

# **BYLAWS OF THE EUREKA VALLEY NEIGHBORHOOD ASSOCIATION**

**Approved by the Board of Directors July 10, 2018**

## ARTICLE I. NAME AND HISTORY

### Section 1. Name

The name of this Association shall be the Eureka Valley Neighborhood Association.

### Section 2. Historical Name

The Eureka Valley Neighborhood Association was founded in 1881 as the Eureka Valley Promotion Association. Any documents still referring to the Eureka Valley Promotion Association as the Association's name are hereby deemed to refer to the Eureka Valley Neighborhood Association.

## ARTICLE II. BOUNDARIES

### Section 1. Associational Boundaries

The boundaries of this Association for its sphere of action shall be the area within the following boundaries: Beginning at Church Street and Duboce Avenue, Church Street south to 22nd Street; 22nd Street west to where it would hit Market Street; Market Street north and east to Douglass Street; Douglass Street north to a line encompassing properties on both sides of States Street; States Street including properties on both sides of the street east to Castro Street; Castro Street north to Duboce Avenue, and Duboce Avenue east to Church Street.

## ARTICLE III. MEMBERSHIP

### Section 1. Classes of Membership

The Eureka Valley Neighborhood Association shall have two classes of members: General Members and Associate Members.

### Section 2. General Membership

General Membership shall be open to persons who live, work at or own a business, or own real property within the boundaries of the Eureka Valley Neighborhood Association as described in Article II, Section 1 of these Bylaws. General Members shall be the only voting members of the Eureka Valley Neighborhood Association. There shall be two subclasses of General Members: Individual Members and Household Members. Individual Members shall have one vote if that member is present at the meeting. Household Members shall have two votes, but only if both members are present to vote. Under no circumstance will one person have two votes. Proxy votes are not permitted, including between the two members of a Household membership.

Members who were previously classified as "Business Members" as of the ratification date of these amended Bylaws shall continue their membership through the end of the one-year membership period as Individual Members. After the business membership expires, the membership eligibility requirements in this section apply to those members. They may remain members in their individual or household capacity if they otherwise qualify.

### Section 3. Associate Membership

Associate Membership shall be open to any persons or businesses who maintain their primary residence or work outside the boundaries of the Eureka Valley Neighborhood Association. Associate members shall not have the ability to vote.

### Section 4. Payment of Dues

General and Associate Members shall achieve this status by payment of membership dues. The membership dues shall be due on an annual basis, at rates established and reviewed as needed by the Board of Directors. The membership period shall begin when membership dues are paid and last for one year from that date.

### Section 5. Voting Ability

Membership status for voting rights determination for all General Members shall be made as of October 1 for the annual election of officers at the November General Meeting pursuant to Article IV, Section 4, or sixty days prior to the date of the meeting for any other membership votes.

## ARTICLE IV. OFFICERS AND DIRECTORS

### Section 1. Officers

The officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer. The President will serve as Chief Executive Officer of the Association and the Treasurer will serve as Chief Financial Officer of the Association. These four officers also serve as members of the Board of Directors, with all rights and responsibilities therein.

### Section 2. Board Composition

The Directors of this Association shall consist of the President, the Vice President, the Secretary, the Treasurer, the immediate past President if a new President is elected, and at least one but not more than ten (10) At-Large Directors. The At-Large members may be appointed to committee chairperson positions as laid out in Article VII, Section 4 of these Bylaws. No two officer positions shall be held by the same person. All Directors are required to actively participate in service to the Association via committee membership and/or as an Association Representative, defined in Section 3 of this Article. The minimum number of Directors is 5 (five) and the maximum number of Directors is 15 (fifteen).

### Section 3. Association Representatives

Association Representatives represent the interests of the Association at other community nonprofits, organizations, and agencies. A Board member may act as an Association Representative in lieu of serving on a standing committee or may serve as both an Association Representative and on a standing committee. The Board is not required to send Association Representatives, however, and the Board shall reassess the wisdom of doing so occasionally based on the availability of such positions and the desirability of having representatives sent to outside organizations.

#### Section 4. Board Nominations, Elections, and Effective Date

The Board of Directors are to be nominated each October by an eligible member submitting a statement of interest to the President, Vice President, or Secretary or by having another member nominate a member by submitting a statement of nomination. The following year's Board shall be elected at the November general meeting. The chair of the Executive Committee will chair the portion of any general meeting that pertains to Board elections. Directors elected at the November general meeting shall assume the positions for which they were elected on January 1 of the following year. Each Board member has a term of two (2) years.

