

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

Revised Bylaws approved November 16, 2020

ARTICLE I

NAME

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

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. Each Member Organization shall be represented, for purposes of voting, by only one voting member at any Board 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 WRAC;
- B. To authorize or approve all business of WRAC;
- C. To direct and control WRAC activities; and
- D. To ensure the ethical and financial integrity of WRAC

Section 8. Attachment to Bylaws

Attachment A (See attachments)

Note: Attachment A is included with these Bylaws for reference 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 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 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 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 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 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. 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.
- E. Representatives and Alternates shall not engage at any time in Harassment or Bullying of Board members or guests at WRAC meetings, conveyed through physical, verbal or technological means. Bullying and Harassment are defined as behavior that is reasonably perceived to be dehumanizing, intimidating, hostile, threatening, or otherwise likely to evoke fear of physical or emotional distress and is directed at one or more Board members.

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 and notify the WRAC Secretary.

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 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 censure a Representative or Alternate by a majority vote based on a finding that the Representative or Alternate has failed to satisfy the duties described in Article II, Section 5 and Article IV, Section 3 and Article III, Section 2. If a censure vote passes, the Chair shall send a letter of warning to the Representative or Alternate censured as well as the Representative or Alternate's Member Organization notifying them of the violation.

Following censure, and continued conduct in violation of these bylaws the Board may remove a Representative or Alternate by a two-thirds vote of the voting Representatives present at the Board meeting,

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 WRAC or via teleconference.

Section 2. Quorum

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

Section 3. Agenda and Notice

The Chair of WRAC shall be responsible to set the agenda for all Board 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 all Board and Committee meetings shall be distributed by email to the Representative and Alternate of each Member Organization and posted to the WRAC website at least 48 hours prior to the meeting.

Section 4. 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 approves an action of 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 a majority of the current roster of Member Organizations. Any motion representing a Policy Position of WRAC that is not unanimously approved may be accompanied by a minority report summarizing the views of Member Organizations that have considered and affirmatively opposed the approved Policy Position motion, if such a report is offered by those Member Organizations in opposition and submitted to the Chair within 7 days of notice of the ratification of the Policy Position. Any letters or other communications of non-unanimously approved Policy Positions must clearly disclose the names of the dissenting Member Organizations.

Section 5. Conduct of Meetings

The Chair, or in the absence of the Chair the Vice-Chair, shall preside over all Board 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 the latest edition of Roberts Rules of Order.

Where a conflict exists between Roberts Rules of Order and WRAC Bylaws or Standing Rules, WRAC documents shall take precedence.

Section 6. Minutes

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

ARTICLE VI

COMMITTEES

Section 1. WRAC Committees

The standing committees of WRAC are:

- a. Executive Committee.
- b. Land Use & Planning Committee
- c. Public Safety/Emergency Preparedness Committee.
- d. Mobility & Transportation Committee.
- e. Homelessness Committee

Section 2. Establishment and Membership on Committees.

- a. Executive Committee.

The Executive Committee membership shall be composed of the WRAC Chair, Vice-Chair, Secretary and Treasurer, and a representative of an elected official designated by the WRAC Chair to serve as a non-voting member. The WRAC Chair and WRAC Vice-Chair shall serve respectively as Chair and Vice-Chair of the Executive Committee.

- b. Other Standing Committees

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 such committees may include stakeholders of Member Organizations who are not WRAC Representatives or Alternates. No committee shall have the authority of WRAC or the Board. Each committee, unless otherwise structured by the Board, shall form its membership according to the terms of Article II Section 6 of these bylaws.

c. Ad-Hoc Committees

Ad-Hoc Committees and Chairs or Co-Chairs shall be appointed by the Chair and shall exist for no longer than 6 months without Board approval. Ad-Hoc Committees must conform to the WRAC mission outlined in Article III, Section 1.

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 from a Member Organization are in attendance at the Committee.

Section 4. Committee Requirements And Restrictions

No WRAC letterhead shall be used for draft motions unless adopted by WRAC. The Chair of WRAC shall be the only authorized user of WRAC letterhead.

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.

Motions and positions adopted by committees are not to be publicized or communicated as adopted positions.

Each WRAC Committee Chair shall designate a date and time of each month for its regular meeting. Each Chair shall also distribute its meeting agenda at least 48 hours prior to the meeting.

