

BY-LAWS

NORTH BEACH NEIGHBORS
(AS AMENDED: DATE)

ARTICLE 1

NAME

The name of this organization shall be "North Beach Neighbors" (NBN).

ARTICLE 2

AMENDMENTS

These By-Laws, as ratified, were adopted in April, 1991.

These By-Laws may be amended by a two-thirds vote of the Board of Directors and subsequent approval by a majority of the general membership present at any regular or special meeting. Written notice of such meeting including a description of the proposed amendment(s) are to be mailed 21 days prior to the meeting. Amendments shall take effect immediately upon adoption by the general membership unless specified otherwise.

ARTICLE 3

BOUNDARIES

The boundaries of the organization shall be designated in a map which is attached to these By-Laws as Exhibit "A," and which is incorporated herein by reference.

ARTICLE 4

PURPOSE

The organization exists for the following purposes:

- (1) To encourage friendly association among residents of North Beach;

- space of
- North
- community
- (2) To beautify and improve North Beach;
 - (3) To protect the basic character, building scale, and open North Beach.
 - (4) To preserve and perpetuate the historic traditions of Beach in San Francisco history;
 - (5) To insure North Beach's constructive participation in the development of our City;
 - (6) To inform North Beach residents and property owners of proposed changes to the neighborhood and other community issues which may arise;
 - (7) To represent residents and property owners when problems arise;
 - (8) To promote safety and security in North Beach.

ARTICLE 5

MEMBERSHIP AND DUES

Section 1: Regular Membership: This membership is open to owners of real property and legal residents within the defined boundaries of of the organization and environs,

Section 2: Establishment of Dues: The Board of Directors shall establish the dues.

Section 3: Cancellation: Members who are not in good standing because they have failed to pay their dues within six months after they are due shall be dropped from the rolls and thereupon forfeit all rights and privileges.

ARTICLE 6

MEETINGS OF MEMBERS AND VOTING

Section 1: There shall be at least two regular meetings of the general membership in each fiscal year. The spring meeting shall take place in April and be designated as the annual meeting at which time elections take place. ___

Section 2: Quorum: A Quorum shall be an assembly of members eligible to vote equaling twice the number of Board members, plus one.

Section 3: Notice of general membership meetings shall be sent to all members at least ten (10) days prior to the date of each meeting, including the agenda for the meeting. Items not listed on the agenda may be introduced as new business.

Section 4. Absentee Ballots: Voting members may vote by absentee ballot, Provided that the ballots are presented to an officer before the meeting in which the vote is to take place.

Section 5: Special meetings. Special meetings may be called by the Board of Directors.

Section 6: Rule of Order: Membership meetings and procedures shall be regulated and controlled according to ROBERTS RULES OF ORDER (Revised) for parliamentary procedure, except as otherwise provided in these By-Laws. A majority of members present shall rule.

ARTICLE 7

BOARD OF DIRECTORS

Section 1: Authority and Responsibility: (a) The Board of Directors shall be authorized to pursue the purposes of the organization, to transact all necessary business, to set or change policy within the limits of these By-Laws, to acquire and dispose of property, and to make 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 action shall

be reported to the general membership at, or prior to, its next regular meeting. (b). Unity: The goal of the Board shall be to work together harmoniously for the good of the organization.

Section 2: Composition: The Board of Directors shall consist of 15 members: four (4) members elected as officers, the immediate past President, and ten (10) members elected as directors

The Board shall be representative, insofar as possible, of the membership of the organization. No more than two members of a family or household at a time shall serve as a member of the Board.

Section 3: Qualifications for Office: Officers and Directors shall be members in good standing for the current year and a member of the organization for at least one year prior to the date in which they are seeking office. Candidates for office of the President shall have served minimum of six months on the Board of Directors prior to being nominated.

Section 4: Nominations:

(a) At the November meeting of the Board of Directors, a minimum two (2) members of the Board of Directors shall be selected by the Board of Directors to form a Nominating Committee. The two (2) or more shall select three (3) non-Board members and all members of the nominating committee shall then choose a Chairman among themselves prior to the December Board meeting. All members of the nominating committee shall be members in good standing.