Because the number of Board members is variable, the Board shall seek to have approximately half of the Board elected each year. The President and Secretary shall be elected in years ending with an odd digit, and the Vice President and Treasurer shall be elected in years ending with an even digit. The remaining board members shall be split as close to evenly as possible across even and odd election years.

#### Section 5. Board Vacancies

Vacancies on the Board of Directors shall exist: A) on the death, resignation, or removal of any Director; B) if the full complement of Directors has not been appointed by the Board due to a lack of available candidates, or C) whenever the number of authorized Directors is increased.

Additionally, vacancies may occur when a Board member becomes ineligible to be a General Member at some time after their election, for reasons such as moving out of the Associational Boundaries. If such a case occurs, that Board member may retain their position until the next Annual Meeting.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and relevant subsequent Sections of the California Nonprofit Public Benefit Corporation Law.

If a vacancy occurs after the November General Meeting and before October 1 of the following year, vacancies of Officers and At-Large Directors shall be nominated by the Board of Directors and ratified by the membership at the next regularly scheduled General Meeting. If the vacancy is for an officer position, the Board of Directors may appoint an interim acting officer until the replacement officer can be ratified.

#### Section 6. Membership Requirement for the Board

No person will be eligible for election as an Officer or At-Large Board Member of this Association, unless that person has been a member for six (6) months preceding the annual election of officers pursuant to Section 3 of this article or to fill a vacancy pursuant to Section 4 of this article. This requirement may be waived by Board majority vote.

#### Section 7. Removal of and Limitations to Board Members

Board members may resign at any time. Board members may be removed by the Board of Directors with cause or without cause. Board members may be removed with cause by a vote of 50% plus one of the remaining Board members. "With cause" is hereby defined as malfeasance,

misfeasance, or nonfeasance in office; discovery of a conflict of interest; missing three consecutive Board and General meetings; and any activities that breach fiduciary duties. Board members may be removed without cause by two-thirds (2/3) of the remaining Board members.

#### Section 8. Duties of Board Members

The affairs of the Association shall be managed by its Board of Directors. Board members shall act with reasonable care in exercising their duties. The Board shall have the duties and rights to enter into contracts on behalf of the Association; ratify the work of the Association's committees; amend the Association's Articles of Incorporation and Bylaws; write letters of support or opposition to issues of public importance; approve budgets, financial statements, and conduct audits; and plan and execute meetings and events for the benefit of the public. This list is not exhaustive of the abilities that the Board possesses.

#### Section 9. Compensation of Board Members

Under no circumstances shall Board members be compensated for carrying out their duties. However, Board members may be reimbursed for reasonable costs incurred in carrying out Board responsibilities.

#### Section 10. Members Emeritus

The Board of Directors and all committees may choose to appoint members emeritus. Members emeritus do not have the capacity to vote, and the title is honorary only, typically reflecting a non-active status of a long-time member.

### ARTICLE V. DUTIES OF THE OFFICERS

#### Section 1. The President

The President shall be the Chief Executive Officer and the Chair of the Board of Directors. The President shall preside at all Board and General meetings of the Association. The President shall keep records of attendance of Officers and Directors and make available such information to the Board and at General meetings. The President shall coordinate with all committee chairs to ensure coordination of leadership and action. The President shall maintain, distribute and publish a membership roster of all members' names, addresses, contact information and dues status. The President may delegate the membership roster maintenance to a committee, if appropriate. A membership roster shall be available at all general meetings. The President shall publish any additions, deletions or changes to the policies within ninety (90) days. The President shall be the point of contact for all outside media sources, and officers and board members are to refrain from speaking to the media as a representative of EVNA without express authorization from the President. The President is expected to serve his or her entire term and additionally one full two-year term after a new individual is elected to the office of President.

#### Section 2. The Vice President

The Vice President shall act as the assistant to the president and shall, in the absence of the president, be the presiding officer at council and membership meetings. In the event of a vacancy in the office of president, the vice-president shall succeed to the office for the unexpired term. When the Vice President has succeeded to or is filling the office of president under this section,

and is so acting, the Vice President shall have all the powers and be subject to all the restrictions upon the President.

### Section 3. The Secretary

The Secretary shall keep minutes of all Board and General meetings, ready for inspection at reasonable times. The Secretary shall make available draft minutes within 21 calendar days after each Board and General meeting. The Secretary shall be in charge of all prior term records and shall maintain a repository of the minutes. The Secretary shall submit the reports required per section 6210 of the California Corporations Code to the Secretary of State upon the change of Officers or address of the Association.

