

**BYLAWS OF GLEN PARK ASSOCIATION
P.O. BOX 31292
SAN FRANCISCO, CA 94131**

**ARTICLE I
ORGANIZATION NAME**

Section 101: The name of this organization shall be "Glen Park Association," a California Public Benefit Corporation (hereafter the "Association").

**ARTICLE II
PURPOSE**

Section 201: The purposes of the Association shall include, but not be limited to, any or all, of the following:

- (A) To promote the collective interests of the San Francisco neighborhood known as Glen Park, and to provide its residents with a more forceful collective voice;
- (B) To inform the public of matters concerning the Glen Park neighborhood;
- (C) To promote sociability and friendship among Glen Park and other neighborhoods throughout the city;
- (D) To initiate and/or support local beneficial projects.

ARTICLE III MEMBERSHIP

Section: A member is any person who has paid dues as provided herein. There shall be two kinds of membership, voting and associate.

(A) A voting member is a paid member who is at least fifteen years of age and who resides or owns property within the boundaries highlighted on the map attached hereto as Exhibit A, which said boundaries are described as follows:

Beginning at the intersection of Thirtieth Street and San Jose Avenue, along San Jose Avenue generally southwest to its intersection with Joost Avenue, then along Joost Avenue west to Congo Street, then west on

Stillings Avenue to include Vista Verde, Valleta, Mercato courts and Malta Drive, then along O'Shaughnessy Boulevard north to the San Francisco Unified School District property line, then along the border of Glen Canyon Park to include Craggs Court and the western loop of Berkeley Way to the intersection with Diamond Heights Boulevard, then along Diamond Heights Boulevard to the northwest corner of Walter Haas Playground, then east to the intersection of Thirtieth Street and Laidley Street, then east along Thirtieth Street to i San Jose Avenue. The boundaries marked by roads include both sides of those streets.

(B) A person who lives within a three-block radius of the boundaries defined in Section (A) above may apply for voting membership subject to approval by a vote according to Section 407.

(C) An associate member is a paid member who does not live within the designated boundaries and cannot vote on Association matters.

(D) The Board shall have the power to name honorary members of the Association. Honorary members are exempt from the payment of dues.

Section 302: Membership in this Association will become effective for purposes of voting as follows:

(A) Those persons who renew their membership with payment of dues on or before the January general meeting are eligible to vote immediately.

(B) Those who were not members in the previous calendar year must have applications and dues received by the Association at least twenty-one days before the January General Meeting in order to vote.

Section 303: Membership in the Association cannot be denied on the basis of race, creed, sex, national origin, political belief, sexual orientation, religion, disability or income.

Section 304: No member of the Association shall be personally liable for the debts, liabilities or obligations of the Association.

Section 305: Membership in the Association is non-transferable and non-assignable.

ARTICLE IV MEETINGS OF MEMBERS

Section 401: The annual meeting of the Association shall be held in January.

Section 402: General membership meetings shall be held quarterly in January, April, July and October. Additional meetings may be held as determined by the Board of Directors. Membership meetings are open to the general public.

Section 403: Ten percent of the voting membership shall constitute a quorum at any general membership meeting. Members present at a duly called meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. If the number of members eligible to vote who are present at any general membership meeting constitute less than one-third of the total members of the Association eligible to vote, then votes may be taken only on the matters the general nature of which was described in written notice provided to the membership as described in Section 404.

Section 404: Notice of the time and place of each regularly scheduled general membership meeting shall be provided by electronic communication to members or by publication in the *Glen Park News* between 10 and 90 days before the date of each such meeting. The notice will contain a general description of those matters which the Board, at the time the notice is given, intends to present at the meeting for action by the Association.

Section 405: The order of business at each general membership meeting shall be:

1. Call to order
2. Determination of presence of quorum of members
3. Reports of Officers/Committee Chairs, as appropriate
4. Unfinished business
5. New business
6. Adjournment

The order of business may be modified at the discretion of the Association Officer presiding at the meeting.

Section 406: Voting shall be open, unless a secret ballot is called for by forty percent or more of the voting members present.

Section 407: Each voting member, including all officers of the Association, shall have one vote. A majority vote of the voting members present shall decide any matter except as otherwise specified in these bylaws. There shall be no proxy voting, cumulative voting or fractional voting.

