

**EMPOWERMENT CONGRESS
NORTH AREA NEIGHBORHOOD DEVELOPMENT COUNCIL
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**AMENDMENDED 11-06-09 TO 11-17-07 BY-LAWS
of the
EMPOWERMENT CONGRESS
NORTH AREA NEIGHBORHOOD DEVELOPMENT COUNCIL**

HISTORY

On January 23, 1992, Councilman Mark Ridley-Thomas launched the "Campaign for a New Eighth District" with the goal of increasing the quality of life for residents living in the Eighth City Council District of Los Angeles. A key feature of the Campaign was the establishment of the Empowerment Congress and the institution of Neighborhood Development Councils (NDC), vehicles for people who live, work, attend school, religious organizations or own property or a business in the district to shape the policies and decisions which affect their lives. There were five Neighborhood Development Councils, divided geographically by census tracts: SOUTHEAST, SOUTHWEST, CENTRAL, WEST and NORTH. These NDCs served as a prototype for the city-wide neighborhood councils and are now part of the city neighborhood council system under the Los Angeles City Charter Revisions approved by voters in 1999.

ARTICLE I

Name of the Neighborhood Development Council

The Name of this Neighborhood Council is the Empowerment Congress North Area Neighborhood Development Council (EC NANDC).

ARTICLE II
Neighborhood Development Council Boundaries

The Empowerment Congress North Area Neighborhood Development Council has an estimated minimum of 20,000 people. As illustrated on the attached map, the geographic area is defined by the following:

- (A) Martin Luther King Blvd, Southern boundary;
- (B) 10 FWY, Northern boundary;
- (C) 110 FWY, Eastern boundary;
- (D) Arlington between Martin Luther King Boulevard and Jefferson Boulevard and Western Avenue between Jefferson Boulevard and the 10 FWY, Western boundary.

ARTICLE III
Purpose and Mission

The purpose of this Council is to work with elected officials to improve the quality of life in communities within the Neighborhood Development Council boundaries. The Governing Body and stakeholders identify community concerns, and work with City officials to identify resources to address issues and develop solutions. The mission of the Neighborhood Development Council is to:

- (A) Engage residents in efforts to create safer and healthier environments;
- (B) Educate constituents to make more informed decisions regarding the condition of their neighborhoods; and
- (C) Empower stakeholders to effect positive change in their communities.

ARTICLE IV
Governing Body

(A) Purpose of the Governing Body

- (1) The Governing Body guides and coordinates the work of the Neighborhood Development Council. The Governing body, individually and through committees and other structures, assists residents to organize and address matters of concern in their neighborhoods. These concerns are addressed with City officials and / or staff as they work to identify available resources.
- (2) The work of the Governing Body includes:
 - (a) identifying issues and coordinating projects to address issues;
 - (b) holding monthly regular meetings and quarterly Townhall Meetings;
 - (c) creating and supporting Ad Hoc Committees as needed;

- (d) establishing policies & procedures;
- (e) creating Standing Committees and supporting their work and activities; and
- (f) participating in an annual strategic planning meeting.

(B) Composition of the Governing Body

The Empowerment Congress North Area Neighborhood Development Council governing body is comprised of stakeholders as defined within Article V of these bylaws. The Neighborhood Development Council Governing body will consist of Fifteen (15) elected and appointed members.

(1) Elected Positions:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Six Neighborhood Representatives (two representatives for each of the three specific geographic sub- areas within the EC NANDC)

(2) Appointed Positions:

- (a) Five At-Large Representatives
- (b) Treasurer

(3) Executive Committee

(a) The Executive Committee shall be composed of 4 members:

- (i) President
- (ii) Vice President
- (iii) Treasurer
- (iv) Secretary

(b) The Executive Committee shall hold an annual meeting to develop a strategic plan that will guide its work during the course of the year. The Committee's strategic plan shall be presented to the Governing Body for comment and approval at a regular meeting.

(C) Committees

(1) General Committee Rules

- (a) Standing or *ad hoc* committees may be established as deemed appropriate with approval of a simple majority of the governing board.
- (b) All committees must have a specific purpose.

