

PACIFIC PALISADES COMMUNITY COUNCIL BYLAWS
(as amended through November 12, 2009)

ARTICLE I

NAME

NAME: The name of this organization shall be the PACIFIC PALISADES COMMUNITY COUNCIL, hereinafter known as "PPCC"

ARTICLE II

MISSION AND POLICIES

Sec. 1. MISSION:

The mission of the PPCC is to protect and improve the quality of life in the Pacific Palisades, also known as the "Community."

The Board:

- A. Is a forum for the consideration of Community issues.
- B. Is an advocate for the Pacific Palisades to government and private agencies upon those issues where there is broad Community agreement as reflected by a two-thirds majority vote of the Board members present, excluding abstentions.
- C. Assists other organizations in the Palisades which want help in accomplishing their objectives or projects, which the PPCC desires to support.

Sec. 2. POLICIES: The policies of the PPCC are:

- A. To inform Community residents of forthcoming issues and projects.
- B. Not to interfere with the internal affairs of any individual, group or organization.
- C. Not to prohibit any individual or group or organization from speaking on any side of any issue at a PPCC meeting on which the individual or group or organization wants to be heard provided that the Chair may reasonably restrict the time and number of speakers on any side of an issue.
- D. Not to participate, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

DEFINITIONS

For the purposes of these Bylaws, the following words and phrases are defined, and shall be construed as hereinafter set out, unless it shall be apparent from the context that they have a different meaning:

- A. "BOARD" shall mean the Board of Governors.
- B. "CHAIR" shall mean the presiding officer of the Board of Governors.
- C. "PACIFIC PALISADES" shall mean that area delineated on the Map attached to Appendix B.
- D. PPCC shall mean the Pacific Palisades Community Council.
- E. "PPCC MEETING" shall mean a meeting of the Board of Governors.

ARTICLE IV
MEMBERSHIP

The PPCC is composed of members of the Board and individuals who own real property located in, reside in, or operate a business located in Pacific Palisades.

ARTICLE V
BOARD OF GOVERNORS

Sec. 1. ORGANIZATION.

- A. The voting members of the Board shall consist of 17 members, the Chair Emeritus, (immediate past Chair), the At-Large representative and the officers specified in Sec. 2 of this Article. If a past Chair is unable or unwilling to serve as Chair Emeritus, this position shall be filled by the most recent past Chair willing to serve.
- B. The Chair, with the advice and consent of the Board, shall appoint a Legal Advisor or Advisors who are qualified to practice law in the State of California, provided that if no attorney is willing to serve in that capacity, the Chair may appoint any qualified attorney who is a member of the Board to serve in that capacity. The Chair may also appoint Special Advisors. Such Advisor or Advisors shall serve during the pleasure of the Chair, except that the Board, by a vote of two-thirds of those voting at a duly constituted Board meeting, may retain an Advisor not favored by the Chair to serve at the pleasure of the Board.
- C. The Legal Advisor and any Special Advisors shall be nonvoting members of the Board, provided, however, that if any voting member of the Board is appointed as a Legal Advisor, that member shall retain the right to vote.

Sec. 2. OFFICERS. The officers of the PPCC and the Board shall consist of a Chair, a Vice-Chair, a Treasurer and a Secretary. These four officers shall be elected by the voting members of the Board as provided in Article VII herein.

Sec. 3. EXECUTIVE COMMITTEE.

- A. The Executive Committee shall consist of the officers of the Board, the Chair Emeritus an elected representative of the Board and a member of an organization who is a voting member. The latter two shall be selected by a majority vote of the officers and the Chair Emeritus.
- B. This Committee, by a majority vote, shall act for the PPCC only on matters which require immediate PPCC action that cannot otherwise be completed in the usual course of PPCC business. The Chair shall report any actions taken by the Executive Committee to the Board at the next meeting of the PPCC following any action taken by the Committee.

Sec. 4. PUBLIC STATEMENTS.

- A. Only an officer of the PPCC or other person designated by the Board or the Chair may make official statements on behalf of the PPCC or state a Board position on an issue which is not part of a public record. This limitation does not apply to Board authorized statements or to the conduct of routine communications consistent with the functions for which the individual has been appointed or elected.
- B. Whenever a member of the Board desires to make an oral or written statement under conditions which do not meet the specifications of Paragraph A above and that

member identifies his/her affiliation with the Board, that member shall inform those to whom the statement is addressed that:

- a. He or she is not officially representing the Board on the matter being addressed, and
 - b. The Board has considered the matter and taken no position, or
 - c. The Board has considered the matter and is still studying the matter, or
 - d. The Board has never considered the matter.
- C. No member of the Board shall misrepresent any position or policy approved by the Board, or if the Board has not approved a position or adopted a policy on an issue, misrepresent that the Board has taken a position.
- D. No Officer or the Board shall impose any restrictions upon the expression of personal opinions by any Officer or Board member nor shall any Officer or the Board impose any sanctions upon any Officer or Board member for expressing his or her own personal opinion. so long as such expression of personal opinion is in keeping with the provisions stated above.

Sec 5. LITIGATION. The Executive Committee shall not authorize the participation of PPCC in litigation as a plaintiff or petitioner, not authorize the settlement of litigation brought against the PPCC. Any decision concerning the participation of PPCC in litigation or the settlement of litigation shall be made by the Board either at a regular meeting or, if a decision must be made prior to the next regular meeting, the Chair shall call a Special Meeting.

ARTICLE VI DUTIES OF OFFICERS.

Sec. 1. CHAIR. The Chair shall be the principal executive officer of the PPCC and shall in general supervise and control all of the business and affairs of the PPCC. The Chair shall preside at all meetings of the members and of the Board. The Chair shall appoint all committees, temporary or permanent. The Chair shall see that all books, reports and certificates required by law are properly kept or filed. The Chair shall be one of the officers who may sign the checks or grants of the organization and who may approve payments from PPCC accounts. The Chair may sign, with a Secretary or any other proper officer of the PPCC authorized by the Board any instruments that the Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the PPCC. In general the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board a Governors from time to time.

Sec. 2. VICE-CHAIR. In the absence of the Chair or in the event of the Chair's inability or refusal to act in accordance with the Articles of Incorporation, Bylaws, or at the direction of the Board, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to the Vice Chair by the Chair or by the Board.

