

***Brentwood Community Council Bylaws***  
*(as amended through October 5, 2010)*

**ARTICLE I  
NAME**

The name of this organization shall be the BRENTWOOD COMMUNITY COUNCIL ("BCC"). The BCC is a nonprofit unincorporated association.

**ARTICLE II  
DEFINITIONS**

Unless the provisions or the context otherwise requires, the following definitions govern the construction of these Bylaws.

A. Brentwood

"Brentwood" means the geographic area delineated on the Map attached as Appendix A.

B. Stakeholders

"Stakeholders" are the individuals who reside, own real property, or are owners, members, or participants with a substantial nexus in a business or organization in Brentwood.

C. Stakeholder Organization

A "Stakeholder Organization" is each entity, association, or organization, or group of entities, associations, or organizations, that is listed on Appendix B and entitled to representation on the BCC.

D. Members

"Members" means natural persons designated as Representatives and Alternates to represent Stakeholder Organizations or as Members-at-Large. The term "Member" includes the Chair Emeritus and the Legal Advisor, both of whom are non-voting Members.

E. Member-at-Large

"Member-at-Large" means a natural person chosen pursuant to Article IV, Section 5, to represent all Stakeholders.

F. Executive Committee

"Executive Committee" means the committee defined in Article VI, Section 1.

G. Representation Committee

"Representation Committee" means the committee defined in Article IV, Section 2.

H. Nominating Committee

"Nominating Committee" means the committee defined in Article VII, Section 1.

I. Standing Rules

"Standing Rules" means the Rules adopted from time to time as needed pursuant to Article XI, and generally relate to procedures of less permanence than Bylaws.

## **ARTICLE III PURPOSES AND POLICIES**

### Section 1. Purposes

The BCC is organized and operated exclusively for social welfare purposes within the meaning of Internal Revenue Code Section 501(c)(4), and is not organized for the private gain of any person.

The specific purposes of the BCC shall be:

- A. To provide a forum for the discussion and review of issues of interest to all Stakeholders in the area known as Brentwood,
- B. To be an advocate for Brentwood to governmental and private agencies upon those issues that the BCC selects,
- C. To assist and serve as an advisory body to all federal, state, and local governmental entities and persons, including Council District 11, by making investigations and recommendations on issues relating to Brentwood,
- D. To assist other organizations in Brentwood desiring help with their objectives or projects that the BCC chooses to support, and
- E. To engage in such other activities as are allowed by law.

### Section 2. Policies

The policies of the BCC shall be:

- A. To inform all Members, who shall communicate with their Stakeholders, about issues and news relating to matters before the BCC,
- B. To endeavor to conduct all business in a professional and ethical manner and give respect to the views of all Stakeholders,
- C. Not to interfere with the internal affairs of any individual, group, or organization,
- D. Not to restrict any individual or group or organization from speaking out on any side of any issue on which the individual or group or organization wants to be heard, provided the Chair may reasonably restrict the time and number of speakers on any side of an issue,
- E. Not to represent any political parties nor endorse any candidate for political office, and
- F. Not to discriminate in any of its policies, recommendations or actions against any individual or group on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income or political affiliation.

## **ARTICLE IV MEMBERSHIP**

### Section 1. Members

It is the intention that the Members of the BCC shall represent the diverse Stakeholders in Brentwood. Representation on the BCC of Stakeholders shall be carried out by each Stakeholder Organization selecting a Representative and Alternate, and all duly selected or elected Representatives and Alternates shall be Members of the BCC; provided, however, only the Representative, or Alternate only when replacing an absent Representative, is referred to in these Bylaws as a voting Member and may vote at meetings of Members. The membership of the BCC shall also include two Members-at-Large and an Alternate for each Member-at-Large, each of whom are Stakeholders, and two non-voting Members who shall be the immediate past Chair and a Legal Advisor. Any other organization of Stakeholders that is not listed on Appendix B, and that believes it is not adequately represented by a Stakeholder Organization on Appendix B, may

submit an application for inclusion as a Stakeholder Organization stating the purpose of the organization and a description of the nature and number of its Stakeholders, and may be added to Appendix B, as an additional Stakeholder Organization or as part of a group, if recommended by the Representation Committee and approved by a majority of all voting Members. The Members may be referred to collectively as the "Board" of the BCC and shall serve as the governing body of the BCC.

