

South Beach / Rincon / Mission Bay Neighborhood Association

BY-LAWS 2023
Amended by member vote 12/2022

ARTICLE I

Name

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

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:

Northern Boundary – 4th & Folsom Streets to the Embarcadero / San Francisco Bay

Eastern Boundary – Folsom & Embarcadero / San Francisco Bay to Terry Francois Blvd / Mariposa Street

Southern Boundary – Terry Francois and Mariposa to 7th and Mariposa;

Western Boundary -- 7th and Mariposa to 7th and Townsend, to 4th and Townsend, to 4th and Folsom

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 Panhandling
- 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
- Transportation

It will ensure, to the greatest extent possible, the neighborhood is represented 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 non-owner 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. Members will gain the right to vote, make or second motions, and be elected or appointed board members, committee members, or chairpersons, one (1) month after receipt of dues and confirmation of eligibility by the Treasurer, together with the Secretary and President who share oversight of the membership. Such members shall 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 Neighborhood Association." Such members shall be entitled to privileges of membership except that they shall not vote, make or second motions, or hold an 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. A member delinquent in dues for three (3) months following the annual dues notice shall be removed from membership. The annual dues notice for the coming year will be emailed, or sent otherwise, to all members in December.

ARTICLE V
Officers - Board of Directors

Section 1. The Board of Directors shall consist of seven (7) members.

Section 2. The term of office shall be two (2) years. Terms will be staggered with four seats elected in even numbered years and three seats elected in odd numbered years.

A Board member shall hold office until his/her successor is elected or until such officer shall resign or become ineligible to serve. A partial term of more than six (6) months shall be counted as a full term.

Section 3. Offices are President, Vice President, Secretary, Treasurer, and Director (3). Elected board members will determine who fills each position each year within two weeks after election.

Section 4. Board members 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 four (4) members of the board of directors shall be resident property owners with a minimum of two (2) consecutive years of residency. The remaining members of the board may be resident members of a property owner's immediate family or resident tenants with a minimum of two (2) consecutive years of residency.

Section 5. The board of directors shall be authorized to transact all necessary business and 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 secretary for the sole purpose of transacting emergency business that 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 prior vetting by the Nominating Committee and then approval of a majority of all board members at a regular meeting of the board of directors.

Three (3) consecutive unexcused absences from regularly scheduled 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.
- 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 any (changed from "all") committees.
- Call meetings and enforce all rules and regulations of the organization.
- Respond to all requests to the association (whether by email or other digital means, USPS mail, or telephone), consulting with the board as appropriate, depending on the nature of the request, and share with the board or membership as a whole, as appropriate. Informational notices received that pertain to the interests of the community as generally noted in Article III Purpose.

- Be responsible for notifying board members and committee chairpersons of board meetings.
- Create and post monthly meeting agenda (flyer) to the Association's email database (such as Google Group) at least one week prior to each meeting.

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.
- Assist the president in any other duties as may be assigned by the president or the board of directors.

Secretary

The secretary shall:

- Manage the association's email database.
- Keep an accurate record of all meetings of the general membership and board of directors in an archive for that purpose.
- 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.

Treasurer

The treasurer shall:

- Be the chief financial officer of the organization.
- Be chairperson of the budget committee if a committee is convened.
- 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 officers, 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.
- Be chairperson of the membership committee, if a committee is convened; verify member eligibility according to Article IV, Section 1, keep and maintain the record of membership and maintain the membership mailing list.
- Notify all members when new annual dues are payable by e-mailing such notice no later than December each year.
- Provide a duplicate set of current membership records to the president and secretary; submit a list 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.

**ARTICLE VII
Committees**

Section 1. The Nominating and Social Committees shall be standing committees.

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 discretion of the president and the board of directors.

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.

General meetings are held the second Monday of each month, except when unavoidable conflicts require that a meeting be rescheduled as agreed to by a majority of board members.

The annual meeting, held on the second Monday of March, shall include the election of directors, or announcing election results if concluded via email balloting or by acclamation if incumbent directors run unopposed. 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.

Section 2. Board of Directors Meetings.

Regular meetings of the board of directors shall be held as needed to keep the association operating smoothly 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 electing officers, 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 that 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.

Attendance by at least four (4) of the seven 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 three (3) members in good standing in the Association. It shall elect its chairperson from among its members. The board of directors shall fill vacancies on the nominating committee.

Section 2. The nominating committee shall receive nominations, verify eligibility of the nominees, collect candidate biographical summaries/statements of interest for circulation to the board and members, and arrange for interviews with a majority of the board members. It shall then prepare electronic ballots, with hard copies upon request, pursuant to the provisions of ARTICLE V, which shall be sent to all members with notice of the election to be concluded 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 board members. The nominating committee shall ensure there are at least the number of nominees required to fill the number of board positions open for election in any given year.

As stated in ARTICLE V, Section 2, there will be four directors elected in even years and three elected in odd years. In even numbered years, members in good standing may vote for four candidates, and the four candidates with the most votes shall be declared the winners. In odd numbered years, members in good standing may vote for three candidates and the three candidates with the most votes shall be declared the winners.

In case of a tie vote, a runoff vote shall be held by ballot at the annual meeting. The candidate or candidates receiving the most votes from those members in good standing in attendance at the annual meeting shall be declared the winner(s).

If currently serving board members wish to be re-elected and no other association members have been nominated by the regular meeting immediately prior to the annual meeting, ballots need not be provided, as a formal election need not be held.

Section 3. 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. 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 board of directors, or by the majority vote of the membership by ballot, should the board so direct .

Section 6. The president or her/his designated spokesperson shall sign all correspondence. 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 with the approval of a simple majority of those members in good standing who vote on such proposed amendment, provided written notice of the proposed amendment has been sent to all members at least one (1) month prior to the voting deadline. Notification of the proposed amendment and the voting process may be done electronically. Amendments shall take effect forthwith upon adoption, except those amendments that 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.