

Bylaws of the Westside Regional Alliance of Councils (WRAC)

Unanimously adopted December 3, 2009

Revised Bylaws approved November 17, 2010

Revised Bylaws approved April 17, 2019

ARTICLE I

NAME

The name of this organization shall be the WESTSIDE REGIONAL ALLIANCE OF COUNCILS (WRAC).

The WRAC is a nonprofit unincorporated association.

ARTICLE II

DEFINITIONS AND ORGANIZATION

Unless the provisions or the context otherwise requires, the following definitions govern the construction of these Bylaws.

Section 1. The Westside

The Westside is defined as that part of the City of Los Angeles located within the 2019 boundaries of City Council District 11 and those areas within the 2019 boundaries of City Council Districts 4, 5 and 10 that are south of Mulholland Drive and west of Laurel Canyon and La Cienega Boulevards.

Section 2. Neighborhood Councils

Neighborhood Councils are defined as the Neighborhood Councils created pursuant to the Charter of the City of Los Angeles, which exist in whole or in part within the Westside.

Section 3. Community Councils

Community Councils are defined as the established and enumerated Community Councils representing Brentwood, Westwood and Pacific Palisades listed in Attachment A hereto and, after April 2019, any other Community Councils which:

- (a) Exist in whole or in part within the Westside, are representative and inclusive of all community stakeholders and are recognized as such in their respective neighborhoods, and hold at least one public board meeting every two months;
- (b) Have a mission to provide an open public forum for the discussion of community issues, to be an advocate for their respective neighborhoods and to advise public officials on matters of community consensus; and
- (c) Have duly adopted and publicly available bylaws, distribute and publicly post meeting agendas in advance of board meetings and make available meeting minutes in a timely manner.

Section 4. Member Organizations

Member Organizations are defined as the Neighborhood Councils and Community Councils listed in Attachment A to these Bylaws and such other Neighborhood Councils and Community Councils which are admitted as Member Organizations in accordance with Attachment A.

Section 5. Representatives and Alternates

Each Member Organization shall choose one Representative and one Alternate according to rules determined by each Member Organization. The Representative (or in the absence of the Representative, the Alternate) shall be empowered to cast a vote on behalf of the Member Organization at any WRAC Board Meeting or General Meeting. Each Member Organization shall be represented, for purposes of voting, by only one voting member at any Board or General Meeting. General references in these Bylaws to voting Representatives shall mean these Representatives, and not Committee Representatives.

Section 6. Committee Representatives

Each Member Organization shall choose one Committee Representative to any Standing WRAC Committee according to rules determined by each Member Organization. Each Member Organization shall be represented, for purposes of voting, by only one voting member at any Committee meeting.

Section 7. The Board

The Board shall be comprised of the Representatives (or in the absence of a Representative, the Alternate) from each Member Organization. Each Member Organization shall have one vote on the Board. The duties of the Board shall be:

- A. To carry out the goals and objectives of the WRAC;
- B. To authorize or approve all business of the WRAC;
- C. To direct and control WRAC activities; and
- D. To ensure the ethical and financial integrity of the WRAC

2. Attachment to Bylaws

Attachment A (See attachments)

Note: Attachment A is included with these Bylaws for convenience only. It shall be updated by the Chair or his or her designee to reflect changes to the Member Organizations pursuant to the procedures set forth below for admitting a new Member Organization.

ARTICLE III

PURPOSES AND GUIDELINES FOR CONDUCT

Section 1. Purposes

The purposes of the WRAC shall be:

- A. To provide a forum for the discussion and review of issues of interest to the Westside of Los Angeles on a region-wide basis;
- B. To be an advocate for the Member Organizations as a whole in dealings with governmental and private entities upon those issues that the WRAC selects;
- C. To assist Member Organizations desiring help with their objectives or projects if they are of significance to the Westside of Los Angeles as a whole, and to the extent that the WRAC chooses to support such endeavors;
- D. To inform all Member Organizations, who shall communicate with their Councilmembers, about issues and news relating to matters before the WRAC; and
- E. To engage in such other activities as are allowed by law.

Section 2. Guidelines for Conduct

- A. Representatives shall communicate with their Member Organizations and its councilmembers about issues and news relating to matters before the WRAC.
- B. Representatives, Alternates, and Committee Representatives and Alternates shall conduct all business in a professional and ethical manner and give respect to the views of all in attendance.
- C. WRAC shall not represent any political parties nor endorse any candidate for political office.
- D. The WRAC, its Board, and committee chairs, shall not discriminate in any of its policies, recommendations or actions against any individual or group on the basis of race, religion, national origin, ancestry, sexual orientation, age, disability, marital status, income, or political affiliation.

