PACIFIC PALISADES COMMUNITY COUNCIL BYLAWS
(Revised May 9, 2019)

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 PPCC:

A. Is a forum for the consideration of Community issues.

B. Is an advocate for Pacific Palisades to government and private agencies upon issues where there is broad Community agreement as reflected by two-thirds of the Board members voting on any one of those issues at a PPCC Meeting.

C. Assists other organizations in Pacific Palisades which want help in accomplishing their objectives or projects, which the PPCC determines 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.

C. "ELECTED REPRESENTATIVE" shall mean a person occupying the position of At-large or Area Representative.

D. "MEMBER" shall mean a voting Member of the Board as described in Article V.1.A below.

E. "MEMBER ORGANIZATION" shall mean one of the nine Organizations Eligible to Send Representatives as specified in Appendix A attached hereto as a part of these Bylaws ("Appendix A").

F. "ORGANIZATIONAL REPRESENTATIVE" shall mean a person appointed to represent a Member Organization pursuant to Articles V.I.A and VIII.1.A below.

G. "PACIFIC PALISADES" shall mean that area delineated on the map attached to Appendix B hereto.

H. "PPCC" shall mean the Pacific Palisades Community Council.

I. "PPCC MEETING" shall mean a meeting of the Board.

J. "RESIDENT" shall mean a person whose Principal Residence is within Pacific Palisades.

K. "PRINCIPAL RESIDENCE" shall mean (1) voter registration address; (2) automobile registration home address, (3) the address where one normally returns after work or after a temporary absence while at school, or (4) the place where one has spent the major portion of time within the prior twelve (12) months.

ARTICLE IV

MEMBERSHIP

The PPCC is composed of (1) Members of the Board and (2) individuals who own real property located in, reside in, or operate a business with a street address located in Pacific Palisades.

ARTICLE V

BOARD OF GOVERNORS

Sec. 1. ORGANIZATION.

A. **The Board.** There shall be twenty-three (23) voting Members of the Board consisting of the Chair Emeritus (immediate past Chair), nine Elected Representatives, the four officers specified in Sec. 2 of this Article and the nine Member Organizations. Each Organizational Representative serves in a representative capacity for his or her respective Member Organization. The term "Member" as used herein shall refer to and include the Organizational Representative appointed by each respective Member Organization.

B. If the immediate 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.

C. A first Alternate Elected or Organizational Representative (or second Alternate if the

first Alternate is not available) shall serve as the voting Member of the Board at any PPCC Meeting where his or her corresponding voting Member is not present.

D. 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 also shall appoint a Youth Advisor or Advisors and may appoint Special Advisors. Such Advisor or Advisors shall serve at the pleasure of the Chair, except that the Board may, by a motion approved by two-thirds of Board Members voting, retain an Advisor not favored by the Chair to serve at the pleasure of the Board.

E. The Legal Advisor and any Special or Youth Advisors shall be nonvoting advisors 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 (or Alternate) and an Organizational Representative (or Alternate). The Elected and Organizational Representative members of the Committee shall be selected and appointed by a majority vote of the officers and the Chair Emeritus.

B. This Committee, by a majority of the entire Committee, 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 PPCC Meeting following the action taken by the Committee.

Sec. 4. PPCC COMMITTEES.

Except as provided in Sec. 3 above, all committees shall be appointed by the Chair. There shall be a Nominating Committee, an Election Committee, a “Three Chairs” Committee and such other committees as the Chair may appoint. All appointed committees shall terminate at midnight on June 30.

Sec. 5. 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 PPCC officer or the Board shall impose any restrictions upon the expression of personal opinions by any PPCC officer or Board Member, nor shall any PPCC officer or the Board impose any sanctions upon any PPCC 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 and in the PPCC Standing Rules.

Sec 6. LITIGATION. The Executive Committee shall not authorize the participation of PPCC in litigation as a plaintiff or petitioner, nor 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 PPCC Meeting or, if a decision must be made prior to the next regular PPCC Meeting, the Chair shall call a special PPCC 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. When present, the Chair shall preside at all PPCC Meetings. The Chair shall appoint all committees, temporary or permanent. The Chair shall be an *ex officio* nonvoting member of all appointed committees other than the Nominating Committee, except that any current Chair who also previously served as Chair may serve as a voting member of the "Three Chairs" Committee formed pursuant to Article VIII.1.C and D of these Bylaws. 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 PPCC and who may approve payments from PPCC accounts. The Chair may sign, with the Secretary or any other proper officer of the PPCC authorized by the Board, any instruments that the Board has 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. The Chair shall perform all duties incident to the office of Chair that can generally be attributed to this role, and such other duties as may be prescribed by the Board from time to time. The person elected as Chair may adopt the title: "PPCC President," to enhance communications with elected and government officials, peer organizations and the press.

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. The person elected as Vice Chair may adopt the title: "PPCC Vice President," if the person elected as Chair has adopted the title: "PPCC President."

Sec. 3. SECRETARY. The Secretary shall (a) keep the minutes of the PPCC Meetings in the appropriate books or files; (b) see that all notices are duly given in accordance with provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a record of the street address, post office address and email address, if any, of each Board Member furnished to the Secretary by such Member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board. The Secretary may be one of the officers required to sign the checks and grants of the PPCC.

Sec. 4. TREASURER. The Treasurer shall have charge and custody of all monies and other valuable effects in the name of and to the credit of the PPCC. The Treasurer shall deposit all such monies in the name of the PPCC in such banks and depositories as may be designated by the Board, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of 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 disburse the funds of the PPCC as may be ordered by the Board and shall render at each PPCC Meeting and at such other times as the Board may request, an account of the finances of the PPCC. The Treasurer shall provide, at the last PPCC Meeting in June, an income and expense statement for the previous 12 months and a balance sheet as of June 1. The Treasurer shall in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair or by the Board.

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

Sec. 6. COMPENSATION. No Board Member or 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 those performed as a Board Member or officer.

ARTICLE VII

ELECTION OF OFFICERS

Sec. 1. NOMINATING COMMITTEE. No later than the first PPCC Meeting in April, the Chair shall appoint a Nominating Committee of at least three Board 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 Elected Representative. No current officer shall be a member of the Nominating Committee. The Chair shall not attend any Nominating Committee meetings nor participate in any of the Nominating Committee's deliberations.

Sec. 2. NOMINATIONS. The Nominating Committee shall present its list of candidates

at the first regular PPCC Meeting in May of each year. Candidates for the office of Chair must be past or present Board Members. Candidates for any office must satisfy the membership requirements set forth in Article IV and shall comply with Standing Rule 9 (the Code of Conduct). In addition to the candidates submitted by the Nominating Committee, any Board Member may nominate a candidate or candidates until 15 minutes prior to the scheduled close of the second regular PPCC Meeting in May.

Sec. 3. CANDIDATES FORUM. If there are any contested offices, a candidates' forum shall be held during the first regular meeting in June. The Chair shall consult with the nominees and the members of the Nominating and Executive Committees to determine procedures for the conduct of any forum and the contested election, consistent with Section 4 below.

Sec. 4. ELECTION. At the first regular PPCC Meeting in June of each year, after the candidates' forum (if applicable), the Board shall elect officers who shall take office on July 1 of that year.

A. If a candidate is unopposed, the Board may vote by acclamation. Otherwise, the voting shall be by written secret ballot. Election shall be by a majority of the Board Members present. Blank ballots or abstentions shall be counted as "No" votes. Two non-voting Members of the Board appointed by the Chair shall count ballots. The Chair shall ask PPCC's outside accountant to be present during the ballot counting. The numerical vote shall be announced.