- (c) An *ad-hoc* committee must also include a specific task and method of automatic dissolution.
- (d) All final committee actions are the purview of the full governing body.
- (2) Standing Committees
 - (a) Number of Members: A committee may include any number of stakeholders.
 - (b) Selecting Committee Chairs:
 - (i) Each committee shall have one Chair or not more than two Co-Chairs.
 - (ii) The Chair selection process shall commence with proper notification to stakeholders and Board members at a Regular Board Meeting.
 - (iii) Notice shall include description of the open position, and of the nomination process.
 - (iv) Upon closing of the nomination period all nominees for chair will be given an opportunity to present their qualifications for approval by the board.
 - (v) All committee chairs shall be appointed with approval of a simple majority of the governing body at a duly constituted Board meeting.
 - (c) Committee Reports:
 - (i) Each Committee shall report to the Board at each Regular Board Meeting.
 - (ii) All committee reports shall be presented by their respective committee chair or designated representative.
 - (iii) While committees may poll members to determine the range of opinions represented with respect to issues before it, committee reports submitted to the Board shall support recommendations for action with a summary of both majority and dissenting stakeholder views.
 - (d) Official Statements: Any and all official neighborhood council positions and/or community impact statements originating in committee shall be approved by a vote of the Board prior to dissemination.
 - (e) Strategic Plan: All Standing Committees shall hold an annual meeting to develop a strategic plan to guide their work during the course of the year. The Committee's strategic plan shall be presented to the Governing Body at a regular meeting for comment and approval.

ARTICLE V

Membership

(A) Membership Open

Neighborhood Development Council membership is open to all Community Stakeholders.

(B) Stakeholder Definition

A Community Stakeholder is defined as a person who satisfies any one of the following criteria:

- (1) Lives within the Neighborhood Development Council's boundaries or
- (2) Works within the Neighborhood Development Council's boundaries or,

- (3) Owns a business within the Neighborhood Development Council's boundaries or,
- (4) Owns real property within the Neighborhood Development Council's boundaries or,
- (5) Attends school within Neighborhood Development Council's boundaries or,
- (6) Attends a religious organization within the Neighborhood Development Council's boundaries.

ARTICLE VI Meetings

(A) Meeting Notice

- (1) All meetings shall be noticed in accordance with the Brown Act (California Government Code Section 54950-54963).
- (2) Meeting notices will be posted at four (4) public locations 72 hours prior to the meeting.
- (3) Stakeholders will also be notified of the meetings via the Los Angeles City Early Notification System (ENS) and by posting on the *www.nandc.org* website.

(B) Meeting Frequency and Conduct

- (1) All meetings shall be conducted in accordance with the Brown Act (California Government Code Section 54950-54963).
- (2) The governing body shall meet monthly at regularly scheduled meetings on the first Thursday of the month.
- (3) The quorum of the Council consists of 8 board members.
- (4) All meetings of the Governing Body shall be governed by the rules of parliamentary procedure as contained in the (revised) Robert's Rule of Order, or as provided in the City of Los Angeles Municipal Code.
- (5) Agendas for regular scheduled meetings are created by consensus within the Executive Committee. The Executive Committee consists of the President, Vice president, Treasurer and the Secretary,
7. An Action Item requiring a vote by the governing body must also be specified in public notices as described in Section VI (A) above.

(C) Quarterly Townhall Meetings

- (1) Townhall meetings shall be held once per calendar quarter on a weekend day.
- (2) All stakeholders within the Neighborhood Development Council are invited to attend the Townhall meetings.

ARTICLE VII Election of Neighborhood Development Council Governing Body

(A) Election Process

- (1) General Rules:
 - (a) Elections are held every two years.

- (b) The Election type shall be a "Prepared Ballot Election:" Official Candidates shall be included on a printed ballot that is distributed to the voters at the polling location(s) on election day(s).
 - (i) Proxy voting is not permitted.
 - (ii) Write in candidates are not permitted.
 - (iii) Voting by mail is not permitted.
 - (iv) Show of hands vote is not permitted.
 - (v) Voice vote is not permitted.
- c) All human beings sixteen years of age or older that meet the criteria for the definition of stakeholder, as outlined in Article V of these bylaws, shall be eligible to cast a single (one) ballot in the election. Entities and non-persons are not eligible to vote.
- d) In order to comply with open meeting laws and to allow for a secret ballot, the Election shall take place on a date(s) designated only for polling, that is, no EC NANDC meeting or committee meetings may take place on the same date(s) as polling.
- (e) Elections will be held prior to the current term ending. All governing body seats shall be vacated concurrent with the current term ending. The current term shall end immediately upon the announcement of final election results.
- (f) A Candidate Forum must be held prior to polling. Each official candidate shall be given time to address stakeholders and participants at the Candidate Forum.
- (g) The Election Process must include a minimum of 30 days of campaigning by official candidates prior to polling and subsequent to the public announcement / introduction of all official candidates. During this campaigning period no new candidates may enter the race.
- (h) The Executive Committee of this Neighborhood Development Council shall prepare the Election Procedures. These procedures must be approved by a majority vote of the Governing Body.