Sec. 3. SECRETARY. The Secretary shall keep the minutes of the meetings of the membership and of the Board in the appropriate books; see that all notices are duly

given in accordance with provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with provisions of the bylaws: keep a register of the post office address and email address, if any, of each member furnished to the Secretary by such member; and in general perform all duties incident to the offices of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board of Governors. The Secretary shall file any certificate required by any statute, federal or state. The Secretary may be one of the officers required to sign the checks and grants of the PPCC. The Secretary shall present to the membership at any meetings any communication addressed to the Secretary of the PPCC.

Sec. 4. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds of the PPCC; receive and give receipts for monies due and payable to the PPCC from any source whatsoever, and deposit all such monies in the name of the PPCC in such banks, trust companies, or other depository as shall be selected by the Board; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair or by the Board. The Treasurer shall be one of the officers who shall sign checks or grants of the PPCC. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign checks issued upon it. The Treasurer shall render at each meeting of the Board and at such other times as the Board shall request, an account of the finances of the PPCC. The Treasurer shall provide at the last meeting of the Board in June, an income and expense statement for the previous 12 months and a balance sheet as of June 1. The Treasurer shall file such documents and returns as are required by the Internal Revenue Service and the California Franchise Tax Board and shall maintain financial records as required by Federal, State and City laws.

Sec. 5. The Board shall adopt a standing rule for check signing and reporting policies.

Sec. 6. COMPENSATION. No officer shall for reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or member of the Board from receiving any compensation from the PPCC for duties other than as a governor or officer.

ARTICLE VII

ELECTION OF OFFICERS

Sec. 1. NOMINATING COMMITTEE. The Chair shall appoint a Nominating Committee of at least three members to nominate a Chair, Vice-Chair, Treasurer and Secretary which shall meet at least once in person to select and approve a list of candidates. The nominating committee shall consist of at least one Area Representative. The Chair shall not be a member of the nominating committee.

Sec. 2. NOMINATIONS. The Nominating Committee shall present its list of candidates at the first regular meeting of the PPCC in May of each year. Candidates for the office of Chair must be past or present Board members. In addition to the candidates submitted by the Nominating Committee, any Board member may nominate candidates until such time as the Presiding Officer declares the nominations closed. Nominations shall not be closed until the meeting at which the election is held.

Sec. 3. ELECTION. At the first regular meeting in June of each year the Board shall elect Officers who shall take office at the beginning of July of that year.

A. The voting shall be by written secret ballot. A majority vote of those present shall be necessary for election. Ballots shall be counted by two members of the Board appointed by the Chair. The numerical vote shall not be announced.

B. If there are more than two candidates for an office and no one candidate received 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.

C. No Chair or Vice-Chair shall serve more than two consecutive one-year terms in that office.

D. At any meeting when the Chair is absent, the Presiding Officer for that meeting shall be the Vice-Chair and in the absence of both the Chair and the Vice-Chair, the Presiding Officer for that meeting shall be the Treasurer.

E. In the event of permanent vacancy in the office of Chair, Vice-Chair, Treasurer or Secretary, the Presiding Officer shall nominate a replacement who shall be seated after approval by a majority of the entire Board.

ARTICLE VIII

SELECTION AND ELECTION OF REPRESENTATIVES

Sec. 1. REPRESENTATIVES.

A. ORGANIZATION REPRESENTATIVES AND ALTERNATES. There shall be two Categories of organizations: Categories with multiple organizations, and Categories with only one organization. Organizations eligible to send representatives to serve on the Board are listed by Category in Appendix "A" attached hereto as a part of these Bylaws.

By August 1 of each year, the Chair, or the Chair's designee, shall give notice to all organizations of the requirements for written certification of the appointed Representative and/or alternate Representative.

1. The organization to represent each Category in which there are multiple organizations listed shall be determined annually as set forth below and in the "note" to Appendix "A."

(1).The designated organization shall select a person to be its voting representative to the Board.

(2).The organization scheduled to represent the Category in the following year shall select an alternate representative to the Board for the current year. The alternate representative is encouraged to attend all Board meetings and participate in Board deliberations and to vote in the absence of the representative.

(3).Each representative and alternate representative shall be responsible to the organization he or she represents.

(4).A representative organization shall be required to send to the Board a written certification of the name, address, e-mail if available, and telephone number of

- (5). In the case of rotating organizations, if the designated organization fails to select a representative by October 1, the next organization in line will be eligible for that position and the next following organization shall serve as alternate.
- (6). If the seat of the representative of a designated organization is declared vacant pursuant to Article X, Sec. 3, the alternate representative shall serve the remainder of the unexpired term and the next organization in line shall designate an alternate representative. These organizations shall retain the right to serve a full term in their respective positions the following year.
2. In the case of a Category represented by only one organization, the organization shall retain its voting rights until October 31. Thereafter, the voting rights will be reinstated when the organization has complied with subparagraph d), above. In a Category represented by only one organization, the organization may designate an alternate representative

B. AREA REPRESENTATIVES AND ALTERNATES.

1. One Representative shall be selected from each of the eight geographical areas shown on the map and generally described in Appendix "B" attached hereto as part of these Bylaws. In case of conflict between the map and the description, the map will govern. The descriptions interpret the map.
2. Area Representatives shall be elected by the residents of each area. Candidates must be residents of the area in which the candidate is running for office. The PPCC newsletter prior to the election newsletter shall set forth the manner in which a resident can become a candidate. Any resident desiring to be a candidate for election or re-election shall submit his or her application in accordance with the Election Procedure set forth in Attachment "A" herein.
3. Following the election of Area Representatives, the Chair shall appoint a committee of three former Chairs which shall be chaired by the Chair Emeritus [most recent former Chair available to serve]. Not less than 15 days notice shall be given to residents of the respective Areas. The "Three Chairs" committee shall nominate a proposed alternate Area Representative for each area with input from the Area Representative. Any candidate for alternate representative shall submit a candidate statement as described in the Election Procedure, except there shall be no limitation on the length of such statement. Upon election by the Board, an alternate Area Representative shall serve as a voting member of the Board at any Board meeting from which the Area Representative is absent. If an Area Representative resigns or is unable to continue in office, the Alternate Representative shall become the Area Representative for the remainder of the elected term.
4. At the request of any Area Representative, a second alternate Area Representative for that Area shall be nominated by the Three Chairs committee

pursuant to the process described in paragraph 3, above. Further details on second alternate selection and succession shall be set forth by a Standing Rule which shall provide for not less than 30 days notice to persons residing in the Area.

