

# **COALITION FOR SAN FRANCISCO NEIGHBORHOODS BYLAWS**

CSFN's Parliamentarian is Evelyn Wilson of SPEAK. Amended 7/95, 7/97, 5/99, 7/01, 4/04, 5/04, 4/06, 8/06, 3/08

## **I. NAME**

The name of this organization shall be the Coalition for San Francisco Neighborhoods, hereinafter known as CSFN.

## **II. PURPOSE**

The purposes of the CSFN shall be:

- A. To bring about information exchange, cooperation, and united action among the geographically based neighborhood organizations in San Francisco;
- B. To endorse or oppose, and lobby for or against, proposed issues and measures which directly impact San Francisco's neighborhoods;
- C. To support the principles that:
  1. Existing neighborhoods are a valuable resource to be protected, maintained and enhanced, and
  2. Stable, healthy neighborhoods are the key to healthy cities;
- D. To monitor the actions of city government and other public agencies that affect neighborhoods;
- E. To take stands on critical public issues and to make clear to elected and appointed officials the concerns of the neighborhoods; and
- F. To share information with policy makers and to serve as a conduit between neighborhoods and public agencies.

## **III. MEMBERSHIP**

- A. Classification of Members. There shall be one class of members only, and each member shall have equal voting and other rights, excepting only that the CSFN may, at its sole discretion, admit to associate membership an otherwise qualified organization having fewer than thirty-five (35) members. Such associate member shall have no voting right. No organization shall hold more than one membership in the CSFN.
- B. Number of Members. There shall be no limit on the number of members the CSFN may admit.
- C. Transferability of Membership. Neither the membership nor the rights held or acquired through such membership shall be transferred or assigned for value or otherwise, and any such purported transfer or assignment shall be void and of no effect.
- D. Merger of Corporate Membership. Upon the incorporation of the CSFN under the provisions of the Nonprofit Mutual Benefit Corporation Law, all members of the unincorporated CSFN shall be deemed members of the corporation without further action on the part of either the members or of the CSFN.
- E. Eligibility Criteria. Membership shall be open to any multi-issue San Francisco neighborhood organization of thirty-five (35) or more members. The Executive Committee, at its discretion, may review the membership list of any applicant organization. Where an otherwise qualified organization has fewer than thirty-five (35) members, the CSFN may, at its sole discretion,

admit such organization as an associate member without voting right. No organization shall be a member where any officer of that organization receives payment for the purpose of promoting, advocating, or representing the goals, positions or views of that organization. For purposes of this paragraph only, "officer" shall not include a person who receives payment for the sole purpose of collecting, recording, or presenting the minutes, notes, correspondence or financial affairs of the organization. A member organization shall have as its primary purpose the improvement of its entire neighborhood, and shall be able to demonstrate continuing voluntary membership. At least sixty percent (60%) of the members of a member organization shall reside within the geographic boundaries named on its application form, A group which is organized on a city-wide or political party basis, or one whose membership is comprised mainly of other organizations shall not be eligible.

- F. Application Procedure. An organization seeking membership in the CSFN shall apply on the prescribed form. The application shall include such membership documents as may be required by the Executive Committee as well as the annual dues then current. The Executive Committee shall review the application, request any other or further information as may be necessary, and shall make a recommendation at the monthly meeting next following. A majority vote of the members present shall be required for acceptance. The membership shall have the right to reject any application.

An applicant shall be notified of the acceptance or rejection of the application.

- G. Responsibilities of member organizations. A member organization shall:

1. Submit annual dues, as set by the membership, along with a membership renewal form. Membership shall be on a calendar year basis. A member organization shall be delinquent if dues are not paid on or before March 1<sup>st</sup>.  
A delinquent member shall not have voting privileges. A new member organization shall have the right to vote thirty (30) days after approval by the membership; however a reinstating member shall have the right to vote on payment of dues.
2. Select a delegate and two alternates to represent its positions at Coalition meetings. An alternate shall be accorded the status of a delegate in the absence of the delegate, or at the request of the delegate or the member organization.
3. Agree that the organization's delegate has the authority to vote on "emergency" matters, as defined in Article VII, Section B.

- H. Responsibilities of delegates. A delegate from a member organization shall:

1. Attend CSFN meetings regularly and notify alternates when unable to attend;
2. Vote according to positions of the organization he or she represents;
3. Become familiar with and adhere to the intent of the CSFN Bylaws;
4. Agree to serve as a Director of the governing body of the CSFN.

- I. Representation of CSFN. No person shall speak on behalf of CSFN without approval of the President or the Executive Committee.

## **IV. OFFICERS**

- A. The officers of CSFN shall be elected annually, and shall be as follows:

President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. The membership, or the Executive Committee, with the approval of the membership, may from time to time create administrative positions, including, but not limited to, the positions of Sergeant-at-Arms and Historian, and shall define the duties and

conditions of election for any such positions. After the creation of any such position, that position may be discharged or dissolved only by the membership.