#### Section 2. Representation Committee

Each year, at the regular January BCC meeting, or at the December BCC meeting if no meeting is scheduled for January, the Chair shall appoint a Representation Committee of no less than three Members to serve for the calendar year. The responsibility of the Representation Committee shall include the review of candidates for a position as Representative or Alternate for a Stakeholder Organization (other than a homeowner association), or candidates for Member-at-Large and Alternate Member-at-Large, and to make recommendations to the voting Members.

#### Section 3. Selection of Representative and Alternate

Each Stakeholder Organization entitled to select a Representative and Alternate shall do so from Stakeholders in that Stakeholder Organization and, upon request of the BCC Chair, the head of the Stakeholder Organization shall certify in writing a list of its current board members, the names, addresses, telephones and emails of its Representative and Alternate, a description of the method of their selection, and a description of how the Representative and Alternate will communicate about Brentwood issues and news with their Stakeholders. In any dispute among members of a group with respect to who shall be the Representative for the group, the Representation Committee shall make a recommendation and the selection of the Representative and Alternate shall be decided by majority vote of the voting Members.

#### Section 4. Dues

Each Stakeholder Organization shall pay to the Treasurer on or before January 1 but no later than March 31 of each calendar year the annual BCC dues determined by a majority vote of the voting Members at the last meeting of Members the prior calendar year and, if unpaid, shall become an inactive Stakeholder Organization and lose its right to have its Representative vote. A Stakeholder Organization that is inactive by virtue of non-payment of dues may be restored to active status by payment of all dues in arrears. The Executive Committee shall have the authority to exempt a Stakeholder Organization from the requirement to pay dues by a majority vote.

#### Section 5. Members-at-Large

Every two years, the BCC shall notify all Stakeholders in Brentwood, by publication in a local newspaper and posting in the same manner as agendas for BCC meetings, that they may submit a written request to be a Member-at-Large, together with a resume and statement of their objectives in being a Member-at-Large. The Representation Committee shall review the candidates and submit its recommendations and, at the regular February BCC meeting, the voting Members shall elect up to two Members-at-Large and an Alternate for each Member-at-Large from the candidates. A Member-at-Large and an Alternate Member-at-Large may be affiliated with a Stakeholder Organization.

### Section 6. Non-Voting Members

The immediate past Chair, or the most recent past Chair able and willing to serve, who is not otherwise a Member, ("Chair Emeritus") shall be a non-voting Member. The Members shall select a lawyer who is a member of the California State Bar as Legal Advisor who shall be a non-voting Member. If a voting Member is the Chair Emeritus or is selected as Legal Advisor, the Member shall retain the right to vote.

### Section 7. Term

Each Member shall serve for a term of two years beginning on February 1 and ending on January 31 of the second year. There shall be no limit on the number of consecutive terms that a person may be a Member. Subject to Section 8 of Article IV, or their resignation or inability to continue to serve for any reason, a Representative or Alternate shall continue as a Member until their successor is duly designated by the Stakeholder Organization in a ZONE on Appendix B that selected them or, with respect to Representatives and Alternates from other than ZONES on Appendix B, following the recommendation of the Representation Committee, are duly replaced by the majority vote of the voting Members. A successor shall serve for the unexpired term of their predecessor. In the event of the early expiration for any reason of the term of both a Member-at-Large and the Alternate for that Member-at-Large, the Representation Committee shall submit its recommendation to fill the position, and the other voting Members shall select a substitute to serve as Member-at-Large until the next election pursuant to Section 5 of Article IV. In the event a Stakeholder Organization in a ZONE on Appendix B has failed to select a Representative or Alternate, or has been inactive for six months, the Representation Committee may give notice to eligible Stakeholders of that Stakeholder Organization, and a Representative may be elected following the same procedures used for selecting a Member-at-Large. For example, if a homeowner association fails to select a representative or fails to pay its dues, the notice would be provided to eligible Stakeholders within the geographic boundaries of that homeowner association in order to afford the opportunity of representation on the BCC to those Stakeholders.

