

# HAYES VALLEY NEIGHBORHOOD ASSOCIATION BYLAWS

## ARTICLE I Name

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

## ARTICLE II Boundaries

2.1 The defined area of the Hayes Valley Neighborhood Association is all that property situated within the following boundaries, including both sides of streets unless noted:

Starting at the northwest corner of McAllister Street and Webster Street; proceeding east on McAllister Street to Van Ness Avenue; then proceeding south along Van Ness Avenue to north side of Market Street; then southwesterly along north side of Market Street to Buchanan Street; then north on Buchanan Street to Hermann Street; then proceeding west on Hermann Street to Fillmore Street; then north on Fillmore Street to Haight Street; then east on Haight Street to Webster Street; then north on Webster Street to McAllister Street (the starting point).

## ARTICLE III Purpose

3.1 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 ensure 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

### 4.1 Categories of Membership:

#### (a) General Membership is defined as:

- i. Any resident who has attained the age of 18 and has resided within the defined area of Hayes Valley for at least one month; or
- ii. Any non-resident HVNA who owns property within the boundaries of Hayes Valley as defined in Article II for one month or more; or
- iii. Any business owner or their designee who has been in business for one month or more within the boundaries of Hayes Valley as defined in Article II; or
- iv. Such general 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.

(b) Associate Membership: is for individuals who do not meet the definitions of General Members (as defined in Article 4.1.a) Such members shall be entitled to privileges of membership, except that they shall not vote, make or second motions, hold an office or director or committee chair or co-chair position.

#### **4.2 Privileges of Membership: Privileges of membership include, but are not limited to:**

- (a) For General Members: Voting; making and/or seconding motions; holding officer or director positions; holding committee chair or co-chairs and serving on committees; viewing the minutes of the board; receiving correspondence from the board on items of particular note; attending membership meetings and member events.
- (b) For Associate Members: Viewing the minutes of the board; serving as members of committees; attending membership meetings and member events.

**4.3 Members in Good Standing:** 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. Membership privileges are only in effect when dues are current. 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.

#### **4.4 Membership dues:**

- (a) Dues shall be set by the Board and subject to annual review.
- (b) Membership levels may similarly be set by the Board. Membership levels may include individual, dual, household, low incomes, sponsors, and business memberships.
- (c) Membership dues are due on an annual basis on the anniversary date of membership. Membership privileges are suspended if dues have not been paid by the anniversary date. Members past due for three hundred sixty (360) days following the end of their one-year membership period shall be deactivated from membership lists. Membership can be reinstated upon receipt of dues, with the annual due date updated to the new anniversary date.

### **ARTICLE V Officers—Board of Directors**

**5.1** 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.

**5.2** 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. There can also be up to eight (8) non-voting associate board members. The affairs of HVNA shall be conducted by the Board of Directors, under the ultimate authority of the members of HVNA.

- (a) Officers and at-large Directors attend all board meetings, can serve on standing or special committees as well as participate in the board's activities and neighborhood initiatives, thereby helping expand the capacity and advance the mission of HVNA.
- (b) Associate board members are expected to participate in board meetings, in neighborhood initiatives or serve on standing or special committees, and are subject to the same qualifications and attendance requirements as voting members on the Board of Directors. Their role includes having a voice on the board. thereby helping expand the capacity and advance the mission of HVNA.

**5.3** The term limit of office for all Officers and at-large Directors shall be two (2), two (2)-year consecutive terms in the same position. 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.

- (a) A partial term of more than one (1) year shall be counted as a full term.

- (b) President, Vice President, Treasurer, and three (3) At Large board members elected on even numbered years.
- (c) Recording Secretary, Corresponding Secretary, Membership Secretary, and two (2) At- Large board members elected on odd number years.
- (d) Associate Board Members shall have a one (1) year term without term limits but are not replaced until the next election if that member resigns/becomes ineligible/changes role.

**5.4** 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 any one time.

**5.5** 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.

**5.6** Checks for amounts equal to or greater than five hundred dollars (\$500.00) shall be signed or approved by electronic communication that provides a written record by any two (2) of the following officers: President, Vice-President, or Treasurer. Checks for amounts less than five hundred dollars (\$500.00) shall be signed or approved via electronic communication that provides a written record by any one of the above-named officers. These expenditures shall be reviewed by the Board at the next meeting.

**5.7** Any Officer or Director or Associate Board Member 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 except associate board members by appointment, subject to the prior approval of a majority of all the Board members at a regular meeting of the Board of Directors.

