

**POTRERO BOOSTERS NEIGHBORHOOD ASSOCIATION BY-LAWS
RESTATED AND AMENDED FOR ADOPTION — SEPTEMBER 30, 2003**

**ARTICLE 1
Name**

Section 1.

The name of this organization shall be Potrero Boosters Neighborhood Association.

Section 2.

The name of the official publication of this organization shall be The Potrero Community Voice.

**ARTICLE 2
Boundaries**

The defined area of Potrero Hill shall be all that property situated within the following boundaries: the south side of Division Street and Townsend Street between Potrero Avenue and 7th Street; the north side of Sixteenth Street, from 7th Street to San Francisco Bay; the north side of Cesar Chavez Street (formerly Army Street); the east side of Potrero Avenue; and the shoreline of San Francisco Bay.

**ARTICLE 3
Purpose**

The purpose of this organization shall be to beautify and improve Potrero Hill; to encourage a friendly association among the Hill residents; to protect the basic character, building scale, and open space of the Hill against increased density and traffic; to perpetuate the historical traditions of the Hill's place in San Francisco history; to insure Potrero Hill's constructive participation in the development of our city; and to represent the residential property owners and residents in community problems which may arise.

**ARTICLE 4
Membership and Dues**

Section 1.

Residents of Potrero Hill and owners of residential buildings of three units or less on Potrero Hill shall be eligible for membership. Membership shall commence upon receipt of dues. Dues shall be for one (1) calendar year, January 1 to December 31; dues received after September 1 shall be applied to membership for the following calendar year. Members shall be entitled to privileges of membership except that they shall not vote, make or second motions, or serve on committees until after a period of three (3) months after receipt of dues. Such members shall not be elected officers, directors, or chairs, until they have been a member for twelve (12) months, based on their first dues payment.

Section 2.

A separate dues classification for interested parties not residing within the defined area of Potrero Hill shall be known as "Friends of Potrero Hill". 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 chair.

Section 3.

The minutes and appended reports shall be available at reasonable times for inspection by any member. Any meeting of the Executive Committee 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 9 - 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 Executive Committee meeting, followed by a two-thirds (2/3) vote of the members present at a general membership meeting.

Section 5.

Dues shall be \$25 per year, payable annually in advance, for individual membership. Dues shall be \$30 per year, payable annually in advance, for family membership, consisting of husband and wife or domestic partner. In cases of marriage or domestic partnership, each partner has the right to vote. Lifetime memberships may be given in special cases, subject to unanimous approval by the Executive Committee and the membership at a regular meeting. Only those members whose dues are paid shall be considered active members, eligible to vote and hold office, and otherwise enjoy the privileges of the Association. Members delinquent in dues for six (6) months may, after due notice of such delinquency has been given in writing, be suspended from the roll of membership. In cases of suspended membership, members regain their good standing upon payment of outstanding dues.

The amount of annual dues may be changed by a 2/3 vote of the members present at a general membership meeting. Changes in the amount of dues are effective the following year.

Section 6.

No member shall sponsor any measure before, or appear before, civic bodies, clubs, or other bodies, in the capacity of a representative or officer of the Association, or permit any connection with the Association to be used directly or indirectly therewith without the previous authorization of the Association to do so. Each member has full freedom of expression in exercising, individually, his political and civil rights and activities, but shall in no way imply that his/her views represent the Association, unless specifically authorized to do so by the Association.

ARTICLE 5 Nominations and Elections

Section 1.

Only members are eligible to hold elected office. No member shall hold any elected office until he or she has been a member for eighteen (18) consecutive months. The first date of membership shall be the date that the member's dues payment is received. In the event an individual ceases to be a member, he or she shall be deemed to have resigned from his or her elected position. If said individual rejoins the Boosters, the eighteen month period shall begin from the date the member's dues payment is received upon rejoining.

Section 2.

Officers shall be nominated at the regular meeting in March, and elected at the regular meeting in April, for a period of one year. Nominations may be made from the floor. (A nominating committee is optional.) Officers elected must receive a majority of votes cast.

Section 3.

Officers who shall have been elected at the regular meeting in April shall be installed at the regular meeting or special meeting called therefor in May of the same year.

Section 4.

Members must be present to vote. In case of contest, election shall be by secret ballot.

Section 5.

Notice of the March and April meetings, and the nomination and election of officers, shall be given to each member at least ten (10) days before each such meeting.

ARTICLE 6
Duties of Officers

Section 1. President.

The president shall be the chief executive officer of the Association, and shall preside at all regular meetings of the general membership and Executive Committee; shall present a budget for the Association's discussion and approval in October of each year; shall establish special committees and appoint their chairs as the need arises; shall call special meetings of the membership or Executive Committee as the need arises; shall fill all vacancies in any elective office by appointing a member in good standing to fill the unexpired term of such vacancy; and shall call meetings and enforce all rules and regulations of the Association.