C. AT LARGE REPRESENTATIVE AND ALTERNATE

1. One representative shall be elected from the Community at large.
2. Any individual who is a resident of, owns real property in, or operates a business in the Pacific Palisades is eligible for election as to the office of the At-large Representative.
3. The PPCC newsletter prior to the election newsletter shall set forth the manner in which an individual can become a candidate. Any individual desiring to be a candidate for election or re-election shall submit his or her application in accordance with the Election Procedure set forth in Attachment "A" herein
4. Any individual who is a resident of, owns real property in, or operates a business in the Pacific Palisades is eligible to vote in the election of the At-large Representative. Voting shall be in accordance with the Election Procedure.
5. Following the election of the At-large Representative, the Chair shall appoint a committee of three former Chairs which shall be chaired by the Chair Emeritus [most recent former Chair available to serve]. Not less than 15 days notice shall be given to individuals within the Pacific Palisades. The "Three Chairs" committee shall nominate a proposed alternate At-large Representative with input from the At-large Representative. Any candidate for alternate At-large representative shall submit a candidate statement as described in the Election Procedure, except there shall be no limitation on the length of such statement. Upon election by the Board, an alternate At-large Representative shall serve as a voting member of the Board at any Board meeting from which the At-large Representative is absent and, if the At-large Representative resigns or is unable to continue in office, shall become the At-large Representative for the remainder of the elected term.
6. At the request of the At-large Representative, a second alternate At-large Representative shall be nominated by the Three Chairs committee pursuant to the process described in paragraph (5), above. Further details on second alternate selection and succession shall be set forth by a Standing Rule which shall provide for not less than 30 days notice to persons who live, own property or own a business in Pacific Palisades.

Sec. 2. TERM OF OFFICE.

- A. **Organizational Representatives and Alternates.** Each Organizational Representative and Alternate Representative shall serve for a term of one year, with the term beginning at the commencement of the fiscal year. There is no limit to the number of reappointments of a Representative in a Category represented by only one organization. In the case of Categories with multiple organizations, the Representatives and Alternates will serve one year in each of the positions, subject to the provisions of subparagraph Sec. 1 A. 1.f), above.

- B. Area Representatives.** Each Area and the At-Large Representative shall serve for a term of two years, with the term beginning at the commencement of the fiscal year. The term of office of their respective alternates shall expire simultaneously with the term of the Area/At-large Representative.

ARTICLE IX MEETINGS

Sec. 1. MEETINGS SHALL BE PUBLIC. All PPCC and Board meetings shall be open to the public and to the press, except for confidential matters which relate to personnel issues or litigation.

Sec. 2. SCHEDULE. The regular meetings of the PPCC shall be on the second and fourth Thursdays of each month except when the Board has voted to cancel one or more of such meetings. The Chair, or in the absence of the Chair, the Vice-Chair may call Special Meetings of the PPCC as the Chair or Vice-Chair deems necessary.

Sec. 3. MINUTES. Minutes of each PPCC meeting shall be sent to all Board Members and their Alternates and to such others in the Community as the Board directs, and shall be available to the public.

Sec. 4. ORDER OF BUSINESS. The Order of Business for the Board shall be as follows subject to the Chair's discretion to rearrange the order of agenda items:

1. Reading of the PPCC's Mission from the Bylaws.
2. Introduction of the Board and Audience.
3. Certification of Quorum.
4. Reading and Adoption of the Minutes of the Previous Meeting.
5. Consideration of the Agenda.
6. Treasurer's Report.
7. Announcements and Concerns from Board Members.
8. Reports of Committees.
9. Old Business.
10. New Business.
11. General Public Comment.
12. Adjournment.

Sec. 5. AGENDAS.

- A. Any member of the Board desiring to have an item included on the Agenda of a meeting shall make a request to the Chair at least ten days in advance of the meeting. The Chair shall place the matter on the Agenda. The member requesting that the item be placed on the Agenda shall furnish information concerning the request prior to the meeting, preferably by email. At the discretion of the Chair, an item requiring action by the Board shall be added to the agenda no later than four days prior to the meeting and shall at the discretion of the chair provide sufficient information regarding that item.
- B. Posting and mailing. A copy of the Agenda shall be posted in the Pacific Palisades Public Library and Post Office and distributed by email, if possible, to any person or newspaper requesting a copy, at least 72 hours in advance of the

meeting except when a Special Meeting is called in which case the Agenda will be posted and distributed 24 hours in advance of the meeting.

Sec. 6. PUBLIC INPUT. Subject to the Chair's discretion to limit the total amount of time allocated on particular issues and for each individual speaker, every member of the public attending a PPCC Meeting shall have the opportunity to directly address the Board on any agenda item, before or during the Board's consideration of the item, and at the appropriate time for such comment, any item of interest to the public that is within the subject matter jurisdiction of the PPCC, provided that no action shall be taken on any item not appearing on the posted and distributed agenda.

ARTICLE X

VOTING AND QUORUM

Sec. 1. QUORUM. No formal meeting shall be held or business conducted or votes taken in the absence of a Quorum. A Quorum shall consist of a simple majority of the voting members of the Board.

Sec. 2. VOTING. A two-thirds majority vote of Board Members present, excluding abstentions, shall be required to pass motions which deal with substantive and policy matters of the Council. A majority (more than one half) of the votes cast by Board Members present, excluding abstentions, shall be required to pass motions of an administrative nature (e.g., approval of minutes, Treasurer's reports and motions to adjourn).

A. FRACTIONS. If $\frac{2}{3}$ vote is one-half or more, the fraction will go to the next highest whole number. If $\frac{2}{3}$ vote is less than one-half the fraction will revert to the next lowest number.

