

# Westchester Neighbors Association, Inc. Bylaws (Formerly Osage Neighbors Association)

## Article I - Name & Legal Entity

The name of the organization shall be the Westchester Neighbors Association. The association shall be a nonprofit Mutual Benefit Corporation under the laws of the State of California.

## Article II - Purpose of WNA

The Westchester Neighbors Association (also known as WNA), is formed for the purpose of maintaining the good standards of the neighborhood, for acting on behalf of the WNA members in improving and maintaining the quality of the neighborhood if those standards are threatened by acts of other entities.

## Article III – Territory

The WNA boundaries are the area within the City of Los Angeles: east of Sepulveda Boulevard, north of Manchester Avenue and west of the I/S 405 Freeway (San Diego Fwy).

## Article IV - Purpose of Bylaws

The purpose of these by laws is to establish guidelines for the internal structure of the organization as well as for the relation of the Corporation with the public at large.

- A. Policies and rules to govern all WNA members.
- B. Policies and rules when a WNA member contacts other entities for the purpose of the Neighborhood's benefit.
- C. Those rules and regulations to be developed with the agreement of the Executive Board.

## Article V - Membership in WNA

- A. Regular Membership: Regular membership in WNA is open to all residents or property owners of the Territory defined under Article III - Territory, above **upon payment of the WNA dues** to the Treasurer.
- B. Honorary Membership: Honorary membership in WNA is subject to the criteria established by a majority vote of the Executive Board.
- C. Minimum Age of WNA Membership: Membership in WNA will be open to all persons **18 years** or older.

## Article VI - WNA General Meetings

The WNA will hold bimonthly meetings in February, April, June, August, October and December. The meetings are announced at the beginning of the year.

- A. The Chairperson will call a Board meeting before every scheduled association meeting in order to set the agendas or discuss pertinent issues.
- B. The Chairperson or one third of the Executive Board have authority and power to call an emergency Board meeting via the WNA secretary (primarily by e-mail and telephone) with at least a 24-hour advance notice to all of the current Board members.
- C. Written notice is defined as written notice left at the address of the residence, US mail, letter courier, facsimile notice to a predetermined and publicized fax number, or e-mail notice with printed hard copy confirmation of successful transmission.

## Article VII - Parliamentary Authority

The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern the Corporation, and all WNA meetings, in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

## Article VIII - Elections

Elections are held every two years in the month of February.

- A. Candidates for the Executive Board:

Any **current** dues-paying member of WNA may be considered as a candidate. All candidates should announce their intentions to run for election by close of the December meeting, the meeting which is before the February meeting.
- B. A WNA member can be a candidate for only one position, with no exceptions.
- C. In February when the elections are scheduled, a ballot is prepared with the titles of the positions and under each position, the names of the candidates. All WNA members will vote for one person for each position and nine councilors on a single ballot.
- D. The WNA member with the most votes for that position will be declared that office holder.
- E. Officers or Board members may be elected to supersede themselves.

## **Article IX - Expulsion from the WNA**

Any elected or appointed Executive Board member or any member of WNA can be expelled from the organization:

- A. Elected Board members who miss 3 official Board or general WNA membership meetings in a row may be expelled from the Executive Board and the first runner up will replace them, if available, to serve out the remainder of the Board member's two-year term. If the first runner up is unwilling, or not available, to serve the vacated Board member's term, the Chairperson may appoint a replacement WNA member to serve out the balance of that term.
- B. Any WNA member can be expelled from the association for unruly behavior or criminal activity. Final decision of what constitutes grounds for expulsion is the two-thirds majority of the Executive Board meeting as a committee of the whole.

## **Article X - The Executive Board**

### **A. Officers & Voting Rights:**

The organization's Executive Board is composed of a Chairperson, an Associate Chairperson, a Secretary, a Treasurer, a Sergeant at Arms, a Government Liaison Officer and nine Councilors.

