No individual member of the Board (except for the President) shall speak for the Board or otherwise publicly represent a Board position unless delegated to do so by the President.

B. The BHNC shall advise the City government or any other level of government on matters concerning the general health, safety and welfare of the neighborhood. These matters could involve but are not limited to, community development, land use, transportation, education, services, public safety and environmental conditions.

C. Every Board Member shall participate in the BHNC's outreach activities.

D. The BHNC shall cooperate with other Neighborhood Councils on issues that might be of general concern and participate in the citywide Congress of Neighborhood Councils.

E. Board Members are expected to attend all Board meetings.

F. The BHNC will encourage all Stakeholders to participate in its activities and will not discriminate against individuals or groups on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, citizenship status or political affiliation. Any Stakeholder within the BHNC boundaries who is 18 (eighteen) years or older may complete a BHNC registration form and become a BHNC Voting Member.

G. Neither the BHNC nor any Officer purporting to speak for it shall endorse any candidate for public office or any political party. Membership rosters of the BHNC shall not be used for political, commercial, or any other activity not directly related to the BHNC.

H. Area Board Members will actively outreach and maintain lines of communication with Stakeholder groups and individuals within their area and shall serve on the Neighborhood Committee.

Proposed Language [ REC 2017-04-03 ]

### Section 5: Duties and Powers –

1. The Primary duties of the Board shall be to govern the BHNC and to carry out its objectives. The Board shall establish policies and positions of the BHNC at its meetings. No individual member of the Board (except for the President) shall speak for the Board or otherwise publicly represent a Board position unless delegated to do so by the President.
2. The BHNC shall advise the City government or any other level of government on matters concerning the general health, safety and welfare of the neighborhood. These matters could involve but are not limited to, community development, land use, transportation, education, services, public safety and environmental conditions.
3. Every Board Member shall participate in the BHNC's outreach activities.
4. The BHNC shall cooperate with other Neighborhood Councils on issues that might be of general or mutual concern and participate in the citywide Congress of Neighborhood Councils.
5. Board Members are expected to attend all General and Special Board Meetings.
6. The BHNC will encourage all Stakeholders to participate in its activities and will not discriminate against individuals or groups on the basis of race, religion or lack thereof, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, citizenship status, natural language or political affiliation(s).
7. Any Stakeholder within the BHNC boundaries who is 18 (eighteen) years or older may complete a BHNC registration form and become a BHNC Voting Member.
8. Neither the BHNC nor any ~~Officer~~ Board Member purporting to speak on its behalf shall endorse any candidate for public office or ~~any~~ political party, nor bill or proposition.
9. Membership rosters of the BHNC shall not be used for political, commercial, or any other activity not directly related to the BHNC and its functions.
10. Area Officers are required to actively outreach and maintain lines of communication with Stakeholders and Groups within their respective areas.

## Attachment B: BHNC Bylaws Amendments to Article V

Original Language [ 2015 ]

### Section 6: Vacancies

A. If all Board seats are not filled after the general election, they shall be filled by the majority vote of the other Board Members.

B. Board seats vacated before the natural expiration for their term shall be filled by a majority vote of the remaining Board Members.

Proposed Language [ REC 2017-04-03 ]

### Section 6: Vacancies –

1. A Vacant position herein is defined as any available position within the BHNC's Board, its Officers, or Committees that requires a vote to be elected or selected to.
  - (a) If all Board seats are not filled after the general election, they shall be filled by the a simple majority vote of the other Board Members filled Board Seats, present at an established Board Meeting.
  - (b) Board seats vacated before the natural expiration for their term shall be filled by a simple majority vote of the remaining Board Members present at an established Board Meeting.
  - (c) Board Members and/or Executive Officers removed and/or reinstated to their previous positions shall have all statuses continue as if uninterrupted, including attendance totals and term limits.
2. Vacant Executive Officer positions will be governed by Article VI, Section 3.
3. Vacant Standing Committee positions will be governed by Article VII, Section 1.
4. Vacant positions will be posted on social media, the BHNC website, and agendaized at each Board meeting until the vacancies are filled.

