

South Beach / Rincon / Mission Bay Neighborhood Association

Updated 11/2/09

BY-LAWS

ARTICLE 1

Name

Section 1. The name of this organization shall be South Beach / Rincon / Mission Bay Neighborhood Association (the "Association").

Section 2. The name of the official publication of this organization shall be South Beach / Rincon / Mission Bay Neighbors.

ARTICLE II

Boundaries

The defined area of the South Beach / Rincon / Mission Bay Neighborhood Association shall be all real properties situated within the following boundaries: Commencing at 4th and Folsom Streets running easterly along Folsom Street, including the north side of Folsom Street, to the Embarcadero, south along the Embarcadero to Berry Street to 4th Street, including the west side of 4th Street, and north to Folsom Street, including all of Freelon & Welsh Streets.

ARTICLE III

Purpose

The objective of this organization shall be to create a forum for discussion and/or solutions around issues such as:

- Public Safety
- Crime Prevention
- Unlawful Pandering
- Ticket Scalping for Sporting, Concert and other Events
- Traffic Control
- Parking
- Pedestrian Safety
- Streets and Parks Cleanliness
- Graffiti Abatement
- Emergency Preparedness
- Schools
- Social / Neighborhood / City-Wide Events
- Neighborhood Design / Development

and to represent the neighborhood at City Hall and other forums on these and other issues which are deemed by the membership to be important to the neighborhood.

ARTICLE IV Membership

Section 1. Owners of real property and residents within the defined area of the Association shall be eligible for membership. Membership shall commence upon receipt of dues. Dues shall be for one (1) year paid in January and prorated monthly after that. Members shall be entitled to privileges of membership except that they shall not vote, make or second motions, or be elected or appointed officers, directors, committee members or chairpersons, until after a period of one (1) month after receipt of dues and confirmation of eligibility by the board of directors. Such members shall then be members in good standing.

Section 2. A separate classification for members not residing or owning property within the defined area of the Association shall be known as "Friends of South Beach / Rincon / Mission Bay Neighbors." Such members shall be entitled to privileges of membership except that they shall not vote, make or second motions, or hold an executive office or committee chairmanship.

Section 3. The minutes and appended reports shall be available at reasonable times for inspection by any member. Any meeting of the board of directors and committees (except the nominating committee) shall be open at reasonable times for presentation of the views of any member on any subject under consideration by such meeting except as provided in Article VIII - Sections 2 and 3.

Section 4. A member may be expelled for cause by a two-thirds (2/3) vote of the members present at a board of directors meeting or a general membership meeting.

Section 5. Members delinquent in dues for three (3) months following mailing of annual dues notice shall be removed from membership.

ARTICLE V Officers - Board of Directors

Section 1. Officers shall be: president, vice-president, secretary, and treasurer.

Section 2. The board of directors shall consist of eight (8) members; the four (4) members elected as officers, the immediate past president, and three (3) members elected as directors. During association startup, the board shall consist of seven (7) members as there is no immediate past president.

Section 3. The term of office of officers shall be one (1) year. The immediate past president shall serve for the same term or terms as her/his successor. The term of office of the three (3) members elected as directors shall be for two (2) years.

An officer or director shall hold office until her/his successor is elected or until such officer or director shall resign or become ineligible to serve.

A partial term of more than six (6) months shall be counted as a full term.

Section 4. Officers and directors shall be residents of the defined area of the Association and members in good standing. No more than one (1) member of a family at a time shall serve as a member of the board of directors. At least five (5) members of the board of directors shall be resident property owners. At least three (3) members of the board shall be resident property owners, resident members of a property owner's immediate family, or resident tenants with three (3) cumulative years of residency within the previous five (5) years.

Section 5. The board of directors shall be authorized to transact all necessary business and the board only shall authorize necessary expenditures between regular meetings of the general membership. All such actions shall be set forth in the minutes of the board and a summary of such actions reported to the general membership at, or prior to, its next regular meeting as reported by the treasurer and approved by the board.

Section 6. There shall be an executive committee consisting of the president, vice-president, treasurer, and one (1) board member elected by the board, for the sole purpose of transacting emergency business which may arise between board meetings. The actions taken by the executive committee shall be reported at the next regular meeting of the board of directors or general membership (whichever occurs first) and shall be included in the minutes. The executive committee shall not alter existing policies of the organization.

Section 7. The president shall fill all vacancies on the board by appointment, subject to the prior approval of a majority of all the board members at a regular meeting of the board of directors. Three (3) consecutive unexcused absences from regular board meetings shall constitute a vacancy.

In case of temporary absence or incapacity of an officer, the president shall, subject to approval by the board of directors, appoint one of the directors for the duration of such absence or incapacity. In case of temporary inability of both the president and vice-president to perform duties, a president pro-tem, shall be elected from among the board members.

