

**AMENDED AND RESTATED BYLAWS
OF THE
POTRERO BOOSTERS NEIGHBORHOOD ASSOCIATION**

September 27, 2016

**ARTICLE I
Name**

Section 1. The name of this organization shall be Potrero Boosters Neighborhood Association (the "Boosters").

Section 2. The name of the official publication of the Boosters shall be "The Potrero Community Voice."

**ARTICLE 2
Boundaries**

The defined area served by the Boosters (the "Potrero") 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 west side of 7th Street between Townsend Street and 16th Street; the north side of 16th Street, from 7th Street to San Francisco Bay; the shoreline of San Francisco Bay from 16th Street to Cesar Chavez Street (formerly Army Street); the north side of Cesar Chavez Street from San Francisco Bay to Potrero Avenue; and the east side of Potrero Avenue from Cesar Chavez Street to Division Street.

**ARTICLE 3
Purpose**

The purpose of the Boosters is to inform, empower and represent the residents of Potrero Hill, the Central Waterfront, and Showplace Square (as included in the area defined by Article 2) on issues impacting our community, in order to develop and maintain complete, vibrant neighborhoods.

**ARTICLE 4
Membership and Dues**

Section 1. Residents of, and owners of residential buildings of three units or less in, the Potrero shall be eligible for membership. Membership shall commence upon receipt of dues. Dues shall be for one calendar year, from January 1st to December 31st; provided, however, that dues received on or after October 1st shall be applied to both (i) membership for the then current calendar year and (ii) membership for the following calendar year. Members shall be entitled to all privileges of membership except that no member shall vote, make or second motions, or serve on committees until after a period of three months after the initial receipt of such member's dues. No member shall be elected as an officer, director, or committee chair until such member has been a member for twelve months, with membership deemed to begin on the date of such member's first payment of dues.

Section 2. A separate dues classification for interested parties not residing within the defined area of the Potrero shall be known as "Friends of the Potrero ". Friends of the Potrero shall be entitled to all privileges

of membership except that they shall not vote, make or second motions, hold an office or chair a committee.

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, if any) 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, Section 2.

Section 4. A member may be expelled by a two-thirds vote of the members present at an Executive Committee meeting, followed by a two-thirds vote of the members present at a general membership meeting.

Section 5.

(a) Dues shall be payable annually in advance, at rates approved pursuant to this Section 5. Memberships may be for individuals or households. A household membership shall consist of two spouses or domestic partners, and each spouse or domestic partner shall be deemed a member of the Boosters with 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 Boosters. Members delinquent in dues for six 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.

(b) The amount of annual dues may be changed by a two-thirds vote of the members present at a general membership meeting. Changes in the amount of dues are effective on the date approved by the membership pursuant to this Section 5(b).

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 Boosters, or permit any connection with the Boosters to be used directly or indirectly therewith without the previous authorization of the Executive Committee to do so. Each member has full freedom of expression in exercising, individually, his or her political and civil rights and activities, but shall in no way imply that his or her views represent the Boosters, unless specifically authorized to do so by the Executive Committee.

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 twelve consecutive months, as set forth in Article 4, Section 1. 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 on a date more than six months after the suspension of such individual's membership, such individual shall be deemed a new member and the twelve 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 and until their successors are duly elected and installed. Nominations

may be made from the floor; the Executive Committee may, in its discretion, call for a nominating committee. A majority of votes cast at the regular April meeting shall be required for the election of an officer. If no candidate for an office receives a majority of the votes cast, additional votes shall be taken by secret ballot until such time as a candidate receives a majority of the 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, which such meeting shall be deemed the annual meeting of the Boosters.

Section 4. Members must be present to vote. If there is a contested election for any office, 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 days before each such meeting.

ARTICLE 6

Duties of Officers

Section 1. President:

The president shall be the chief executive officer of the Boosters, and shall preside at all regular meetings of the general membership and Executive Committee; shall present a budget for the Boosters' discussion and approval in October of each year; shall establish special committees and, subject to the approval of the Executive Committee and membership, 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 Boosters.

Section 2. First Vice-President (External):

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, when one is formed; and assist the president in any other duties as may be assigned by the president or the Executive Committee.

Section 3. Second Vice-President (Internal):

(a) The second vice-president shall serve as the chief information officer of the Boosters; perform the duties of the first vice president in the absence or incapacity of that officer; serve as chair of the Membership Committee, when one is formed; and assist the president in any other duties as may be assigned by the president or the Executive Committee.

(b) The second vice-president shall receive records of all membership dues paid, the dates they are received and keep an accurate account thereof; 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 4. Secretary:

The secretary shall keep an accurate record of all meetings of the general membership and Executive Committee; 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 Boosters upon request; prepare a copy of the minutes for each officer within ten days following a meeting of the Executive Committee or general membership; and 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. The secretary shall assist with correspondence from time to time as requested by the President.

Section 5. Treasurer:

The treasurer shall be the chief financial officer of the Boosters; be chair of the Budget and Finance 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 Boosters 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, as requested by the Executive Committee or general membership, 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, as applicable, to be included in the minutes thereof; 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 meeting in which such report is given; and shall not honor unusual expenditures unless previously approved by the membership.