### Section 8. Removal

Subject to Section 3 of Article VIII, the Members may remove another Member for cause, by a two-thirds vote of Members voting at a meeting. For purposes of this Section 8, "for cause" shall mean: 1. violating any provision of these Bylaws, including without limitation, the duties of a Member set forth in Section 9 of Article IV and the provisions of Sections 1 and 2 of Article III; 2. engaging in any fraudulent or dishonest act or gross abuse of authority or discretion relating to affairs or activities of the BCC; or 3. missing three consecutive meetings or four of the last twelve meetings. In the event a Member is removed pursuant to this Section 8, the Secretary shall promptly send written notice to the removed Member and to the Stakeholder Organization that selected the removed Member, asking that another Representative be selected. No person removed pursuant to this Section 8 shall be eligible to represent any Stakeholder Organization or serve as a Member-at-Large for a period of four years from the date that such person was removed.

### Section 9. Duties

A Member shall perform the duties of a Member in good faith, in a manner such Member reasonably believes to be in the best interests of the BCC (recognizing that he or she also serves as representative of certain Stakeholders) and with such care as an ordinarily prudent person would use under similar circumstances. A Member shall regularly communicate about Brentwood issues and news with their Stakeholder Organization and their Stakeholders represented by the Member as a

Representative or Alternate. All Representatives and Alternates shall consistently attend and participate in all BCC meetings and meetings of BCC committees on which he or she agrees to serve.

## **ARTICLE V MEETINGS**

### Section 1. Regular and Special Meetings

The BCC 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 Members by giving written notice (by email or fax) at least 24 hours in advance. All regular and special meetings of Members shall be in Brentwood and open to the public.

### Section 2. Quorum

A quorum for the transaction of business at a meeting of Members shall consist of nine voting Members.

### Section 3. Agenda and Notice

Any Member may request an item to be placed on the agenda for the next meeting by written notice to the Chair at least two weeks before the scheduled meeting date; provided, however, the Chair shall set the agenda for all meetings. The agenda for all regular meetings shall include time for Public Comment, which may be limited by the presiding officer to a total of ten minutes and one minute per person. The agenda and notice of meeting shall be posted at the Donald Kaufman Brentwood Branch of the Los Angeles Public Library and distributed to all Members and, if possible, by email or fax to any person requesting a copy, at least 5 days in advance of a regular meeting and 24 hours in advance of a special meeting.

### Section 4. Voting

An affirmative vote by a majority (except where these Bylaws require two-thirds) of the voting Members present at a meeting duly held at which a quorum is present is the act of the BCC. Voting shall be by any manner adopted by a majority of those voting Members in attendance. Proxies are not allowed. Each Representative, or Alternate replacing the Representative, shall have one vote. The presiding officer may vote on all motions. The Alternate may vote only when the Representative is absent.

### Section 5. Conduct on Meetings

The Chair, or in the absence of the Chair the Vice-Chair, shall preside over all meetings of Members. 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 Roberts Rules of Order Revised.

### Section 6. Minutes

Minutes of all meetings shall be sent in a timely fashion to all Members.

## **ARTICLE VI COMMITTEES**

### Section 1. Executive Committee

The Executive Committee is comprised of the Officers of the BCC, a Member who is not an

Officer, and the Chair Emeritus who shall be a non-voting Member of the Executive Committee. The Chair of the BCC shall also serve as chairperson of the Executive Committee. The Executive Committee shall have the authority of the Members in urgent situations, and all actions taken will be reported to the Members at the next regular meeting of Members. A quorum of four present in person or by telephone conference will be sufficient, and all actions by the Executive Committee require an affirmative vote of three Members present.

#### Section 2. Establishment and Membership on Committees

At any time, the Chair may call for the formation of a Standing Committee or an Ad Hoc Committee of two or more persons and designate its members and chairperson(s). The membership of all committees, other than the Executive Committee, the Representation Committee, and Nominating Committee, may include Stakeholders who are not Members. No committee, other than the Executive Committee, shall have the authority of the Members.

## **ARTICLE VII OFFICERS**

#### Section 1. Nominating Committee

Each year, at the regular January BCC meeting, or at the December BCC meeting if no meeting is scheduled for January, the Chair shall appoint a Nominating Committee of three Members, excluding the Chair, to nominate candidates for the Officer positions of Chair, Vice-Chair, Secretary, and Treasurer and for the non-Officer seat on the Executive Committee from among the current voting Members. Candidates must be active Members and may include members of the Nominating Committee. The Nominating Committee shall distribute by email its list of candidates at least one week before the regular February BCC meeting. In addition to the candidates of the Nominating Committee, any voting Member may nominate any other voting Member as a candidate for any Officer position until such time as the presiding officer declares the nominations closed at the meeting at which the election is held.