In case of three (3) or more vacancies on the board occurring at any one time, they shall be filled by appointment pursuant to this Section 7. even if there is no quorum..

Section 8. Executive Board members shall have the right to attend meetings via electronic means.

Section 9. Board members may appoint a proxy for voting purposes if they know in advance that they will not be able to attend in person or participate telephonically at a board meeting.

ARTICLE VI

Duties of Officers

President

The president shall:

Be the chief executive officer of the organization; shall preside at all regular meetings of the general membership and board of directors; establish special committees as the need arises and appoint their chairpersons pursuant to ARTICLE VII - Section 2. (Except the standing committees and the nominating committee); be the ex-officio member of all committees except the nominating committee; and shall call meetings and enforce all rules and regulations of the organization.

Vice-President

The vice-president shall:

Perform the duties of the president in the absence or incapacity of that officer; serve as parliamentarian; be an ex-officio member of all committees except the nominating committee; and assist the president in any other duties as may be assigned by the president or the board of directors.

Secretary

The secretary shall:

Keep an accurate record of all meetings of the general membership and board of directors in a book for that purpose; keep a record of attendance at board meetings, recording the names of those board members present, excused or absent; be prepared to refer to minutes of any previous meeting of the organization; prepare a copy of the minutes for each officer and director within ten (10) days following a meeting of the board of directors or general membership; prepare a summary of actions taken by the board (pursuant to ARTICLE V - Section 5.), and actions taken by the general membership at its previous meeting, to be reported to the general membership at, or prior to, its next regular meeting.

Attend to all correspondence of the organization under the direction of the president and/or the board of directors and present a copy of the outgoing mail to the president; inform the president of all correspondence requiring immediate action; keep a record of all pertinent incoming correspondence and all outgoing correspondence and report its substance and disposition at the next regular meeting of the board of directors; file all letters pertaining to the business of the organization and keep a copy of all letters written; transfer to the historian the files of all correspondence not pertaining to the current business of the organization; inform the president, board members, and committee chairpersons of important public meetings and keep a record of all spokespersons for the organization; be responsible for all mail (addressed to the organization, its officers, directors, and committee chairpersons) which shall be sent to the "South Beach / Rincon / Mission Bay Neighbors" at the address selected by the board of directors, and for informing all correspondents of such address; and shall be responsible for notifying board members and committee chairpersons of board meetings.

Treasurer

The treasurer shall:

Be the chief financial officer of the organization; be chairperson of the budget committee; be the final recipient of all monies, keep an accurate record thereof, and deposit them in the name of the organization in the bank selected by the

board of directors; pay all bills by check when duly authorized by the board of directors or the general membership; submit the books for auditing upon request; submit a written report on regular and special funds at each regular meeting of the board of directors and at, or prior to, each regular meeting of the general membership to be included in the minutes; and shall compile a written, itemized statement showing all income, expenditures and obligations for a full report for the general membership at, or prior to, the annual meeting to be appended to the minutes of the annual meeting.

Checks for amounts equal to or greater than five hundred dollars (\$500.00) shall be signed by any two (2) of the following officers: president, vice-president, treasurer or secretary. Checks for amounts less than five hundred dollars (\$500.00) shall be signed by any one of the above named officers.

Receive all membership dues and record the dates they are received and keep an accurate account thereof and remit to the treasurer; be chairperson of the membership committee; keep and maintain the record of membership and maintain the membership mailing list; notify each member when dues are payable by mailing such notice no later than the first (1st) day of the member's anniversary month; provide a duplicate set of current membership records to the president; submit a list, for confirmation of eligibility, of the names and addresses of new members and the dates their dues were received to the next regular meeting of the board of directors to be included in the minutes; and shall after one hundred and eighty (180) days from member's anniversary month, remove the names of those members delinquent in dues for three(3) months from the current membership records and mailing list and notify such members and the board of such action.

ARTICLE VII

Committees

Section 1. Budget, Membership, and Publication shall be standing committees chaired by officers, pursuant to ARTICLE VI.

Section 2. As the need arises, special committees may be established and their chairpersons appointed by the president, subject to approval by the board of directors.

Section 3. Special committees and/or their chairperson shall serve at the pleasure of the president and the board of directors, except that special committee appointments shall expire at the close of the annual meeting.

Section 4. Chairpersons of special committees shall be members in good standing and residents of the defined area of the Association. Such chairpersons are encouraged to attend meetings of the board of directors, but, unless members of the board, may not make or second motions, or vote.

Section 5. The duties of standing committees and special committees shall be defined by the board of directors. Each committee chairperson shall submit a list of the members of her/his committee to the board for approval and inclusion in the minutes. On request of the president or board of directors, chairperson shall

make or submit periodic reports to the board and general membership to be included in, or appended to, the minutes.