Example:	24 members	16 votes to carry.
	23 members-	(15 $\frac{1}{3}$)—15 votes to carry
	22 members-	(14 $\frac{2}{3}$)—15 votes to carry
	21 members-	14 votes to carry.
	20 members -	(13 $\frac{1}{3}$)—13 votes to carry.
	19 members -	(12 $\frac{2}{3}$)—13 votes to carry.
	18 members -	12 votes to carry.
	17 members -	(11- $\frac{1}{3}$)—11 votes to carry.
	16 members -	10 $\frac{2}{3}$ —11 votes to carry.
	15 members -	10 votes to carry.
	14 members -	(9- $\frac{1}{3}$)—9 votes to carry.
	13 members -	(8- $\frac{2}{3}$)—9 votes to carry.
	12 members -	8 votes to carry.

B. POSTPONEMENT. After a motion (other than a motion to adjourn) has been made and seconded, any Board Member who is an organizational representative may, by so requesting of the meeting, require a postponement of the vote on said motion until the next Council meeting provided such member states that he or she is

requesting the postponement for the purpose of consulting with the organization he or she represents. However, no vote may be postponed more than once except by Board approval by a majority vote of those present. Any other motion for a postponement of the vote on a motion must be approved by a majority vote of those present.

Sec. 3. ATTENDANCE. If a Board Member fails to attend three consecutive regular meetings of the Council then the Chair or Presiding Officer may at his or her discretion temporarily suspend that Member for purposes of voting or constituting a Quorum until he or she next attends a Regular Meeting. If a Board Member fails to attend three consecutive regular meetings of the Council without a compelling reason the Chair or Presiding Officer may declare that seat vacant.

ARTICLE XI FISCAL YEAR

The fiscal year of the PACIFIC PALISADES COMMUNITY COUNCIL shall commence on the first day of October each year and end on September 30 the following year.

ARTICLE XII COMMITTEES

The Chair may from time to time appoint such Committees as the Board in each instance shall approve. Any Committee in existence to the end of the fiscal year shall terminate unless reauthorized by a majority of the Board present.

ARTICLE XIII AMENDMENTS.

Sec. 1. EFFECTIVE DATE: The Bylaws of the PACIFIC PALISADES COMMUNITY COUNCIL shall become effective upon the date of adoption by the Board and shall thereupon supersede all prior Bylaws.

Sec. 2. HOW AMENDED:

- A. The Bylaws may be amended, repealed or new Bylaws adopted at any regular meeting of the Board or at any special meeting called for that purpose. A vote of two-thirds (2/3) of the Board present at the meeting shall be necessary to amend or repeal any Bylaw or to adopt a new Bylaw.
- B. No amendment or new Bylaw may be voted upon until it has been read at two consecutive council meetings.
- C. The full text of any amendment to or new Bylaws shall be made available to members of the Board prior to the first reading.

Sec. 3. NO SUSPENSION: No article of Incorporation, bylaw or standing rule shall be suspended at any meeting.

ARTICLE XIV
LEGAL ADVISOR.

The Legal Advisor shall:

- A. Participate in the meetings and activities of the Council as an *ex-officio* member.
- B. Be an *ex-officio* member of all committees and sub-committees.
- C. Report directly to the Chair and the term of Legal Advisor shall be identical with that of the Chair.
- D. At the request of the Chair, assist the Board in drafting resolutions, proposals of other documents of a legal nature; act as liaison between the Council and legislative, administrative or other bodies; and render opinions relating to legal questions of the Council.
- E. Be familiar with the ordinances and statutes applicable to the Council.
- F. Act as Parliamentarian for the Council.

ARTICLE XV
DISCIPLINE

Sec. 1. Each member of the Board who knows or should know that he or she is violating the Constitution, these Bylaws or the Standing Rules, or is convicted of a felony while a member of the board, shall be subject to discipline at the discretion of the Board up to and including removal from the Board. Such discipline may include warnings, private or public reproof.

Sec. 2. Any member of the Board who becomes aware of a violation or a conviction, may request that the Chair, or if the Chair is alleged to have committed the violation or of having been convicted, the Vice-chair, investigate whether or not a violation or the conviction may have occurred. The Chair, or Vice-chair as the case may be, shall interview the Board member who is alleged to have committed the violation, or been convicted and discuss the violation with that member. If the member admits the violation or the conviction, the Chair or Vice-chair shall refer the matter to the Board for action in accordance with the procedures set forth below. If the member denies committing the violation or of having been convicted or states that he or she did not know and should not have known that he or she was committing the violation, the Chair or Vice-chair shall appoint an Investigating Committee.

Sec. 3. The Investigating Committee shall consist of three persons who are board members at the time the committee is appointed, including one officer who shall be the Committee Chair and at least one elected representative. The board shall serve until the matter is resolved.

Sec. 4. The Investigating Committee shall investigate the complaint and determine whether or not there was a violation, or that a conviction of a felony occurred and if it determines that there was a violation or conviction, what discipline it would recommend, and report to the Chair, or the Vice-chair as the case may be. The matter will then be placed on the Board Agenda as a confidential matter for action.

Sec. 5. All proceedings of the Investigating Committee and the Board relating to the complaint shall be kept confidential, except that if the Board decides that the discipline shall be made public, the Chair or Vice-chair shall announce the result of the Board action in an open meeting. In deciding whether the discipline shall be made public, the Board may take into account any resignation that is tendered. All voting shall be done by secret written ballot with two-thirds vote of board members present required to determine if there has been a violation. All members must vote and a blank ballot shall be counted as a "No" vote. The person who is the then current Secretary shall count the votes on the ballots, announce the vote and retain the ballots for one year, except if that person is the accused, in which case these duties shall be performed by the Chair.

Sec. 6. The determination of whether there shall be any sanction, and if so, what that sanction shall be is to be determined by the same voting procedure as set forth in Sec. 4, above.

Sec. 7. Any Board member accused of having committed the violation has the right to be present at all meetings of the Investigating Committee and the Board in which his or her case is at issue but at the discretion of either the Committee or the Board, shall be excluded during any proceedings in which the Committee or Board members are deliberating and voting on the action to be taken. The accused Board member shall be given notice at least 72-hours prior to any such meeting.

Sec. 8. No Board member shall disclose to any person who did not participate in the proceedings or vote, any of the proceedings taken pursuant to this Article except anything that was announced publicly by the Board.