Section 2. First Vice-President.

The first vice-president shall perform the duties of the president in the absence or incapacity of that officer; serve as parliamentarian and as chair of the advocacy committee; and assist the president in any other duties as may be assigned by the president or the Executive Committee.

Section 3. Second Vice-President.

The second vice-president shall perform the duties of the first vice president in the absence or incapacity of that officer; serve as chair of the membership committee; and assist the president in any other duties as may be assigned by the president or the Executive Committee.

Section 4. Recording Secretary.

The recording secretary shall keep an accurate record of all meetings of the general membership and Executive Committee in a book for that purpose; keep a record of attendance at Executive Committee meetings, recording the names of those members present, excused or absent; be prepared to refer to minutes of any previous meeting of the organization upon request; prepare a copy of the minutes for each officer within ten (10) days following a meeting of the Executive Committee or general membership; prepare a summary of actions taken by the Executive Committee 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; and shall keep the corporate seal and affix it to all appropriate documents.

In addition, the recording secretary shall receive all membership dues and record the dates they are received and keep an accurate account thereof and remit to the treasurer; keep and maintain the record of membership and maintain the membership mailing list; notify each member when dues are payable by mailing such notice; and provide a duplicate set of current membership records to the president upon request.

Section 5. Treasurer.

The treasurer shall be the chief financial officer of the organization; be chair of the budget committee, when one is formed; be the final recipient of all monies, keep an accurate record

thereof, and deposit them in the name of the organization in the bank designated by the Executive Committee; pay all bills by check when duly authorized by the Executive Committee or the general membership; submit the books for auditing at least annually and upon request of the Executive Committee; submit a written report on regular and special funds at each regular meeting of the Executive Committee and at, or prior to, each regular meeting of the general membership to be included in the minutes; 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; and shall not honor unusual expenditures unless previously approved by the membership.

Section 6. Corresponding Secretary.

The corresponding secretary shall attend to all correspondence of the organization under the direction of the president and/or the Executive Committee and present a copy of the outgoing mail to the president; shall 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 Executive Committee; file all letters pertaining to the business of the organization and keep a copy all letters written; and shall be responsible for notifying Executive Committee members and committee chairs of committee meetings.

Section 7. Sergeant at Arms.

The sergeant at arms shall take charge of the door and assist the president in maintaining order at regular meetings; and shall assist the Executive Committee in preparation of meetings

Section 8. Auditors.

The auditors shall supervise the business of the Association; shall keep account of and act as custodian of all property; shall verify safe deposit of funds; shall examine the financial standing and records of the Association at least once a year and report their findings at regular membership meetings; and shall notify the president immediately should they find a discrepancy in the financial records or accounts of the Association.

Section 9.

Questions of conflicting authority or overlapping duties of officers shall be decided by the president.

ARTICLE 7 Executive Committee

Section 1.

The Executive Committee shall be comprised of the following elected officers: president, first vice-president, second vice-president, recording secretary, treasurer, corresponding secretary, sergeant-at-arms, and two (2) auditors.

The Executive Committee shall meet on call by the president, or of any three (3) members of the Executive Committee, to consider pertinent matters and report back to the Association, and may recommend such policies, plans, or measures, as, in the judgment of the Committee, shall be in the best interest of the Association. All members of the Executive Committee shall be notified of such meetings.

The Executive Committee shall have the power to make normal Association expenditures of three hundred dollars (\$300.00) and less, provided that such expenditure is within the annual budget approved by the membership. The Committee also has the power and it shall be its duty, in matters of urgency or emergency occurring between membership meetings, to take such action

as it may deem best for the Association, and to report such action at the next regular meeting of the Association.

Section 2.

The term of office of officers shall be one (1) fiscal year. An officer shall hold office until his successor is elected or until such officer or director shall resign or become ineligible to serve.

An elected Treasurer or Auditor shall not serve for more than three (3) successive terms in the same office. A partial term of more than six (6) months shall be counted as a full term.

Upon termination of office, each outgoing officer shall turn over all past and present records, Association funds, and property to their succeeding officer.

Section 3.

The president shall fill all vacancies on the Executive Committee by appointment, subject to the prior approval of a majority of all the Executive Committee members at a regular meeting of the Executive Committee. Three (3) consecutive unexcused absences from regular Executive Committee meetings may constitute a vacancy, and that officer may be subject to removal.

Officers may be removed from the Executive Committee by a two-thirds (2/3) vote of the members of the Executive Committee, followed by a two-thirds (2/3) vote of the members present at a general membership meeting.

In case of temporary absence or incapacity of an officer, the president shall, subject to approval by the Executive Committee, appoint one of the officers 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 Executive Committee.