B. If there are two candidates for an office and the vote is tied, the election shall be decided by a coin flip. 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. If the vote is tied after the second ballot, the election shall be decided by a coin flip. Any coin flip required under this subsection shall be conducted publicly at said Board meeting by the Board Members appointed to count the ballots.

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

D. At any PPCC 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. ORGANIZATIONAL REPRESENTATIVES AND ALTERNATES. There shall be nine (9) Member Organizations as listed in Appendix A to these Bylaws, which are grouped into two categories of Member Organizations ("Category Groups"): Category Groups with multiple organizations, and Category Groups with only one organization. In Category Groups with multiple organizations, the Member Organizations and

corresponding Alternate Member Organizations rotate and are determined annually as set forth below and in the "note" to Appendix A. In Category Groups with only one organization, the Member Organizations do not rotate. By August 15 of each year, the Chair, or the Chair's designee, shall give notice to all Member Organizations and Alternate Member Organizations of the requirement for written certification of the information required in Article VIII.1.A.2(3) below and for appointment of each such Organization's Organizational Representative and/or Alternate.

1. In the case of a Category Group with only one organization, that Member Organization shall comply with the requirements of Article VIII.1.A.2(1) and (3) below by September 30. Absent timely and complete compliance, that Member Organization's voting right shall be suspended until there has been compliance. Such Member Organization is entitled to appoint both an Organizational Representative and an Alternate Organizational Representative.

2. In the case of a Category Group with more than one organization, the Member Organization and Alternate Member Organization shall be determined annually as set forth below and in the "note" to Appendix A.

   (1). The Member Organization scheduled to represent the category in a given year shall appoint a person to be its Organizational Representative to the Board

   (2). The organization scheduled to represent the category in the following year shall be the Alternate Member Organization, which shall appoint a person to be the Alternate Organizational Representative to the Board. The Alternate Organizational Representative is encouraged to attend all Board meetings and participate in Board deliberations and to vote in the absence of the Organizational Representative.

   (3). Each Member Organization and Alternate Member Organization shall be required to submit to the Board a written certification of the name, purpose of the organization, description and number of its members (if a non-profit, the members recorded on its rolls), names of officers, nature and frequency of meetings, fees or dues required, physical address, website, e-mail address and telephone number.

   (4). If the Member Organization or Alternate Member Organization fails to appoint a person to serve as its Organizational Representative or to submit a complete written certification as required by subsections (1), (2) and (3) above (the "Requirements") by September 15, the next organization in line shall be notified that it is eligible to become the Member Organization or Alternate Member Organization. If such organization fails to comply within two weeks with the Requirements, then the next organization in line shall be eligible to become the Member Organization or Alternate Member Organization. This process shall continue until both a Member Organization and Alternate Member Organization have timely complied with the Requirements.

   (5). If the seat of any Member Organization becomes vacant for any reason, or if any Member Organization is removed for cause pursuant to the provisions of Article XV herein, the Alternate Member Organization shall serve the remainder of the unexpired term as the Member Organization and the next organization in

line that complies within two weeks with the Requirements shall become the Alternate Member Organization. The Alternate Member Organization which has become the Member Organization shall retain the right to serve a full term in its respective position the following year if the vacancy or removal occurs after March 1. If the seat of any Alternate Member Organization becomes vacant or if any Alternate Member Organization is removed for cause, the next organization in line that complies within two weeks with the Requirements shall become the Alternate Member Organization and shall serve the same term as the corresponding Member Organization.

3. Each Organizational Representative and Alternate Organizational Representative shall be responsible to the Member Organization and/or Alternate Member Organization he or she represents.
4. Any other organization not listed in Appendix A, that believes it is not adequately represented by an organization in Appendix A, may submit to the Chair an application for inclusion in Appendix A as one of the Organizations Eligible to Send Representatives to serve on the Board. The application shall include a written certification of the information set forth in Article VIII.1.A.2(3) above. If recommended by the Chair and Executive Committee and approved by two-thirds (2/3) of the entire Board, then that organization shall be added to Appendix A.
5. If a Member Organization or Alternate Member Organization is removed for cause pursuant to the provisions of Article XV herein, such organization shall be entitled to reapply for inclusion in Appendix A as one of the Organizations Eligible to Send Representatives to serve on the Board no earlier than three (3) years after its removal. The procedures set forth in Article VIII.1.A.4 above shall apply to any such application.

B. AREA REPRESENTATIVES.

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. Each candidate must be a Resident of the area in which the candidate is running for office. No later than three (3) weeks prior to the date of the July PPCC Meeting, PPCC shall make public 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.

C. ALTERNATE AREA REPRESENTATIVES.

1. 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], and, publicize the opportunity to become an Alternate Area Representative giving not less than fifteen (15) days’ notice to Residents of each area.

2. This "Three Chairs" Committee shall nominate a proposed Alternate Area Representative for each area with input from the Area Representative. Any candidate for Alternate Representative must be a Resident of the area in which the candidate seeks to be considered. Candidates 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 a majority of the Board Members voting, 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.
3. A second Alternate Area Representative for that Area shall be nominated by the Three Chairs Committee pursuant to the process described in subparagraph 2, above. Further details on second Alternate election and succession shall be set forth by a Standing Rule which shall provide for not less than thirty (30) days' notice to Residents of the area.

D. 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 with a street address in Pacific Palisades is eligible for election to the office of At-large Representative.
3. No later than three (3) weeks prior to the date of the July PPCC Meeting, PPCC shall make public 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 with a street address in 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 fifteen (15) days' notice shall be given to individuals who are Residents of, own real property in or operate a business with a street address in 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 a majority of the Board Members voting, 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. A second Alternate At-large Representative shall be nominated by the "Three Chairs" Committee pursuant to the process described in subparagraph 5, above. Further details on second Alternate election and succession shall be set forth by a Standing Rule which shall provide for not less than thirty (30) days' notice to individuals who are Residents of, own property in or operate a business with a street address in Pacific Palisades.

Sec. 2. TERM OF OFFICE.

A. **Organizational Representatives and Alternates.** Each Organizational Representative and Alternate shall serve for a term of one year in each of their positions subject to the provisions of Article VIII.1.A above, and with the term beginning at the commencement of the fiscal year (except as provided in Article VIII.1.A.2(5) above). There is no limit to the number of reappointments of an Organizational Representative and Alternate in a category represented by only one Member Organization. In the case of categories with multiple organizations, the Organizational Representatives and Alternates shall serve one-year terms corresponding with the terms of their respective Member Organizations and Alternate Member Organizations.

B. **Elected Representatives and Alternates.** Each Elected 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 Elected 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 PPCC Meetings shall be on the second and fourth Thursdays of each month except during July, August, November and December when there shall be one regular PPCC Meeting, or when the Board has voted to cancel one or more of such meetings. During years in which the election of Area and At-large Representatives takes place, the July Meeting shall be on the fourth Thursday of the month and the August Meeting shall be on the second Thursday of the month. The Chair, or in the absence of the Chair, the Vice-Chair, may call special PPCC Meetings as the Chair or Vice-Chair deems necessary.

Sec. 3. MINUTES. Minutes of each PPCC Meeting shall be electronically available to Board Members and the public.

Sec. 4. ORDER OF BUSINESS. The Order of Business for PPCC Meetings 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. Approval of the Minutes of the Previous Meeting.