Section 6. 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 7. Auditors:

The auditors shall supervise the business of the Boosters; 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 Boosters 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 Boosters.

Section 8. Members at Large:

There may be at any time up to three members at large elected by the membership to serve on the Executive Committee. Such members at large shall attend Executive Committee Meetings, participate in planning general membership meetings, and serve in such other capacities as may be determined by the Executive Committee.

Section 9. Questions of conflicting authority or overlapping duties of officers shall be decided by the president.

ARTICLE 7
Executive Committee

Section 1.

- (a) The Executive Committee shall be comprised of the following elected officers: president, first vice-president, second vice-president, secretary, treasurer, sergeant-at-arms, two auditors; and up to three members at large.
- (b) The Executive Committee shall serve as the board of directors of the Boosters.
- (c) The Executive Committee shall meet on call by the president, or of any three members of the Executive Committee, to consider pertinent matters and report back to the Boosters, and may recommend such policies, plans, or measures, as, in the judgment of the Committee, shall be in the best interest of the Boosters. All members of the Executive Committee shall be notified of such meetings.
- (d) The Executive Committee shall have the power to make normal expenditures of \$300.00 and less, provided that such expenditure is within the annual budget approved by the membership. The Executive 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 Boosters, and to report such action at the next regular meeting of the Boosters.

Section 2.

- (a) The term of office of officers shall be one year. An officer shall hold office until his or her successor is duly elected and installed or until such officer or director shall resign, be removed or otherwise become ineligible to serve.
- (b) An elected Auditor shall not serve for more than three successive terms. A partial term of more than six months shall be counted as a full term.
- (c) Upon termination of office, each outgoing officer shall turn over all past and present records, Boosters funds, and property to their succeeding officer.

Section 3.

- (a) 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 consecutive unexcused absences from regular Executive Committee meetings may constitute a vacancy, and that officer may be subject to removal.
- (b) Officers may be removed from the Executive Committee by a two-thirds vote of the members of the Executive Committee, followed by a two-thirds vote of the members present at a general membership meeting.
- (c) In case of temporary absence or incapacity of an officer, the president shall, subject to approval by the Executive Committee, appoint an interim officer for the duration of such absence or incapacity. In case of

temporary inability of both the president and first vice-president to perform duties, a president pro-tem, shall be elected from among the Executive Committee.

ARTICLE 8 Standing Committees

Section 1. Advocacy, Membership, and Budget and Finance shall be standing committees chaired by officers, pursuant to their duties outlined in Article 6. Members in good standing may be named to these committees.

Section 2.

(a) 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 next meeting following the annual meeting.

(b) Chairs of special committees shall be members in good standing and residents of the defined area of the Potrero. 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 or her committee to the Executive Committee for approval and inclusion in the minutes. On request of the president or Executive Committee, a chair shall make or submit periodic reports to the Executive Committee and general membership to be included in 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 and upon ten days notice of such meeting to all members. Similarly upon fifteen days 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 notice.

Section 2.

(a) Fifteen members shall constitute a quorum at a general membership meeting. This number shall be reviewed annually by the Executive Committee.

(b) Five members shall constitute a quorum at Executive Committee meetings. A majority of the members of any other committee shall constitute a quorum of such committee.

(c) Upon the majority vote of a quorum of committee members present at any committee meeting, including the Executive Committee, 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.

Section 3. Meetings shall generally 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 shall be no proxy voting.

ARTICLE 10 Miscellaneous

Section 1.

- (a) The fiscal year of the Boosters shall be from January 1st through December 31st of each calendar year.
- (b) Expenditures of more than three hundred dollars 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.
- (c) Checks shall be signed by any of the following officers: president, first vice-president, or treasurer.

Section 2. The Boosters 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 Executive Committee. The Boosters membership mailing list shall not be used to further any political candidacy, or the aims of any political party identified as such, nor shall the name of the Potrero Boosters Neighborhood Association or its 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 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, policies and goals. In order to minimize such problems the Boosters adopt the following policies:

- (a) All Executive Committee members shall disclose any leadership positions in other organizations that operate in the Potrero.

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.

(b) 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 or her designated spokesperson. Any spokesperson who is not an officer 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 Boosters 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.

Section 7. All notices to be delivered to a member hereunder shall be deemed sufficient when transmitted to the e-mail address on record for such member or when deposited as first class mail, postage prepaid, addressed to the mailing address on record for such member.

ARTICLE II Amendments

Proposed amendments to these bylaws must be announced at two consecutive membership meetings before a vote on such amendment is taken. Action may be taken on such amendments at the second meeting at which the amendment is announced. These bylaws may be amended by a two-thirds vote of the members present at any regular meeting of the general membership, or a special meeting of the general membership called for the purpose of considering such amendments, provided a quorum is present, and provided notice of such meeting and a copy of the proposed amendment has been mailed to all members one 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. Such amendments or relevant portions thereof shall not take effect until the election to be held at the next annual meeting.