ARTICLE IV

BOARD REPRESENTATION

Section 1. Selection of Representatives

Representatives shall be selected by their Member Organizations to sit on the WRAC Board according to the terms stated in Article II Section 3. Each Member Organization shall certify to the WRAC Chair the names, addresses, telephones and emails of its Representative and Alternate, and a description of the method of their selection. In any dispute among members of a group with respect to who shall be the Representative for the group, the WRAC Board shall require a Board approved resolution from the Member Organization to clarify the official Representative and Alternate from that Member Organization and notify the Chair of the WRAC of such resolution.

Section 2. Term

Each Representative, Alternate, and Committee Representative shall serve at the will of their Member Organization, without limitation as to the duration of such service . These Representatives and Alternates shall serve unless removed by the Member Organization or removed pursuant to Section 4 of Article IV or the Representative or Alternate resigns. Upon any Representative/Alternate's cessation of service for any reason, the Member Organization shall appoint a replacement Representative or Alternate.

Section 3. Duties

In addition to the duties described in Article II, Section 5, Representatives, Alternates, and Committee Representatives and Alternates shall perform their duties honestly and in good faith, serving the best interests of the WRAC and their Member Organization. These Representatives and Alternates shall regularly communicate about the Westside issues and news with their Member Organization and its council members. All Representatives and Alternates shall consistently attend and participate in all WRAC meetings and meetings of WRAC committees on which he or she agrees to serve.

Section 4. Removal of a Representative

The Board may remove a Representative by a two-thirds vote of the Representatives present at the Board meeting, based on a finding that the Member has failed to satisfy the duties described in Article II, Section 5 and Article IV, Section 3.

ARTICLE V

WRAC MEETINGS

Section 1. Regular and Special Meetings of the Board

The Board of the WRAC shall meet at regular intervals, generally monthly, and at each meeting, the date, time and place of the next meeting shall be announced. Special meetings may be called

by any two officers or a majority of all voting Representatives by giving written notice (by email or fax) at least 24 hours in advance. All regular and special meetings of Members shall be within the geographic area of the WRAC.

Section 2. General Meetings of the WRAC

The WRAC may convene General meetings of its Member Organizations as needed, generally quarterly. These General meetings shall be called by the Board, or Chair of the Board, and shall follow the rules of Agenda and Notice as stated in Article V Section 4. All general meetings shall be within the geographic area of the WRAC and open to the public.

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 4. Agenda and Notice

The Chair of WRAC shall be responsible to set the agenda for all Board and General meetings. Any Member Organization may request an item to be placed on the agenda for the next Board meeting by written notice to the Chair at least two weeks before the scheduled meeting date, and said written notice shall include all supporting reports and documents for review by members at the upcoming meeting. The agenda and notice of meeting shall be distributed by email to the Representative and Alternate of each Member Organization at least 48 hours prior to the meeting.

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. Proxies are not allowed. Each Member Organization shall have one vote cast by its Representative, or Alternate replacing that Representative. The presiding officer may vote on all motions if he/she is the Representative of his/her Member Organization. An Alternate may vote only when the Representative is absent.
- 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. Any motion representing a Policy Position of the WRAC that is not unanimously approved must always be accompanied by a minority report summarizing the views of Member Organizations that opposed the approved Policy Position motion, if such a report is offered by those Member Organizations in opposition. Any letters or other communications of non-unanimously approved Policy Positions must clearly disclose the names of the dissenting Member Organizations.

Section 6. Conduct of Meetings

The Chair, or in the absence of the Chair the Vice-Chair, shall preside over all Board or general meetings. The presiding officer may limit the total amount of time allocated to a particular issue and to each individual speaker. To the extent practicable, the conduct of meetings shall be governed by [Rosenberg's Rules of Order](#) Latest Edition.

Section 7. Minutes

Minutes of all meetings shall be sent in a timely fashion to all Representatives and Alternates.

ARTICLE VI

COMMITTEES

Section 1. WRAC Committees

Standing committees of the WRAC may include, but shall not be limited to the:

- A. Planning and Land Use Management Committee
- B. Public Safety/Emergency Preparedness Committee
- C. Mobility & Transportation Committee

Section 2. Establishment and Membership on Committees

The Board shall have the power to form or dissolve standing or ad hoc committees and establish the policies and procedures for those committees for whatever purpose it deems necessary, as long as these are within the mission, goals and objectives of the WRAC. The Chair of WRAC, subject to approval by a majority of those Board members present at the meeting, shall appoint a Chair, or Co-Chairs, for each committee.

The membership of all committees may include stakeholders of Member Organizations who are not WRAC Representatives or Alternates. No committee shall have the authority of the WRAC or the Board. Each committee, unless otherwise structured by the Board, shall form its membership according to the terms of Article II Section 4 of these bylaws.

Section 3. Voting in Committees

Whenever votes are cast within a Committee, no more than one vote shall be cast per Member Organization, no matter how many persons that a Member Organization may have in attendance at the Committee.

Section 4. Committee Requirements And Restrictions

- A. No WRAC letterhead shall be used for draft motions unless adopted by the WRAC. The Chair of WRAC shall be the only authorized user of WRAC letterhead.
- B. No WRAC draft Motions shall be circulated to anyone outside of the committees working on the Motions or the WRAC Board.