- i. The Chairperson's role is to oversee that the activities of the organization are properly executed. The Chairperson is a voting member of the Board.
- ii. The Associate Chairperson's role is that of manager in charge, subject to the Chairperson's oversight, whose duties include setting the agendas, coordinating members and overseeing preparations for meetings and other pertinent issues. The Associate Chairperson fills the role of the Chairperson upon termination of the Chairperson or when the Chairperson is absent. The Associate Chairperson is a voting member of the Board.
- iii. The Secretary's role is to assist the Associate Chairperson and keep minutes of the meetings and to send out written notification of future Executive Board or general WNA membership meetings. The Secretary is also the Corporation archivist. The Secretary is a voting member of the Board.
- iv. The Treasurer's role is to maintain simple accounting procedures for the dues received, the expenses paid out and submit financial reports to the Executive Board as requested and present the Association's financial report at the February general membership meeting. Once a year, consistent with the calendar year, the Treasurer will organize the collection of the dues. The Treasurer is the financial manager of the Corporation. The Treasurer is a voting member of the Board.

- v. The Sergeant at Arms maintains order at the meetings of the WNA and the Executive Board. This officer may eject unruly meeting attendees if necessary, subject to the oversight of the Chairperson. The Sergeant at Arms is a voting member of the Board.
- vi. The Government Liaison Officer establishes contact with, interfaces with, appropriate local, state and federal governments on behalf of WNA; also educates the Executive Board and the WNA general membership upon appropriate local, state and federal governmental issues, policies and regulations that affect WNA. The Government Liaison Officer is a voting member of the Board.
- vii. The Councilor's (9) role is to be informed on the issues with which the neighborhood is involved and vote at Board meetings on matters and policies of importance to the neighborhood. Each Councilor is a voting member of the Board.
- viii. The term of the members of the Executive Board is two years.

B. The Executive Board will elect the WNA Officers at a Board meeting commensurate with quorum requirements.

C. Quorum to Conduct Official Board Business:

In order to conduct WNA'S official business before the Executive Board, a quorum of **seven** Board members, or two thirds of presently serving Board members, must be physically present or in continuous telephonic or real time electronic contact throughout the entire Board meeting.

D. Resignation:

Any Board member may resign by submitting a written resignation to the WNA Secretary. The resignation will be effective immediately upon submission to the Secretary.

E. Misfeasance:

Any Officer or Board member may be removed from office for misfeasance by a quorum vote of the remainder of the Board and the first runner up will replace him/her, if available to serve out the remainder of the Board member's two-year term. If the first runner up is unwilling, or not available, to serve the vacated Board member's term, the Chairperson may appoint a replacement WNA member to serve out the balance of that term.

### **Article XI - Committees & Task Forces**

A. Committees are subject to service at the pleasure of the Chairperson:

The WNA will have a number of committees for negotiating specific situations and issues.

- i. The committee is comprised of volunteers, including a chairperson. The committee chairperson must be a WNA member.
- ii. There are two types of committees--Non-Standing committees and Task Forces (a.k.a. Standing Committees.)
- iii. Duration:
  - 1) Task Forces--The duration of the Task Forces are at the pleasure of a two-thirds vote of the members of the Executive Board.
  - 2) Non-Standing committees--The duration of the committee will be for as long as necessary to resolve the given situation for which the committee was formed. Once the issue is resolved, the committee will be dissolved.
- iv. Any WNA member can be a committee member for an unlimited number of times.
- v. Any WNA member that does not complete his/her committee assignment may be barred from serving on future committees.
- vi. All committee chairpersons must submit a written report of the activities of the committee and of its members to the Executive Board.
- vii. Non-Standing Committees:

Non-standing committees are formed as needed.

A. Task Forces are subject to service at the pleasure of the Chairperson:

- i. The purpose of the Task Forces is to provide WNA administration and to fulfill the WNA Vision, Mission & Goals.
- ii. Task Forces are established/removed as needed.
- iii. The Task Force Chairperson will be responsible for the task. This WNA member will identify and select participants as needed.
- iv. Current Task Forces:
  - 1) E-Mail Liaison;
  - 2) Security Task Force;
  - 3) Meeting Notice Task Force;
  - 4) Nuisance Task Force;
  - 5) Planning Task Force;
  - 6) WNA Website Task Force;
  - 7) Airport Liaison;
  - 8) Membership Task Force;
  - 9) Social Task Force;
  - 10) Phone Tree Task Force.

## **Article XII - Amendments to the WNA Bylaws**

These Bylaws may be amended or repealed when necessary by a two-thirds majority vote of the WNA Executive Board. Proposed amendments must be submitted to the WNA Secretary to be sent out with regular Board announcements or notices of future Board meetings.

These Amended Bylaws were approved at a meeting of the WNA Executive Board on April , 2006.

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WNA Secretary