ARTICLE XVI STANDING RULES

Standing Rules may be approved by the Board to supplement the administration of the Bylaws. Such Rules shall be in addition to the Bylaws and shall not be construed to change or replace any Bylaw. If there is any conflict between and provision of the Bylaws or a Standing Rule, the Bylaw shall govern. Standing Rules may be adopted, amended, or repealed by a majority vote of the members present at any duly noticed meeting of the Board. Standing Rules are attached to the Bylaws as Appendix C.

BYLAWS APPENDIX A

ORGANIZATIONS ELIGIBLE TO SEND REPRESENTATIVES

I. Business and Commerce
Chamber of Commerce.

II. Cultural, Ethics and Aesthetics:

1. AARP
2. Friends of the Library
3. Garden Club
4. Palisades Beautiful
5. Theater Palisades

III. Education: *

PTA and or Advisory Councils
representing local schools:

A. Public

1. Canyon Elementary
2. Marquez Elementary
3. Palisades Elementary
4. Palisades High
5. Paul Revere Middle School

B. Private

6. Corpus Christi Home and School Association
7. St. Matthews Parents Council
8. Calvary School
9. Village School

*Representation from these Categories shall alternate each year between the Public Schools and the Private Schools

Note: In categories with more than one represented organization, the next representative in line shall serve as the alternate.

IV. Historian
Historical Society

V. Civic Organizations:

1. Civic League
2. P.R.I.D.E.

VI. Recreation:

1. AYSO
2. Club Soccer
3. Club Volleyball
4. PPBA
5. YMCA

VII. Environment:

Temescal Canyon Association

VIII. Service Clubs:

1. American Legion
2. Junior Women's Club
3. Lions Club
4. Masonic Lodge
5. Optimist Club
6. Pacific Palisades Woman's Club
7. Rotary Club

IX. Residents Association

Pacific Palisades Residents
Association

X. Youth Representation

Representation from youth residing in or attending school in Pacific Palisades to be selected by Chair with consent of the Board.

BYLAWS APPENDIX B

Area Representative Boundaries – Map and Description

Note:

1. References to named streets, roads, and trails include the associated addresses and the public Rights-of-Way and facilities along these roadways.
2. The term “access to [street name]” means all streets, roads, and trails with direct or indirect access to the named street.
3. The bold faced headings for each area are summary information only. The detailed descriptions of the Area boundaries are contained in the numbered paragraph.
4. In case of a conflict between the map and the descriptions, the map will govern. The descriptions interpret the map.

AREA 1 Castellammare, Paseo Miramar, Pacific View Estates, Los Liones Park, the Self Realization Fellowship Temple, the Malibu Village mobile home park, and Sunset Boulevard from Pacific Coast Highway to Palisades Drive, including the following:

1. Both sides of Sunset Boulevard from the ocean up to but excluding Palisades Drive and all road and trails with access to that portion of Sunset Boulevard, except the residential/commercial district and school located at the south end of Palisades Drive and Sunset Boulevard.
2. Surfview Drive and all streets, roads, and trails with access to Surfview Drive up to the Los Angeles City Limits to the west.
3. The northern boundary is Topanga State and Santa Ynez Canyon Parks. The southern boundary is the ocean.

AREA 2 The Highlands, including Palisades Drive, the Santa Ynez Reservoir, Santa Ynez Canyon Park, and portions of Topanga State Park, including the following:

1. Palisades Drive and all streets, roads, and trails, including the gated communities, with access to Palisades Drive;
2. The fire road extending to the south of Monte Hermoso up to but excluding the gate at the north-end of Lachman Lane.
3. The residential/commercial district and school located at the south end of Palisades Drive and Sunset Boulevard.
4. The Topanga State Park surrounding The Highlands including both sides of Temescal Trail from the right-angle turn to Mulholland Drive, excluding Trippet Ranch and Los Liones Park.

5. The western boundary is the Los Angeles City Limits; the northern boundary is up to but excluding Mulholland Drive; the north-eastern boundary is Temescal Trail; the south-western boundary is defined by the State Park boundary itself, and Sunset Boulevard; the south-eastern boundary is defined by the northern boundary of Area 3.

AREA 3 **Marquez Knolls and both sides of Sunset Boulevard from Palisades Drive to Bienveneda Avenue, Saint Matthew's School, and the Bel Air Bay Club, including the following:**

1. Both sides of Sunset Boulevard between Palisades Drive and Bienveneda Avenue and all streets, roads, and trails with access to that section of Sunset Boulevard, excluding the Self Realization Fellowship Temple.
2. The gate to the fire road at the north-end of Lachman Lane; the gate to the fire road south of Via Cresta and the fire road up to but excluding the gate at the north end of Las Canoas Road.
3. Both sides of Bienveneda Avenue north of Sunset Boulevard up to and including the debris basin, and all streets and trails with access to that section of Bienveneda, excluding Las Pulgas Road.
4. Both sides of Bienveneda Avenue south of Sunset Boulevard and all streets and trails with access to that section of Bienveneda, excluding streets and trails with access to the east side of Bienveneda Avenue.
5. The northern boundary extends from a point north of Charmel Lane, past the fire gate at the north end of Lachman Lane, and past the debris basin north of Bienveneda, to the right-angle turn at Topanga Trail. The southern boundary is the ocean.

AREA 4 **North and south of Sunset Boulevard from Bienveneda Avenue to Temescal Canyon Road, the Palisades Bowl and Tahitian Terrace mobile homes parks at Pacific Coast Highway, Pacific Palisades and Canyon High Schools, Temescal Canyon Park, and portions of Topanga State Park, including the following:**

1. Both sides of Sunset Boulevard from Bienveneda Avenue up to and including Temescal Canyon Road and all streets, roads, and trails with access to that section of Sunset Boulevard, including Las Pulgas Road, and the gate to the fire road at the north end of Las Canoas Road.
2. Both sides of Temescal Canyon Boulevard and Temescal Trail north of Sunset Boulevard, and all facilities accessible from the Temescal Canyon Park, excluding streets, roads, and trails with access to the east side of Temescal Canyon Road between Sunset Boulevard and the gate at the Topanga State Park Ranger Station.
3. Both sides of Temescal Canyon Boulevard south of Sunset Boulevard, excluding Bowdoin and all addresses between Bowdoin and Sunset Boulevard.