The Nominating committee shall prepare a properly written slate of nominees for the positions officers and directors, which after presentation to the Board at the January meeting, shall be mailed to all members with notice of the election to be held at the annual meeting to be received at least thirty (30) days prior to the meeting. In this mailing also will be an announcement that additional nominations will be accepted from the general membership at the April election meeting. All nominees will be made with prior consent of the nominee. Such slate shall include :

- (1) The names of members nominated to stand for election as officers;
- (2) Members nominated to stand for elections as directors;
- (3) Directors whose terms have not yet expired;
- (4) Any officer or director who is ineligible to serve for another term in the same office; and
- (5) Any incumbent nominated stand for re-election.

Additional nominations may be made from the floor.

All nominations shall be with the previous consent of the nominee.

Section 5: In case of contest, elections shall be by ballot. A plurality shall elect. Elected candidates shall take office at the close of the Annual meeting.

Section 6: Term of office:

- officer
terms,
- (a) Officers: The term of office shall be one (1) year; no shall serve in the same office for more than two consecutive with the exceptions of the Treasurer and Secretary. All of the officers positions are to be voted upon annually.
- Directors,
Directors
- (b) Directors: Except as provided for, the initial Board of the term of the office of the ten (10) members elected as shall be two (2) years. Half of these Directors shall be elected in each alternative year;
- past
- (c) Immediate past President: The term of the immediate President shall be one (1) year;
- (d) An officer or director shall hold office until a successor is elected or until such officer or director resigns, is removed from office, or becomes ineligible to serve.

Section 7: Vacancies or removal:

- (a) The President shall fill all vacancies on the Board by appointment, subject to the approval of a majority of the Board at a regular Board meeting;
- (b) Three consecutive unexcused absences, resignations, or removal shall constitute a vacancy. In the case of temporary absence or incapacity of an officer, the President shall, subject to the approval of the Board, appoint one of the Directors for the duration of such absence;
- (c) In case of temporary absence, incapacity, resignation, or removal of the President, the Vice-President shall act as President pro tempore. In case of temporary absence, incapacity, resignation, or removal of both President and Vice-President, the Board shall elect a President pro tempore from among its members;
- (d) The Board may remove by two-thirds vote of its membership any Board member or officer from the Board and from office for cause.

Section 9: Quorum:

Quorum of the Board: A quorum of the Board shall consist of 51 percent of the Board members.

Section : 10:

(a) Meetings of the Board: Regular meetings of the Board shall be held monthly upon written notice of such meetings to all Board members and committee chairs. Special meetings for the Board maybe called upon three days' written notice to all Board members by the President or upon request by three Board members.

(b) Board members may discuss and vote upon items electronically. A 48 hour period of time will be granted to allow for the thorough discussion of the proposed item before a motion can be made to vote on the item. The Board of Directors has 48 hours from the time of a seconded motion to vote upon the introduced item. In the event that no decision has been made the matter will be held over for discussion at the next monthly meeting. There must be a minimum of 8 participants from the Board of Directors to reach a quorum.

(c) The minutes and appended reports shall be available at reasonable times for inspection by any member. Any meeting of the Board and of committees (except Nominating Committee) shall be open at reasonable times for presentation of views by any member on any subject under consideration by such meeting.

Section 11:

(a) Compensation: Neither Officers nor Board members shall receive compensation for their services as officers or Board members.

ARTICLE 8

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, plus the Past President as Ex Officio Board member and shall exist for the sole purpose of transacting any emergency business which arises between Board meetings and for which a special meeting of the Board cannot be called. The actions taken by a majority of the Executive Committee shall be reported at the next regular Board meeting or general membership meeting (whichever occurs first) and shall be included in the minutes. The Executive Committee shall not alter policies of the organization.

ARTICLE 9

DUTIES OF THE OFFICERS

Section 1: President: The President shall:

- (a) Be the chief executive officer of the organization;
- (b) Preside at the annual, regular, and special meetings of the Executive Committee, membership, the Board of Directors, and the Committee;
- (c) Establish special committees as the need arises and appoint their chairs;
- (d) Be an ex officio member of all committees;
- (e) Represent the organization at meetings of other organizations and at public hearings, or designate someone to do so;
- (f) Call meetings;
- (g) Enforce all rules and regulations;

by (h) Perform other duties necessary to the office or prescribed
the Board of Directors;

The President is empowered to share any of the duties (b
through h) above with the Vice-President.

Section 2: Vice-President: The Vice-President shall:

- are
- (a) Perform the duties of the President in the absence or incapacity of the President;
 - (b) Serve as parliamentarian and shall see that the By Laws adhered to.
 - assigned by (c) Assist the President in any other duties as may be
the President;
 - (d) Serve as chair of the Program Committee.

