

CITY OF LOS ANGELES

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DRAFT – HSDNC BYLAW COMMITTEE MINUTES

September 28, 2011 – 6:30 p.m.

Denny's 5751 Sunset Boulevard, Los Angeles, CA 90028

1. **Meeting called to order** by Chair Kenneth Ostrow at 6:45 p.m.
2. **In attendance:** Kenneth Ostrow, Alex Alferov, Steven Whiddon
3. **Discussion of Possible Further Bylaw Amendments to Propose to Board:**
 - A. **Article V, Section 3 of the Bylaws.** Further to the Board's discussion at the prior meeting, the committee discussed the advantage of risks of revising Article V, Section 3 of the Bylaws to *not include* abstentions or recusals. It was agreed that to accurately reflect the Board's goals with respect to each action, there should be at least 9 or more Board members voting on any motion or proposal. If there were 8 or fewer members voting on a motion/proposal, the Board could place the matter on a future agenda but in no case could something be rescheduled more than a total of three times.

Accordingly, the committee unanimously agreed to recommend that the Board approve the following new language for Article V, Section 3 of the newly amended Bylaws dated April 2011:

"Section 3: Official Actions. A simple majority vote by those Board members present and voting (*i.e.*, not including abstentions or recusals) at a meeting at which there is a quorum shall be required to take official action, unless specified otherwise in these Bylaws. However, there must be at least 9 or more Board members voting on any motion or proposal (*i.e.*, voting "yea" or "nay") for such motion or proposal to be validly considered. If there are 8 or fewer Board members voting on any motion or proposal (due to abstentions or recusals), the Board may not take official action but the motion or proposal may be placed on an agenda for a future Board meeting, at which time another vote may be taken; provided, however, that a motion or agenda may not be rescheduled under this Section more than a total of three (3) times."

- B. Article XIV, Section 2 of the Bylaws.** Steven recounted his discussions with DONE regarding the need for Board members to be trained in fundamental issues facing the Board, particularly ethics. After some discussion, the committee unanimously agreed to recommend that the Board approve the following revision to Article XIV (“Compliance”).

“Section 2: Training. All Board members shall take training in the fundamentals of Neighborhood Council, including, but not limited to, ethics, funding, workplace violence and sexual harassment trainings provided by the City. Board members shall complete such training within 90 days of being seated or they will lose their Council voting rights.”

- C. Standing Rule re: Committee Member Attendance.** Further to its discussions at the last committee meeting, it was discussed that Ken would undertake to put together a draft of a new set of “Standing Rules” to reflect the current needs of the Board. Ken agreed to report back to the committee at the next committee meeting. In the meantime, Steven suggested that committee member attendance, generally for all committees, has been an issue and that the committee should propose that the Board adopt a specific standing rule regarding that issue. After some discussion about wording and in an effort to make the rule firm yet fair, the committee unanimously agreed to recommend that the Board approve the following Standing Rule regarding committee member attendance:

“Committee Members – Unexcused Absences. If a voting member has two (2) consecutive unexcused absences, that member shall forfeit his/her voting rights. If a voting member has a total of three (3) unexcused absences within any calendar year, that member shall forfeit his/her voting rights. An absence shall be deemed “unexcused” if notice regarding an absence is not received by the Committee Chairman at least 3 hours before the meeting is scheduled to commence. The Chairman shall have the discretion to waive an unexcused absence on a case-by-case basis.”

- 4. Adjournment** – Meeting was adjourned at 7:35 p.m.