ARTICLE VIII Meetings

Section 1. General Membership Meetings.

The annual meeting of the general membership shall be held on, or within a reasonable time after, the first (1st) day of March of each year upon two (2) weeks written notice of the meeting to all members of the organization. In addition to the annual meeting, regular meetings of the general membership shall be held at least three (3) times a year upon ten (10) days written notice of such meeting to all members. Similarly upon ten (10) days written notice to all members, special meetings of the general membership may be called.

The annual meeting shall be primarily for the election of officers and directors. Regular meetings shall be for the normal transaction of business. Special meetings shall be for the consideration of a specific issue, or pursuant to the petition provisions of this Section 1.

55% of the members present shall constitute a quorum at a general membership meeting.

Section 2. Board of Directors Meetings.

Regular meetings of the board of directors shall be held at least four (4) times in each fiscal year upon seven (7) days written notice of such meetings to all board members. Special meetings of the board of directors may be held upon three (3) days written notice to all board members.

Regular meetings shall be for those purposes set forth in ARTICLE V - Section 5. The first regular meeting of the board of directors following the annual meeting shall be for organization, election of the executive committee, establishment of special committees, designation of spokespersons, and transaction of other business of the Association. Special meetings shall be for the sole purpose of transacting emergency business which requires a change in existing policy, or pursuant to the petition provisions of this Section 2.

At the option of the board, its meetings shall be open only to board members.

55% of the number of board members shall constitute a quorum at a board of directors meeting.

Board members may appoint a proxy for voting purposes if they know in advance that they will not be able to attend in person or participate telephonically at a board meeting.

Section 3. Committee Meetings.

Committee meetings shall be held as needed on the call of the chairperson, or on the call of any two (2) committee members.

At the option of a committee, its meetings shall be open only to committee members.

A majority of the members of a committee shall constitute a quorum at a committee meeting.

ARTICLE IX Nominations and Elections

Section 1. The nominating committee shall consist of five (5) members in good standing in the Association . It shall elect its chairperson from among its members. Vacancies on the nominating committee shall be filled by the board of directors.

Section 2. The nominating committee shall prepare a properly written slate of nominees for officers and directors pursuant to the provisions of ARTICLE V which shall be sent to all members with notice of the election to be held at the annual general meeting (pursuant to the notice requirements of ARTICLE VIII - Section 1.) Such slate shall include the names of members nominated to stand for election as officers; members nominated to stand for election as directors; directors whose terms have not expired; and shall identify any incumbent nominated to stand for re-election.

All nominations shall be with the previous consent of the nominee. Additional nominations may be made from the floor.

Section 3. In case of contest, election shall be by ballot. 55% of present members in good standing shall elect. Elected candidates shall take office at the close of the annual meeting.

ARTICLE X Miscellaneous

Section 1. The fiscal year of this organization shall be from January first (1st) through December thirty-first (31st).

Section 2. This organization reserves the right to organize a Political Action Committee (PAC) for purposes of sending out slate cards, endorsing candidates and ballot propositions, etcetera. Guest speakers at meetings must be specifically authorized by the president, and approved by the board of directors or the executive committee. The name of the Association, or its membership mailing list, shall not be used to further any political candidacy, or the aims of any political party identified as such, nor shall name or mailing list be used for any purpose other than official business of the Association, unless specifically authorized by the board of directors.

Section 3. In case of differences of interpretation of these by-laws, the board of directors shall make the final decision.

Section 4. Robert's Rules of Order, Revised, shall govern except as otherwise provided in these By-Laws.

Section 5. Formal policy positions shall be taken only at meetings of the general membership or the board of directors.

Section 6. All correspondence shall be signed by the president or her/his designated spokesperson. Any spokesperson who is not a board member, or chairman of a special committee, must be specifically authorized by the president and approved by the board of directors, except in case of emergency business only (pursuant to ARTICLE V - Section 6.), such spokesperson may be approved by the executive committee. All spokespersons shall adhere to existing policy of the organization and shall make, or submit a report of their actions (including copies of written statements) to the next regular meeting of the board of directors or general membership, whichever occurs first. Such reports shall be included in, or appended to, the minutes.

ARTICLE XI Amendment

These By-Laws may be amended by 55% of those members in good standing present at any regular meeting of the general membership, or special meeting of the general membership called for the purpose of considering such amendment, provided a quorum is present, and provided written notice of such meeting and a copy of the proposed amendment has been mailed to all members one (1) month prior to the meeting at which the amendment shall be voted upon. Amendments shall take effect forthwith upon adoption, except those amendments which establish a new office, or abolish an office filled by election at the previous annual meeting, or portions of such amendments relevant to such office. Such amendments, or relevant portions thereof, shall not take effect until the election to be held at the next annual meeting.