

**Bylaws of The
Panorama City Neighborhood Council**

Adopted December 15, 2005
Northern Boundary adjusted May 25, 2006
Revised as required by City Attorney October 10, 2006
Revised from requests by the Department of Neighborhood Empowerment, February 2007
Document incorporating all changes, created February 16, 2007

**Article I
Name**

The name of this organization shall be the Panorama City Neighborhood Council (PCNC), which is part of the City of Los Angeles' system of certified neighborhood councils.

**Article II
Purpose**

The PURPOSE of the PCNC is to provide an inclusive open forum for public discussion, and to serve as an advisory body on issues of concern to the Panorama City area and in the governance of the City of Los Angeles.

**Article III
Definitions**

Terms used in these bylaws shall have the following meanings:

Board of Directors (or "Board") shall be the governing body of the PCNC and shall be composed of those Stakeholders who have been elected in accordance with these bylaws.

Brown Act shall mean the Ralph M. Brown Act (Section 54950 et seq. of the California Government Code), which mandates, and provides the rules for, open meetings of local legislative bodies in California. These include all public commissions, boards, councils, and district boards, at the county and city level, and standing committees of a legislative body.

D.O.N.E. shall mean the Department of Neighborhood Empowerment of the City of Los Angeles.

Officers shall mean those officer positions provided for in Article VIII, Section 1.

Panorama City Neighborhood Council shall mean all Stakeholders.

Stakeholder shall mean any individual who lives, works, or owns property within the boundaries as designated in Section 1 of Article V.

Article IV Policy

The POLICY of the PCNC shall be:

1. To respect the dignity and expression of viewpoints of all individuals, groups, and organizations involved in the PCNC.
2. To remain non-partisan with respect to political party affiliations and inclusive in operations including, but not limited to, the election process for governing body and committee members.
3. To encourage all Stakeholders to participate in all activities of the PCNC.
4. To prohibit discrimination against any individual or group in operations of the PCNC on any basis, including but not limited to race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, or political affiliation.
5. To have fair, open, and transparent procedures for the conduct of PCNC business.

Article V Geographic Area

Section 1. Boundaries

The boundaries of the PCNC shall be: From the intersection of Sepulveda Blvd. with the Southern Pacific/Metrolink right of way, east along the Southern Pacific/Metrolink right of way to the intersection with Tujunga Wash, north along Tujunga Wash to the intersection with Roscoe Boulevard, west along Roscoe Boulevard to the intersection with Woodman Avenue, north along Woodman Avenue to an easterly extension of the centerline of Lassen St. (as if Lassen St. did not turn northeast to reach Filmore St.), west on that extension of Lassen St. to the intersection with the Pacoima Wash and then south along Pacoima Wash to the intersection with Roscoe Blvd, west along Roscoe Blvd. to the intersection with Sepulveda Blvd, then south along Sepulveda Blvd. to the intersection with Southern Pacific/Metrolink right of way.

Section 2. Districts

The PCNC area shall be divided into five Districts, as follows:

1. North District– Bounded on the west by the Pacoima Wash, on the south by Nordhoff Street, on the east by Woodman Avenue, and on the north by an easterly extension of Lassen Street.
2. Center/West District – Bounded on the west by the Pacoima Wash, on the south by Roscoe Boulevard, on the east by Van Nuys Boulevard, and on the north by Nordhoff Street.
3. Center/East District – Bounded on the west by Van Nuys Boulevard, on the south by Roscoe Boulevard, on the east by Woodman Avenue, and on the north by Nordhoff Street.
4. Southwest District – Bounded on the west by Sepulveda Boulevard, on the south by the Southern Pacific/Metrolink right of way, on the east by Van Nuys Boulevard, and on the north by Roscoe Boulevard.
5. Southeast District – Bounded on the west by Van Nuys Boulevard, on the south by the Southern Pacific/Metrolink right of way, on the east by the Tujunga Wash, and on the north by Roscoe Boulevard.

Section 3. All boundary lines shall be the centerline of the road, wash, or right of way.