5. Consideration of the Agenda.
6. Treasurer's Report.
7. General Public Comment
8. Announcements and Concerns from Board Members.
9. Reports of Committees.
10. Old Business.
11. New Business.
12. Adjournment.

Sec. 5. AGENDAS.

A. Any Member of the Board desiring to have an item included on the Agenda of a PPCC Meeting shall make a request to the Chair at least ten days in advance of the meeting. The Chair shall evaluate the request based upon the following three criteria:

    a. Is the topic of concern to the Pacific Palisades community broadly?
    b. Is the topic urgent, subject to a deadline or directly related to other pending issues?
    c. Has the issue been previously considered by the Board?

    If the Chair determines that the matter will be placed on the Agenda, the requesting Board Member shall furnish sufficient information, preferably electronically, no later than four days prior to the PPCC Meeting.

B. Distribution of Agenda. A copy of the Agenda shall be distributed to the PPCC email list at least 72 hours in advance of the PPCC Meeting except when a special PPCC Meeting is called, in which case the Agenda will be distributed 24 hours in advance of the special PPCC Meeting.

Sec. 6. SENSE OF BOARD. At the Chair's discretion, informal "sense of the Board" votes or "straw polls" may be taken during PPCC Meetings for informational purposes only.

Sec. 7. 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. General Public Comment shall be reserved for non-Board members to speak on 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 distributed Agenda.

ARTICLE X

VOTING AND QUORUM

Sec. 1. QUORUM. No formal PPCC 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 entire Board.

Sec. 2. VOTING. Two-thirds of the Board Members voting shall be required to pass motions which deal with substantive and policy matters of the PPCC. A majority (more

than one half) of the Board Members voting shall be required to pass motions of an administrative nature (*e.g.*, approval of motions to adjourn).

A. FRACTIONS. If a vote requires a 2/3 majority to pass, and the number that equals 2/3 of those present and eligible to vote ("voters") includes a fraction equal to or greater than one-half, the result shall be rounded to the next higher whole number. If the number that equals 2/3 of those present and eligible to vote includes a fraction that is less than one-half, the result shall be rounded to the next lower whole number.

Example	Voters Present	2/3rd Vote
	23	15
	22	15
	21	14
	20	13
	19	13
	18	12
	17	11
	16	11
	15	10
	14	9
	13	9

B. POSTPONEMENT.

1. 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 Board, require a postponement of the vote on said motion until the next PPCC Meeting, provided such Organizational Representative states that he or she is requesting the postponement for the purpose of consulting with the Member Organization he or she represents. However, no vote may be postponed more than once except by approval of a majority of the Board Members present.

2. If a motion that is postponed under subsection 2.B.1 above involves a matter that requires immediate action before the next PPCC Meeting, the Chair shall conduct a straw poll to determine if there is Board consensus on the substance of the matter under consideration, notwithstanding the request for postponement under subsection 2.B.1 above. The results of any such straw poll shall be taken into account by the Executive Committee in deciding whether to act for the Board pursuant to Article V.3.B of these Bylaws.

3. Any other motion for a postponement of the vote on a motion must be approved by a majority of the Board Members present.

Sec. 3. ATTENDANCE.

A. If a PPCC officer, the Chair Emeritus or an Elected Representative fails to attend three consecutive regular PPCC Meetings without compelling reason, as determined by the Chair or presiding officer in his or her sole discretion, such Board Member is deemed to have resigned. At the following regular PPCC Meeting, the Board Member's Alternate assumes the seat. If there is no such Alternate, the Chair or Presiding Officer shall ignore the seat when computing the quorum and tallying votes until a new Board Member is selected.

B. If a Member Organization in a category represented by only one organization fails to have an Organizational Representative attend two consecutive regular PPCC Meetings without compelling reason as determined by the Chair or presiding officer in his or her sole discretion, the Member Organization shall be notified that, if no Organizational Representative attends two further consecutive PPCC Meetings without compelling reason, the Member Organization shall not be included when computing quorum nor be eligible to vote until after an Organizational Representative has attended the next two consecutive PPCC Meetings after such notification is given, and further, that if an Organizational Representative for such Member Organization fails to attend the next two consecutive PPCC Meetings, the Member Organization shall not be included when computing quorum nor be eligible to vote until the beginning of the next term. If by the beginning of the next term an Organizational Representative for such Organization has failed to attend any PPCC Meetings after notification is given as set forth herein, the seat of such Member Organization shall be declared vacant.

C. If a Member Organization in a category that contains more than one organization fails to have its Organizational Representative attend two consecutive regular PPCC Meetings without compelling reason, as determined by the Chair or presiding officer in his or her sole discretion, the Member Organization shall be notified that, if its Organizational Representative fails to attend the next regular PPCC Meeting without compelling reason, it will lose the seat and it will be placed at the end of rotation for that category, while the Alternate Member Organization next in line shall assume the seat for the remainder of the term and that organization shall also retain the Member Organization seat for its normal rotation during the following term if the vacancy occurs after March 1.

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

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 PPCC Meeting or at any special PPCC Meeting called for that purpose. Two-thirds (2/3) of the Board Members present shall be necessary to amend or repeal any Bylaw or to adopt a new Bylaw. Abstentions shall be counted as "No" votes.

B. No amendment or new Bylaw may be voted upon until the entire text has been distributed with the Agenda for two consecutive PPCC Meetings.

Sec. 3. NO SUSPENSION: No Article of Incorporation, Bylaw or Standing Rule of the PPCC shall be suspended at any meeting.

ARTICLE XIII

LEGAL ADVISOR

The Legal Advisor shall:

A. Participate in the meetings and activities of the PPCC as an *ex-officio* nonvoting member.

B. Be an *ex-officio* nonvoting 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 PPCC and legislative, administrative or other bodies; and render opinions relating to legal questions of the PPCC.

E. Be familiar with the ordinances and statutes applicable to the PPCC.

F. Act as Parliamentarian for the PPCC.

ARTICLE XIV

YOUTH ADVISOR

A Youth Advisor shall represent the interests of youth in the community. The Youth Advisor may attend and participate in PPCC Meetings and may serve on a committee or committees of the Board. There shall be as many Youth Advisors as the Chair appoints. Appointment shall be subject to consent of a majority of the Board Members voting. Youth Advisors shall be Residents of or attend high school in Pacific Palisades and shall serve a one-year term subject to reappointment to additional terms.

ARTICLE XV
DISCIPLINE

Sec. 1. The term "Member" as used in this Article shall include Alternate Area, At-large and Organizational Representatives and Alternate Member Organizations. The term "Member Organization" shall include Alternate Member Organizations.

The following persons and entities shall be subject to discipline at the discretion of the Board up to and including removal from the Board: 1) Each Member of the Board who knows or should know that such Member is violating the U.S. Constitution, these Bylaws or the Standing Rules, or is convicted of a felony while a member of the Board; and 2) subject to the provisions of subsection 3.H.2 of Attachment A to these Bylaws, each Elected Representative who knew or should have known during the campaign immediately preceding his or her election that he or she was violating Standing Rule 9 (the Code of Conduct) or subsection 3.H.1 of Attachment A to these Bylaws (collectively, "Violation"). Such discipline may include but not be limited to warnings, private and/or public reproval. No Member of the Board shall accuse another Member of the Board of such Violation except through the process outlined in this Article. Any such accusation that is made other than through the process outlined in this Article shall be a ground for discipline under this Article.