### Section 4. The Treasurer

The Treasurer shall be the Chief Financial Officer. The Treasurer shall receive and deposit in some federally insured bank or banks, all of the monies belonging to the Association. The Treasurer shall pay all debts approved by the Association. Payments shall be drafted by the Treasurer and prepared for signature by the Secretary or the President. The Treasurer shall collect dues from members, provide receipts and keep a membership dues book containing the names and dues status of the members. The Treasurer shall report at each Board and regular business meeting the financial condition of the Association as of the close of the prior month. The Treasurer, with input from the Board of Directors, shall create a fiscal budget before February 1. The Treasurer shall monitor and report actual income and expenses against annual budget at each regular board meeting.

## ARTICLE VI. BOARD OF DIRECTORS

### Section 1. Composition

The Board of Directors shall consist of the President, the Vice President, the Secretary, the Treasurer, the At-Large Directors (including those appointed as Committee Chairpersons), and the immediate past President if a new President was elected in a term. It shall be the duty of the Board of Directors to consider and recommend to the Association from time to time such policies, plans and measures as in the judgment of its members shall be for the best interests of the Association.

### Section 2. Conflicts of Interest

No member of the Board of Directors may serve on the Board if that member has a conflict of interest. The Executive Committee shall, in its role as finder of qualified Board applicants, screen each applicant prior to voting for conflicts of interest. The Executive Committee shall also determine if a sitting Board member has a conflict of interest if the Board or Executive Committee has good cause to believe a Board member has a conflict of interest. An applicant or member shall be deemed to have a conflict of interest if that person is a member of the Board of Directors of another neighborhood association in the City and County of San Francisco, a committee of another neighborhood association in the City and County of San Francisco, or a member of a Board of Directors of or employed by a for-profit, not-for-profit, or non-profit corporation or entity whose mission, goals, or actions are adverse to or incompatible with those of the Eureka Valley Neighborhood Association.

### Section 3. Quorum

50% plus one of the duly elected members of the Board of Directors shall constitute a quorum for the transaction of the Board's business.

### Section 4. Board Meetings

The Board of Directors shall meet at the times and places as set by the board upon taking office in the new terms as of January 1 or at the call of the President, or upon the request of the Secretary or any two of its members made to the President. Notice of special meetings shall be at least 48 hours in advance of the meeting but may be waived by the directors. Additionally, meetings may be held via email or other electronic means if called at least 48 hours in advance and held pursuant to procedures to be developed.

### Section 5. Presiding Officer

The President of the Association shall be the presiding officer of the Board of Directors, and in his or her absence or inability or at his or her request, the Vice President shall preside in the President's absence. If neither the President nor the Vice President is available, the President shall designate a temporary presiding officer from amongst the Board of Directors.

### Section 6. Recording Secretary

The Secretary of the Association shall be the Recording Secretary of the Board of Directors.

### Section 7. Payments

Payments by the association shall be drafted by the Treasurer and signed by the Secretary or the President. No officer shall sign a check payable to that officer. Electronic payments, credit cards, online banking, and other payment methods shall be used in accordance with policies set out in the Board manual that shall be drafted and passed pursuant to these Bylaws.

### Section 8. Reports to the Membership

The Board shall report to the membership all actions taken in behalf of the Association to the membership.

## ARTICLE VII. COMMITTEES

### Section 1. Standing Committees

Standing committees shall be established and disestablished by the Board of Directors and ratified by the membership. Committee descriptions shall be described in the Board Operations Manual. All committees must report their activities to the Board of Directors through their committee chair or other representative.

### Section 2. Committee Membership

Membership in the Association is a prerequisite for membership on a committee. Both General and Associate members may serve on committees, but committees may not be chaired by Associate members. Under no circumstance shall Associate members compose a majority of any committee. Committee members may not have any conflicts of interest as defined in Article VI, Section 2 of these Bylaws.

### Section 3. Open Meetings

Unless there is an overriding concern, committee meetings will be open for observation by all association members and the general public.

### Section 4. Chairpersons

The Chairpersons of each Standing Committee as described in Section 1 of this Article shall be appointed by the Board of Directors in its first Board meeting after the Annual Election Meeting from amongst the At-Large Board members. The Chairperson positions of each committee may be adjusted as needed as board composition changes.