4. The north-eastern boundary is Temescal Trail up to the right-angle turn at the Temescal Trail. The western boundary is a line that extends north from Via Cresta to the right-angle turn at the Temescal Trail. The southern boundary is the ocean.

AREA 5

North side of Sunset Boulevard from Temescal Canyon Road to Rivas Canyon Road and portions of Topanga State Park, including the following:

1. The north side of Sunset Boulevard from Temescal Canyon Road up to and including the intersection with Chautauqua Boulevard north of Sunset Boulevard, and all streets, roads, and trails with access to that section of Sunset Boulevard.
2. All streets, roads, and trails with access to the east side of Temescal Canyon Road between Sunset Boulevard and the gate at the Topanga State Park Ranger Station.
3. The western boundary is up to but excluding Temescal Trail; the eastern boundary is the Topanga State Park boundary itself, excluding Rivas Canyon and Will Rogers Historic State Park; the southern boundary is Sunset Boulevard, the northern boundary is up to but excluding Mulholland Drive.

AREA 6

South side of Sunset Boulevard from Temescal Canyon Road up to and including Chautauqua Boulevard, the Palisades Park and Recreation Center, and the Theatre Palisades, including the following:

1. The south side of Sunset Boulevard from Temescal Canyon Road up to and including the intersection with Chautauqua Boulevard south of Sunset Boulevard.
2. All streets, roads, and trails with access to that section of Sunset Boulevard, including all of Haverford Avenue, and excluding Temescal Canyon Boulevard.
3. All addresses on the east side of Temescal Canyon Road from Sunset Boulevard up to and including Bowdoin Street
4. Both sides of Chautauqua Boulevard south of Sunset Boulevard and streets, roads, and trails with access to Chautauqua Boulevard, excluding Vance Street and the commercial and residential district south of the Vance Street/Corona Del Mar intersection.
5. The southern boundary is the ocean.

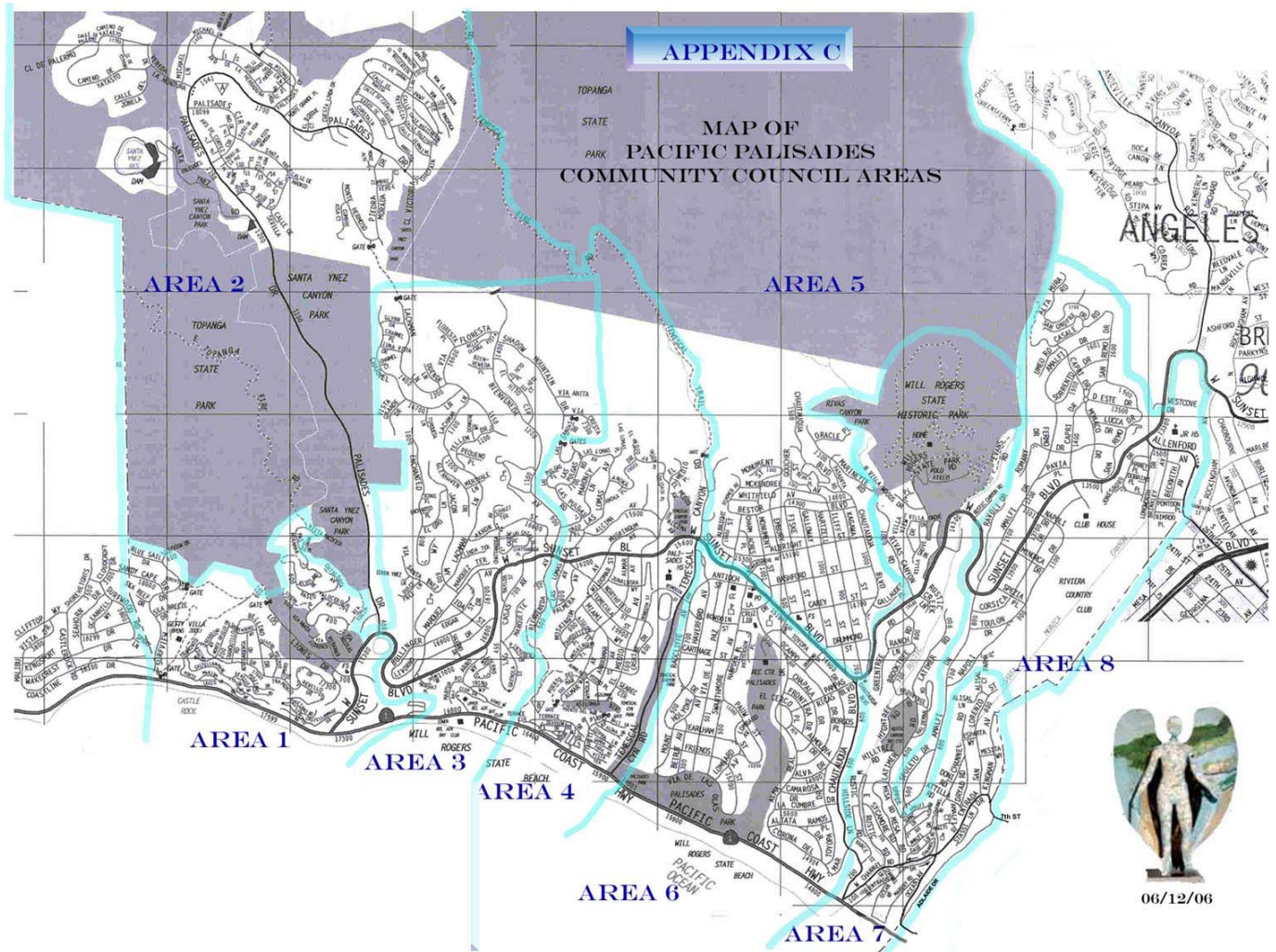
AREA 7 Santa Monica, Rustic and Lower Rivas Canyons, Rivas Canyon Park, Will Rogers State Park, and Rustic Canyon Recreation Center, including the following:

1. Both sides of Sunset Boulevard from Rustic Canyon Road up to but excluding the intersection with Chautauqua Boulevard north of Sunset Boulevard, and all streets, roads, and trails with access to that section of Sunset Boulevard and to Will Rogers Historic State Park.
2. The south side of Sunset Boulevard between the intersection of Sunset with Chautauqua north of Sunset , and the intersection of Sunset with Chautauqua south of Sunset .
3. Both sides of Rivas Canyon and Rustic Canyon Roads.
4. West Channel Road and Entrada Drive and all streets, roads, and trails with access to these streets, including Amalfi Drive up to Upper Mesa Road.
5. Vance Street and the commercial and residential district south of the Vance Street/Corona Del Mar intersection.
6. All addresses on Adelaide Drive that are within the Los Angeles City limits.
7. The eastern boundary is the Los Angeles City Limits; the southern boundary is the ocean.