(2) Election Committee

- (a) An Ad Hoc Election Committee of not fewer than three, and no more than five, EC NANDC Stakeholders shall be formed at the discretion of the sitting Governing Body. Such limits shall not preclude any quantity of volunteers needed to assist in the election process. This Election Committee shall:
 - (i) Adhere to rules outlined within the EC NANDC Election Procedures, EC NANDC bylaws, and all other applicable laws and regulations governing the operation of Neighborhood Councils.
 - (ii) Coordinate with the Department of Neighborhood Empowerment and the Independent Election Administrator, making timely decisions to expedite a fair and open process. Examples include but are not limited to: vendor selection, preparing an election budget, selecting sites, adjusting election calendar, preparing ballots and mailings,

etc. Decisions made by this committee do not require Governing Body approval; however, decisions can be overridden by a majority vote of the governing body.

(iii) Cooperate with Independent Election Administrator to insure a fair and open process.

(iv) Provide a monthly progress report to the sitting Governing Body,

(v) Organize volunteers for the election and/or workers selected to assist with the Election.

(b) The committee shall be dissolved upon certification of the election results and all records archived in accordance with the approved EC NANDC Election Procedures.

(c) No stakeholder who is a candidate in the election or who would be subject to reappointment to the Governing Body within six months of the installation of the elected Governing Body may serve on the Elections Committee or as a volunteer in the polling process.

3) Independent Election Administrator:

a) The Executive Committee of this Neighborhood Development Council shall review and recommend an Independent Election Administrator (IEA). This administrator shall be approved by a majority vote of the governing body.

b) The Election Committee Chair shall be the main point of contact for the IEA.

c) The IEA shall carry out those duties as defined in the Citywide Neighborhood Council Election procedures.

(B) Governing Body Qualifications

(1) Members of the Governing Body may not concurrently hold office as a governing body member in any other neighborhood council.

(2) Members of the Governing Body can only serve four consecutive terms (each term is two years). No Governing Body member may hold seat(s) more than 2920 cumulative days (8 years) without a hiatus of no less than 730 consecutive days (2 Years). After a hiatus of 730 consecutive days (2 Years) the former member of the governing body may again become a candidate for a board seat.

(3) Elected Candidate Qualifications

(a) Candidates must be at least 16 years of age.

(b) Candidates must be an EC NANDC stakeholder as defined in Article V of these bylaws.

(c) Candidate must submit a complete Candidate's Application to the Independent Election Administrator a minimum of 30 days prior to the election.

(d) Candidates for a neighborhood representative seat must qualify as a stakeholder of the geographic sub-area of EC NANDC (1,2,3) they wish to represent as illustrated in the map included as part of the Bylaws.

(e) Candidate's Application for the purposes of the election shall include:

(i) Completed Candidate Filing Form

- (ii) Letter from the applicant describing the value they would add to the community as a member of the governing board, indicating a willingness to serve their designated term, and accepting responsibilities of the office.
 - (iii) Copy of applicant's resume or CV.
 - (iv) Petition signed by a minimum of 10 stakeholders in support of the application. Signatures shall include name, address, telephone number and, where possible, e-mail address for each stakeholder.
 - (v) Copies of the application shall be posted on the EC NANDC (www.nandc.org) website for public review prior to a vote. Addresses, telephone numbers and e-mail addresses are public record but are held for administrative review only and shall not be made public via the website.
- (4) Appointed Candidate Qualification and other Vacancies on the Governing Body.
- (a) Any Governing Body vacancy may be filled by a majority vote of the sitting Governing Body (see Article V (D) below).
 - (b) Candidates shall be appointed to ensure fair representation of all stakeholder groups.
 - (c) Candidates for appointment must be at least 16 years of age.
 - (d) Candidates for appointment must be EC NANDC stakeholders as defined in Article V of these bylaws.
 - (e) Candidates for appointment for a vacant neighborhood representative seat must qualify as a stakeholder of the geographic sub-area (1,2,3) they wish to represent, as illustrated in the map included as part of the Bylaws.
 - (f) A Candidate's application for appointment to a vacant or vacated seat on the Governing Board shall include:
 - (i) Letter from the applicant describing the value they would add to the community as a member of the governing board, indicating a willingness to serve their designated term, and accepting responsibilities of the office.
 - (ii) Copy of applicant's resume or CV.
 - (iii) Petition signed by a minimum of 10 stakeholders in support of the application. Signatures shall include name, address, telephone number and, where possible, e-mail address for each stakeholder.
 - (iv) Copies of the application shall be posted on the EC NANDC (www.nandc.org) website for public review prior to a vote. Addresses, telephone numbers and e-mail addresses are public record but are held for administrative review only and shall not be made public via the website.