Section 408: General membership meetings shall be presided over by the President of the Association or if the President is absent then by the Vice President, or in the absence of both, by another officer or committee chair in the

order of Recording, Communications, Membership Secretary, Treasurer and Senior (in terms of length of service) Committee Chair present.

Section 409: Meetings shall be governed by Robert's Rules of Order or by such rules as may be adopted from time to time, providing the rules are not inconsistent with these bylaws.

Section 410: Meeting minutes shall be made available electronically.

ARTICLE V DUES

Section 501: The amount of the dues shall be fixed by the membership and shall only be changed by a majority vote of the members present at a general meeting, provided that due notice is given.

Section 502: Annual dues shall be payable on or before the January general membership meeting.

ARTICLE VI OFFICERS

Section 601: The officers of the Association shall be a President, Vice President, three Secretaries and a Treasurer. Their duties shall be as follows:

(A) The President shall be the chief executive officer of the Association and shall supervise the affairs of the Association. The President shall preside at meetings of the general membership and of the Board of Directors, and shall perform all other duties incident to the office.

(B) The Vice President shall act in place of the President when the President is unable to perform.

(C) The Recording Secretary shall keep a correct and permanent record of the proceedings of all meetings of the Board of Directors and of the General Membership, and shall assist the Communications Secretary. Meeting minutes shall include official Board correspondence.

(D) The Communications Secretary shall respond to or refer comments and queries from members and others, shall post events of interest to the neighborhood, and shall assist the Recording and Membership Secretaries.

(E) The Membership Secretary shall keep a list of all active currently

enrolled members, shall provide notice of General Membership meetings, shall collect membership dues, shall verify eligibility for membership, shall verify eligibility to vote in Association business, shall forward names of interested members to various Committee Chairs, shall seek to increase membership and shall welcome and orient new members.

(F) The Treasurer shall have charge and custody of all funds of the Association; receive and give receipt for funds due and payable to the Association from any source; deposit all such funds in the name of the Association in such financial institutions as selected by the Board of Directors; disburse funds of the Association as directed by the Board of Directors and taking proper vouchers for same; keep and maintain adequate and correct accounts of the Association's properties and business transactions; exhibit on request to any Board member the books of account and financial records; present a report at Board meetings as requested by the President; and make available financial statements at General Meetings. Treasurer must notify the Board for any expense over \$2,000.

Section 602: Officers of the Association shall serve without compensation.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 701: Any voting member shall be eligible for election as an officer in the Association.

Section 702: Nominations for office may be made by any voting member of the Association in writing or from the floor at the January general meeting.

Section 703: Officers shall be elected by a show of hands or by ballot by a plurality of the members in good standing present at the January membership meeting. No proxies will be recognized.

Section 704: Officers shall serve for one year and may run for re-election. They shall assume office upon election.

Section 705: Should a vacancy of an elected officer position occur, it shall be filled by the Board of Directors and ratified by a majority vote at the next general membership meeting.

ARTICLE VIII BOARD OF DIRECTORS

Section 801: The Board of Directors shall consist of the elected officers, the Immediate Past President and any of the Chairs of the Standing Committees as the President of the Association may choose.

Section 802: Each member of the Board of Directors shall have one vote.

Section 803: The Board of Directors shall initiate, discuss and investigate matters of interest and importance to the membership, and shall be responsible for conducting the business of the Association on an ongoing basis within the provisions of these.

Section 804: The Board is authorized to take action on behalf of the Association on any matter requiring immediate attention, which shall be noted in the meeting minutes.

Section 805: The approved minutes of Board of Directors meetings shall be made available electronically.

Section 806: Meetings of the Board of Directors may be held once a month and additionally as called by the President. A majority of the elected officers shall constitute a quorum. Any Board meeting, regular or special, may be held by electronic or telephone conference so long as each director participating in the meeting can communicate with all of the other directors concurrently.

Section 807: The Officers of the Association will be the officers of the Board of Directors.

Section 808: Any one or more of the Directors may be removed with or without cause by a majority vote of the members present at a general membership meeting provided that due notice is given.

ARTICLE IX COMMITTEES

Section 901: The major work of the Association is carried out by committees. There are two types of committees; standing and ad hoc. Committee meetings shall be open to non-members and associate members.

Section 902: Standing Committees are those which have an ongoing function in the Association. Each Standing Committee shall meet as often as the Committee Chair requires to fulfill its responsibilities, and all Association members who have given written expression of interest in that committee shall receive notice. Committees shall work with adjacent community associations on mutual concerns. The Standing Committees and their responsibilities are as follows:

(A) The Health and Environment Committee shall seek to preserve and improve the environment of Glen Park and other City neighborhoods in ways that may include obtaining enforcement of present health and anti-pollution laws.

