



Bel Air-Beverly Crest Neighborhood Council	Palms Neighborhood Council
Brentwood Community Council	South Robertson Neighborhoods Council
Del Rey Neighborhood Council	Venice Neighborhood Council
Mar Vista Community Council	West LA-Sawtelle Neighborhood Council
Neighborhood Council of Westchester-Playa	Westside Neighborhood Council
Pacific Palisades Community Council	Westwood Community Council
	Westwood Neighborhood Council

## Special Agenda

### **Bylaws Amendment**

Board of Directors | March 20, 2019 – 8:00-8:30am

#### **Location**

**Lenny's Deli, back room: 2379westwood Blvd., LA 90064**

*Immediately preceding our regular meeting scheduled for 8:30 am*

## **I. Welcome/Introductions**

Chair

## **II. Bylaws amendments**

### **a. Amendment to define WRAC Geographic boundaries – suggested by the Officers**

*WRAC Officers move to add language to Article II Section 1 of the Bylaws to read as follows:*

The boundaries of the “Westside” within the City of Los Angeles, for purposes of WRAC membership and these Bylaws, shall be defined for as the area of the City of Los Angeles west of La Cienega Blvd., south of Mulholland Drive, and north of Imperial Highway.

### **b. Amendment to the description of Community Council – suggested by the Officers**

*WRAC Officers move to add language to Article II, Section 2, defining a Community Council acting as a “representative of their community”, for the purposes of future WRAC recognition:*

A Community Council seeking to newly join WRAC must be engaged in the open and equitable representation of their community by serving as a public forum for the consideration of Community issues; being an advocate for the community to government and private agencies upon issues where there is broad community agreement.

### **c. Amendment to the manner in which a newly and duly certified City NC can join WRAC**

*WRAC Officers move to streamline to inclusion of new member NCs, in keeping with the spirit of the Bylaws and the intent of its founders and former Chairs, by amending Article II, Section 2 as follows:*

A. WRAC member organizations are those who meet all of the following criteria:

- 1) Who are an official Neighborhood Council created pursuant to the Charter of the City of Los Angeles, or who are a Community Council recognized as representative of their community by WRAC via an affirmative vote of two-thirds of voting Representatives present at a WRAC Board meeting (or are already recognized in the list of existing member Councils); and
- 2) Whose geographic area substantially falls within the Westside as defined in Section 1; and
- 3) Who have notified WRAC that they have elected to join WRAC, pursuant to the bylaws of their Council.

B. A list of current member organizations shall be appended to the WRAC Bylaws, and updated pursuant to new Councils joining the Alliance.

**Alternative Bylaws Amendment by George Wolfberg and Chris Spitz (PPCC Primary and Alternate members respectively)**

Motion by George Wolfberg/Chris Spitz 1) to amend Art. II.2 of the WRAC Bylaws and 2) to add new Attachment A to the Bylaws, as follows:

*1) Proposed Bylaws Amendment [changed provisions underlined]*

**Article II**

**Section 2. Member Organizations**

Member Organizations are defined as (1) the Neighborhood Councils created pursuant to the Charter of the City of Los Angeles from the PLAN FOR A CITYWIDE SYSTEM OF NEIGHBORHOOD COUNCILS which exist within the geographic area represented by the organizations listed in Attachment A to these Bylaws; and (2) the established Community Councils representing Brentwood, Westwood, and the Pacific Palisades, and any other Community Councils recognized by WRAC as representative of their community within the geographic area within the City of Los Angeles. The Member Organizations are listed in the roster set forth in Attachment A to these Bylaws. Any organization that complies with the definitions for membership as set forth in this Section is eligible to be a Member Organization and shall be added to the roster in accordance with the procedure set forth in Attachment A to these Bylaws.

2) Proposed new Attachment to Bylaws:

**Bylaws Attachment A**

**Roster of Member Organizations**

[Note: Attachment A is included with the Bylaws for convenience only. This Attachment reflects Board policy to add the names of eligible organizations to the roster of Member Organizations without the two-distribution requirement that applies to amendment of the Bylaws. Amendment of this Attachment to add the name of an eligible organization or to otherwise amend this Attachment shall be by a majority of Board members voting. Following such vote, the eligible organization shall immediately become a voting member of the Board and its name shall be added forthwith to the roster of Member Organizations. Board members shall not unreasonably deny the addition of an eligible organization's name to the roster of Member Organizations if that organization complies with the definitions for membership as set forth in Article II, Section 2 of the Bylaws.]

Roster of Member Organizations:

- Bel Air-Beverly Crest Neighborhood Council
- Brentwood Community Council
- Del Rey Neighborhood Council
- Mar Vista Community Council
- Neighborhood Council of Westchester/Playa
- North Westwood Neighborhood Council
- Pacific Palisades Community Council
- Palms Neighborhood Council
- South Robertson Neighborhoods Council
- Venice Neighborhood Council
- West LA-Sawtelle Neighborhood Council

- Westside Neighborhood Council
- Westwood Community Council
- Westwood Neighborhood Council

Supporting Documentation/excerpts provided by Wolfberg and Spitz, in support of their motion:

## **Bylaws of the Westside Regional Alliance of Councils (WRAC)**

*Unanimously adopted December 3, 2009*

*Revised Bylaws approved November 17, 2010*

### **Article II**

#### **Section 2. Member Organizations**

Member Organizations are defined as (1) the Neighborhood Councils created pursuant to the Charter of the City of Los Angeles from the PLAN FOR A CITYWIDE SYSTEM OF NEIGHBORHOOD COUNCILS which exist within the geographic area represented by the organizations listed below; and (2) the established Community Councils representing Brentwood, Westwood, and the Pacific Palisades, and any other Community Councils recognized by WRAC as representative of their community within the geographic area within the City of Los Angeles. The **Member Organizations** are:

- Bel Air Beverly Crest Neighborhood Council
- Brentwood Community Council
- Del Rey Neighborhood Council
- Mar Vista Community Council
- Neighborhood Council of Westchester/Playa
- Pacific Palisades Community Council
- Palms Neighborhood Council
- South Robertson Neighborhoods Council
- Venice Neighborhood Council
- West LA-Sawtelle Neighborhood Council
- Westside Neighborhood Council
- Westwood Community Council
- Westwood Neighborhood Council

### **Article V**

#### **Section 3. Quorum**

A quorum for the transaction of business at a meeting of the Board or a General meeting shall consist of a majority of duly appointed Representatives, or their Alternates, of the **current roster of Member Organizations**.

#### **Section 5. Voting**

- A. A vote by a majority (except where these Bylaws require otherwise) of the voting Representatives present at a meeting duly held **at which a quorum is present is the act of the WRAC...**
- B. A motion representing a Policy Position of the WRAC must be approved by at least two-thirds (2/3) of the **current roster of Member Organizations**  
[Emphasis added.]

#### **Rosenberg's Rules** (rules governing WRAC meetings; Bylaws Art. V.6)

##### **"Establishing a Quorum**

"The starting point for a meeting is the establishment of a quorum.

A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The default rule is that a quorum is one more than half the body. For example, in a five-member body a quorum is three. When the body has three members present, it can legally transact business. If the body has less than a quorum of members present, it cannot legally transact business. . . .

The default rule, identified above, however, gives way to a specific rule of the body that establishes a quorum. For example, the rules of a particular five-member body may indicate that a quorum is four members for that particular body. **The body must follow the rules it has established for its quorum.**" [Emphasis added.]