Each Member of the Board other than a Member Organization shall be deemed to have knowledge of the Bylaws and the Standing Rules as of the date that his or her term first commences and thereafter as of the adoption of any subsequent Bylaws amendments during his or her term. Each Member Organization shall be deemed to have knowledge of the Bylaws and the Standing Rules as of the date that its Organizational Representative's term first commences, and/or as of the date such Organization was first included on the list of Organizations Eligible to Send Representatives as set forth in Appendix A, and thereafter as of the adoption of any subsequent Bylaws amendments during its term. Each Elected Representative shall also be deemed to have knowledge of Standing Rule 9 (the Code of Conduct) and subsection 3.H.1 of Attachment A as of the time of adjournment of the July PPCC Meeting at which his or her name as a candidate for Elected Representative was announced pursuant to subsection 3.D.1 of Attachment A.

Sec. 2. Any Member of the Board who becomes aware of a Violation may request an investigation into whether a Violation may have occurred ("Complaint"). The Complaint shall be in writing submitted to the Chair via personal or electronic delivery (as defined in subsection 3.E.2 of Attachment A). The Chair shall investigate the Complaint as set forth below. If the Chair is alleged to have committed the Violation or is the complainant, the Chair Emeritus (or, if the Chair Emeritus is unable to serve, the Vice-Chair) shall investigate and shall act as Chair ("Investigating Officer") on all matters relating to this action. For purposes of this Section the terms "Chair" and "Investigating Officer" shall be interchangeable. The Member who or which is alleged to have committed the Violation (the "accused Member") and the complainant shall not be members of any committees regarding the Complaint nor vote on any Board resolution on the matter.

The Chair shall interview the accused Member and may appoint an ad-hoc committee to assist in the process. If the accused Member is a Member Organization, the Chair shall

interview such Organization's Organizational Representative and/or its principal officer or his or her designee (the "Participating Representative"). The Chair shall inform the accused Member of the substance of the alleged Violation and the identity of the complainant, and upon request shall promptly provide the accused Member with an unredacted copy of the Complaint. If the accused Member is an Organizational Representative, the Chair shall inform his or her respective Member Organization of the Complaint. In such event the Member Organization, represented by its Participating Representative, shall be entitled to participate in the interview with its Organizational Representative and in any other proceedings taken under this Article, subject to the provisions of Sec. 7 below.

During the pendency of any proceedings taken pursuant to this Article ("Proceedings") the accused Member and the complainant shall not communicate directly with or confront one another about the Complaint except during the Proceedings and in any informal meetings moderated by the Chair as may occur for the purpose of discussion and mediation of issues between the two parties. Neither party shall be precluded from engaging a representative to advocate on their behalf and participate in the Proceedings.

If the accused Member admits the Violation or the conviction, the matter shall then be placed on the PPCC Meeting Agenda as a confidential matter for action in accordance with Sections 5 through 10 below.

If the accused Member denies committing the Violation or states that he or she did not know and could not have known that he or she was committing the Violation, the Chair shall appoint an Investigating Committee as set forth in Sec. 3 below.

Except as set forth in Sec. 8 below, all Proceedings under this Section, including the fact that a request for an investigation was made, the Complaint, the identities of the complainant and accused Member and the interview with the accused Member ("the Initial Proceedings"), are to be kept confidential by all persons involved in the Initial Proceedings and shall not be disclosed to any person other than in connection with the Initial Proceedings and the Proceedings taken pursuant to Sections 3 through 10 below.

Sec. 3. **Investigating Committee**. 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. This Committee shall serve until the matter is resolved.

The Investigating Committee shall investigate the Complaint and determine whether or not there was a Violation. If it determines by a majority of the entire Committee, that there was a Violation, the Investigating Committee shall recommend to the Chair what discipline, if any, should be applied. The matter shall then be placed on the PPCC Meeting Agenda as a confidential matter for action in accordance with Sections 5 through 10 below. If the Investigating Committee determines there was no Violation that shall end the matter, except as set forth in Sec. 4 below. The accused Member and the complainant shall be advised of the determination and recommendation.

Sec. 4. **Reviewing Committee**. If either the complainant or the accused Member is dissatisfied with the determination of the Investigating Committee, the complainant or the accused Member may request a review of such determination. Any such request shall be made in writing, submitted via personal or electronic delivery (as defined in subsection

3.E.2 of Attachment A) to the Chair no later than three (3) days after being advised of the determination; if such request is not timely made the matter shall be ended. If a timely request for review is made, the matter shall then be reviewed by the Executive Committee except that no member of the Executive Committee who served on the Investigating Committee shall be part of the Reviewing Committee. In place of any such member, the Chair shall appoint another Member of the Board to participate in the review. If the Reviewing Committee determines by a majority of the entire Committee there was no Violation, that shall end the matter. If the Reviewing Committee concludes there was a Violation, it shall also recommend what discipline should be imposed and report to the Chair. The matter shall then be placed on the PPCC Meeting Agenda as a confidential matter for action in accordance with Sections 5 through 10 below. The only attendees at any such Meeting shall be Board Members who are present as voting Members at the time of the Meeting; the PPCC Legal Advisor; the complainant; the Participating Representative (if applicable); and the accused Member and such Member's chosen representative, if any (unless excluded as set forth in Sec. 7 below). The Board shall be advised at such meeting of the determination of the Investigating Committee and the Reviewing Committee.

Sec. 5. **Proceedings Confidential.** The Initial Proceedings and all Proceedings of the Investigating Committee, the Reviewing Committee and the Board relating to the Complaint shall be kept confidential, except 1) as set forth in Sec. 8 below; and 2) if two-thirds (2/3) of the Board Members present decide that the discipline shall be made public, the Chair shall announce the result of the Board action in an open PPCC Meeting. In deciding whether the discipline shall be made public, the Board may take into account any resignation that is tendered

Sec. 6. **Board Determination.** All voting shall be done by secret written ballot with a two-thirds (2/3) vote of the Board Members present and qualified to vote required to determine if there has been a Violation. Blank ballots or abstentions shall be counted as "No" votes. 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 Member or the complainant, in which case these duties shall be performed by the Chair.

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.

Sec. 7. Any accused Member has the right to be present and to make a statement at all meetings of the Committees and the Board in which the accused Member's case is at issue, but at the discretion of either the Committees or the Board, as determined by a vote of two-thirds (2/3) of the Board Members present and qualified to vote, the accused Member (and any Participating Representative, if applicable) shall be excluded during any Proceedings in which the Committees or Board Members are deliberating and voting on the action to be taken. The accused Member shall be given notice at least 72 hours prior to any such meeting.

Sec. 8. No Board Member nor any Participating Representative shall disclose to any person who did not participate in the Proceedings or vote, any of the Proceedings except anything that was announced publicly by the Board. Any violation of confidentiality by a Board Member as required herein shall be a ground for discipline under this Article. Notwithstanding the foregoing, the accused Member shall be released from any

requirement to maintain confidentiality under this Article if a Board Member or any other person makes any disclosure prohibited under this Article, or if the substance or existence of the Complaint becomes public by any means during the pendency of any of the Proceedings.

Sec. 9. The Chair may consult with the PPCC Legal Advisor pertaining to any of the Proceedings. Upon request, any and all such communications shall be disclosed to the complainant, to the accused Member, to any Participating Representative, to all members of Committees formed pursuant to this Article, and to the Board if Board action is required, but shall otherwise be kept confidential by all participants in any of the Proceedings except as set forth in Sec. 8 above.