(B) The Neighborhood Improvement Committee shall seek to enhance the beauty of the neighborhood through physical improvements.

(C) The Program Committee shall make recommendations to the Board of Directors regarding possible meeting programs, and shall make whatever arrangements as required for the programs selected by the Board.

(D) The Public Safety Committee shall work with public safety agencies for the protection of people and property in Glen Park and the City of San Francisco.

(E) The Publications Committee shall publish and distribute a newspaper or newsletter which shall include any items submitted by the Board of Directors or required by these bylaws, as well as any item of neighborhood interest decided upon by the editor. Additional issues may be published at the discretion of the Board of Directors. The Association shall also maintain electronic communication to post news and other items of interest to Glen Park in the interim. The content shall be moderated by an editor or designee, who shall approve submissions

(F) The Recreation and Park Committee shall coordinate with the City and County of San Francisco Recreation and Park Department staff and others, including but not limited to The San Francisco Parks Alliance, to promote the recreational and open space needs of the public.

(G) The Transportation Committee shall monitor and work on issues relevant to Glen Park's public transit, parking and traffic, communicate local needs to appropriate public agencies, seek to obtain physical modifications for Glen Park, assist residents in dealing with public agencies to obtain changes desired by the neighborhood.

(H) The Planning Committee shall seek to understand planning, zoning, and building codes and ordinances as they affect Glen Park residents and property owners, act as liaison between the Association and planning and enforcement agencies, communicate with developers and appropriate City officials to obtain the best planning, zoning and land use decisions for the neighborhood.

Section 903: Additional Standing Committees may be created by the General Membership.

Section 904: Ad Hoc Committees may be created by the President to accomplish a specific task.

Section 905: At the request of the President or Board of Directors, Committee Chairs shall make a formal report on the previous year's activities at the Annual Meeting.

ARTICLE X COMMUNICATIONS

Section 1001: All officers, members of the Board of Directors, and Committee Chairs are authorized to hold themselves out as representatives of the Association. Other members may do so with the prior approval of the President or the General Membership.

Section 1002: Communications to other persons, associations or agencies by a representative of this Association shall conform to the following:

(A) Official positions and actions of the Association shall be identified as being of the Board or of the General Membership, and shall only be expressed after the position has been established.

(B) Official positions and actions of the Association will be included in meeting minutes.

Section 1003: There shall be quarterly publication and distribution of a newspaper or newsletter which shall include any items submitted by the Board of Directors or required by these bylaws, as well as any item of neighborhood interest decided upon by the editor. Additional issues may be published at the discretion of the Board of Directors. The Association shall also maintain electronic communication to post news and other items of interest to Glen Park in the interim. The content shall be moderated by an editor or designee, who will approve submissions.

ARTICLE XI AMENDMENT

Section 1101: These bylaws may be amended by a majority vote of the voting members present at any General Membership meeting provided that

(A) The proposed amendment was formally presented at a previous general membership meeting, and

(B) Notice of the amendment has been mailed or delivered to the voting members of the Association and/or published in one issue of the Association publication prior to the vote being taken.

ARTICLE XII NON-LIABILITY

Section 1201: The Directors, Officers and Members of the Association shall not be personally liable for the debts, liabilities, or other obligations of the Association.

ARTICLE XIII CONFLICT OF INTEREST

To protect the integrity of the Association's decision-making processes, Directors will disclose to the Board any interest they have in a transaction or decision of the Board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit organizations with which they are affiliated. The director will not be present for or participate in any Board discussion of or vote on the transaction or decision. In case of failure to disclose corrective action shall be taken by the Board.

ARTICLE XIV MISCELLANEOUS

- (A) The fiscal year of the Association shall be January 1 through December 31.
- (B) The Association shall not endorse candidates for political office nor become affiliated with any political party.
- (C) Neither the Association name nor its mailing list may be used for any purpose other than official business of the Association, unless specifically authorized by the Board of Directors.
- (D) In case of differences of interpretation of these bylaws, the Board of Directors shall make the final decision.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons acting as the initial directors of Glen Park Association, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 10 pages, as the bylaws of this corporation.

Dated: _____

_____, Officer

_____, Officer

_____, Officer

_____, Officer

_____, Officer