Article VI Registration of Stakeholders

1. A Stakeholder must register as a Stakeholder in order to vote in any PCNC election, to be a Board member, to be a chair of any PCNC committee, or to serve on a Grievance Panel in accordance with Article XII.
2. The registration process shall be conducted at any meeting or event of the PCNC or its Board, and it may be conducted, at the Stakeholder's option, by U.S.P.S. postal mail addressed to the Secretary of the Board.
3. Registration shall be made on a form approved by D.O.N.E. and must contain at a minimum the Stakeholder's name, the basis for the person being a Stakeholder (i.e., the person either lives, works, or owns property within the boundaries of the PCNC), and the physical street address that defines that Stakeholder's interest.
4. The registration process shall require the use of an identification type verification process, as provided in the Citywide Election Policies and Procedures, to support the Stakeholder's claimed basis.
5. To register, a Stakeholder must be at least 18 years of age at the time of registration.

Article VII Board of Directors

Section 1. Composition.

The Board of Directors shall have 21 members, according to the following composition:

- A. Two seats from each of the five Districts, of which one seat in each District shall be reserved for resident-homeowners, and one seat in each District shall be reserved for resident-renters.
- B. Five seats shall be reserved for business owners, managers, or employees.
- C. Six seats shall be reserved for at-large members.
- D. No Stakeholder group shall comprise a majority of the Board, unless extenuating circumstances are warranted and approved by D.O.N.E.

Section 2. Eligibility

- A. Any Stakeholder shall be eligible to be a member.
- B. Any Board member who ceases to be a Stakeholder or in any way becomes ineligible to serve on the Board during his/her term shall be disqualified from office.

Section 3. Terms.

- A. Board members shall be elected to a two-year term, with 10 Board members elected in one year and 11 Board members elected in the following year, as described in section 4 B (3).
- B. Board members shall hold office until their successors are elected and the election is certified.
- C. No person shall hold office for more than eight consecutive years in any capacity.
- D. At the conclusion of eight consecutive years, a person may not serve on the Board for at least one year before standing again for office.
- E. "Year" or "years" with respect to terms of office shall mean the period of time between annual elections, not calendar years. An annual election scheduled in the first quarter of the year, as provided in section 4 C (1), may be less than one calendar year after the previous annual election. Likewise, a regular annual election may be scheduled later than provided in these bylaws because of factors beyond the control of the council. In the case of a delayed election, board

members will continue to hold office until they are replaced, as provided in paragraph B, above.

Section 4. Elections of Board

A. All Elections of the Board

1. With respect to voting for candidates for Board seats:
 - a. Candidates shall be eligible to run for one seat only, either from their own Districts or business or "at-large." However, candidates who are not elected to District or business seats may still win an "at-large" seat, as specified in section 4 A(1)(d).
 - b. The winning candidates in each District shall be those who have the highest vote count for resident-homeowner and resident-renter candidates.
 - c. The winning business candidates shall be those who have the five highest vote counts from among all business candidates.
 - d. The winning at-large candidates shall be those who have the six highest vote counts among all at-large candidates and unsuccessful candidates for other positions, provided that all six at-large positions may not be filled from only one of the three other categories (resident-homeowner, resident-renter, or business candidates).
 - e. Tie votes shall be decided by chance, for example by flipping a coin or by drawing numbers.
1. The election date will be announced at least ninety (90) days prior to the election date, which must be not more than six months after the date of the announcement.
2. No PCNC business shall be conducted in conjunction with any PCNC election.
3. Each Stakeholder shall be entitled to one (1) vote for each open position on the Board.
4. Cumulative voting is not allowed (i.e., a Stakeholder may not cast more than one (1) vote per candidate).
5. Vote by Mail voting is allowed.
6. Voting by proxy is not allowed.
7. All elections will be determined by plurality of vote.

8. All elections will be by secret ballot.
9. Results of each election shall be posted in those five prominent places designed by the Board for posting notices of PCNC meetings.
10. In the event of a challenge or dispute, a neutral third party shall be appointed in accordance with PCNC's Election Rules to investigate and resolve all election disputes and to certify any disputed election results.
11. All elections shall be conducted in accordance with PCNC's Election Rules, which shall conform to the Citywide Election Policies and Procedures in effect at the time of the election.