(C) Duties & Responsibilities

(1) THE GOVERNING BODY SHALL:

- (a) Provide leadership on the Neighborhood Development Council;
- (b) Plan community meetings, events and activities;
- (c) Monitor issues within the Neighborhood Development Council boundaries;
- (d) Participate in ongoing projects, events and activities;
- (e) Attend scheduled community and planning meetings, either in person or by teleconference as specified in the rules & procedures; and

- (f) Keep stakeholders informed of meetings and actions taken by the NDC.
- (g) Serve on at least one committee
- (2) The President Shall:
 - (a) Preside over all regular meetings of the Governing *Body* and the Executive Committee.
 - (b) Recommend EC NANDC *ad-hoc* Committees and EC NANDC Committee Chairs for approval by a majority vote of the Governing Body.
 - (c) Represent the Council before other agencies and organizations as directed by a majority vote of the Executive Committee.
 - (d) Appoint Board Member(s) to be representative(s) of this Neighborhood Development Council on other boards and / or committees. Appointment of the representative must be announced during a regular open meeting of the governing body.
- (3) The Vice-President shall:
 - (a) Perform the duties of the President in his/her absence;
 - (b) Serve as an *ex-officio* member of committees and any other duties as directed by the President.
- (4) The Secretary shall:
 - (a) Carry out the official correspondence of the Council;
 - (b) Keep minutes of meetings; and
 - (c) Prepare and distribute agendas for each meeting of the Executive Committee and Governing Body; and
 - (d) Maintain and update all official Council documents.
- (5) Neighborhood Area Representatives shall:
 - (a) Post notices of all Governing Body meetings;
 - (b) Serve on committees and perform other duties as directed by the President;and
 - (c) Identify and monitor issues within the Neighborhood Development Council boundaries with particular attention to their specific areas.
- (6) At-Large Members: Shall have the same duties and responsibilities as Neighborhood Representatives.
- (7) Treasurer shall:
 - (a) Oversee and be charged with the full custody and control of all Council funds and assets;
 - (b) Establish and oversee a system of bookkeeping and accounting for the Council that complies with Generally Accepted Accounting Principles (GAAP) and conforms to all applicable Local, State, or Federal laws;
 - (c) Request (as needed) authorization from the Governing Body to retain professional assistance in creating bookkeeping and accounting systems;
 - (d) Make a report to the Governing Body on the NDC finances at every regular meeting of the Governing Body.

(D) VACANCY ON THE BOARD.

(1) A vacancy on the Governing Board shall be filled by the following procedure:

- (a) Any Stakeholder(s) interested in filling a vacant seat on the board shall submit a written application(s) to the Secretary.
- (b) The Secretary shall ensure that the matter is placed on the agenda for the next regular meeting of the Board.
- (c) Within 96 hours (4 days) of receiving notice of the vacancy, the Secretary shall disseminate notice of the vacancy by all methods used to notice regular Board meetings.
- (d) When one or more stakeholders has made application for a vacant seat, the Secretary shall include a vote to act on the application(s) in the next duly-noticed meeting of the Board. All Board Members present shall cast a ballot approving or disapproving appointment of the applicant(s). The applicant, if confirmed by majority vote of the Board Members present, shall be installed immediately. The Board must act on any pending application to fill a vacancy within 45 days of the submission of a completed application.
- (e) The Governing Board shall recruit applicants and fill all vacancies no later than the fourth meeting after posting of the Notice of Vacancy by the Secretary.
- (f) When the aforementioned process is used to fill a vacant seat, that seat shall be filled only until the next general election is held to fill all seats on the Board of Directors. In no event shall a vacant seat be filled where the election to fill vacant seats on the Board of Directors is scheduled to be held within 60 days from the date the applicant (stakeholder proposing to fill the vacancy) tenders a written application to the Secretary.

