

HAYES VALLEY NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I Name

Section 1. The name of this organization shall be Hayes Valley Neighborhood Association hereinafter referred to as HVNA.

ARTICLE II Boundaries

The defined area of the Hayes Valley Neighborhood Association shall be all that property situated within the following boundaries:

Northern Boundary: Both sides of Haight Street between Fillmore and Webster, Fulton Street between Webster and Franklin, including addresses on both sides of Franklin, and the south side of McAllister between Franklin and Van Ness;

Eastern Boundary: Franklin Street between McAllister and Fulton, including addresses on both sides of Franklin, and the west side of Van Ness between McAllister and Market;

Southern Boundary: The north side of Hermann Street between Fillmore and Buchanan, and the north side of Market Street between Buchanan and Van Ness;

Western Boundary: The east side of Webster Street between Fulton and Haight; the east side of Fillmore Street between Haight and Hermann; and the east side of Buchanan Street from Hermann to Market.

ARTICLE III Purpose

The specific purposes for which this corporation is organized are (i) to promote and advance a sense of community involvement and friendly association in the neighborhood; (ii) to inform and educate its members; (iii) to insure a constructive participation in San Francisco's governmental process; (iv) to preserve and reinforce the diversity, historic character, beauty and architecture of the Hayes Valley neighborhood; and (v) to represent members before the local legislature and administrative agencies.

ARTICLE IV Membership

Section 1. A voting member is defined as follows: Any resident who has attained the age of 18 and has resided within the defined area of Hayes Valley for at least one month; any non-resident

who owns property within the boundaries of Hayes Valley as defined in Article II for one month or more; any business owner who has owned a business for one month or more within the boundaries of Hayes Valley as defined in Article II.

Membership shall commence upon receipt of dues. Dues shall be for one (1) year from receipt of dues. Members shall be entitled to privileges of membership except that they shall not serve as officers, directors, or committee chairs until after a period of three (3) months after receipt of dues.

Section 2. A separate classification for members not residing within the boundaries of Hayes Valley as defined above in Article II shall be known as Associate Members. Membership shall commence upon receipt of dues. Dues shall be for one (1) year from receipt of dues. Such members shall be entitled to privileges of membership except that they shall not vote, make or second motions, hold an executive office or committee chair.

Section 3. Meeting minutes and appended reports shall be available at reasonable times for inspection by any voting member or associate member.

Section 4. A member is in good standing if that member has paid his or her membership dues and has adhered to the bylaws and the purpose of the HVNA.

The board of directors shall have the power and authority to remove any member if the board of directors determines that such member has violated the bylaws of the HVNA.

Section 5. Members delinquent in dues for sixty (60) days following the end of their one-year membership period shall be removed from membership.

ARTICLE V

Officers - Board of Directors

Section 1. The elected officers shall be: president, vice-president, recording secretary, treasurer, corresponding secretary and membership secretary. The officers shall be elected at the regular annual meeting of HVNA.

Section 2. The board of directors shall consist of eleven (11) voting members: six (6) members elected as officers, and five (5) at-large directors. There shall be no more than two business owners or non-resident property owners on the board at any given time. The affairs of HVNA shall be conducted by the board of directors, under the ultimate authority of the members of HVNA.

Section 3. The term of office of officers shall be one (1) year. The term of office of the at-large directors will be two (2) years. An officer or director shall hold office until his/her successor is elected or until such officer or director shall resign or become ineligible to serve.

The President and the Vice-President shall not serve more than four (4) successive terms in the same office. A partial term of more than six (6) months shall be counted as a full term. The at-large directors shall not serve more than two (2) consecutive terms.

Section 4. Officers and directors shall be members in good standing of the HVNA. Every effort shall be made to include representation from all parts of the area defined in Article II. There shall be no more than one representative from each qualifying address serving on the board of directors at anyone time.

Section 5. No officer or member of the board of directors shall have any authority to enter into any contract, agreement or other binding obligation on behalf of the HVNA without prior approval of the majority of the members of the board.

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 membership secretary. Checks for amounts less than five hundred dollars (\$500.00) shall be signed by anyone of the above named officers. These expenditures shall be reviewed by the board at their next meeting.

Section 6. Any officer or director who is absent from three consecutive meetings of the board of directors during a fiscal year without justifiable excuse communicated to the President or Vice President, shall be reviewed by the board for removal from his or her position at any regular meeting. Any vacancy resulting from the removal of a member of the board of directors shall be filled in accordance with the provisions of this Article. 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.

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 six (6) or more vacancies on the board occurring at anyone time, they shall be filled by appointment pursuant to this Section 6, even though a quorum is lacking.

ARTICLE VI Duties of Officers

President

The president shall:

Serve as the chief executive officer and primary spokesperson of the organization; preside at all regular meetings of the general membership and board of directors; establish special committees as the need arises (except the standing committees and the nominating committee); be an ex-officio member of all committees except the nominating committee; 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.

Recording Secretary

The recording secretary shall:

Keep accurate records of all meetings of the general membership, board of directors and committees of the board; prepare a copy of the minutes within ten (10) days following a meeting of the board of directors or general membership; and be prepared to refer to the minutes of any previous meeting of the organization.

The recording secretary shall submit an annual written report compiled from the minutes and committee reports of previous years, summarizing actions taken and policies established by the organization and present this report to each newly-elected officer and director at the annual meeting for the purpose of providing a continuity of background upon which to base action for current problems.