Sec. 10. **Member Organizations**. Any Organizational Representative or Alternate Organizational Representative who is removed from the Board for a Violation pursuant to this Article shall be promptly replaced by the applicable Member Organization, unless the Member Organization is also removed pursuant to this Article. Subject to the procedures set forth herein, a Member Organization may be removed for cause from the Board and from the list in Appendix A upon a two-thirds (2/3) vote of Members present at a regularly scheduled PPCC Meeting. For purposes of this subsection, "for cause" shall mean: (a) violating the U.S. Constitution, these Bylaws or the Standing Rules, or being convicted of a felony while a Member of the Board; or (b) authorizing any action by an Organizational Representative or Alternate Organizational Representative for such Organization that results in such Representative's removal from the Board pursuant to this Article.

Sec. 11. Any Member of the Board (other than a Member Organization) who is removed pursuant to this Article shall be eligible to be considered for a seat on the Board no earlier than three (3) years from his or her removal from the Board. Any Member Organization which is removed pursuant to this Article shall be eligible to reapply for inclusion in Appendix A as one of the Organizations Eligible to Send Representatives to serve on the Board as set forth in Article VIII.A.4 and 5 above.

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 a provision of the Bylaws and a Standing Rule, the Bylaw shall govern. Standing Rules may be adopted, amended, or repealed by a majority vote of the Board Members present at any duly noticed PPCC Meeting. 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. Culture and Aesthetics:
1. Friends of the Library
2. Pacific Palisades Garden Club
3. Palisades Beautiful
4. Theatre Palisades

III. Education: *
PTA and/or Advisory Councils representing local schools:

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

B. Private
6. Corpus Christi School
7. St. Matthew's Parish School
8. Calvary Christian School
9. Village School
10. Seven Arrows Elementary School
11. Westside Waldorf School

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

IV. Historian:
Pacific Palisades Historical Society

V. Civic Organizations:
1. Civic League
2. P.R.I.D.E

VI. Recreation:
1. AYSO
2. PPBA
3. YMCA

VII. Environment:
Temescal Canyon Association

VIII. Service Clubs:
1. American Legion
2. Optimist Club
3. Pacific Palisades Woman's Club
4. Rotary Club

IX. Residents Association
Pacific Palisades Residents Association

Note: In categories with more than one organization, the first organization in line in a given year serves in that year as the Member Organization representing that category and the next organization in line serves as the Alternate Member Organization, which rotates in turn to serve as the Member Organization in the following year.

BYLAWS APPENDIX B

Area Representative Boundaries – Description and Map

Note:

1. References to named boulevards, streets, roads, and trails ("Streets") include the associated addresses and the public Rights-of-Way and facilities along these roadways. Area boundaries defined by named Streets shall be determined by the center line of the Street except as otherwise provided.
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.
5. Uninhabited State Park lands are assumed to be of interest to the adjoining Areas.

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, including the following:**

1. Palisades Drive and all streets and roads, including all residential, commercial, religious and educational facilities, with access to Palisades Drive.
2. The southern boundary is Sunset Blvd.

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. From Sunset Blvd. the western border is the eastern boundary of Area 2, north to 16882 Charmel Lane.
2. The northern boundary is the southern border of Topanga State Park.
3. The eastern boundary is the rear lot line of properties on the east side of Bienveneda and Shadow Mountain Drive., Via Anita and Via Cresta and thence westerly from 1479 Via Cresta to Bienveneda.
4. Both sides of Bienveneda Avenue south to Sunset Boulevard excluding Las Pulgas Road.
5. The eastern boundary south of Sunset Blvd. includes both sides of Baylor Street, and runs along Las Casas to the Pacific Ocean, not including houses on either side of Las Casas.

AREA 4 **North and south of Sunset Boulevard from Bienveneda Avenue to Temescal Canyon Road, the Palisades Bowl and Tahitian Terrace mobile home parks at Pacific Coast Highway, Palisades Charter High School, and the westerly portion of Temescal Canyon Park, including the following:**

1. The western boundary is the eastern boundary of Area 3 including both sides of Las Casas Ave., N. Grenola St. and N. Marquette St.
2. The northern boundary is Topanga State Park.
3. The eastern boundary is Temescal Canyon Trail and Temescal Canyon Road to the Pacific 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 western boundary is Temescal Canyon Road north of Sunset Blvd. and Temescal Canyon Trail.
2. The northern boundary is Topanga State Park.
3. The eastern boundary is Will Rogers Rogers State Park continuing south to encompass all properties on Marinette Road and on the east side of Chautauqua Blvd., including Gallaudet Place to Sunset Blvd.
4. The southern boundary is Sunset Blvd. from upper Chautauqua to Temescal Canyon Road.

AREA 6 **Temescal Canyon Road from the Pacific Ocean to Sunset Boulevard including the easterly portion of Temescal Canyon Park; east to the east side of Chautauqua Boulevard; Chautauqua Boulevard both sides south to the Vance/Corona del Mar Drive intersection; Chautauqua Boulevard to the Pacific Ocean. Includes the following:**