(E) REMOVAL OF BOARD MEMBER:

(1) A Board member may be removed and the position filled as noted in Article VII (D), Vacancy on the Board, for the following reasons:

- (a). Failure to Attend: A Board member has three (3) consecutive unexcused consecutive absences from Board meetings, or has four (4) total absences from Board meetings in any 12 month period. Occurrence of the final unexcused absence per the above is considered a vacancy and must be noted in the minutes. The President has the discretion to excuse the absence of a Board Member if that person provides a reasonable explanation of personal or professional grounds for the absence.
- (b). For Cause: By submission of a written petition which
 - (i) identifies the Board member to be removed, and
 - (ii) describes in detail the reason(s) for removal.
- (c) For Cause Removal Procedure:

- (i) On submission of a written petition described in (b) above, the Secretary shall place the matter on the agenda for a vote at the next regular meeting of the Board.
- (ii) The Secretary shall notify the subject member of the petition by certified letter with return receipt.
- (iii) A vote of “No Confidence” by a majority vote of the Board of Directors shall be necessary to remove the identified Board member forthwith.
- (iv) The Board member that is the subject of the removal action shall not take part in the vote on this matter, but will be allowed to speak at the meeting to the Board prior to the vote.

(F). RESIGNATION OF A BOARD MEMBER

- (1) Boardmembers shall submit their resignation in writing to the Secretary.
- (2) Vacancy due to resignation shall be filled according to Article VII (D).

(G) ALTERNATES

- (1) With approval by the Board of Directors in advance, each Board Member shall have the ability to appoint a specific person as Alternate.
- (2) The Alternate will have voting authority when the Director making the appointment is absent from board, committee, or other meetings of the NDC. Attendance of an Alternate shall be counted as attendance of the Director for the purpose of establishing a quorum.
- (3) It is the responsibility of each Board Member to inform his or her Alternate in advance if the Alternate needs to attend any meeting, and to give the Alternate any information needed to participate effectively.
- (4) Alternates may not attend in place of a Board Member at more than 50% of the meetings in any 12-month period. Alternate attendance in excess of this rule will be considered an unexcused absence by the Board Member.
- (5) The Alternate must serve on at least one regular committee in his or her own capacity, outside of the alternate's responsibilities to substitute for the Board Member making the appointment.
- (6) Alternates shall exercise the duties specified in Article VII (C)(1), (5) and (6), as appropriate. Alternates may not assume the duties, specified in Article VII (C)(2), (3), (4), and (7), of the President, Vice President, Secretary (except for taking minutes of the meeting) or Treasurer.

**Article VIII
FINANCIAL ACCOUNTING PROCESS AND PROCEDURES**

The Empowerment Congress North Area Development Council (EC NANDC) shall maintain a budgeted account (subject to audit) funded by the Department of Neighborhood Empowerment (DONE) and accessed via 1) the Commercial Prepaid Card; 2) expedited check requests (Demand Warrant) submitted to DONE; and 3) use of petty cash:

- (A) All money deemed for EC NANDC, approved funding proposals, and/or projects/events, etc. organized by the Council and its committees shall be deposited in a bank insured by the FDIC or with the City of Los Angeles;
- (B) The second signatory must be an elected member (not at-large or appointed) of the Governing Body.
- (C) The account shall be maintained by the Treasurer with oversight by the Executive Body.
- (D) The second signatory may act in place of the Treasurer only if:
 - (1) S/he has completed Treasurer training administered by DONE, and
 - (2) In the absence of the Treasurer, and
 - (3) With the approval of the President, Vice President, and Secretary.
- (E) Financial records and the budget of EC NANDC shall be maintained by the Treasurer and reviewed by the President, Vice President and Secretary. Such records shall include (but are not limited to):
 - (1) The projected and/or approved budget,
 - (2) Statement of Cash Flows,
 - (3) Disbursements Journal,
 - (4) Cash Receipts Journal,
 - (5) Expenditure Requests,
 - (6) Office Supplies Requisitions, and
 - (7) Petty Cash Journal.
 - (8) A Cash Receipts and Disbursement Journal should be maintained for all accounts payable and accounts receivable;
- (F) Budget reconciliation shall be prepared monthly.
- (G) Requests for funds in excess of \$500 (for any expenditure, event, project, etc.) must be made via a funding proposal. Funding proposals must be submitted in writing to the EC NANDC Governing Body for approval. The proposal(s) will include:
 - (1) Goals and Objectives,
 - (2) Benefit to Stakeholders,
 - (3) Methods for Executing Proposal,
 - (4) Staff and Administration Needs (personnel, facilities, and supplies),
 - (5) Project Timeline,
 - (6) List of entities that will control final asset(s),

