

BYLAWS OF THE
South Robertson Neighborhoods Council
Also known as SORO NC
approved by the Department of Neighborhood Empowerment 6/30/06

1. ARTICLE I – NAME

1.1. The Name of the neighborhood COUNCIL shall be the South Robertson Neighborhoods COUNCIL, also known as SORO NC.

2. ARTICLE II – DEFINITIONS

2.1. NEIGHBORHOOD COUNCIL shall mean a governing board of STAKEHOLDERS within SORO NC boundaries that meet regularly with the goal to build a community and increase public participation in government.

2.2. STAKEHOLDERS are defined as individuals who live, work, own property, attend school, and/or are members of congregations or organizations within the SORO NC boundaries.

2.3. The Neighborhood Council BOARD shall mean the governing board as composed of BOARD MEMBERS.

2.4. BOARD MEMBERS are STAKEHOLDERS elected to serve on the COUNCIL BOARD by SORO NC STAKEHOLDERS.

2.5. BOARD MEETINGS are publicly held community meetings attended by STAKEHOLDERS where only BOARD MEMBERS can vote on COUNCIL business.

2.6. COUNCIL AREA shall mean the geographic area as set forth in ARTICLE III.

2.7. OFFICIAL ACTION shall mean when the BOARD approves, fails to approve, or disapproves by vote any resolution, position, or decision with respect to an item on its agenda. An OFFICIAL ACTION becomes the official or representative voice on said item for the COUNCIL.

2.8. ACTION COMMITTEE shall be a group of STAKEHOLDERS who meet to address an on-going concern or issue of the COUNCIL AREA. If any such committee becomes a standing committee it shall be subject to the Brown Act.

3. ARTICLE III – NEIGHBORHOOD COUNCIL AREA BOUNDARIES

3.1. South Robertson Neighborhoods COUNCIL includes a geographic area with specific boundaries. The boundaries are described as follows:

- 3.1.1. North: (going east) Beverly Hills border/Whitworth Drive, when west of Robertson Blvd.; Beverly Hills border/Gregory Way when east of Robertson Blvd.
- 3.1.2. South: (going east) 10 freeway, Robertson Blvd. Off-ramp, Exposition Blvd. along Culver City border.
- 3.1.3. West: (going south) Roxbury Drive (Hillcrest Country Club east lot edge), Beverwil Drive (including attached cul-de-sacs), Shelby Drive, and National Blvd.
- 3.1.4. East: La Cienega Blvd. (west side of street only, boulevard is shared with adjacent Neighborhood COUNCIL).

4. ARTICLE IV – PURPOSE, MISSION, and POLICY

4.1. The purpose of this COUNCIL shall be to:

- 4.1.1. Act on the City Charter Mandate to identify and address community concerns in sustaining the economic and social well being of the COUNCIL AREA.
- 4.1.2. Participate as an advisory board on issues of concern and in the governance of the City of Los Angeles.

4.2. The mission of this COUNCIL is:

- 4.2.1. To serve as an inclusive forum for public discussion of issues, needs, and concerns of this COUNCIL that will provide the BOARD with knowledge empowering it to make decisions that strengthen and maintain the purpose of this COUNCIL.
- 4.2.2. Encourage STAKEHOLDER participation in addressing community concerns.

4.3. The policy of this COUNCIL shall be one of non-discrimination. The COUNCIL shall not discriminate against any individual or group in our operations on the basis of race, religion, color, creed, citizenship, national origin, ancestry, cultural orientation, lifestyle, gender, sexual orientation, age, disability, marital status, income, or political philosophy.

5. ARTICLE V – PARTICIPATION

5.1. Participation in this COUNCIL is open to all SORO NC STAKEHOLDERS. The BOARD may request reasonable proof and make reasonable inquiries to verify eligibility.

6. ARTICLE VI – BOARD OF DIRECTORS

6.1. The purpose of the Board of Directors is to serve as elected representatives of STAKEHOLDERS by providing coordinated leadership, overseeing the long-term goals of the organization, fostering and promoting the initiative and commitment of STAKEHOLDERS, and pursuing the purpose and mission of this COUNCIL. The BOARD shall be the final authority of the South Robertson Neighborhoods Council.