- (a) 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.
- (b) In case of six (6) or more vacancies on the Board occurring at any one time, they shall be filled by appointment pursuant to this Section 6, even though a quorum is lacking.

## **ARTICLE VI**

### **Duties of Officers**

#### **6.1 President**

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.

#### **6.2 Vice President**

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.

#### **6.3 Recording Secretary**

- (a) Keep accurate records of all meetings of the general membership, board of directors and committees of the board; record and send a copy of the minutes to the board within ten (10) days following a meeting of the

board of directors; and be prepared to refer to the minutes of any previous Board of Directors meeting of the organization. Minutes will be kept by year, accessible electronically or other means for future review.

- (b) The recording secretary shall electronically 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 issues.
- (c) Recording Secretary shall also be responsible for updating the bylaws after any change(s) voted in by the General Membership.

#### **6.4 Membership Secretary**

- (a) 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 maintain the email list and mailing list, electronically available for all board members to access; notify each member when dues are payable by sending a renewal notice no later than 30 days before the renewal date; remove/deactivate the names of those members who are delinquent in dues three hundred sixty days (360 days) after the renewal date from the current membership records and notify such members.

#### **6.5 Corresponding Secretary**

- (a) keep a record of all pertinent incoming and outgoing correspondence, electronic messages and other electronic communications of the Board.
- (b) report on substance and disposition of board-related correspondence at the next regular meeting of the board of directors;
- (c) electronically archive all pertinent correspondence written pertaining to the business of the organization;
- (d) be responsible for all correspondence addressed to the organization, its officers, directors, and committee chairs 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;
- (e) shall be responsible for notifying board members and committee chairs of board meetings.

#### **6.6 Treasurer**

- (a) 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.
- (b) 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**

**7.1** Planning and Transportation, Public Safety, Greening, Arts, Culture and Entertainment (ACE), Children and Families, Hayes Valley Merchants, Membership 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.

7.2 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/or general membership.

## **ARTICLE VIII Meetings**

### **8.1 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.

- (a) **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.
- (b) **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.
- (c) **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 (i) first class, registered or certified mail, (ii) email, or (iii) other means of written or other electronic communication, charges prepaid. The notice shall be addressed to each member entitled to vote, at the email or street 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 via electronic means or mail no less than thirty (30) days before said meeting.

- (d) **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.

### **8.2 Board of Directors Meetings**

- (a) **Regular Meetings** Regular meetings of the board of directors shall be held at least six (6) times in each year upon seven (7) days electronic/written notice of such meetings to all board members.
- (b) **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 by either:
  - (i) personal delivery of written notice;
  - (ii) first class mail postage prepaid;
  - (iii) telephone, including a voice or text messaging system;
  - (iv) email; or
  - (v) other means of written or other electronic communication.

All such notices shall be given or sent to the director's email or mailing 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.

- (c) **Meeting Minutes.** Meeting minutes and appended reports shall be available at reasonable times for inspection by any voting member or associate members.
- (d) **Quorum** A majority of the directors shall constitute a quorum for the transaction of any business.
- (e) **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:
  - (i) Each member participating in the meeting can communicate concurrently with all other members;
  - (ii) 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;
  - (iii) 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.

### **8.3 Committee Meetings**

- (a) Committee meetings shall be held as needed at the discretion of the chair, or on the call of any two (2) committee members.
- (b) A majority of the voting members of a committee shall constitute a quorum at a committee meeting.

## **ARTICLE IX Nominations and Elections**

**9.1** 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.

**9.2** The nominating committee shall prepare a slate of nominees for officer, director, and associate board member pursuant to the provisions of ARTICLE V, which shall be electronically sent or mailed to all voting members with notice of the election to be held at the annual general meeting pursuant to the notice requirements of ARTICLE 8.1.c. 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; members nominated to stand for election as associate board members; 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.

**9.3** 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**

**10.1** The fiscal year of this organization shall be from March 1 through the last day of February.

**10.2** 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.

**10.3** In case of differences of interpretation of these bylaws, the Board of Directors shall make the final decision.

**10.4** *Robert's Rules of Order, Revised*, shall govern except as otherwise provided in these By-laws.

**10.5** 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 electronic or 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.

#### **10.6 Indemnification**

To the fullest extent permitted by law, the corporation shall indemnify its Directors, Officers, Employees and other persons described in Corporations Code section 5238(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.

#### **10.7 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**

**11.1** These bylaws may be amended by a two-thirds (2/3) vote by ballot of those voting members in good standing present at any regular meeting of the general membership, provided a quorum is present, and provided electronic written notice of such meeting and a copy of the proposed amendment has been sent to all members 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.