ARTICLE 8 Standing Committees

Section 1.

Budget and Finance, Membership, and Advocacy shall be standing committees chaired by officers, pursuant to their duties outlined in Article 7. Members in good standing may be named to these committees.

Section 2.

As the need arises, special committees may be established and their chairs appointed by the president, subject to approval by the Executive Committee and membership. Special committees and/or their chair shall serve at the pleasure of the president and the Executive Committee, except that special committee appointments shall expire at the close of the annual meeting.

Chairs of special committees shall be members in good standing of the Potrero Boosters Neighborhood Association and residents of the defined area of Potrero Hill. Such chairs are encouraged to attend meetings of the Executive Committee, but, unless they are members of the Executive Committee, may not make or second motions, or vote.

Section 3.

The duties of standing committees and special committees shall be defined by the Executive Committee. Each committee chair shall submit a list of the members of his committee to the Executive Committee for approval and inclusion in the minutes. On request of the president or Executive Committee, chair shall make or submit, periodic reports to the Executive Committee and general membership to be included in, or appended to, the minutes.

ARTICLE 9

Meetings

Section 1.

General membership meetings shall occur on the last Tuesday of each month, except for the months of December and May. Meetings shall begin at 7:00 p.m. or such other time as chosen by majority vote of the Executive Committee, upon ten (10) days written notice of such meeting to all members. Similarly upon twenty (20) days written notice to all members, special meetings of the general membership may be called. Special meetings shall be for the consideration of a specific agenda, approved by the Executive Committee in advance and included in the written notice.

Section 2.

Fifteen (15) members shall constitute a quorum at a general membership meeting. This number should be reviewed annually, in case the size of membership changes significantly.

Five (5) members shall constitute a quorum at Executive Committee meetings.

At the option of any committee including the Executive Committee, its meetings shall be open only to committee members. In case of a closed committee meeting, the reason to close the meeting must be stated and recorded in the minutes, with a recorded vote of committee members on the closure. Discussions held in closed meetings are considered to be private and confidential, and any minutes of such discussions are also private and confidential. Any actions taken at the closed meeting must be disclosed to the Executive Committee and to the general membership at their next meetings, as stated elsewhere in these by-laws.

Section 3.

Meetings shall be conducted under Robert's Rules of Order, unless otherwise provided herein. A majority of votes cast by members present shall decide all matters, unless otherwise specified in these bylaws. There is no proxy voting.

ARTICLE 10 Miscellaneous

Section 1.

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

Expenditures of more than three hundred dollars (\$300.00) must be approved by the membership. Expenditures of three hundred dollars or less may be approved by the Executive Committee if they are in keeping with the annual budget previously approved by the membership.

Checks shall be signed by any two (2) of the following officers: president, first vice-president, second vice-president, or treasurer.

Section 2.

This organization shall not endorse candidates for political office nor become affiliated with any political party. 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 Potrero Boosters Neighborhood 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 Potrero Boosters Neighborhood Association, unless specifically authorized by the Executive Committee.

Section 3.

In case of differences of interpretation of these by-laws, the Executive Committee shall make the final decision.

Section 4.

Except in case of emergency, formal policy positions shall be taken only at meetings of the general membership. If the Executive Committee takes an emergency policy decision, said decision shall be submitted to the general membership at the next general membership meeting. If the emergency policy decision is not approved by a majority vote at that general membership meeting, it shall be deemed rescinded.

Section 5.

□The Boosters recognize that since our members are volunteers, they will have sources of income and interests that may be perceived by others as being at times in conflict with Boosters positions, polices and goals. In order to minimize such problems the Boosters adopt the following policies.

All Executive Committee members shall disclose any leadership positions in other organizations that operate in the Potrero Hill district, as defined in these bylaws.

If the Executive Committee or the membership discusses an official Booster position that impacts parties that have a potential financial connection to a member, then the member must disclose that connection prior to his or her discussion of that issue. A member of the Executive Committee must recuse himself or herself from voting on issues that impact any parties to whom they have a potential financial connection.

This conflict of interest policy does not preclude the member from speaking on any occasion, nor does it require the member to recuse himself or herself from voting on motions at the general membership meetings on any topic.

Section 6.

All correspondence shall be signed by the president or his designated spokesperson. Any spokesperson who is not a board member, or chair of a special committee, must be specifically authorized to do so in writing by the president and 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 Executive Committee or general membership, whichever occurs first. Such reports shall be included in, or appended to, the minutes.

ARTICLE 11 Amendments

Proposed amendments to these bylaws must be announced at two consecutive membership meetings before action is taken. Action may be taken at the second meeting at which the amendment is announced. These bylaws may be amended by a two-thirds (2/3) vote by ballot 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 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.