B. First Election of the Board:

- a. The first election will be held for all twenty-one (21) seats on the Board within six months after the PCNC is certified.
- b. The election shall be held and coordinated with the assistance of the City of Los Angeles Department of Neighborhood Empowerment (DONE).
- c. Ten (10) of the twenty-one (21) members shall be elected for terms that expire in one (1) year. Eleven (11) of the twenty-one (21) members shall be elected for terms that expire in two (2) years. In the first election, the following seats will receive one-year terms: resident renter in North, Center/West and Center/East districts, resident homeowner in the Southwest and Southeast districts, the two business members with the lowest successful vote totals, and the three at-large members with the lowest successful vote totals.

C. Second Election and Subsequent Annual Elections:

- a) Election Day shall be on the second Saturday following the PCNC annual meeting but in no event later than the second Saturday in March of each year, with those elected taking office immediately upon certification of the election.
- b) The second and all subsequent annual elections shall be used to select Board members for all expiring seats and any vacant seats that have not been filled by appointment.

Section 5. Vacancy on the Board

- A. In the event of a vacancy in any Board position, the Board shall promptly take steps to appoint a person to fill the vacancy by majority vote of the Board members present and voting, according to the following procedure:

1. Any Stakeholder(s) interested in filling a vacant seat on the Board shall submit a written application(s) to the Secretary.
 2. The Secretary shall forward the names of all applicants qualified to hold the vacant seat, as determined by their Stakeholder status, to the PCNC Chair.
 3. The PCNC Chair shall call for a vote of the remaining seated Board members at the next Board meeting.
- B. Any person elected or appointed to fill a vacancy shall serve the remainder of the term.
- C. If the vacancy occurs within three months before the next regular election, the Board shall not fill the vacancy.
- D. In the event that there are fewer than 14 Board members, the Chair shall promptly call a special election by stakeholders to fill all vacancies.
- E. Provisions of this section are subject to Board of Neighborhood Commissioners policies, including but not limited to the "Department of Neighborhood Empowerment Remedy for Loss of Quorum by Neighborhood Councils Due to Vacancies and Authority to Fill Vacancies" policy of October 27, 2005. Where there is a conflict between those policies and these bylaws, the Board of Neighborhood Commissioners policies will apply.

Section 6. Removal of Board Member:

A. Removal By Stakeholders

A Board member may be removed, subject to the provisions of Subsection C below, by the submission of a written petition, in a form specified by the Board, which:

1. identifies the Board member to be removed,
2. describes in detail the reason for removal,
3. includes the signatures of at least fifty (50) Stakeholders.

B. Removal By Absences:

A Board member may be removed upon two (2) consecutive absences of regularly scheduled meetings of the Board, unless excused by the PCNC Chair, which excuses shall not be unreasonably withheld.

A. In case of either A. or B. above, the Secretary shall have the matter placed on the agenda for a vote of the Board at the next regular meeting of the Board.

1. A vote to remove by at least two-thirds of the remaining seated Board members shall be necessary to remove the identified Board member forthwith.

2. The Board member who is the subject of the removal action shall not take part in the vote on this matter, but will be allowed to address the Board prior to the vote.

If there is not a quorum present, or if there are not at least ten (10) Board members present and eligible to vote, the matter shall be placed on the agenda for the next regular Board meeting and every meeting thereafter until such time as a vote is taken.

ARTICLE VIII OFFICERS

Section 1. Officer Positions

- A. The officers shall be a Chair, Vice Chair, Vice Presidents as determined by the Board, a Treasurer, and a Secretary.
- B. Any Board member is eligible to run for and hold any officer position.

Section 2. Election

Officers shall be elected:

- A. At the first meeting of the elected Board and annually thereafter following any subsequent Board election.
- B. By a majority vote from among the Board members present at the meeting. If a majority is not reached on the first vote, the two (2) candidates with the highest vote totals shall stand for a run-off.

Section 3. Terms

Officers shall serve for one year, or until their successors are elected.

Section 4. Duties

The duties of each officer shall be those normally incident to each office, those duties assigned by the Board, and those duties listed below.

Chair – The Chair shall be the presiding officer of the Board, and shall establish and manage a process for setting the agenda for Board meetings.

Vice Chair – The Vice Chair shall act in the absence of the Chair.