AREA 8 Riviera sections North and south of Sunset Boulevard up to Allenford Avenue, the Paul Revere School grounds, and the Riviera Country Club, including the following.

1. Both sides of Sunset Boulevard between Rustic Canyon Road and Westcove Drive, and all streets, roads, and trails with access to that section of Sunset Boulevard, excluding Rustic Canyon Road and Westcove Drive.
2. Both sides of Amalfi Drive from Sunset Boulevard south to Upper Mesa Road, and all streets and trails with access to that portion of Amalfi Drive.
3. Both sides of Allenford Avenue from Sunset Boulevard to the Los Angeles City limits, and all streets, roads, and trails with access to that portion of Allenford Avenue.

PACIFIC PALISADES COMMUNITY COUNCIL
BYLAWS - November 12, 2009



BYLAWS APPENDIX C.

STANDING RULES

PACIFIC PALISADES COMMUNITY COUNCIL

SR-1. At the beginning of each meeting of the Board, the mission statement of the Community Council shall be read as set forth in Article 1, Section 1 of the Bylaws.

SR-2. Any procedure not referred to in the Articles of Incorporation or the Bylaws for the conduct of meetings shall be governed by the current edition of Robert's Rules of Order endorsed by the National Association of Parliamentarians.

SR-3. Board Representatives from categories which consist of only one organization should give notice to their category and the organization they represent by Sept. 1 of each year to select the Representative for the next fiscal year.

SR-4. Any organization or group may petition the Board to be included in a category set forth in Appendix "A" to the Bylaws.

SR-5. Elections of the At Large and Area Representatives shall be conducted in accordance with the Election Procedures approved by the Board and attached hereto.

SR-6. Check signing rule. The Treasurer shall file, from time to time, signature cards with financial institutions that contain the signatures of at least two officers of the board, one of which shall be the Treasurer. Checks or withdrawals may be made with only one signature and shall only be for purposes authorized by the Board or the Executive Committee and the Treasurer shall retain for at least three years all bank statements or other official evidence of payments made from Council funds.

SR-7. Every new member of the Board shall be given a copy of the Bylaws and Standing Rules

SR-8. At the request of an Area Representative or the At-large Representative ["Representative"], a second alternate may be selected for the Representative. Such request may be made at any time. The procedures for selection of representatives set forth in Article VIII of the bylaws shall be followed. A minimum of 30-days public notice shall be given to persons eligible to represent the area. The second alternate shall take office upon approval of the Board and serve until the expiration of the term of the Representative. The second alternate shall have all the rights of the first alternate and will vote in the absence of the Representative and the first alternate representative. If the office of the Representative becomes vacant for any reason, the first alternate is "promoted" to Representative. If the office of the first alternate becomes vacant for any reason, the second alternate is "promoted" to first alternate.

BYLAWS ATTACHMENT A

[Note: Attachment included with bylaws for convenience only. This attachment reflects board policy that may be amended from time to time without the two reading requirement that applies to the actual bylaws and appendices.]
[amended, May 22, 2008]

Election Procedure for At-Large and Area Representatives

Sec. 1. Elections Committee.

A. On or before the first meeting in June, the Chair shall appoint an Elections Committee which shall consist of five persons selected by the Chair, none of whom shall be a candidate for At-large or Area Representative.

B. The Committee shall be responsible for implementing and supervising the elections of the At-large and the Area Representatives as provided herein.

Sec. 2. Notice of Elections.

A. At least 30 days prior to the July meeting of the Council, the Elections Committee will prepare and post a Notice of Elections which sets forth the offices up for election, the qualifications necessary for the offices, the deadlines for submitting nominations, and where a copy of these procedures is available. The Notice should also include the telephone number or numbers of persons who may be contacted for information on the elections.

B. Posting of the Notice of Elections will consist of delivering copies of the Notice of Elections to any weekly newspaper that is distributed in the Pacific Palisades, to the Chamber of Commerce, and by posting copies in the Pacific Palisades Public Library and Post Office as well as on the Council Web site.

Sec. 3. Nomination Process.

A. Dissemination of election procedures. Any incumbent, as well as any person indicating an interest in becoming a candidate, shall be given a copy of these election procedures.

B. Boundaries.

1. The boundary for the At-large Representative is the Pacific Palisades Area shown on the Boundary Map of Pacific Palisades, as contained in Attachment "C" to the Bylaws.

2. The boundary of each Area is shown on the Boundary Map of Pacific Palisades, as contained in Attachment "C".

C. Nomination Papers. Only the candidate can prepare the document submitting or withdrawing his/her own nomination.

D. Filing Deadlines.

1. All candidates. Any candidate, including any incumbent running for reelection, must submit a Candidate's Statement prior to or at the regularly scheduled July meeting, at which time the chair will announce the list of candidates. If there is a person whose name has not been announced who it is believed has erroneously been left off the list of candidates, that person or someone designated by that person must be present at that July meeting with that candidate's statement and must submit the statement to the chair immediately following the announcement of the list of candidates.