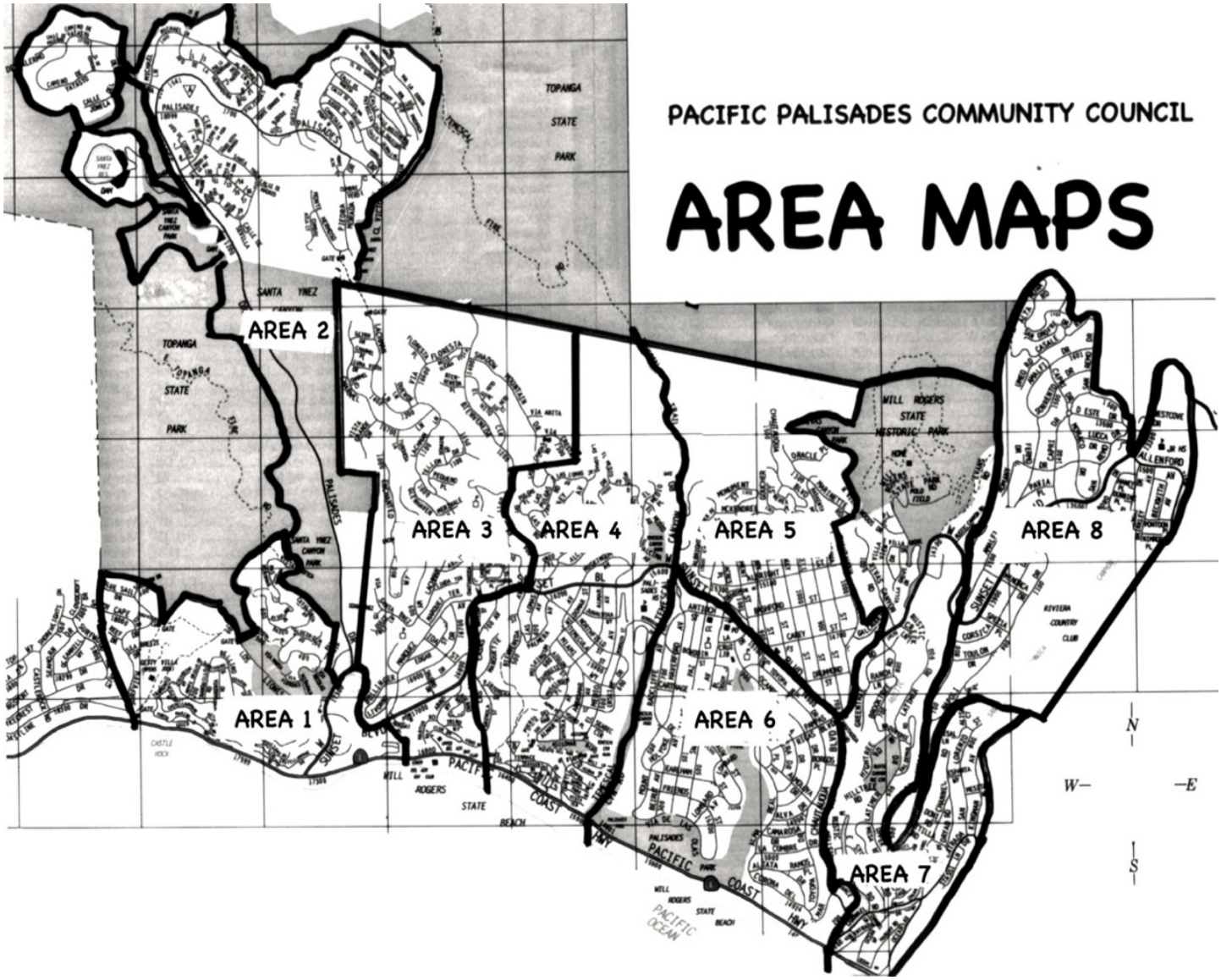
1. The western boundary is Temescal Canyon Road north from the Pacific Ocean to Sunset Boulevard.
2. The northern boundary is Sunset Boulevard east to Chautauqua including 692 Chautauqua Blvd.
3. The eastern boundary is all residences on the east side of Chautauqua Boulevard south to the Pacific Ocean including Vance Street.
4. The southern boundary is the Pacific 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. The western boundary is the eastern boundaries of Areas 5 and 6.
2. The northern boundary is Topanga State Park. The eastern boundary is the western lot line of adjacent properties in the “Upper Riviera” area including all of Evans Road south to Sunset Blvd.
3. South on Sunset Blvd from Evans Road to the west side of Amalfi, continuing south on Amalfi, including Spoleto Dr. to 400 Amalfi Drive and returning north on Amalfi to 750 Napoli (excluding all residences on Spoleto, Amalfi from 400 Amalfi and on Spoleto) to the southwest corner of the Riviera Country Club.
4. Southeast along the southwest side of the Riviera Country Club to the boundary of the City of Santa Monica.
5. The eastern boundary is the City of Santa Monica.
6. The southern boundary is the Pacific 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. The western boundary is the eastern boundary of Area 7 including all addresses on Amalfi above 399.
2. The northern boundary is Casale and Alta Mura (all both sides).
3. The eastern boundary is San Remo to 13316 Sunset Blvd.; Allenford (both sides including Paul Revere Middle School) to the Santa Monica boundary.
4. The southern boundary is Area 7.


PACIFIC PALISADES COMMUNITY COUNCIL
AREA MAPS
AREA 1
AREA 2
AREA 3
AREA 4
AREA 5
AREA 6
AREA 7
AREA 8
TOPANGA STATE PARK
SANTA YNEZ CANYON PARK
WILL ROGERS STATE HISTORIC PARK
RIVIERA COUNTRY CLUB
PACIFIC COAST HWY
WILL ROGERS STATE BEACH
PACIFIC OCEAN
N
W
E
S

BYLAWS APPENDIX C.

STANDING RULES

PACIFIC PALISADES COMMUNITY COUNCIL

SR-I. At the beginning of each Meeting of the Board, the mission statement of the Community Council shall be read as set forth in Article II, 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. Organizational Representatives from categories which consist of only one organization should give notice to their category and the Member Organization they represent by Sept. 1 of each year to select the Organizational 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. Check signing rule. The Treasurer shall file 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.

SR-6. Every new Member of the Board and PPCC Advisor shall review the Bylaws and Standing Rules. Prior to the commencement of each new Member's and Advisor's term in office, the Chair or the Chair's designee shall provide such Member and Advisor with a copy of the Bylaws and Standing Rules via personal or electronic delivery (as defined in subsection 3.E.2 of Attachment A), or shall advise such Member and Advisor in writing where the Bylaws and Standing Rules may be found on the PPCC website.

SR-7. A second Alternate may be elected at any time for an Area Representative or the At-large Representative. The procedures for election of Alternate Representatives set forth in Article VIII of the Bylaws shall be followed. A minimum of thirty (30)-days' public notice shall be given to persons eligible to represent the area. The second Alternate shall take office upon election by the Board and serve until the expiration of the term of the Elected Representative. The second Alternate shall have all the rights of the first Alternate and will vote in the absence of the Elected Representative and the first Alternate Representative. If the office of the Elected 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.

SR-8. Following Board approval of any amendments to the Bylaws (including Appendices A and B), Appendix C, Appendix D and Attachment A, the bylaws

committee duly appointed by the Chair may correct typographical errors and informalities discovered during conversion of the final draft, with approval of a majority of the entire Executive Committee.

SR-9. **CODE OF CONDUCT**

BASIC TENETS

Notwithstanding the definition of "Member" set forth in Article III of the Bylaws, this Standing Rule 9 shall apply to and the term "Board Members" as used herein shall include: all PPCC officers; all candidates for PPCC officers; the Chair Emeritus; all Member Organizations and Alternate Member Organizations; all Elected and Organizational Representatives and their Alternates; all PPCC Advisors; and all candidates for Elected Representative during the time period from adjournment of the July PPCC Meeting at which the names of candidates are announced and the public announcement of the election results as set forth in Attachment A to these Bylaws.

All Board Members should:

1. Demonstrate courtesy and respect to others while participating in PPCC related matters including meetings and public forums.
2. Prepare in advance of meetings and be familiar with issues on the agenda.
3. Serve as a model of leadership and civility to the community.
4. Inspire public confidence in the Pacific Palisades Community Council.

CODE OF CONDUCT

All Board Members shall:

1. **Honor the role of the Chair in maintaining order.** It is the responsibility of the Chair (including committee chairs) to keep discussion on track during meetings. Board Members shall honor efforts by the Chair to focus discussion on the topic. Board Members, as well as the audience, shall only speak when called upon by the Chair and, except for the Chair, shall not interrupt someone who has been called upon by the Chair. However, this shall not preclude Board Members from interrupting to make a point of order.
2. **Practice civility, professionalism and decorum in discussion and debate.** Board Members shall not make belligerent, personal, threatening, impertinent, profane or disparaging comments or gestures nor use derogatory language about an individual's ethnicity, race, sexuality, age, disability or religion.
3. **Continue respectful behavior before and after PPCC Meetings.** The standard of civility set forth herein is required of Board Members at all times when engaging in discussion of PPCC matters wherever and whenever such discussions might take place.
4. Be welcoming, respectful and courteous to members of the public and speakers.

5. At all times perform the duties of care and loyalty imposed on directors of a non-profit corporation under California law, including duties as a member of any committees of the Board upon which the Board Member may serve, in good faith, in a manner each such Board Member believes to be in the best interests of PPCC, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

All Member Organizations and Alternate Member Organizations which are incorporated in California shall comply with all applicable sections of the California Corporations Code. All Member Organizations and Alternate Member Organizations shall comply with any and all applicable federal, state and local laws, codes or statutes that govern their formation and operation.

