

# **BARBARY COAST NEIGHBORHOOD ASSOCIATION, INC.**

## **BYLAWS**

Amended by vote of membership, June 3, 2010.

### **ARTICLE I**

#### **NAME AND NEIGHBORHOOD AREA**

**Section 1. Association Name.** The name of the association shall be the Barbary Coast Neighborhood Association, Inc., a California non-profit corporation. (Hereinafter referred to as “BCNA.”)

**Section 2. Neighborhood.** The BCNA encompasses the Northeast Waterfront neighborhood of San Francisco, California, bounded by the following streets and geographic points: The southern boundary is Clay Street; the eastern boundary is The San Francisco Bay; the northern boundary is Bay Street; the western boundary begins at the intersection of Bay and Kearny Streets and goes south curving east onto Chestnut Street and then extending due south along the western edge of Parc Telegraph to Lombard Street where it extends south on Montgomery Street to Greenwich Street, thereby encompassing the communities of Parc Telegraph, Telegraph Landing and 101 Lombard. The neighborhood is then bounded by Sansome Street south to Clay. The Association area includes both sides of any streets mentioned in the boundary descriptions. Appendix A of these bylaws includes a map of Association boundaries.

### **ARTICLE II**

#### **PURPOSES**

**Section 1. Association Purposes.** The purposes of BCNA shall be:

1. To bring about information exchange, cooperation, and united action among the residents, property owners, and businesses in the Neighborhood.
2. To beautify and improve the Neighborhood.
3. To encourage a friendly association among people who live and/or work in the Neighborhood.
4. To protect the Neighborhood’s basic character, building scale, and open space—including public and private passive and active open recreational space.
5. To maintain the quality of life in the Neighborhood.
6. To keep alive the memory of the Neighborhood’s significant place in San Francisco’s history.
7. To monitor those actions of city government and other public agencies that affect the Neighborhood, and provide input to public processes and decision-makers as warranted.

### **ARTICLE III**

#### **MEMBERSHIP**

**Section 1. Membership Types.** The members of BCNA shall consist of Active and Associate members:

- a. Active membership in BCNA is open to any person living or employed in the neighborhood (as defined in Article 1, Section 2), and to any business operating there. Active members have voting rights, 1 vote per membership.
- b. Associate Membership in BCNA is open to any person or business. Associate members participate in all BCNA events and debates, but do not vote. The Board at its sole discretion shall decide on whether or not to encourage Associate Membership.

**Section 2. Dues.** The Board shall set dues for the various classes of membership each year in the preparation of the Annual Budget.

**Section 3. Membership Information.** All information provided to BCNA by members, including name, home address, business address, email address, telephone, email, fax and mobile numbers, shall not be sold to, given to, or used by any organization other than BCNA, or by any individual (including Board members) without the approval of the Board Of Directors.

**Section 4. Expulsion of Member.** A member may be expelled for cause by a two-thirds vote of the directors present at a Board of Directors meeting or by two-thirds vote of members present at a general membership meeting, and in accordance with California Law.

## **ARTICLE IV**

### **MEETINGS**

**Section 1. Membership Meetings.** The membership shall elect a Board of Directors at the Annual General Meeting, ("AGM") which shall be held after April 1 each year, at a time and place in the Neighborhood designated by the current President. The membership shall be notified by email or U.S. Mail, no fewer than 15 days before the date of the AGM. The notification shall include the names and brief statements of each candidate for the Board. The annual meeting shall be open to the public. Additional membership meetings may be called, by request of the President or by any three Directors or by petition of ten percent of the active members, in all cases on no fewer than 15 days notice to all members.

**Section 2. Voting.** Active members may vote at Membership Meetings by being present in person at the meeting, or by submitting a ballot via U.S. Mail or by electronic means so long as the mailed or emailed ballot is received by the time the in-person voting begins. Members of the Board shall be elected by a majority of the votes cast. Such matters as may come before the AGM shall be decided in the same manner.

**Section 3. Board Meetings.** The Board of Directors shall meet regularly at least once each quarter, or more often if approved by the Board of Directors. These meetings shall be open to the membership, and will be in addition to any BCNA-sponsored social activities or community forums.

**Section 4. Special Board Meetings.** If circumstances require action before the next regular meeting, a Special Board Meeting (in-person or electronic) may be called by the president, or by any two Board members.

**Section 5. Executive Session.** The Board may meet in executive session to discuss personnel matters, contracts, and disciplinary matters. The fact that an Executive Session was held shall be contained in the next minutes of the Board.

**Section 6. Quorum.** More than half of the elected members of the Board of Directors must be present in person or via electronic means to establish a quorum for the purpose of transacting BCNA business.

**Section 7. Conduct of Meetings.** Sturgis Standard Code of Parliamentary Procedure shall govern meetings except as otherwise provided in these bylaws. All members shall conduct themselves with due respect for this code, and for each other's points of view.