Section 3: Treasurer:

- (a) Be the chief financial officer of the organization;
- expenditures. (b) He shall consult with the President prior to paying any
amount that exceeds Board approved budgeted
- record (c) Be the final recipient of all moneys, keep an accurate
the thereof, and deposit them in the name of the organization in
bank selected by the Board of Directors;
- Board (d) Pay all expenses by check when duly authorized by the
of Directors, or the general membership;
- (e) Submit the books for auditing upon request;

each
each
minutes;

(f) Submit a written report on regular and special funds at regular meeting of the Board of Directors and at, or prior to, meeting of the general membership, to be included in the minutes;

income,
appended to

(g) Compile a written itemized statement showing all expenditures, and obligations for a full report to the general membership at, or prior to, the annual meeting to be the minutes of the annual meeting;

Section 4: Secretary: The Secretary shall:

- (a) Keep an accurate record of all meetings of the general membership and the Board of Directors;
- (b) Keep a record of attendance at Board meetings, recording the names of those Board members present, excused or absent, and provide notice where necessary of general and special meetings;
- (c) Be prepared to refer to the minutes of any previous meeting of the organization;
- (d) Prepare a copy of the minutes for the Board members within 10 days following a Board meeting or general membership;
- (e) Prepare a summary of actions taken by the Board or by the general membership at its previous meeting, to be reported to the general membership at, or prior to, its next regular meeting;
- (f) Keep a record of all pertinent incoming and outgoing

the correspondence and report its substance and disposition at
next regular meeting of the Board;

amendments (g) Maintain a set of original provisional By-Laws, all
thereto, and a current copy of the By-Laws in effect;

(h) Collect and preserve all data of the organization;

chairs. (i) Keep a record of officers, directors, committees, and their

organization's (j) Be responsible for keeping and maintaining the
historic files in order to provide a historical background and
continuity upon which to base action for current problems.

ARTICLE 10

STANDING AND SPECIAL COMMITTEES

Section 1: Standing Committees: Standing Committees shall be :
Membership, Programs, Rules and By-Laws, Newsletter,
Zoning,
Safety, and Nominating.

Section 2: The chairs of standing committees shall be
selected from
the Board of Directors.

Section 3: Special Committees:

(a) Special Committees may be established by the President,
subject to approval of the Board;

(b) The Nominating Committee, in consultation, with the
Board of
Directors, shall recommend former Board members who have
contributed time and effort to NBN to a Board of Advisors.
Such recommendations are to be ratified at the

Annual meeting. Members so selected shall be expected attend a minimum of three (3) meetings per year. Members of the Board of Advisors shall have no voting rights at Board of Directors meetings, nor shall they be a member of the Nominating Committee or Chair any other committee, but they may be a member of a committee.

Section 4: Duties:

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

Section 5: Committee Chairs:

Committee chairs of standing and special committees (other than Officers holding chairs according to these By-Laws) shall be appointed by the President subject to approval by the Board. Committee appointments shall expire at the end of each fiscal year. co-chairs and vice-chairs may be appointed as needed by the President, subject to approval by the Board.

Chairs shall be regular members in good standing of the organization. Chairs are expected to attend meetings of the Board, but may not make and second motions, unless they are also Directors.

Section 6: Meetings:

Committee meetings shall be held as necessary on call of the Chair. The Rules and By-Laws Committee shall meet at least once a year.

ARTICLE 11

SPOKESPERSON

Any spokesperson must be specifically authorized by the President and approved by the Board. In case of emergency business, such spokesperson

may be approved by the Executive Committee. All spokespersons shall adhere to the existing policy of the organization and shall submit a report of their actions (including copies of written statements) to the next regular meeting of the Board or general membership, whichever occurs first. Such report shall be included in, or appended to the minutes. Any member being interviewed or testifying at a public meeting and identified as a member of the Board who has not been authorized to speak by the Board must state that they are not speaking as a Board member but as an individual.

ARTICLE 12

FISCAL YEAR

The fiscal year of the organization shall be from May 1 to April 30. Dues shall be payable on the anniversary date of the initial membership, regardless of the fiscal year.

ARTICLE 13

POLICY

North Beach Neighbors shall not discriminate or deny membership or membership privileges on the basis of race, creed, religion, disability, gender, sexual preference, age, color or national origin.

The use of the language in this document with connotations of gender is for convenience only. As used in this document, the masculine, feminine, or neuter gender, and the singular and plural number

shall each be deemed to include the others whenever the context indicates.