Board Members shall not engage in any fraudulent or dishonest act or gross abuse of authority or discretion that relates to affairs or activities of the PPCC or to any other matters that have been considered by the PPCC.

Board Members shall not solicit business at PPCC Meetings or by using the aggregate email distribution list of the PPCC, nor shall Board Members use their affiliation or position with PPCC in marketing or promotional materials or statements in connection with business solicitation or promotion of commercial enterprises.

SR-10. **ATTENDANCE**
All Board Members should make every effort to attend all regularly scheduled PPCC Meetings.

SR-11. For purposes of these Bylaws and Attachment A hereto, an individual who operates a business shall mean either the owner of record of the business or the person who has primary responsibility for management of the day-to-day operations of the business (the Manager). If the owner of record of a business or of real property located in Pacific Palisades is a non-human entity, then the person who is the authorized representative of the owner of record, or the Manager in the case of a business, shall be deemed the individual who is eligible to become a candidate for the office of At-large Representative or vote in the election for At-large Representative.

SR-12. Prior to adjournment of the July PPCC Meeting at which the names of candidates for Elected Representative are announced pursuant to subsection 3.D.1 of Attachment A to these Bylaws, the Chair or the Chair's designee shall provide each such candidate with a copy of Standing Rule 9 (the Code of Conduct) and Attachment A via personal or electronic delivery (as defined in subsection 3.E.2 of Attachment A), or shall advise such candidate in writing where Standing Rule 9 and Attachment A may be found on the PPCC website. Any candidates for PPCC officers who are not current Board Members shall also be provided with Standing Rule 9 (the Code of Conduct) as set forth herein promptly after their nomination.

BYLAWS APPENDIX D.

[Note: Appendix D is included with the Bylaws for convenience only. This Appendix reflects Board policy that may be amended without the two-distribution requirement that applies to the actual Bylaws and Appendices A and B. Amendment of this Appendix shall be by two-thirds of the Board Members voting.]

Pacific Palisades Community Council Guiding Principles:

The PPCC maintains that planning and zoning regulations, building codes, rules, restrictions, and ordinances have been established for the good of the community. They should be applied, upheld and enforced by the Zoning Administrator, Building and Safety, and other governing bodies with jurisdiction over the approval, execution, and enforcement processes.

When variances, variations, or exceptions are considered by governmental entities, PPCC's position is to support strict scrutiny and adherence to all legal measures which govern land use, structures, and vegetation. On a case-by-case basis the PPCC may support such requests if the proposed project positively affects health and safety, or is in the best interest of the neighborhood or the community in general. PPCC may take a formal position on an individual issue pertaining to variances, variations, or exceptions when requested to do so.

PPCC expects governing bodies to notify all affected parties of any proposed developments or requests for variances from codes and regulations as well as proposed, approved or pending changes to such regulations.

Adopted 01-12-06

BYLAWS ATTACHMENT A

[Note: Attachment included with the Bylaws for convenience only. This Attachment reflects Board policy that may be amended without the two-distribution requirement that applies to the actual Bylaws and Appendices A and B. Amendment of this Attachment shall be by a majority of the Board Members voting.]

All candidates for Elected Representative shall comply with the PPCC Code of Conduct as set forth in the Standing Rules attached to the Bylaws and shall conduct campaigns in accordance with subsection 3.H.1 herein.

Election Procedure for Elected Representatives

Sec. 1. Election Committee.

A. On or before the last PPCC Meeting in June, the Chair in coordination with the Chair-elect [person elected to serve as Chair for the term beginning July 1] shall appoint an Election Committee which shall consist of five persons selected by the Chair, none of whom shall be a candidate for Elected Representative and at least one of whom should be willing and able to supervise the electronic ballot function. After appointment, should a member of the Election Committee become a candidate for Elected Representative the Chair shall appoint another eligible person to replace that member.

B. The Committee shall be responsible for implementing and supervising the elections of the Elected Representatives as provided herein.

Sec. 2. Notice of Election Nominations.

A. No later than three (3) weeks prior to the date of the July PPCC Meeting, the Election Committee shall make public a Notice of Election Nominations which sets forth the offices up for election, the qualifications necessary for the offices, and the deadlines for submitting nominations. The Notice should also include persons who may be contacted for information on the elections. Notice to the candidates of the obligation, if elected, to immediately inform the Chair of a change in Principal Residence shall also be included.

B. In making public a Notice of Election Nominations, the Chair and Election Committee shall decide on appropriate means to notify as many Residents, owners of real property and operators of businesses in Pacific Palisades as reasonably feasible by using, for example, local newspapers, social media and PPCC email list.

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 directed to the PPCC website for a complete description of the PPCC 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 Appendix “B” to the Bylaws.

2. The boundary of each Area is shown on the Boundary Map of Pacific Palisades, as contained in Appendix “B.”

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 Application and Statement no later than 6pm on the day of the regularly scheduled July PPCC Meeting. The Chair shall announce the list of candidates at the July PPCC Meeting. 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 PPCC Meeting with that Candidate's Application and Statement and must submit the Statement to the Chair, along with proof that such Statement had previously been timely submitted, immediately following the announcement of the list of candidates. That person shall then be added to the list of candidates if otherwise qualified.

2. Additional requirement for incumbent. No later than 6pm on the day of the last PPCC Meeting in June, incumbent Elected Representatives must notify the Chair in writing whether or not they will run for reelection. At the last PPCC Meeting in June, the Chair shall announce the names of the incumbents who are running for reelection. If the Chair is not notified in writing by 6pm before the start of 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 by the deadlines set forth in subsections 3.D.1 and 2 above, as applicable, or

2. shall be sent by electronic delivery to the Chair by the deadlines set forth in subsections 3.D.1 and 2 above, as applicable. Electronic delivery shall mean individual delivery to the Chair by any available electronic means of communication, including email and text messaging. Delivery by email shall be to info@pacpalicc.org or such other email address as the Chair designates; delivery by text message or any other electronic means shall be to such phone number or other electronic address as the Chair designates.

F. Withdrawal of Nomination. Any candidate who decides to withdraw shall promptly notify the Chair in writing of that decision. Such notice shall be given in writing to the Chair by personal or electronic delivery as defined in subsections 3.E.1 and 2 above. The Chair shall publicly announce any such withdrawal at the next regularly scheduled PPCC Meeting after the withdrawal and if practicable by

using local newspapers, social media and PPCC email list. Votes for candidates who withdraw shall not be counted.

G. Candidate Application and Statement. Each Candidate's Application and Statement shall include, but not be limited to, the following:

1. In the case of a candidate for Area Representative,

a) Number of years as a Resident.

b) Number of years as a Resident in the area for which the candidate is seeking election.

c) Number of years at current Principal Residence and that address.

2. In the case of a candidate for At-large Representative, the current Principal Residence address, business street address or address of real property owned in Pacific Palisades, as applicable, and number of years at that address.

3. The candidate's email address and, if available, any campaign website address (optional); candidates may also submit campaign website addresses to the Chair by personal or electronic delivery as defined in subsections 3.E.1 and 2 above no later than 2pm on the day after the July PPCC Meeting.

4. Position on issues the candidate believes are of importance to the Community or to the candidate's area. Maximum of 200 words. If a Statement is over 200 words, it will be edited by the Chair or the Chair's designee. Email and (optional) campaign website addresses shall not count toward the 200-word maximum.

5. Candidate Statements, email addresses and timely-received (optional) campaign website addresses shall be published on the PPCC website and also may be published if practicable in local newspapers or other news media.