6.2. The number of BOARD MEMBERS shall be twenty-five (25).

6.3. The composition of the BOARD shall aim to achieve the following representation from the five (5) following STAKEHOLDER categories within the COUNCIL AREA

6.3.1. Residents: Individuals who are a resident homeowner or tenant. One seat from each of the ten zones within the COUNCIL AREA (10 seats).

6.3.2. The geographic zones are defined as follows:

6.3.2.1. Zone 1

6.3.2.1.1. North Boundary: Whitworth Dr. (Beverly Hills border)

6.3.2.1.2. South Boundary: (going east) Cashio St., Canfield Ave., to Pickford St.

6.3.2.1.3. West Boundary: Roxbury Dr.

6.3.2.1.4. East Boundary: Robertson Blvd.

6.3.2.2. Zone 2

6.3.2.2.1. North Boundary: Pico Blvd.

6.3.2.2.2. South Boundary: Pickford St.

6.3.2.2.3. West Boundary: Robertson Blvd.

6.3.2.2.4. East Boundary: La Cienega Blvd.

6.3.2.3. Zone 3

6.3.2.3.1. North Boundary: Pickford St.

6.3.2.3.2. South Boundary: Sawyer St.

6.3.2.3.3. West Boundary: Robertson Blvd.

6.3.2.3.4. East Boundary: La Cienega Blvd.

6.3.2.4. Zone 4

6.3.2.4.1. North Boundary: Sawyer St.

6.3.2.4.2. South Boundary: Cadillac Ave.

6.3.2.4.3. West Boundary: Robertson Blvd.

6.3.2.4.4. East Boundary: La Cienega Blvd.

6.3.2.5. Zone 5

6.3.2.5.1. North Boundary: Cadillac Ave.

6.3.2.5.2. South Boundary: (going east) Cattaraugus Ave, 10 FWY

6.3.2.5.3. West Boundary: Robertson Blvd.

6.3.2.5.4. East Boundary: La Cienega Blvd.

6.3.2.6. Zone 6

- 6.3.2.6.1. North Boundary: 10 FWY
- 6.3.2.6.2. South Boundary: (going east) Exposition Blvd., Culver City border
- 6.3.2.6.3. West Boundary: 10FWY
- 6.3.2.6.4. East Boundary; La Cienega Blvd.
- 6.3.2.7. Zone 7
 - 6.3.2.7.1. North Boundary: Cattaraugus Ave.
 - 6.3.2.7.2. South Boundary: 10 FWY
 - 6.3.2.7.3. West Boundary: (going south): Beverwil Dr., Castle Heights Ave, Kincardine Ave, Shelby Dr., National Blvd.
 - 6.3.2.7.4. East Boundary: Robertson Blvd.
- 6.3.2.8. Zone 8
 - 6.3.2.8.1. North Boundary: (going east) Castle Heights Ave, Bolton Rd., Sawyer St.
 - 6.3.2.8.2. South Boundary: Cattaraugus Ave.
 - 6.3.2.8.3. West Boundary: Beverwil Dr.
 - 6.3.2.8.4. East Boundary: Robertson Blvd.
- 6.3.2.9. Zone 9
 - 6.3.2.9.1. North Boundary: (going east) Cashio St., to Canfield Ave., to Pickford St.
 - 6.3.2.9.2. South Boundary: (going east) Castle Heights Ave, Bolton Rd., Sawyer St.
 - 6.3.2.9.3. West Boundary: Hilcrest Country Club east lot edge
 - 6.3.2.9.4. East Boundary: Robertson Blvd.
- 6.3.2.10. Zone 10 (All references to Zone 10 and/or its representatives or stakeholders are conditioned upon boundary adjustment approval by the Board of Neighborhood Commissioners)
 - 6.3.2.10.1. North Boundary: Beverly Hills border/Gregory Way
 - 6.3.2.10.2. South Boundary: Pico Blvd.
 - 6.3.2.10.3. West Boundary: Robertson Blvd.
 - 6.3.2.10.4. East boundary: La Cienega Blvd.
- 6.3.3. Business: Individuals who own, operate, or work in a business or own business property or residential income property. (5 seats)
- 6.3.4. Organizations: Individuals who officially represent organized groups of STAKEHOLDERS where their participation on the BOARD will further enhance the diversity and general representation of our BOARD. Eligible organizations may include but are not limited to non-profit, faith based, or service organizations. (4 seats)
- 6.3.5. Schools: Individuals who attend or work at schools in the COUNCIL AREA. (2 seats)
- 6.3.6. At-Large: Individuals who live, work, own property, attend school, and/or are members of organizations within the COUNCIL AREA. (4 seats)

6.4. As appropriate, the BOARD may request additional Advisory Directors. Advisory Directors will sit on the BOARD but can not vote. The BOARD shall reserve one advisory position for each City Council District within the COUNCIL AREA and one advisory position for a representative from each of the LAPD Areas (or their equivalent) that serve the COUNCIL AREA.