## Attachment B: BHNC Bylaws Amendments to Article V

### Original Language [ 2015 ]

**Section 7: Absences** - Absence from three (3) consecutive meetings or four (4) Board meetings during a twelve (12) month period shall be deemed a failure to consistently attend. When a Board Member reaches this limit, they shall automatically be considered to have resigned and removal shall not require Board action.

Each Board Member absence shall be recorded in the BHNC's meeting minutes or other manner of BHNC record keeping, and that, upon missing the required number of Board meetings for removal, the BHNC Presiding Officer shall provide notice to that Board Officer that their seat has been declared vacant. Any meeting of the BHNC Board, scheduled and noticed as per the Brown Act, shall constitute a meeting for the purpose of determining Board Member attendance.

### Proposed Language [ REC 2017-04-03 ]

#### Section 7: Absences -

1. Each Board Member absence shall be recorded in the BHNC's meeting minutes, or other manner of BHNC record keeping, by the Secretary and that, upon missing the required number of Board meetings for removal, the BHNC Presiding Officer shall provide notice to that Board Officer ~~Member~~ that their seat has been declared vacant.
2. Board attendance shall be counted using a twelve (12) month moving calendar. Each absence shall remain on the member's records until the 12 month anniversary of the absence.

#### (a) Absence from:

- i. ~~three (3) consecutive or four (4) Board meetings, during a twelve (12)-month period~~ including excused absences, shall be deemed a "failure to consistently attend."
- ii. four (4) Board meetings, not including excused absences, within the last twelve (12) months shall be deemed a "failure to consistently attend."
- iii. five (5) Board meetings total , including excused, within the last twelve (12) months shall be deemed "a failure to consistently attend."

#### (b) Board approved Minutes shall stand as the "**official record**," and a summary

record will be maintained online for public review.

- (c) Any meeting of the BHNC Board, scheduled and noticed as per the Brown Act, shall constitute a meeting for the purpose of determining Board Member attendance.
  - i. All BHNC meetings where a ten (10) quorum is required to take action, including regularly meetings, special meetings, and meetings canceled due to quorum failure shall count towards attendance.
  - ii. Board Retreats, committee meetings and any meeting where board action is **not** required will not count towards attendance totals.
  - iii. Joint Meetings (as defined in Article VIII), where Board action is required, **will** count towards attendance totals.
- (d) When a Board Member reaches this limit, and has shown a "failure to consistently attend," they shall automatically be considered to have resigned and removal shall not require Board action.
  - i. Notification will be provided to the Boad Member within seven (7) days;
  - ii. The Board Member will not be allowed to vote on any Board actions while awaiting confirmation of removal.
  - iii. Notification to the Board will be provided after confirmation with the Department;
  - iv. Notification to the Public will be provided at the following Board Meeting, and/or after notification of the Board;
- (e) Board Members who are removed due to absences and re-instated shall be allowed one (1) more absence within a twelve month time frame as established from the first occurance, before being removed and barred from a Board Seat until the next BHNC General Elections.
- (f) Board Attendance shall be counted from Board installation, until a new Board is seated. At which time Attendance totals will be reset.

#### 3. Excused Absences –

- (a) Excused Absences shall extend, but not nulify absence totals.