Vice Presidents – The Vice Presidents shall have duties as determined by the Board.

Treasurer – The duties of the Treasurer are described in “Article XI – Financial Accountability” of these bylaws.

Secretary – The Secretary shall keep the minutes of the Board meetings, and shall perform other duties assigned by these bylaws or the Board.

Section 3. Removal

An officer may be removed from office, but not from the Board, by a majority vote of the remaining seated Board members at any regular meeting, provided that:

1. The request to remove the officer was made at the previous regular Board meeting.
2. The officer in question may not vote but shall be given a fair hearing before the Board.
3. Stakeholders shall have an opportunity to speak for or against the removal.

Article IX Meetings

All meetings of the Board and its committees shall be conducted in accordance with the current edition of Robert’s Rules of Order Newly Revised, except when superceded by applicable law, these bylaws, or any adopted special rules of order.

Section 1. Notification

- A. Where required, appropriate notice will be given in accordance with the Brown Act.
- B. The Board shall establish procedures for communicating with all PCNC Stakeholders on a regular basis in a manner ensuring that information is disseminated evenly and in a timely manner.

Section 2. All meetings shall be held within the boundaries of the PCNC.

Section 3. Board Meetings

- A. Annual Meeting - The PCNC shall meet at least once a year in the month of January or February for the purpose of the Board reporting on activities of the past year and its plans for the forthcoming year.
- B. Regular Meetings - The Board shall meet not less than once per calendar quarter at a regular time and place to be determined by a majority of the seated Board.
- C. Special Meetings – Special meetings of the Board may be called by (i) the PCNC Chair; or (ii) a majority of the Board members by written petition to the PCNC Chair. The PCNC Chair shall hold such special meeting within 15 days of receiving the petition after having given notice of at least 24 hours to all Board members.

- D. First Meeting of Board – The first meeting of the elected Board following certification of PCNC shall be called within 30 days after certification of the Board election by the Board member who received the highest number of votes.
- E. Agendas – The Chair shall prepare the agenda for each Board meeting. Any agenda item may be added to the agenda of the next meeting of the Board upon petition signed by at least fifty (50) Stakeholders or by a majority of Board members.
- F. Minutes – The Chair shall, in the absence of the Secretary, appoint a Board member to take minutes of all decisions made and actions taken.
- G. Quorum - A quorum for any meeting of the Board shall be seven (7) seated members of the Board, provided that the PCNC Chair or the Vice Chair and any one other officer, or in the absence of the PCNC Chair and Vice Chair, any three officers, are present. All decisions shall be made by majority of those present and voting.
- H. Reconsideration
 - 1. Reconsideration may only be moved at the same meeting at which the motion to be reconsidered is adopted or rejected.
 - 2. Reconsideration may only be moved by a Board member who voted on the prevailing side of the motion to be reconsidered. Only one reconsideration motion may be permitted with respect to a prior motion.
 - 3. The making of the motion to reconsider shall stop any action being taken on the motion to be reconsidered until the reconsideration has been completed.
 - 4. Discussion and vote on the reconsideration may take place at the same meeting or may be postponed until the next meeting.

Article X Committees

Section 1. Standing Committees

The Standing Committees shall be: Rules, Outreach, Land Use, Commerce, and Finance.

- A. The Rules Committee shall maintain the bylaws and all policies and procedures of the PCNC.
- B. The Outreach Committee shall be responsible for outreach to, and communication

with, Stakeholders and the general community.

- C. The Land Use Committee shall be responsible for discussing issues, and for making recommendations to the Board for action, with respect to land use within the boundaries of the PCNC.
- D. The Commerce Committee shall be responsible for discussing issues, and for making recommendations to the Board for action, with respect to commercial and industrial activities within the boundaries of the PCNC.
- E. The Finance Committee shall be responsible for developing and managing the annual budget, and maintaining appropriate policies and procedures for receipt, disbursement, and investment of funds by PCNC, subject to approval of the Board. The Finance Committee shall periodically review PCNC's receipts and disbursements and report any discrepancies to the Board. The Finance Committee also shall assess the effectiveness of PCNC's financial policies and procedures and report any significant deficiencies or variations to the Board. However, the Board shall not delegate its duty to approve and disburse funds to the Finance Committee.

