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August 10, 2009

Dear Venice Board Members:

On July 27, 2009, the Department received an informal e-mail inquiry from Rules and Elections Committee (REC) member Ira Koslow regarding bylaws amendments the REC had recently proposed in response to the Department's bylaws pending approval letter dated July 9, 2009. In that letter the Department advised the Venice Neighborhood Council (VNC) board that certain of the Neighborhood Council's bylaws provisions are not consistent with City laws, and recommendations were incorporated into the proposed bylaws to make them more consistent with City of Los Angeles guidelines and requirements.

The following are the Department's recommendations regarding the proposed bylaws adjustments Mr. Koslow recently submitted and other bylaws provisions that are already incorporated into your bylaws.

In reviewing the Venice Neighborhood Council bylaws, the Department has identified three primary areas of concern:

▪ **Proposed provisions if adopted by the board would result in the creation of two distinct stakeholder classes with inequitable stakeholder voting rights.** While it is permissible to designate and apportion representation on the board to defined segments of the VNC's constituency, it is not permitted to create separate classes of stakeholders with distinctly differing rights and privileges as members of the NC, i.e. "stakeholders are stakeholders." City Attorney Opinion 2002:5, April 2002: All Stakeholders are assured the same voting rights.

*Following are examples taken from your bylaws that reflect the issue outlined above:*

**ARTICLE III "Membership" Section B "Voting Members"**

**B. Voting Members:** Any non-factual basis stakeholder who chooses to register may become a "Voting Member." Voter registration shall be conducted in accordance with Article VI, as interpreted by the Rules and Elections Committee. Proof of Stakeholder status shall be required for voting rights to be effected.

**ARTICLE IV "BOARD OF OFFICERS" Section A "Governing Body," Section C "Community Officers"**

**A. Governing Body:** The Governing Body of the Venice Neighborhood Council shall be the Board of Officers. The Board of Officers shall establish policies and positions of the Venice Neighborhood Council at its regular meetings and review and recommend actions to governmental and other entities on issues affecting the Venice community. The Board of Officers is comprised

of twenty-one (21) voting Officers, elected from and by the population of **Voting Members and factual basis stakeholders**, as follows:

Seven (7) Executive Officers

Fourteen (14) Community Officers.

**C. Community Officers:**

(i) Thirteen (13) Community Officers are elected at-large. **Each Voting Member shall cast one vote from a ballot listing all candidates for Community Officer.** The thirteen Community Officer candidates with the highest vote totals shall be elected.

(ii) Factual basis stakeholders shall be entitled to run for and elect a factual basis Community Officer, If more than one factual basis candidate is on the factual basis ballot, the factual basis candidate with the highest vote total shall be elected. In the event that there are no factual basis candidates, the Community Officer receiving the next highest vote total shall be elected.

- **Some of the provisions currently in the bylaws result in the improper delegation of board authority to stakeholders. Such stakeholders' decisions would constitute a Town Hall meeting process which is currently prohibited.**

*Following is an example of this concern:*

**A. Amendment by Board of Officers:** Requires a two-thirds (2/3) majority vote of the full Board of Officers, and must be ratified by a majority of the Voting Members present and voting at a subsequent Election Meeting, not to be less than fifty (50) Voting Members voting in support of the Amendment. This meeting shall be held not less than thirty (30) days nor more than ninety (90) days following the approval of the Amendment by the Board of Officers.

**B. Amendment by Voting Members:** Voting Members may amend these Bylaws by presenting a petition to the Secretary with no less than two-hundred (200) signatures of Voting Members supporting the motion. All revisions to the Bylaws shall use strikethroughs to denote deletions from the Bylaws and underlines to denote additions to the Bylaws. Receipt of the completed petition by the Secretary shall trigger the item being scheduled as an action item on the Agenda at a separate Election Meeting to be held not less than thirty (30) days nor more than ninety (90) days following receipt of the completed petition.

Passage of the Amendment requires a two-thirds (2/3) majority vote of the Voting Members present and voting at the Election Meeting.

- **Some of the proposed provisions, particularly those relating to the conduct of the Neighborhood Council elections, conflict with the election processes already agreed upon by the VNC board, as submitted in the City Clerk elections stipulation worksheet.** While it is not mandatory that your bylaws reflect the election process outlined in the stipulations worksheet, due to the fact that the stipulations worksheet supersedes the NC bylaws, it is important to note that the City Clerk will implement only what's in the worksheet, not what is set forth or intended in your bylaws. Currently, there is no Factual Basis Community Officer Seat in the VNC Election Stipulation Worksheet. Having bylaws provisions that conflict with your actual election administration process may create confusion and/or minimize the transparency of the election process for your stakeholders.

Following is the bylaws information that conflicts with the information provided in the Election Stipulation Worksheet.

**ARTICLE IV "BOARD OF OFFICERS" Section A "Governing Body," Section C "Community Officers"**

**C. Community Officers:**

**(i) Thirteen (13) Community Officers are elected at-large. Each Voting Member shall cast one vote from a ballot listing all candidates for Community Officer. The thirteen Community Officer candidates with the highest vote totals shall be elected.**

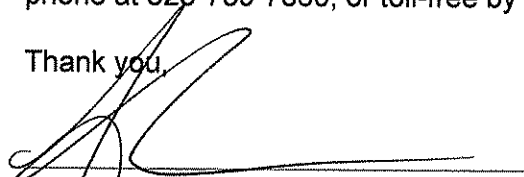
**(ii) Factual basis stakeholders shall be entitled to run for and elect a factual basis Community Officer, If more than one factual basis candidate is on the factual basis ballot, the factual basis candidate with the highest vote total shall be elected. In the event that there are no factual basis candidates, the Community Officer receiving the next highest vote total shall be elected.**

**Recommendations:**


- Remove or revise any provision from your bylaws that grants or denies inequitable rights or privileges to create distinct classes of stakeholders.
- Bring your bylaws into consistency with your stipulations worksheet to minimize stakeholder confusion over the administration of the election.
- Remove or revise any provision that improperly delegates to the general stakeholder membership authority which must be held by the board members, such as the ability to approve bylaws amendments, etc. Stakeholders may provide advisory input on matters before the board.

Should you have any questions, please contact your Neighborhood Council Project Coordinator, Deanna Stevenson, who may be reached via email at [deanna.stevenson@lacity.org](mailto:deanna.stevenson@lacity.org) or by phone at 323-789-7860, or toll-free by dialing 3-1-1.

Thank you,



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Senior Project Coordinator



Deanna Stevenson  
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By e-mail

cc: Leyla Campos, Principal Project Coordinator, Department of Neighborhood Empowerment