(7) Budget.

- (H) All original receipts (and/or invoices) for items reimbursed and/or paid by Demand Warrant must be kept intact and submitted to DONE upon request and when applicable. A copy of all receipts and original (completed and approved) Funding Proposals, Expenditure Requests, and Office Supplies Requisitions shall be maintained by the Treasurer;
- (I) A petty cash fund (not to exceed \$1000) shall be maintained by the Treasurer. Petty cash reimbursements, requests for reimbursement for purchase of meeting refreshments, and reimbursement for items paid in conjunction with approved funding proposals can only be made to active members of the EC NANDC Governing Body and committee chairs;
- (J) The appropriate forms must be completed and approved by the Treasurer and second signatory prior to the disbursement of any funds. An original, valid receipt or invoice must be provided when applicable;
- (K) The signatures of the Treasurer and second signatory are required for all Demand Warrants (check requests);
- (L) Financial statements will be prepared in accordance with Generally Accepted Accounting Practices (GAAP). The financial statements will describe the use of funds and include the amount appropriated, additional receipts, expenses paid, and the ending balance of the funding source;
- (M) A financial report (accompanied by related receipts) that has been approved by the EC NANDC Governing Body shall be submitted to DONE once per calendar quarter for accounting and auditing review. A copy of this report will also be posted on the EC NANDC website;
- (N) All financial records will be maintained as public record and stored with the Treasurer;
- (O) Any EC NANDC stakeholder can review the financial records by submitting a written request to the EC NANDC secretary. Once the written request has been received by the Council, the EC NANDC Executive Body must respond within 30 days advising the stakeholder of a mutually convenient date and time to review the financial records;
- (P) Financial records can only be removed with the knowledge and written permission of the Treasurer, President, Vice President and Secretary;
- (Q) Within two (2) weeks of a EC NANDC Council election, all financial records will be updated to reflect the appropriate officers in charge of the records;

(R) In the event an officer becomes inactive prior to an election, his / her name will be removed from all accounts and authority over and access to such accounts will be immediately revoked.

ARTICLE IX Grievance Procedures

Any grievance must be submitted to the Governing Body in writing. The Governing Body will acknowledge the grievance within 10 working days of receipt of the written grievance. The Governing Body will then schedule a meeting within 45 days in an attempt to resolve the grievance. In the event the grievance cannot be resolved by the Governing Body, a mediator or arbitrator will be obtained for assistance. If the mediator or arbitrator is unable to resolve the issue, the griever may, within 10 days, appeal to DONE who will make the final decision on the disposition of the grievance.

This formal grievance process is not intended to apply to Stakeholders who simply disagree with a position or action by the Board at one of its meetings. Those grievances can be aired at Board meetings. This grievance process is intended to address matters involving procedural disputes, e.g., the Board's failure to comply with Board Rules or these Bylaws, or its failure to comply with the City's Charter, the Plan, local ordinances, and /or State and federal law.

In the event that a grievance cannot be resolved through this grievance process then the matter may be referred to the Department of Neighborhood Empowerment for consideration or dispute resolution in accordance with the Plan.

The Governing Body of the NDC will abide by all applicable provisions of the City's Governmental Ethics Ordinance, as set forth in the Los Angeles Municipal Code Section 49.5.1, et seq. The Governing Body will also abide by all applicable laws of the Federal, State & local Government.

ARTICLE X Amending Bylaws and Operating Guidelines

The Bylaws and Operating Guidelines shall be amended by a majority vote of the Governing Body. The Governing Body must request, from DONE, an application to change or adjust the By-laws. The Governing Body may adopt a written document such as a Policies and Procedures Manual. Nothing in such a manual shall be interpreted in conflict with these bylaws.