## Attachment B: BHNC Bylaws Amendments to Article V

- i. Three (3) consecutive excused absences from General and/or Special Board Meetings shall be deemed "a failure to consistently attend."
  - ii. Five (5) total absences, including excused absences, from General and/or Special Board Meetings shall be deemed "a failure to consistently attend."
- (b) Simple notification of intended absence does not count as an Excused Absence.
- i. A request must be sent and approved to either the Executive Committee or the Rules & Elections Committee.
- (c) Request(s) for an Excused Absence:
- i. A request for an excused absence must be sent to the Executive Committee, who may determine the validity of the request;
  - ii. A request must occur no later than thirty (30) days after the Agendized start time of the meeting.
  - iii. If an item is not defined in the Bylaws or in the Standing Excused Absence Regulations, its validity shall be determined by the Executive Committee, who may defer the item to the Rules & Elections Committee for determination.
- (d) Notification to the Board of Excused Absence
- i. All Excused Absences will be Agendized, announced and marked in the Minutes as Excused.
  - ii. The only detail required is the Name of the Board Member, and which meeting they are being excused for.
- (e) List of Excusable Absences –
- i. Absences do to funerals, or a medical issue (with a medical note) shall be deemed excusable;
  - ii. The Board shall establish a document under Standing Rule guidelines, to further define what constitutes an Excused Absence. This Standing Rule

document shall be called the "Standing Excused Absence Regulations";

1. The "Standing Excused Absence Regulations" shall require a simple majority vote by the Board approval to create, modify or recind the document;
  - iii. This list of what constitutes an Excused Absences shall be made available publically and via the BHNC webste.
4. **Tardies** – Arrival to a Board Meeting more than thirty (30) minutes after the scheduled start time of a Board Meeting shall be marked as a Tardy. For every two (2) Tardies you will be given one (1) absence.
  5. **Incomplete Attendance** – Leaving prior to adjournment shall constitute an "Incomplete Attendance." Two (2) such instances shall be counted as one (1) absence.
  6. **Errors & Disputes** – Verification or disputes regarding absence occurrences must occur prior to the vote to approve the Board Minutes.

### Original Language [ 2015 ]

**Section 8: Censure** - The BHNC can take action to publicly reprimand a Board Member for actions conducted in the course of BHNC business by censuring the Board Member at a posted Board meeting. Censures shall be placed on the agenda for discussion and action.

### Proposed Language [ REC 2017-04-03 ]

#### Section 8: Censure –

1. The BHNC can take action to publicly reprimand a Board Member for actions conducted in the course of BHNC business by censuring the Board Member at a posted Board Meeting. Censures shall be placed on the agenda for discussion and possible action.

## Attachment B: BHNC Bylaws Amendments to Article V

### Original Language [ 2015 ]

**Section 9: Removal** - A Board Member may be removed from the Board for good cause, including, but not limited to, disruptive conduct; interfering with BHNC business; violations of the Bylaws, Operating Procedures or Code of Conduct. The BHNC shall consult with the Office of the City Attorney throughout any Board removal process. Board Members may be removed in the following ways:

**A. Petition by Stakeholders**— A Board Member may be removed from office by the submission of a written petition to the Secretary, which includes: i) the identity of the Board Member to be removed, ii) a description, in detail, of the reason for removal, and iii) the valid signatures of two hundred (200) Voting Members.

1. Upon receipt of a written petition for removal, the Secretary shall cause the matter to be placed on the agenda for a vote of the Board at the next regular BHNC meeting.
2. Removal of the identified Board Member requires a two-thirds (2/3) majority of the filled Board seats.
3. The Board Member who is the subject of the removal action shall have the right to deliver to the other Board Members a written statement about the matter and/or to speak at the Board meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter.

**B. Petition by Board** - A Board Member may be removed from the Board following another Board Member's submission to the Board of a petition which includes: i) the identity of the Board Member to be removed, ii) states the reason for removal by identifying the violation of the internal rules or procedures and specifies the conduct of the person, and iii) contains the signatures of at least five (5) Board Members.

1. The petition shall be delivered simultaneously to all Board Members and the matter placed on the agenda and scheduled for a vote at the next regular Board Meeting.
2. Removal of the identified Board Member requires a two-thirds (2/3) majority of the filled Board seats.
3. The Board Member who is the subject of the removal action shall have the right to deliver to Board Members a written statement about the matter and/or to speak at the Board Meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter.
4. If the vote for removal is affirmative, the position shall immediately be deemed vacant. It shall be **filled via the BHNC's vacancy clause**.