## **ARTICLE V**

### **BOARD OF DIRECTORS, QUALIFICATIONS, POWERS AND DUTIES**

**Section 1. Board Qualification.** A member of the Board of Directors shall be a dues-paying, Active member of the BCNA at the time of election. If a Board member shall cease to be qualified as a member of BCNA s/he shall cease to be a director.

**Section 2. Composition.** There shall be a Board of Directors comprised of: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and six additional members for a total Board size of eleven members, who shall be elected annually, shall serve for one year and may succeed themselves if elected to subsequent terms. Directors and Officers shall remain in office until their successors are elected.

**Section 3. Selection of Officers.** The Board of Directors shall elect from among themselves the President, 1st and 2nd vice-presidents, Secretary, and Treasurer. This shall be completed at the first meeting of the Board of Directors following the election of directors at the AGM. Additionally, the President shall appoint the chairs of whatever committees the Board establishes, and those committee chairs shall appoint the members of their committees, with all appointments subject to Board approval.

**Section 4. Vacancies.** In the event of a vacancy the Board shall appoint a temporary director to serve the remainder of the term.

**Section 5. Compensation.** Directors will receive no compensation for their services.

**Section 6. Removal of Director.** A majority of the elected directors may remove any director without cause.

**Section 7. Powers and Duties.** The Board shall have the power to exercise all powers vested in them by the State of California. The Board shall conduct the business and advance the mission and purposes of the BCNA, prepare an annual budget for the association, maintain appropriate financial reserves, make rules for the holding of elections, authorize the expenditures of funds as is necessary, and set the duties of the Board, and such other rules as are appropriate for the conduct of business.

**Section 8. Officer's Duties.**

- a. **President:** The principal executive officer of the BCNA who, subject to the approval of the Board, shall supervise all of the business and affairs of the BCNA. S/he shall preside at all meetings of the Board of Directors and maintain respectful order. S/he shall sign contracts or other instruments which the Board of Directors shall authorize to be executed.
- b. **1st Vice President:** shall take over the duties and responsibilities of the president in the event that s/he is unable to fulfill his or her duties.
- c. **2nd Vice President:** shall take over the duties and responsibilities of the first vice president in the event that s/he is unable to fulfill his or her duties.
- d. **Secretary:** shall be the legal secretary of BCNA and be responsible for taking roll and maintaining a book of minutes of Board and other meetings. In addition the Secretary shall maintain a register of members names, addresses, phone numbers and electronic addresses, unless that duty is voluntarily accepted by the President or Treasurer.
- e. **Treasurer:** shall maintain all BCNA financial records, receive all monies due to BCNA, lead the annual budget process by assisting in the development of project budgets, and define financial policies and procedures. S/he shall issue financial reports at least quarterly, as well as issue an annual financial report.

## **ARTICLE VI**

### **COMMITTEES**

The Board may establish an Executive Committee, and committees to work on specific projects. Any person may serve on a committee, but the chair must be an Active member of BCNA appointed by the President.

## **ARTICLE VII**

### **AMENDMENTS**

These bylaws may be amended by a 2/3 vote of the members either present and voting at a General Meeting, or voting via U.S. Mail or e-mail. Notification for the change to be effected or recommended shall be communicated to the membership no fewer than 15 days prior to the date of the General Meeting.

## **ARTICLE VIII**

## **FINANCIAL MATTERS**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of BCNA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the BCNA, and such authority may be general or confined to specific instances as authorized by the Board of Directors.

**Section 2. Checks, Draft Signing Authority.** All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the BCNA and in such a manner as shall be determined from time to time by the Board of Directors, shall be signed by the Treasurer, shall be countersigned by the President or either vice president of BCNA if the amount of the expenditure is \$1000 or more. If the Treasurer is not available to sign a financial instrument, the President plus one other officer of the Board who has signature authority may do so.

**Section 3. Deposits.** All funds of the BCNA shall be deposited from time to time to the credit of the Corporation in an account that is Federally Insured, as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the BCNA any contribution, gift, bequest, or devise for any purpose of BCNA.

## **ARTICLE IX**

### **LIMITATION ON LIABILITY**

The Board shall indemnify directors, officers, committee members and agents against liability to the fullest extent permitted under California Law, and shall have the power to purchase and maintain insurance to protect directors, officers, committee members, and agents from suits arising from the exercise of their duties.

## **ARTICLE X**

### **BCNA POLICIES AND RECORDS**

BCNA shall not endorse candidates for elected political office nor become affiliated with any political party. The name of BCNA, 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 lists be used for any purpose other than official business of BCNA, unless specifically authorized by the Board.

## **ARTICLE XI**

### **DISSOLUTION OF ASSETS**

The property of BCNA is irrevocably dedicated to education, preservation, maintenance, and enhancement of the Neighborhood and its community. No part of the income of BCNA may be used for the benefit of any member of BCNA or its committees. Upon dissolution of BCNA any remaining assets after payment of debts and other liabilities shall be distributed to a charitable organization to be chosen at the final meeting of the BCNA Board.

**ADOPTION OF BYLAWS**



President

**June 3, 2010**

Date Signed



Secretary

**June 3, 2010**

Date Signed

# APPENDIX A