6.4.1. The purpose of the advisory board members is to provide further insight and guidance from local City of Los Angeles personnel.

6.5. Without prejudice to the general powers, and subject to the same limitations, the BOARD shall have the power to:

6.5.1. Set priorities and specific goals for the COUNCIL.

6.5.2. Oversee, review, and approve proposed projects, programs, and other activities which affect the general welfare and economic condition of the STAKEHOLDERS. The BOARD shall at all reasonable times refer the development of proposed BOARD actions to ACTION COMMITTEES. The BOARD shall review ACTION COMMITTEE proposals as a whole and vote on them in their entirety only.

6.5.3. Allocate resources, authorize expenditures, and otherwise perform activities needed for normal operations on behalf of the COUNCIL.

6.5.4. Establish and disband ACTION COMMITTEES and Chairs.

6.5.5. Select and remove all officers, agents, and employees of the COUNCIL, and prescribe any powers and duties for them that are consistent with the law and with these bylaws.

6.5.6. Change the location of the principal business office within the COUNCIL AREA; and designate any place within the COUNCIL AREA for the holding of any meeting including BOARD MEETINGS, ACTION COMMITTEE MEETINGS or SUB COMMITTEE MEETINGS. Under special circumstance the BOARD may authorize a meeting to be held outside the COUNCIL AREA if no other reasonable solution exists.

7. ARTICLE VII – ELECTION OF THE BOARD OF DIRECTORS

7.1. The BOARD must, to the extent possible, reflect the diversity of the South Robertson Neighborhoods Council's Community Stakeholders. Accordingly, no single Community Stakeholder group shall compose a majority of a Certified Neighborhood Council's governing body unless extenuating circumstances are warranted and approved by DONE.

- 7.2. All candidates for the BOARD must be qualified STAKEHOLDERS at the time of election. All elections will be by open vote at an election open to all STAKEHOLDERS pursuant to rules established by the election committee in compliance with the Ralph M. Brown Act. No stakeholder may vote by proxy. On request of the President of the BOARD, a BOARD MEMBER shall provide a written summary of the systems through which the BOARD MEMBER shall communicate on a regular basis with the STAKEHOLDERS he or she represents.
- 7.3. Elections shall take place every two years for board members of the South Robertson Neighborhoods Council.
 - 7.3.1. All SORO NC stakeholders shall be eligible to vote and become candidates in these board elections.
 - 7.3.2. The board elections shall be conducted according to election procedures developed by a SORO NC committee and approved by the SORO NC board.
 - 7.3.3. Elections shall be conducted in compliance with the Citywide Election Procedures and any other City of Los Angeles policies or procedures to which Neighborhood Council elections are subject.
- 7.4. Elections for BOARD MEMBERS shall be held every two (2) years for one-half of the elected seats on the BOARD.
- 7.5. The terms of all BOARD SEATS shall be two (2) years, except for the initial board, half of whom shall be eligible to serve four (4) year terms, to establish a system of staggered terms.
- 7.6. The following shall be the process to determine which of the initial board members' seats shall be up for election in the 2006 election.
 - 7.6.1. Those seats that are currently vacant shall be placed for election first.
 - 7.6.2. Those seats currently occupied by board members who indicate at a public meeting that they do not wish to serve a four year term shall then be opened for election.
 - 7.6.3. The remainder of seats up for election shall be drawn by lot from the seats currently occupied by board members appointed by the board, not elected in the 2004 election.
 - 7.6.4. The seats shall be opened for election in this order until 12 seats are open for the 2006 election
- 7.7. Having followed the above process, these are the seats that shall be up for election in 2006:
 - 7.7.1. Those seats that are currently vacant shall be placed for election first.