2. Additional requirement for incumbent. Prior to or at the first Council meeting in June, each area incumbent must notify the chair in writing whether or not the incumbent will run for reelection. At the first Council meeting in June, the chair shall announce the names of the incumbents who are running for reelection. If the chair is not notified at or before that meeting, the incumbent will be deemed conclusively not to be running

E. Notice Procedure. Any notification or statement required by this nomination process

1. shall be given by personal delivery to the Chair or, to the presiding officer at a Board meeting, or

2. shall be sent by email to the Chair, or

3. must be mailed to the Pacific Palisades Community Council, P.O. Box 1131, Pacific Palisades, CA 90272, by a delivery process which shows a U. S. postmark indicating it was mailed at least seven days prior to the date of the July meeting and which requires a return receipt. Timely submittal of a posted document is determined by the official U.S. Postal Service postmark. Business or home office meter-stamp dates are not acceptable as evidence of timely submittal.

F. Withdrawal of Nomination. Any person who decides to withdraw must notify the chair in writing of that decision. Such notice shall be given as provided in "E. Notice Procedure" above. Votes for candidates who withdraw shall not be counted.

G. Candidate Statement.

1. It is suggested that each Candidate's Statement include, but not be limited to the following:

- a) Number of years residing in Pacific Palisades,
- b) Number of years at current address,
- c) Position on issues the candidate believes are of importance to the Community or to the candidate's area

2. Length--maximum of 100 words

- a) The Chair or Vice-Chair shall count the number of words in each Candidate's Statement.
- b) The name and address of a candidate shall not be included in the word count.
- c) The use of abbreviations and acronyms is encouraged in order to save space.
- d) If a Statement is over 100 words, it will be edited by the Chair or Vice-Chair.

Sec. 4. Preparation and Mailing of Ballots.

A. Ballots may be prepared as part of a Council newsletter. Ballots shall include the names of each candidate for Area and At-large Representative and the candidates' statements. The candidates for the At-large Representative should be listed separately and below the list of Area Representative candidates. On the ballot will be a "Statement of Eligibility To Vote for the At-large Candidate." and the following places to check:

Statement of Eligibility To Vote for the At-large Candidate

Check Only One

Pacific Palisades Resident at:

Owner of Real Property in the Pacific Palisades at:

Operator of a business in the Pacific Palisades at

Signature _____ Date _____

B. Ballot Distribution.

1. Notice. On or before the mailing of the ballots, the Committee will prepare a Notice of Ballot Availability listing all the candidates; stating:

- a) how and where ballots may be obtained;
- b) the last day that ballots may be mailed and
- c) such other information as may be useful.

The Notice will be distributed in the same manner as set forth herein for the Notice of Election.

2. Distribution. Mailing lists which list most residences and properties and businesses located in the Pacific Palisades will be used. In addition any person

who is eligible to vote may request a ballot and a ballot will be mailed to such person provided the person is not listed on one of the lists.

Sec. 5. Voting Process.

A. Eligibility to Vote.

1. Area Representatives. Only residents may vote and there shall be only one vote per household.

2. At-large Representative. Any individual who is a resident of, owns real property in, or operates a business in the Pacific Palisades is eligible to vote for the At-large Representative.

B. Mail Ballot Used. Ballots shall be returned by U.S. mail.

C. Deadline. The Council shall set a deadline when all ballots must be postmarked. Timely submittal of a document is determined by the official U.S. Postal Service postmark. Business or home office meter-stamp dates are not acceptable as evidence of timely submittal.

1. There shall be no write-in candidates.

2. If there is only one candidate for an area or for the At-large office, the name of that person shall still appear on the ballot.

Sec. 6. Counting Process.

A. Opening of ballots. The ballots shall be opened in the presence of the Elections Committee within two weeks of the ballot deadline set by the Council.

B. Disqualification of a vote or a ballot.

1. Grounds for disqualification of a ballot. Ballots shall be disqualified if:

a) The voter's eligibility cannot be determined.

b) A voter votes for more than one candidate in his or her area without ranking his or her preferences for instant runoff or for no candidate in his or her area.

c) The ballot is not timely returned.

d) A ballot other than the ballot supplied by the Council is returned.

2. Grounds for disqualification of a vote.

a) A vote for an Area representative shall be disqualified if the voter has voted for both an Area representative and an At-large representative but is only eligible to vote for the At-large representative.

b) A vote for the At-large representative shall be disqualified if the Statement of Eligibility is not completed or is not signed or contains false information.

3. Decision. A majority of the members of the Election Committee must agree for a ballot, or a portion thereof, to be disqualified.

C. Counting.

1. The votes in contested elections shall be counted twice, with at least two persons participating in each tabulation.
2. If a voter votes for candidates in more than one area, only the vote for a candidate in the voter's area shall be counted.
3. The instant runoff voting procedure shall be used for contested elections involving three or more candidates. The ballot shall provide for each voter to indicate the voter's runoff choices by ranking candidates in order of preference, i.e., 1,2,3. If no candidate is the first choice of at least half of the voters, a runoff count shall be conducted. The counting of ballots simulates a series of runoff elections, eliminating the candidates from the bottom who have the least support. In each round, every voter's ballot counts as a single vote for his or her top-ranked candidate who is still in the running, as indicated on that voter's ballot. Candidates with the least support or who have withdrawn are eliminated. Counting continues until there are just two candidates remaining. A majority elects the finalist with the highest number of votes. Should the finalists tie; the winner shall be determined by a coin toss.

D. Results.

The names of the Area Representative candidates and the At-large Representative candidate who have been elected and the number of votes received by each shall be released first to each candidate and then, no later than the first Board meeting in September, to the public.

E. Preservation of ballots. Ballots shall be preserved until the close of the second meeting following the release of the election results unless a challenge by a candidate to the results is pending.

F. Challenge. A Challenge shall be in writing and shall state the reasons for the challenge. Any challenge:

1. shall be given by personal delivery to the Chair or to the presiding officer at a Board meeting, or
2. shall be sent by email to the Chair no later than 10 calendar days following the release of the election results or,
3. must be mailed to the Pacific Palisades Community Council, P.O. Box 1131, Pacific Palisades, CA 90272, by a delivery process which shows a U. S. postmark indicating that it was mailed within the 10 calendar day period prior and which requires a return receipt. Timely submission of a document is determined by the official U.S. Postal Service postmark. Business or home office meter-stamp dates are not acceptable as evidence of timely submittal.

Sec. 7. Area Alternates.

See Article VIII, 1B (3) of Bylaws for the procedures relevant to the selection of area alternate representatives.