#### Section 2. Election of Officers and Non-Officer Member of Executive Committee

At the regular February BCC meeting each year, the voting Members shall elect Officers and the non-Officer member of the Executive Committee who shall take office immediately and serve a one year term or until their successors are elected or until they are no longer a voting Member. The voting shall be conducted by the chairperson of the Nominating Committee and be by written secret ballot. A majority vote of those 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. In the event of a permanent vacancy in an office, the presiding officer shall nominate a replacement, subject to majority approval by the voting Members.

#### Section 3. Duties and Term of Officers

A. Chair - The Chair shall, subject to the ultimate authority of the voting Members, have general supervision, direction and control of all business and activities of the BCC. The Chair shall preside over all meetings of the Members and shall be an ex-officio member of all committees. No Chair shall serve more than four consecutive one-year terms in that office.

B. 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.

C. Secretary - The Secretary shall keep minutes of all meetings of Members, conduct the BCC general correspondence, preserve the BCC records and documents, and be responsible for all required notices and postings.

D. Treasurer - The Treasurer shall be responsible for accounting for such funds as may become the responsibility of the BCC. The Treasurer shall invoice and receive annual dues from the Stakeholder Organizations. The Treasurer and the Secretary shall be the authorized signatures on any bank account or similar fund or account. At the January meeting of Members each year, the Treasurer shall distribute a Balance Sheet and a Statement of Revenues and Disbursements of the BCC for the previous year.

#### Section 4. Legal Advisor

The Legal Advisor shall be selected by the Representation Committee, subject to approval of the voting Members, and participate in the meetings and activities of the BCC as an ex officio non-voting Member. The Legal Advisor shall act as parliamentarian at meetings and generally assist with documents and matters of a legal nature.

#### Section 5. No Compensation

No officer shall receive any compensation for serving as an officer, but any officer, Member, or committee member may receive reimbursement of actual out-of-pocket expenses approved by the Treasurer.

## **ARTICLE VIII PUBLIC STATEMENTS**

#### Section 1. Official Statements on Behalf of the BCC

Only the Chair or other person designated by the voting Members or the Chair may make official statements on behalf of the BCC or state a BCC position on an issue which is not part of a public record. Only the Chair or other person designated by the voting Members or the Chair is authorized to represent the BCC for purposes of communicating with any governmental entity, the press, or any other person.

#### Section 2. Disclaimer

Whenever a Member 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 Member- or Chair-authorized, and that Member identifies his/her affiliation with the BCC expressly or by implication, that Member shall include the following in the statement: AWhile I am a Member of the BCC, the following does not in any way represent the views or position of the BCC. "

#### Section 3. Personal Opinions Not Restricted

Neither the BCC nor any Officer of the BCC may impose any restrictions upon the expression of personal opinions by any Officer or Member nor shall the BCC nor any Officer impose any sanctions upon any Officer or Member for expressing his or her own personal opinion as a Stakeholder or private citizen.

**ARTICLE IX  
MEMBER'S DUTY TO DISCLOSE CONFLICT OF INTEREST**

Section 1. Disclosure

A Member shall disclose to the other Members any potential conflict of interest due to any financial or business interest that relates to a matter under consideration by the Members or a BCC Committee. In addition, a Member shall disclose membership in a group or organization (other than the Stakeholder Organization he or she represents) that has an interest in a matter before the Members or a BCC Committee, or an interest in an individual or family capacity in a matter before the Members or a BCC Committee. Any required disclosure shall be made immediately upon the Member's awareness that the BCC is considering or will consider a matter giving rise to a conflict of interest or appearance of a conflict of interest, and prior to the Members taking any action on the issue.

Section 2. Voting

If the Member disclosing a potential conflict of interest does not recuse himself or herself, any other voting Member may call for a vote of voting Members on whether the disclosing Member may vote on the issue.

**ARTICLE X  
NO AGENCY AUTHORITY**

No Member or Officer shall have the authority or power to act as general agent for any other Member, Officer, or the BCC, nor to act as a special agent unless authorized in writing by the Chair of the BCC for a specific transaction.

**ARTICLE XI  
AMENDMENTS**

These Bylaws may be amended, repealed, or new Bylaws adopted by the affirmative vote of two-thirds of voting Members present at any regular meeting of Members or special meeting called for that purpose. No amendment or new Bylaw may be voted upon until it has been distributed in writing to the Members at two consecutive meetings.