- 7.7.1.1. One (1) Business seat
- 7.7.1.2. Resident – Zone 8
- 7.7.1.3. Resident – Zone 10
- 7.7.1.4. One (1) At-Large seat
- 7.7.2. Those seats currently occupied by board members who indicate at a public meeting that they do not wish to serve a four year term shall then be opened for election.
 - 7.7.2.1. One (1) Business seat
 - 7.7.2.2. Resident – Zone 2
 - 7.7.2.3. Resident – Zone 4
 - 7.7.2.4. Resident – Zone 9
 - 7.7.2.5. One (1) School seat
 - 7.7.2.6. One (1) At-Large seat
- 7.7.3. The remainder of seats up for election shall be drawn by lot from the seats currently occupied by board members appointed by the board, not elected in the 2004 election.
 - 7.7.3.1. One (1) School seat
 - 7.7.3.2. One (1) Organization seat
- 7.8. The other half (13) of the seats shall be available for election during the 2008 SORO NC Board of Directors Election.
- 7.9. All board seats and terms are subject to other provisions of these bylaws
 - 7.9.1. In no event shall any BOARD MEMBER serve on the BOARD for more than eight (8) consecutive years.
- 7.10. The EXECUTIVE BOARD will consist of President, Vice President, Treasurer, and Secretary and be filled by a majority vote of the BOARD. Non-executive board officer positions shall be determined by the BOARD as needed and filled by a majority vote of the BOARD. Terms for executive officers and non-executive board officer positions created by the BOARD shall be two (2) years and subject to other terms in these bylaws.
- 7.11. Notice of bi-annual BOARD elections shall be given at least sixty days (60) days prior to any election to find prospective BOARD MEMBERS for purposes of soliciting STAKEHOLDER involvement.
- 7.12. The minimum age for stakeholder participation in board elections shall be fifteen (15) years of age.
- 7.13. A vacancy of a BOARD seat may be filled at the discretion of the BOARD. In such cases the following procedures shall be used:

- 7.13.1. STAKEHOLDERS will be notified that the BOARD has a vacancy to be filled in a specific category. Any eligible STAKEHOLDER(s) interested in filling a vacant seat on the BOARD shall submit an application(s).
- 7.13.2. The BOARD shall then ensure that the matter is placed on the agenda for the next regular meeting of the BOARD.
- 7.13.3. One eligible STAKEHOLDER will be elected to the vacant BOARD seat by an open majority of the BOARD MEMBERS present.
- 7.13.4. When a vacant seat is filled by the aforementioned process, that seat shall be filled until its term expires. In no event shall a vacant seat be filled where an election to fill open seats on the BOARD is scheduled to be held within one hundred-twenty (120) days from the date the applicant (STAKEHOLDER applying to fill the vacancy) tenders a written application to the BOARD.
- 7.14. A BOARD MEMBER may be removed by the submission of a written petition which (1) identifies the BOARD MEMBER to be removed, (2) described in detail the reason for removal, and (3) includes the signatures of fifty (50) STAKEHOLDERS. The fifty (50) signatures shall not be required if the reason for removal is non-attendance of the last three consecutive meetings. The issue shall be placed on the agenda for a vote at the next BOARD meeting. A vote of No Confidence by a majority of the BOARD shall be necessary to remove the identified BOARD MEMBER forthwith. The BOARD MEMBER who is the subject of the removal action shall not take part in the vote on this matter, but will be allowed to speak to the BOARD at the meeting prior to the vote.

8. ARTICLE VIII – BOARD MEETINGS

- 8.1. All meetings, as defined by the Ralph M. Brown Act shall be noticed and conducted in accordance with the Acts and these bylaws.
- 8.2. Any item that requires the BOARD to take OFFICIAL ACTION shall be posted at least 72 hours in advance which provides a brief summary of the item to be discussed and voted on. The manner of posting will be such that it provides access to the general STAKEHOLDERS.
- 8.3. Meetings of the BOARD shall be held at least once per quarter with at least a 72 hour notice.
- 8.4. A community meeting or TOWNHALL in which government leaders and representatives speak to STAKEHOLDERS shall be held at a minimum of once per year with at least a twenty-one (21) day notice.