Section 2. Composition of Standing Committees

- A. Each Standing Committee shall be chaired by one of the Vice Presidents selected by the Board. Membership shall be open to any Stakeholder, regardless of whether or not the Stakeholder is a member of the Board.
- B. Each Standing Committee, except Finance, shall be composed of at least four members in addition to the chair.
- C. The Finance Committee shall be composed of the Treasurer, four other Board members and three Stakeholders appointed by the PCNC Board. The PCNC Board shall appoint the Chair of the Finance Committee from among the four Board members (other than the Treasurer).
- D. Members of Standing Committees, except Finance, shall be appointed by the Chair of that committee with the consent of the PCNC Board.
- E. Decisions made by any committee shall be:
 - 1. considered as recommendations to the Board and not as decisions by the PCNC.
 - 2. made by a majority vote of those committee members present and voting at a duly called meeting of the committee.

Section 3: Special Committees

The Board may establish any special committees it deems necessary.

Article XI Interim Board

An Interim Board shall be organized by the PCNC (Forming) committee as soon as practicable but not later than the date on which the PCNC (Forming) submits its Certification Application to D.O.N.E. The function of the Interim Board shall be to promptly guide PCNC to a first election, following certification of the PCNC by the Board of Neighborhood Commissioners.

1. Number of Board Seats – The number of seats on the Interim Board shall not exceed the number of seats (i.e., 21) provided for herein for the permanent Board in Article VII, Section 1.
2. Election of Interim Board – Members of the Interim Board shall be elected at-large at a general meeting of the PCNC (Forming) by secret ballot.
3. Duties of the Interim Board

The duties of the Interim Board shall be to:

- a. Elect officers
 - b. Approve community outreach activities.
 - c. Take other actions customarily conducted by a board of directors provided that they are permitted (or not prohibited) by these bylaws and are related to the objective of promptly moving to a first election for all seats.
4. Quorum – A quorum for any meeting of the Interim Board shall be five (5) members of the Board, provided that at least two officers are present.
 5. Decision-Making – All decisions of the Interim Board shall be by majority of those present and voting.
 6. Removals -- Members of the Interim Board may be removed because of stakeholder petitions or absences, as provided for in Bylaws Article VII, Section 6.
 7. Vacancies -- In the event of a vacancy in any Interim Board seat, the Interim Board may appoint another stakeholder to fill the vacancy by majority vote of the Interim Board members present and voting, according to the Bylaws Article VII, Section 5A.
 8. Dissolution – The Interim Board shall be dissolved automatically upon the certification of the election of the Board in Article VII Section 4B herein.

Article XII

Financial Accountability

Compliance with this article will be under the guidance of the City's Department of Neighborhood Empowerment (DONE).

- A. The Treasurer shall be responsible for custody and control of all PCNC assets and financial operations, and the accounting therefor.
- B. At the direction of the Board, if the City of Los Angeles permits neighborhood councils to do this, the Treasurer will establish an account or accounts for the deposit of PCNC funds in a federally insured financial institution in the name of the PCNC, subject to rules and requirements of the City of Los Angeles.
 - 1. All PCNC funds shall remain liquid and readily available for use by the PCNC.
 - 2. PCNC's funds may be invested in conformity with the then-existing investment policy and guidelines used by the City of Los Angeles for investing City funds, if the City of Los Angeles permits neighborhood councils to do this.
- C. The Treasurer shall establish and maintain a system of bookkeeping and accounting for the PCNC that complies with Generally Accepted Accounting Principles and conforms to all applicable local, state, and federal laws.
- D. The Treasurer may rely on DONE in establishing and maintaining a bookkeeping and accounting system and, with approval by the Board, may retain on behalf of PCNC a financial professional to assist in creating a bookkeeping and accounting system.
- E. The Treasurer shall ensure that PCNC complies with the California Public Records Act (California Government Code Section 6250 et. seq.) with respect to requests from the public to inspect PCNC records.
- F. The Treasurer shall report to the Board on PCNC finances at every regular meeting of the Board.
- G. The Treasurer shall be responsible for preparing or coordinating the preparation of annual financial statements of PCNC and additional periodic statements as required by the Board. The Treasurer shall ensure that PCNC accounting systems meet the reporting requirements of the City of Los Angeles.