H. Campaigns.

1. Commencement and Conduct. Candidates shall not commence campaigning until after the July PPCC Meeting is adjourned. Campaigns shall be conducted in accordance with the PPCC Code of Conduct. Candidates shall not provide, and shall instruct any surrogates not to provide, direct links to the electronic ballot on the PPCC website from any platform maintained by them, including campaign websites, social media and email accounts or other campaign materials. Candidates may otherwise provide links to the PPCC main website address in campaign materials.

2. Campaign Violation.

A. Before the public release of the election results as set forth in subsection 7.D below, should a complaint be made concerning an alleged campaign violation by a candidate, the Election Committee shall determine, after hearing from the accused candidate and duly considering all relevant facts, whether a violation of subsection 3.H.1 above occurred. With the concurrence of the Executive Committee, the Election Committee may impose discipline for any such violation, up to and including public reprimand, disqualification of candidacy and removal

from the list of candidates on the PPCC website and/or the ballot. Proceedings under this subsection shall be kept confidential, except as follows: 1) if the complaint has been made publicly the Election Committee's decision shall be publicly announced; 2) the reasons for any decision to impose public discipline shall be publicly announced.

B. After the public release of the election results, the provisions of Article XV of the Bylaws shall govern any complaint not previously made to or considered by the Election Committee concerning an alleged campaign violation by a candidate who was elected as an Area or At-large Representative. The provisions of Article XV shall also govern if new evidence arises of an alleged campaign violation that was raised in a complaint previously made to or considered by the Election Committee.

Sec. 4. Electronic Ballot Preparation and Distribution.

A. Ballot Preparation.

1. Candidate Information. The ballot shall include the names of each candidate for Elected Representative and a link to the Candidates' Statements. The candidates for the At-large Representative should be listed separately following the list of Area Representative candidates.

2. Voter Instructions.

a) The ballot shall include a "Statement of Eligibility To Vote for the At-large Candidate" with the following places to check:

Statement of Eligibility To Vote for the At-large Candidate. Check Only One

Pacific Palisades Principal Residence located at [street address]:

_____

Owner of real property in the Pacific Palisades located at [street address]:

_____

Operator of a business in the Pacific Palisades located at [street address]:

_____

Electronic Signature _____ Date _____

b) The ballot shall allow eligible voters to vote for both the At-large Representative and Area Representative in the area in which they reside, or to vote only for Area Representative and not the At-large Representative, or the reverse, at the option of each voter.

c) The ballot shall inform voters of the grounds for disqualification of ballots or votes and shall instruct voters that votes cast for more than one candidate for an office shall be disqualified, as set forth in subsection 7.B.2(f) below.

B. Ballot Distribution.

1. Notice. On or before publication of the link to the electronic ballot and commencement of voting as set forth in subsection 4.B.2 below, the Election Committee shall prepare a Notice of Ballot Availability listing all the candidates and stating:

a) that the ballot may be accessed electronically on the PPCC website, the PPCC website address, and the day that voting may commence on the PPCC website;

b) the last day that ballots may be electronically cast;

c) information on how an individual eligible voter may obtain assistance if needed with the electronic ballot;

d) whether a candidates' forum will be held as set forth in Sec. 6 below, when and where it will be held and other relevant information about any such forum; and

e) such other information as may be useful.

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

2. Distribution. A link to the electronic ballot shall be published on the PPCC website and voting shall commence eight (8) days after the August PPCC Meeting. The Election Committee shall take reasonable steps to assist any individual eligible voter who is unable to access the electronic ballot and requests assistance in doing so.

Sec. 5. Voting Process.

A. Eligibility to Vote. Any individual 18 years of age or over on the deadline for ballot submission is eligible to vote, subject to the additional requirements of A.1. and A.2., below.

1. Area Representatives. Only Residents may vote and there shall be only one vote per Resident.

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

B. Casting of Ballots. Voting shall be by electronic ballot accessed solely on the PPCC website.

C. Deadline. The deadline for submission of all ballots shall be two weeks after commencement of voting. Electronic ballots must be submitted as instructed on the PPCC website.

1. There shall be no write-in candidates.

2. If there is only one candidate for an Elected Representative office, the name of that person shall still appear on the ballot.

Sec. 6. Candidates' Forum. If there are two or more candidates for an Elected Representative office, a candidates' forum shall be held at the August PPCC Meeting. All candidates shall be invited and encouraged to attend and participate

in the forum, whether or not in contested races. The Election Committee, in coordination with the Chair, shall manage the conduct of the forum and determine the applicable rules and procedures. Subject to timing considerations, eligible voters shall be allowed to ask relevant questions of the candidates, either in writing or orally as determined by the Election Committee. The PPCC Code of Conduct shall apply to all participants in the forum, including the candidates, PPCC Board Members and audience members.

Sec. 7. Counting Process.

A. Opening of ballots. The ballots shall be opened in the presence of the Election Committee in sufficient time after the last ballot deadline to allow announcement of the election results as set forth in subsection 7.D below.

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) The ballot is not timely returned.

c) A ballot other than the ballot supplied by the Board is returned.

d) A ballot is incomplete or contains false information.

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 an Area Representative shall be disqualified if the voter has voted for a candidate in an area that is not the voter’s area of Principal Residence.

c) In contested elections involving three or more candidates, a vote for an Area Representative shall be disqualified if the voter votes for more than one candidate for Area Representative in his or her area without ranking his or her preferences for instant runoff.

d) 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.

e) In contested elections involving three or more candidates, a vote for At-large Representative shall be disqualified if the voter has voted for more than one candidate for At-large Representative without ranking his or her preferences for instant runoff.

f) If the Election Committee determines that a voter has cast a vote for more than one candidate for a particular office (other than in contested elections in which the voter has ranked preferences for instant runoff), those votes shall be disqualified. If a ballot is cast for candidates from multiple areas, only the vote cast for the correct area shall be counted.

3. Decision. A majority of the members of the Election Committee present during the counting of ballots 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. In contested elections involving two candidates, should the candidates tie the winner shall be determined by a coin flip publicly conducted by the Election Committee at the first PPCC Meeting in September in the presence of the tied candidates or their designees. The Election Committee shall decide who flips the coin. The candidate whose last name or if necessary first name occurs last alphabetically shall call the coin flip.

4. 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 flip publicly conducted by the Election Committee at the first PPCC Meeting in September in the presence of the tied finalists or their designees. The Election Committee shall decide who flips the coin. The candidate whose last name or if necessary first name occurs last alphabetically shall call the coin flip.

D. Results.

The names of the Area and At-large Representative candidates 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 PPCC 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. Only a Candidate in a contested election may challenge the results. Such 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 PPCC Meeting, if such meeting occurs within 10 calendar days following the public release of the election results (names of those who have been elected and vote totals of all candidates), or

2. shall be sent by electronic delivery to the Chair as defined in subsection 3.E.2 above no later than 10 calendar days following the public release of the election results (names of those who have been elected and vote totals of all candidates). All candidates in any contested election as to which a timely challenge is made shall be notified of the challenge. The Executive Committee in conjunction with the Election Committee shall make the final determination on any timely election challenge. If needed for the determination, the ballots may be made available to members of the two committees but shall not be made available to any other persons.

Sec. 8. Area and At-large Alternates.

See Article VIII, 1.C and 1.D of the Bylaws and Standing Rule 7 for the procedures relevant to the election of Area and At-large Alternate Representatives.