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 two year term or until their successors are elected. The order of election for officers shall be: 1. Chair, 2. Vice-Chair, 3. Secretary and 4. Treasurer. The outgoing Secretary shall conduct the voting for the Chair. Following the election of the Chair, the Chair shall conduct the voting for the office of Vice-Chair, Treasurer and Secretary. 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. The positions of Treasurer and Secretary may be held by one person.

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

Chair—The Chair shall preside at meetings of the Board of WRAC; shall represent and be the spokesperson for WRAC; shall coordinate its affairs, shall prepare Board meeting agendas; and shall be an ex-officio member of all committees.

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.

Treasurer- The Treasurer shall be responsible for banking, financial record keeping and taxation reporting.

Secretary—The Secretary shall keep minutes of all Board meetings, conduct WRAC general correspondence, preserve 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 WRAC, and all such statements must conform to the public record of the actions of WRAC. Only the Chair, or other person designated by the Representatives, is authorized to represent 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 WRAC expressly or by implication, that Representative/Alternate shall include the following in the statement:

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

Section 3. Personal Opinions Not Restricted

Neither WRAC nor any Officer of WRAC may impose any restrictions upon the expression of personal opinions by any Officer or Representative nor shall 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 WRAC, nor to act as a special agent unless authorized in writing by the Chair of 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 and be included as part of the agenda.

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.

Standing Rules

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

2. All WRAC social media posts are subject to review and approval of the Chair and shall conform to adopted WRAC positions or promotion of WRAC events, or promotion of nonpartisan government programs that affect Member Organizations.
3. All teleconference meetings shall be recorded and archived for 90 days and made available to members upon request.

4. **STATEMENT OF PRINCIPLES:**

WRAC generally supports strict scrutiny and adherence to all planning and zoning regulations, building codes, rules, restrictions and ordinances, which we maintain have been established for the good of our communities as a whole. They should be applied, upheld and enforced by the Planning Department, Zoning Administrator, Building and Safety, and all other governing bodies and persons with jurisdiction over the approval, execution and enforcement processes.

WRAC expects governing bodies to notify all affected parties -- including relevant WRAC Member Organizations – of all proposed residential, commercial, or infrastructure developments requiring discretionary approvals; of all proposed public infrastructure or other public property developments, whether or not discretionary, having a broad impact on WRAC neighborhoods or on the region as a whole; of all proposed public or private development projects having a potentially significant environmental impact on the region as a whole; of all requests for variances or exceptions from codes and regulations, and of all proposed new planning and zoning codes and regulations and/or proposed changes to existing codes and regulations. Such notice should be provided sufficiently in advance of the governing body's determination to allow ample time for WRAC Member Organizations to consider, review and comment on the proposal.

5. Motions that have not been adopted by Member Organizations as outlined in Article V, Section 4b within 90 days of initial passage by the Board shall be removed from the agenda, unless extended by a majority of the Board present. The Chair shall deem if amendments or modifications to a motion made within Member Organizations constitute support or require qualification in any communication.
6. Motions approved to be sent to Member Organizations for adoption shall be posted on the WRAC website and tracked by the Officers. Each Motion shall have a sponsor to follow up with Member Organizations on the status of motions.
7. The following count shall be used for any actions requiring a two-thirds (2/3) voting threshold for passage pursuant to these Bylaws:

<u># of Representatives Present/ # of Member Organizations</u>	<u>Required Affirmative Vote</u>
15	10
14	9
13	9
12	8
11	8
10	7
9	7
8	6

8. If a Member Organization makes a request to place a policy item on the agenda pursuant to Article V, Section 4, the Chair shall evaluate the request based upon the following criteria:

- a. Is the topic of broad regional concern?
- b. Is the topic urgent, subject to a deadline or directly related to other pending issues?
- c. Has the Member Organization taken a position on the topic?
- d. Should the item first be considered by a relevant WRAC committee?
- e. Have sufficient supporting reports and documents been submitted?

At the discretion of the Chair, all items for potential action by WRAC should first be assigned for consideration by a relevant WRAC committee, if possible, before being placed on the WRAC board meeting agenda.

Motions that have not been passed by either a WRAC Committee or Member Council first shall not be placed on the agenda unless an exception is made by the Chair.