### Section 5. Committee Charters

Each new active standing committee must within six months of its creation draft a charter, which consists of a document containing the committee's purpose, long-term goals, and leadership structure. Each committee charter must be ratified by the Board of Directors as soon as feasible. Committees that exist at the time these bylaws are ratified must draft a charter within nine months of the ratification date of these Bylaws. Committees without charters will be presumed to be inactive, and prior to the November Annual Meeting, the Board shall consider recommending disestablishment of any inactive committees.

### Section 6. Delegation of Decision-making Capabilities to Committees

The Board of Directors shall have the ability to delegate specific decision-making abilities to specific committees. In doing so, the Board shall describe with particularity and specificity in a written attachment to the Board-approved committee charter. Apart from duties and abilities granted in the committee charter and granted by the Board in the written attachments, each committee will have no power apart from bringing recommendations to the Board for ratification.

### Section 7. Ad Hoc Committees

Ad Hoc committees can be established and disestablished by the board or by a Standing Committee and shall report to the body by which they were established. Ad Hoc committees shall have no authority to act on behalf of the Association, nor do they have separate representatives to the Board of Directors.

### Section 8. Executive Committee

The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, and one other member of the Board of Directors, voted by majority vote of the Board of Directors. It shall be the duty of the Executive Committee to monitor and ensure that the Association is in compliance with these Bylaws, all applicable tax laws, and the California Corporations Code. The Executive Committee will be permitted to make time-sensitive board actions when waiting for a full Board vote would be impractical or unfeasible. The Executive Committee shall also have the power to recommend to the Board nominees for any Board positions not being filled at the Annual Meeting. The Chair of the Executive Committee shall not be the President but shall be elected by the Executive Committee once constituted. The Executive Committee shall seek qualified candidates prior to each election and for each vacant Board position. The Executive Committee shall screen each applicant for conflicts of interest prior to the elections meeting. The Executive Committee shall establish the routine operating

policies of the organization with the advice of the Board of Directors and the membership to comply with and support these Bylaws and the law. The Executive Committee may also be granted additional duties upon designation by vote of a majority of the Board of Directors.

## ARTICLE VIII. GENERAL MEETINGS

### Section 1. Meeting Schedule

The time and location of the first general meeting of the calendar year shall be announced at the meeting concurrent with the election of officers and directors per Article V, Section 3 of these bylaws. The subsequent general meetings shall be held at the times and locations determined by the Board of Directors.

### Section 2. Quorum at General Meetings

Ten percent of the General members, including any Board of Directors members present, shall constitute a quorum of the Association for the transaction of business. Proxies shall not be allowed.

### Section 3. Special Meetings

Special meetings may be called by the President, by a majority of the Board of Directors, or by five percent or more of the members. The purpose of the meeting shall be stated in the call. No business shall be transacted at a special meeting other than that for which it may have been called. Special meetings must occur no fewer than fourteen (14) days after the meeting is announced. Notice must be given to all members by email and advertised by other feasible methods to the membership of the Association.

### Section 4. Notice Requirements

Whenever members are required or permitted to take any action by vote at a meeting, written notice shall be given not less than ten (10) days before the date of the meeting.

### Section 5. Notice for Elections or Ratifications

Notice for any meetings at which directors are to be elected or ratified shall include the names of all those who are nominees at the time the notice is given to members.

## ARTICLE IX. AFFILIATIONS

### Section 1. Outside Organization Affiliations

The Board of Directors may from time to time choose to establish or disestablish affiliations with outside organizations. The Board of Directors may approve the Association joining another organization or the signing of a Memorandum of Understanding with another organization.

## ARTICLE X. AMENDMENTS

### Section 1. Amendments to the Bylaws

Members of the Association or of the Board of Directors may at any time propose amendments to these bylaws. Such proposals shall be in writing to the Executive Committee. The Executive Committee shall refer the proposed amendment to the Board of Directors at the next regular



board meeting. The Board of Directors shall vote by majority to recommend a course of action on the proposed bylaws amendment and shall subsequently refer for action all proposed amendments at the following general meeting. Bylaws may not be amended at a special meeting. Amendments must be ratified by a two-thirds (2/3) vote of the members present at the general meeting. Notice of proposed amendments shall be included in the order of business and the call for meeting.

Section 2. Publishing Amended Bylaws

Amended Bylaws shall be published to the membership within ninety (90) days after adoption.

ARTICLE XI. STANDING RULES

Section 1. This Association shall not endorse or oppose any candidate for a public election.

Section 2. This Association shall abide by all local, State, and Federal laws and will abide by the provisions embodied in the Constitution of the United States.