### Proposed Language [ REC 2017-04-03 ]

#### **Section 9: Removal -**

1. A Board Member may be removed from the Board for good cause, including, but not limited to, disruptive conduct; interfering with BHNC business; violations of the Bylaws, Operating Procedures or Code of Conduct.
2. The BHNC shall consult with the Office of the City Attorney throughout any Board removal process. Board Members may be removed in the following ways:
  - (a) **Petition by Stakeholders** – A Board Member may be removed from office by the submission of a written petition to the Secretary, which includes:
    - i. the identity of the Board Member to be removed,
    - ii. a description, in detail, of the reason for removal, and
    - iii. the valid signatures of two hundred (200) Voting Members.
    - iv. Upon receipt of a written petition for removal, the Secretary shall cause the matter to be placed on the agenda for a vote of the Board at the next regular BHNC General Board Meeting.
  - (b) **Petition by Board** – A Board Member may be removed from the Board following another Board Member's submission to the Board of a petition which includes:
    - i. the identity of the Board Member to be removed,
    - ii. states the reason for removal by identifying the violation of the internal rules or procedures and specifies the conduct of the person, and
    - iii. contains the signatures of at least five (5) Board Members.
    - iv. The petition shall be delivered simultaneously to all Board Members and the matter placed on the agenda scheduled for a vote at the next regular BHNC General Board Meeting.
  - (c) **Board Proceeding** – After being placed on the General Board Meeting agenda, the following is required:

## Attachment B: BHNC Bylaws Amendments to Article V

- i. The Board Member who is subject of the removal action shall have the right to deliver to Board Members a written statement about the matter and/or to speak at the Board Meeting prior to the vote, but shall not be counted as part of the quorum, nor allowed to vote on the matter.
- ii. Removal of the identified Board Member requires a two-thirds (2/3) majority vote of the filled Board seats.
- iii. if the vote for removal is affirmative, the position shall immediately be deemed vacant. It shall be filled via the BHNC's vacancy clause.

### Original Language [ 2015 ]

**Section 10: Resignation** - Any Board Member may resign by submitting a written resignation to the Secretary. The Board does not have to take action to accept resignations.

### Proposed Language [ REC 2017-04-03 ]

#### Section 10: Resignation –

1. Any Board Member may resign by submitting a written resignation to the Secretary. The Board does not have to take action to accept resignations.
2. Upon receipt of resignation, the position shall immediately be deemed vacant.
3. The Board will then immediatly announce via the BHNC website, and social media, that a position on the Board has opened up.
4. The item will be Agendized on the next Board Meeting, for announcement and possible action to elect a replacement.
5. The BHNC will also follow any guidelines as established under Article V, Section 6 "Vacancies."

### Original Language [ 2015 ]

**Section 11: Community Outreach** - The BHNC shall direct that a system of outreach be instituted to inform Stakeholders as to the existence and activities of the BHNC, including its Board elections, and to encourage all Stakeholders to seek leadership positions within the BHNC.

The BHNC shall maintain a website presence to disseminate information to Boyle Heights Stakeholders and others interested in the BHNC.

### Proposed Language [ REC 2017-04-03 ]

#### Section 11: Community Outreach –

1. The BHNC shall direct that a system of outreach be instituted to inform Stakeholders as to the existence and activities of the BHNC, including its Board elections, vacant Board and liaison positions, and to encourage all Stakeholders to seek leadership positions within the BHNC.
2. The BHNC shall maintain a website and online presence to disseminate information to Boyle Heights Stakeholders and others interested in the BHNC.
3. **ALL** BHNC Board Members are responsible for Community Outreach, and must maintain reasonable active participation within the BHNC Outreach activities.