- 8.5. Meetings will be at a location determined by the BOARD which may change from time to time and will be noticed on agendas pursuant to the Brown Act.
- 8.6. Notification of BOARD meetings shall include, at minimum, posting at five (5) publicly accessible locations throughout the COUNCIL AREA.
- 8.7. The minimum quorum is 11 members of the BOARD. An OFFICIAL ACTION can be taken by no fewer than seven (7) votes when there is a quorum of 11. When MORE THAN 11 BOARD MEMBERS ARE present, OFFICIAL ACTION shall be taken by A SIMPLE MAJORITY OF BOARD MEMBERS PRESENT. There shall be no proxy voting.
- 8.8. If SORO NC lacks a sufficient number of board members necessary to establish a quorum, then the remaining board members are granted limited authority to conduct a public meeting and fill any vacant seats on the board according to the restrictions or criteria that exist for the seat.
- 8.8.1. The public meeting to re-establish the quorum shall be conducted in accordance with the Brown Act, shall be unanimously attended by each and every existing member on the board, and any vacant seat shall be filled by a majority vote. No other business shall take place at this public meeting.
- 8.8.2. Until such time as a sufficient number of the vacancies have been filled that re establishes a quorum, those persons appointed to the vacant seats shall not participate or vote in the filling of vacancies.
- 8.8.3. After the quorum is re-established the Neighborhood Council may fill or continue filling any vacancies in accordance with the regular appointment procedure contained in these bylaws in Section 7.9.
- 8.8.4. If more than $\frac{3}{4}$ of the seats on the Board are or become vacant, then the remaining board members shall not be authorized to appoint any vacancies and instead are solely authorized to take any and all action necessary to conduct an election for the entire board. If there are no board members, then DONE may name the members for the election committee who shall then be authorized and have all power necessary to conduct an election for all board seats.

8.9. RECONSIDERATION OF A BOARD ACTION

The Board may reconsider and amend its action on items listed on the agenda if that reconsideration takes place immediately following the original action or at the next regular meeting. The Board, at either of these two meetings, shall: (1) make a Motion for Reconsideration and, if approved, (2) hear the matter and Take an Action. If the motion to reconsider an action is to be scheduled at the next meeting following the original action, then two items shall be placed on the agenda for that meeting: (1) a Motion for Reconsideration on the described matter and (2) a [Proposed] Action should the motion to reconsider be approved. A Motion for Reconsideration can only be made by a Board member who has previously voted on the prevailing side of the original action taken. If a Motion for

Reconsideration is not made on the date the action was taken, then a Board member on the prevailing side of the action must submit a memorandum to the Secretary identifying the matter to be reconsidered and a brief description of the reason(s) for requesting reconsideration at the next regular meeting. The aforesaid shall all be in compliance with the Brown Act.

9. ARTICLE IX - RULES OF CONDUCT

- 9.1. RULES OF CONDUCT shall be developed and adopted by the BOARD and can be changed or modified by the BOARD. Such RULES OF CONDUCT should support the Purpose, Mission, and Policy of this COUNCIL.
- 9.2. The COUNCIL will endeavor to conduct COUNCIL business in a professional, respectful, and ethical manner. The COUNCIL will refrain from violating BOARD Rules and shall abide by all City, County, State, and Federal laws that apply.
- 9.3. A STAKEHOLDER or other individual who is disruptive at an official COUNCIL function may be removed.

10. ARTICLE X – SPECIAL BOARD MEETINGS

- 10.1. SPECIAL BOARD meetings may be called at any time by a majority of BOARD MEMBERS or by two executive board officers. The nature of the topic of such a meeting must require the COUNCIL to take OFFICIAL ACTION prior to or at the next BOARD meeting.
- 10.2. Notification of SPECIAL BOARD meetings shall be given to each BOARD MEMBER by the same methods of notification as regular BOARD meetings.
- 10.3. Notification of SPECIAL BOARD meetings shall include, at minimum, posting at five (5) publicly accessible locations throughout the COUNCIL AREA.
- 10.4. Notice of SPECIAL BOARD Meetings shall be given to the public at least twenty-four (24) hours before the time set for the meeting.

11. ARTICLE XI - ACTION COMMITTEES

- 11.1. The purpose of ACTION COMMITTEES is to define goals, issues, and concerns for the COUNCIL, investigate possible activities to help further those goals, select appropriate actions, and propose those actions to the BOARD for approval and funding, and implement any OFFICIAL ACTION.