Article XIII Grievance Procedure

The purpose of the grievance procedure is to address matters involving procedural disputes, such as the Board's failure to comply with Board rules or these bylaws, or its failure to comply with the City's Charter, the Plan for a Citywide System of Neighborhood Councils, local ordinances, or state or federal law. This formal grievance procedure does not apply to Stakeholders who may disagree with a position or action taken by the Board. Those grievances should be presented at Board meetings.

Any Stakeholder may file a grievance, provided that the following procedure is followed:

A. Submission of Grievance

1. Any grievance by a Stakeholder must be submitted in writing in duplicate, to the PCNC Chair and to the Secretary.
2. The Secretary shall select an ad hoc Grievance Panel composed of five (5) Stakeholders who are randomly selected by the Secretary from a list of Stakeholders other than Board members who have previously expressed an interest in serving on such a Grievance Panel.
3. Within fifteen (15) days after receipt of a written grievance, the Secretary shall refer the matter to the Grievance Panel.

B. Grievance Panel Hearing - The Secretary shall coordinate a time and a place for the Grievance Panel to meet within 30 days of receipt of the grievance. The person(s) submitting the grievance shall meet with the Grievance Panel to discuss alternate resolutions.

C. Grievance Panel Report – Within thirty (30) days after the hearing, a Grievance Panel member, who shall be designated by a majority of all Grievance Panel members, shall prepare a written report. The report shall outline the Grievance Panel's collective recommendations for resolving the grievance. The report shall be forwarded to the Secretary, who shall place the item on the agenda for the next regular Board meeting.

D. Board Hearing – The Board may receive a copy of the Grievance Panel's report and recommendations prior to the meeting by the Board; but, pursuant to the Brown Act, the matter shall not be discussed among the Board members until the matter is heard at the Board meeting. The Board shall either accept, modify, or reject the Grievance Panel's proposed resolution.

E. Unresolved Grievance – In the event that a grievance cannot be resolved through this grievance procedure, then the matter may be referred to DONE for consideration or dispute resolution in accordance with the Plan for the Citywide

System of Neighborhood Councils.

Article XIV Ethics

The PCNC, its representatives, and all stakeholders will conduct PCNC business in a professional and respectful manner and will abide by these bylaws, Board rules, the Plan for the Citywide System of Neighborhood Councils, and all governmental laws and regulations that may apply.

Article XV Bylaws Amendment

- A. Any Stakeholder or Board member may propose an amendment to the bylaws by submitting such proposed amendment in writing to the Rules Committee together with a petition supporting the proposed change signed by at least 30 Stakeholders.
- B. Rules Committee shall, within 30 days after receiving the proposed bylaws amendment, draft a properly worded amendment and refer the proposed bylaws amendment to the Outreach Committee for dissemination to the public.
- C. The proposed bylaws amendment shall be made available to Stakeholders for a notification period of not less than 30 days, by a process to be determined by the Outreach Committee.
- D. The proposed amendment shall be placed on the agenda for the first Board meeting following the end of the notification period, at which public comment will be allowed.
- E. The Board may approve an amendment to the bylaws by two-thirds vote of the seated Board members at any regular Board meeting held after the Board meeting at which the amendment was originally proposed. If approved, the proposed amendment shall be submitted to D.O.N.E. in accordance with the Plan For a Citywide System of Neighborhood Councils, and shall become effective upon approval by D.O.N.E.

Article XVI Dissolution

Section 1. The PCNC may be dissolved by at least a three-fourths vote of the seated Board members at any regular Board meeting, provided that notice as per Section 2 of this Article has been made. Dissolution shall be in accordance with the decertification procedures established by D.O.N.E.

Section 2. Notice

- A. Notice of a vote to dissolve the PCNC must be made at least 90 days prior to the date such vote is to be held.
- B. Notification shall be made by announcement at a regular Board meeting and via the established meeting notification methods.

Section 3. Disposal of Assets

All assets shall be disposed of in a manner prescribed by law, but none shall inure to any Board member or Stakeholder, except for the legitimate payment of monies owed for purposes previously approved by the Board. All City assets shall be returned to the City.