Membership Secretary

The membership secretary shall:

Receive and remit to the treasurer all membership dues, record the dates they are received and keep an accurate account thereof; keep current and maintain the record of membership and the mailing list; notify each member when dues are payable by mailing a renewal notice no later than 30 days before the renewal date; remove the names of those members who are delinquent in dues sixty days (60 days) after the renewal date from the current membership records and notify such members and the board of such action.

Corresponding Secretary

The corresponding secretary shall:

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; be responsible for all mail addressed to the organization, its officers, directors, and committee chairmen which shall be sent to the "Hayes Valley Neighborhood Association" 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 chairmen of board meetings.

Treasurer

The treasurer shall:

Be the chief financial officer of the organization; keep and maintain adequate and correct books, accounts and transactions of the corporation; give to the members and directors such financial statements and reports as are required to be given by law, by these by-laws or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The chief financial officer shall 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 when duly authorized by the board of directors or the general membership; submit a written report on regular and special funds at each regular meeting of the board of directors; and compile a written, itemized statement showing all income, expenditures and obligations for a full report to the general membership at the annual meeting.

ARTICLE VII Committees

Section 1. Planning and Transportation; Neighborhood Beautification; Neighborhood Safety; and Communications shall be standing committees of the HVNA. As the need arises, special committees may be established and their chairpersons appointed by the president, subject to approval by the board of directors. The duties of the standing and special committees shall be defined by the board of directors. Committee meetings shall be open to non-members and associate members.

Section 2. Chairpersons of standing and special committees shall be voting members of HVNA in good standing. Such chairpersons are encouraged to attend meetings of the board of directors, but, unless they are members of the board, they may not make or second motions, or vote. At the request of the president or board of directors, committee chairpersons shall report on their committees' activities to the board of directors and general membership.

ARTICLE VIII Meetings

Section 1. General Membership Meetings

The annual meeting shall be primarily for the election of officers and directors. Regular meetings shall be for the normal transaction of business.

Annual Meetings

The board of directors shall organize an annual meeting of the general membership in February of each year, unless the board fixes another date or time and so notifies the members as provided below.

Regular Meetings

In addition to the annual meeting, regular meetings of the general membership shall be held at least six (6) times a year upon three (3) days written notice of such meeting to all members.

Meeting notification

Whenever members are required to take any action at a meeting, a written notice of the meeting shall be sent to each member entitled to vote at that meeting at least 10 but not more than 90 days before the meeting date. The notice shall specify the place, date, and hour of the meeting.

The notice shall be given by first class, registered or certified mail, or other means of written communication, charges prepaid. The notice shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice.

For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. The notice of any meeting at which officers and directors are to be elected shall include the names of all persons who are nominees at the time notice is given. If any amendments of the bylaws or articles of HVNA will be required to be adopted at the annual meeting, notice of said meeting with the proposed amendments shall be sent to each member in writing no less than thirty days before said meeting.

Quorum

Fifteen per cent (15%), but not less than twenty (20) voting members, shall constitute a quorum for the transaction of business at a general membership meeting.

Section 2. Board of Directors Meetings

Regular Meetings

Regular meetings of the board of directors shall be held at least six (6) times in each year upon seven (7) days written notice of such meetings to all board members.

Special Meetings

Special meetings of the board for any purpose may be called at any time by the president of the board, or the vice president, the secretary or any two directors, upon twenty-four (24) hours notice to all board members.

Notice of the time and place of special meetings shall be given to each director either by (a) personal delivery of written notice; (b) first class mail postage prepaid; (c) telephone, including a voice messaging system; (d) facsimile; (e) electronic mail or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporations' records.

The notice shall state the date, time and location of the meeting. The notice need not specify the purpose of the meeting.

Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business.

Manner of attending meeting

Any board meeting (regular or special) may be held by conference telephone or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if all of the following applies:

- (a) Each member participating in the meeting can communicate concurrently with all other members;
- (b) Each member is provided the means of participating in all matters before the board, including the capacity to propose or to interpose an objection to a specific action to be taken by the corporation;
- (c) The board has adopted and implemented a means of verifying both the following:
 - (1) A person participating in the meeting is a director or other person entitled to participate in the board meeting;
 - (2) All actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.

Section 3. Committee Meetings

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

A majority of the voting 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) voting members in good standing of the Hayes Valley Neighborhood Association - two (2) to be appointed by the president, three (3) to be elected by the board of directors. 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 slate of nominees for officer and director pursuant to the provisions of ARTICLE V which shall be mailed 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. The nominating committee shall make every attempt to include on the slate representation from all areas within the boundaries of the organization, as stated in Article II. 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; any officer or director who is ineligible to serve for another term in the same office; 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. A plurality 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 March 1 through the last day of February.

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. The name of the Hayes Valley 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. Neither the organization's name nor the mailing list may be used for any purpose other than official business of the Hayes Valley Neighborhood Association, unless specifically authorized by the board of directors.

Section 3. In case of differences of interpretation of these bylaws, 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 bylaws.

Section 5. All official correspondence stating the policies or positions of HVNA shall be approved by the president or other board member designated by the president in writing. 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.

Indemnification

To the fullest extent permitted by law, the corporation shall indemnify its directors, officers, employees and other persons described in Corporations Code section S238(a)/7237(a)/9246(a), including persons formerly occupying such positions against all expenses, judgment liens, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding as that term is used in that section by reason of the fact that the person is or was a person described in that section.

Insurance

This corporation shall have the right and shall use its best efforts to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's agent's status as such.

ARTICLE XI Amendments

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, 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 thirty (30) days 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.