- C. Any Committee proposing a Motion must present a "Committee Report" including the following: (1) summary of the issue, (2) justification for the position recommended, (3) impact on the region to justify WRAC action/support. (4) A motion from their NC/CC approving moving forward to the WRAC with the issue.
- D. Motions and positions adopted by committees are not to be publicized or communicated outside the Member Organizations unless approved by the WRAC Board.
- E. Each WRAC Committee shall designate a date and time of each month for its regular meeting to be listed at <http://westsidecouncils.com>. Each chair shall also distribute its meeting agenda at least 72 hours prior to the meeting.
- F. Committee-generated emails to the WRAC Membership shall be circulated by the Chair of WRAC or the Secretary of WRAC, with the recipients being blind copied to prevent disclosure of the recipients' email addresses.

ARTICLE VII

OFFICERS

Section 1. Election of Officers

At the regular September WRAC Board meeting each year, the voting Representatives shall elect Officers who shall take office immediately and serve a one year term or until their successors are elected. The order of election for officers shall be: 1. Chair, 2. Vice-Chair, and 3. Secretary. The outgoing Secretary shall conduct the voting for the Chair. Following the election of the Chair, the Chair shall conduct the voting for the Vice-Chair and the Secretary. All votes shall be by written secret ballot. A majority vote of those Board members voting shall be necessary for election. If there are more than two candidates for an office and none receives a majority vote on the first ballot, a run-off election shall be held immediately between the two candidates receiving the highest number of votes. In the event of a tie, the election shall be decided by a single coin toss.

In the event of a permanent vacancy in an office, the presiding officer shall nominate a replacement, subject to the approval of a majority of the voting Representatives present at the Board meeting.

Section 2. Duties and Term of Officers

- A. **Chair**—The Chair shall preside at meetings of the Board and general meetings of the WRAC; shall represent and be the spokesperson for the WRAC; shall coordinate its affairs, shall prepare Board and General meeting agendas; and shall be an ex-officio member of all committees. Subject to the approval of a majority of the voting Representatives present at the Board meeting, the Chair shall appoint and remove committee chairs and make such other appointments as may be necessary or desirable. No Chair shall serve more than four consecutive one-year terms in that office.
- B. **Vice-Chair**—The Vice-Chair shall perform the duties of the Chair at any time the Chair is unwilling or unable to perform those duties, as well as such other duties as deemed necessary or appropriate by the Chair.

- C. **Secretary**—The Secretary shall keep minutes of all Board meetings and General meetings, conduct the WRAC general correspondence, preserve the WRAC records and documents, and be responsible for all required notices.

ARTICLE VIII

PUBLIC STATEMENTS

Section 1. Official Statements on Behalf of the WRAC

Only the Chair, or other person designated by the Representatives at a meeting of the Board, may make official statements on behalf of the WRAC, and all such statements must conform to the public record of the actions of the WRAC. Only the Chair, or other person designated by the Representatives, is authorized to represent the WRAC for purposes of communicating with any governmental entity, the press, or any other person.

Section 2. Disclaimer

Whenever a Representative/Alternate desires to make an oral or written statement that is not an official statement or a part of the public record or which has not been Representative—or Chair—authorized, and that Representative/Alternate identifies his/her affiliation with the WRAC expressly or by implication, that Representative/Alternate shall include the following in the statement:

While I am a Representative/Alternate of the WRAC, the following does not in any way represent the views or position of the WRAC.

Section 3. Personal Opinions Not Restricted

Neither the WRAC nor any Officer of the WRAC may impose any restrictions upon the expression of personal opinions by any Officer or Representative nor shall the WRAC nor any Officer impose any sanctions upon any Officer or Representative for expressing his or her own personal opinion as a private citizen.

ARTICLE IX

NO AGENCY AUTHORITY

No Representative or Officer shall have the authority or power to act as general agent for any other Representative, Officer, or the WRAC, nor to act as a special agent unless authorized in writing by the Chair of the WRAC for a specific transaction.

ARTICLE X

AMENDMENTS

These Bylaws may be amended, repealed, or new Bylaws adopted by the affirmative vote of two-thirds of voting Representatives present at any regular Board meeting or at a special Board meeting called for that purpose. No amendment or new Bylaw may be voted upon until it has been distributed in writing to the Representatives at two consecutive meetings.

ARTICLE XI

STANDING RULES

Standing Rules may be adopted, amended, or repealed by the affirmative vote of a majority of the voting Representatives present at a Board meeting to supplement the administration of these Bylaws. Such Rules shall be in addition to these Bylaws and shall not be construed to change or replace any Bylaw. If there is any conflict between a provision of these Bylaws and a Standing Rule, the Bylaw shall govern.

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Standing Rules

- WRAC may sponsor events by a simple majority of voting Representatives present at a meeting satisfying quorum requirements.