**ARTICLE XII  
STANDING RULES**

Standing Rules may be adopted, amended, or repealed by the affirmative vote of a majority of the voting Members present 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.

**ARTICLE XIII  
PROPERTY; DISSOLUTION**

Notwithstanding anything else contained herein, the assets and property of the BCC shall be irrevocably dedicated to social welfare purposes and no part of the net income or assets of the BCC shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the BCC, the assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for social welfare purposes and which has established its tax-exempt status under Internal Revenue Code Section 501 (c)(4).

***BCC Bylaws APPENDIX A***  
***(as amended through April 6, 2010)***

**Brentwood Community Council Boundaries:**

The general boundaries of the BCC are the south side of Mulholland Drive on the north, the west side of the San Diego Freeway on the east, the north side of Wilshire Boulevard on the south, and the east side of Centinela Ave, the east side of 26th Street, Old Ranch Road, and the east side of Topanga State Park on the west, and is referred to in this document as “Brentwood.”

***BCC Bylaws APPENDIX B***  
***(as amended through October 5, 2010)***

**A. Geographical Zone Representatives (one per zone)**

- ZONE 1: Brentwood Hills Homeowners Association (BHHA)
- ZONE 2: Upper Mandeville Canyon Property Owners' Association (UMCA)
- ZONE 3: Mandeville Canyon Property Association (MCA)
- ZONE 4: Brentwood Park Property Owners Association
- ZONE 5: Brentwood Homeowners Association (BHA)
- ZONE 6: Crestwood Hills Association (CHA)
- ZONE 7: South Brentwood Residents Association (SBRA)
- ZONE 8: Brentwood Glen Association (BGA)
- ZONE 9: Mountaingate Community Association
- ZONE 10: Bel Air Knolls Property Owners Association
- ZONE 11: Sullivan Canyon Property Owners Association
- ZONE 12: Brentwood Terrace Homeowners Association
- ZONE 13: Bel Air Skycrest Property Owners Association

**B. Multi-Family Residential Representative (one)**

**C. Brentwood Village Business District Representative (one)**

**D. San Vicente Business District Representative (one)**

**E. Educational Institutions -- Private Schools Representative (one)**

- The Archer School for Girls (M, H)
- Berkeley Hall School (P, E, M, H)
- Bel Air Presbyterian Preschool (P)
- Brentwood Presbyterian Church Nursery School (P)
- Brentwood School (E, M, H)
- Crestwood Hills Cooperative Nursery School (P)
- Milken Community School (M, H)
- The Mirman School (E, M)
- Mount St. Mary's College (C)
- St. Martin of Tours School (E, M)

Sunshine Pre-School (P)  
University Synagogue Early Childhood Learning Center (P)  
Westland School (E)

Code: P = Pre-School, E = Elementary School, M = Middle School, H = High School, C = College

**F. Educational Institutions -- Public Schools Representative (one)**

Brentwood Science Magnet (E)  
Kenter Canyon Charter Elementary School (E)  
Paul Revere Charter Middle School (M)  
Palisades Charter High School (H)  
University High School (H)

Code: E = Elementary School, M = Middle School, H = High School

**G. Environmental Organizations Representative (one)**

Brentwood Beautiful  
Brentwood Green  
Brentwood 90049  
Save Our San Vicente (S.O.S.) Coral Trees  
Veterans Park Conservancy

**H. Volunteer/Service Groups Representative (one)**

AYSO Volunteers  
Brentwood Historical Society  
Friends of the Library  
Rotary Club of Brentwood (Los Angeles)

**I. Public Safety Representative (one)**

West Los Angeles Community Police Advisory Board/Committees  
Emergency Preparedness

**J. Ministerial/Congregational Representative (one)**

Brentwood Presbyterian Church  
Chabad of Brentwood  
St. Martin of Tours Catholic Church  
Tenth Church of Christ Scientist  
University Synagogue  
Village Lutheran Church of Westwood

**K. Residential Neighbors of the Brentwood School (one)**

**L. Members At Large (two)**

**M. Non-Voting Members (two)**

Chair Emeritus

## Legal Counsel

13 Geographical

9 business, education, religious, public safety, volunteer, environment and multi-family

1 neighborhood group and 2 at-large

1 non-voting Chair Emeritus

1 non-voting Legal Counsel