- 11.2. BOARD MEMBERS interested in a specific topic shall have the right to form an ACTION COMMITTEE. An ACTION COMMITTEE shall be formally established by a majority of a quorum of the BOARD.
- 11.3. All BOARD MEMBERS must be a member of at least one action committee.
- 11.4. Any STAKEHOLDER shall have the right to join an ACTION COMMITTEE.
- 11.5. All ACTION COMMITTEE meetings shall have at least one BOARD MEMBER present.
- 11.6. ACTION COMMITTEE meetings shall be held as needed.
- 11.7. The ACTION COMMITTEES have the authority to select and remove a chairperson to oversee the committee subject to approval by the BOARD. They may also convene meetings and investigate concerns. They may not distribute information, flyers, or any other written communication or represent the COUNCIL without an approval process determined by the BOARD.

12. ARTICLE XII – GRIEVANCE PROCEDURE

- 12.1. Any grievance by a STAKEHOLDER must be submitted in writing to the Board Secretary. Within thirty days (30) of receiving the grievance:
 - 12.1.1. The Secretary will refer the matter to an Ad Hoc Grievance Panel comprised of five STAKEHOLDERS who, at a BOARD MEETING, are randomly selected by the Secretary from a list of STAKEHOLDERS who have expressed an interest in serving in this capacity.
 - 12.1.2. The Secretary will coordinate a time and place for the panel to meet with the STAKEHOLDER(s) who submitted the grievance to discuss ways in which the dispute may be resolved.
- 12.2. Within thirty (30) days of the panel meeting with the STAKEHOLDER(s) who submitted the grievance, the panel members will prepare a written report outlining the panel's collective recommendations for resolving the grievance, and will submit the report to the Secretary. The Secretary will ensure that the report be listed on the agenda of the next regular COUNCIL meeting as a discussion and possible action item. The report may be distributed to the BOARD MEMBERS prior to the scheduled meeting, but will not be discussed by BOARD MEMBERS until the meeting, pursuant to the Brown Act.
- 12.3. The formal grievance process is not intended to apply to STAKEHOLDERS who simply disagree with an official action taken by the Board. Those grievances can be aired at COUNCIL meetings. This grievance process is intended to address matters involving procedural disputes, such as the Board's

failure to comply with its rules or these bylaws, or its failure to comply with the City Charter, the Plan, local ordinances, and/or state or federal law.

12.4. In the event that a grievance cannot be resolved through this grievance process, then the matter may be referred to DONE for consideration or dispute resolution in accordance with the Plan.

13. ARTICLE XIII – FINANCIAL ACCOUNTABILITY

13.1. The Treasurer of this COUNCIL shall oversee and be charged with the full custody and control of all COUNCIL funds and assets. The Treasurer will establish an account or accounts for the deposit of COUNCIL funds in a federally insured (FDIC) bank or financial institution in the precise name of this COUNCIL. Funds shall be invested as determined by the BOARD but shall not be used for high risk or speculative investments and must conform to prudent standards of investment of public funds.

13.2. The COUNCIL agrees to comply with all the financial accountability requirements as specified by City Ordinance 174006, the Plan for a Citywide System of Neighborhood Councils, and all financial requirements as prescribed by the Department of Neighborhood Empowerment.

13.3. The Treasurer shall establish and oversee a system of bookkeeping and accounting for the COUNCIL that provides for compliance with Generally Accepted Accounting Principles and conforms to all applicable local, state, or federal laws. The Treasurer may request authorization from the BOARD to retain a financial professional to assist in creating a bookkeeping and accounting system. Any expenditure or investment by the TREASURER must be approved in general by the BOARD and specifically by two (2) BOARD Members other than the Treasurer.

13.4. The COUNCIL's financial statements, books and accounts shall be open for inspection and copying by any person upon a written request to the BOARD. The BOARD shall establish fair and open procedures to permit inspection within a reasonable time. The reasonable cost of copying must be paid by the person or entity requesting the copies.

13.5. The Treasurer shall make a report to the BOARD on the COUNCIL's finances at every regular meeting of the BOARD. If the Treasurer can not attend a meeting, a written report will suffice.

14. ARTICLE XIV – AMENDING BYLAWS

14.1. Amendments, changes, additions, or deletions to these bylaws may be proposed by any BOARD MEMBER or by any STAKEHOLDER(s) using a proposal formalized in writing and then placed on the agenda for discussion and vote at a BOARD MEETING. The proposed amendment shall comply with the

reporting requirements established by DONE, including but not limited to making financial records available to the public and to DONE itself.

14.2. An amendment or adjustment of these bylaws must be made by two-thirds (2/3) vote of the total number of actual BOARD MEMBERS and will be subject to approval by DONE.

~End~