B. Duties. The duties of the officers are as follows:

1. The President shall oversee the administration of the CSFN; assure responsible continuity and communication; preside over meetings; represent the CSFN according to adopted public positions, before official bodies; appoint the Newsletter Editor and the parliamentarian with the approval of the Executive Committee; and appoint members of committees created by the membership
2. The First Vice-President shall be the Executive Vice-President and shall act as president in the absence of the President; chair the meetings of the Executive Committee and be responsible for reporting the proceedings thereof; assist the President and other officers as needed; participate in membership recruitment; and oversee the activities of the Standing Committees.
3. The Second Vice President shall be the Administrative Vice-President and shall be responsible for the implementation of resolutions and actions voted by the membership; chair meetings in the absence of both the President and the First Vice-President; assist the President as needed and perform such other duties as are assigned by the membership or the Executive Committee.
4. The Recording Secretary shall maintain the official records of the CSFN, including minutes of meetings both past and present, attendance records, and Standing Rules adopted; shall supply information from the records when needed; and shall be responsible for the taking of Minutes of general membership meetings, and for forwarding them to the Corresponding Secretary in time for inclusion in the mailing of the monthly newsletter. Upon the vacating of said office, the Recording Secretary shall transfer all the official records to his or her successor in an orderly and timely fashion.
5. The Corresponding Secretary shall be responsible for all correspondence, including the collection and pickup of mail to the CSFN, for scheduling hosting assignments, and for the mailing of the monthly newsletter containing a notice of the next meeting, in cooperation with the Newsletter Editor. He or she shall maintain a correspondence file which shall be open for inspection or review by the membership
6. The Treasurer shall be responsible for current financial transactions; shall maintain an accurate and up-to-date account of the organization's finances with a monthly report to the membership; shall keep a current record of the status of the member organizations' dues payments and voting rights, including an accurate mailing list; shall provide a meeting sign-in sheet for which the timely completion shall be the responsibility of the Recording Secretary, and shall preside over the signing-in by the membership; shall make financial recommendations; shall submit a projected annual budget at the May meeting and an annual financial report. A single expenditure of over \$100.00 in unbudgeted funds shall be approved by the membership. The Treasurer's books shall be audited annually, and as ordered by the Executive Committee. The fiscal year shall be from June 1 to May 31.
7. The three Executive Committee members elected at large shall perform such duties as are assigned by the membership or the Executive Committee.
8. Any officer may delegate a required duty to another representative with the approval of the Executive Committee.

## **V. EXECUTIVE COMMITTEE**

- A. Composition. The Executive Committee shall be composed of the elected officers, three members elected at large and the parliamentarian.
- B. Function. The function of the Executive Committee shall be to provide administrative leadership, structure and procedures for carrying out the purpose of the CSFN, to ensure that these bylaws are understood and followed, and to handle any administrative business required between monthly meetings.
- C. Meetings. The Executive Committee shall meet at the call of the chair to:
  - 1. Plan the agendas and programs for the meetings,
  - 2. Coordinate the work of the committees,
  - 3. Make recommendations regarding applications for membership, and
  - 4. Take emergency action as may be necessary, consistent with CSFN purposes and policies. Any such action shall be subject to ratification by the membership at the general meeting next following.
- D. All members of the Executive Committee have the responsibility to attend meetings unless excused by the chair. Three consecutive unexcused absences will result in vacating that office.

## **VI. ELECTIONS**

- A. Eligibility for Office. Only those delegates or alternates duly representing member organizations in good standing, and whose organization has attended at least six meetings within the last twelve months including the April meeting immediately preceding the May meeting wherein the candidate will stand for election, shall be eligible to run for office. Eligibility must be confirmed by written signature in the attendance log. Signatures of either the delegate and/or the alternate will qualify for the minimum mandatory six meetings.
- B. Term.
  - 1. Officers shall serve for a one-year term beginning at the close of the May meeting, or until a successor is elected.
  - 2. No person may hold a given office for more than three consecutive terms.
  - 3. No person shall hold more than one office at a time.
- C. Procedure.
  - 1. Nominating Committee. The Executive Committee shall recommend candidates for the Nominating Committee at its January meeting. Additional nominations may be made from the floor at the February general meeting, at which time three representatives shall be elected by the representatives present by a plurality vote.
  - 2. Nominations. The Nominating Committee shall receive and consider recommendations from the member organizations. The report of the Committee including a list of candidates with their member group shall be published in the April newsletter. Additional nominations may be made from the floor at the April meeting, and a list of all nominees shall be published in the May newsletter.
  - 3. Elections. Voting shall be by ballot at the May meeting. A majority vote shall elect. The ballot may be dispensed with if there is only one candidate for an office.
- D. Vacancies. The President may appoint a member to fill a vacancy with the approval of the Executive Committee.
- E. Removal. An officer may be removed from office by a two-thirds vote of the member organizations present at a regular meeting provided that:
  - 1. There are no less than one-third of the member organizations in favor of removal, and

2. A request for removal shall have been submitted in writing to the Recording Secretary by representatives of at least five member organizations, and
3. At least thirty days notice of receipt of such notice shall have been given to the membership.

## **VII. GENERAL MEMBERSHIP MEETINGS**

- A. Regular meetings shall be held monthly. The Executive Committee determines the place of the meetings. Hosts of these meetings will be determined by rotation according to alphabetical order. The Corresponding Secretary shall coordinate the hosting of said meetings.
- B. The May meeting shall be the Annual Meeting.
- C. Special meetings of the entire membership may be called at any time to consider an urgent matter. Any such meeting may be called by the President or by a majority vote at any regular meeting. At least ten days notice shall be required for a special meeting.
- D. Quorum. A quorum shall consist of the duly selected representatives of at least one-third of the member organizations.
- E. Notice. Notice of meetings and agendas shall be mailed to the member organizations and delegates not less than ten days prior to each meeting.
- F. Voting.
  1. Voting privilege:
    - a. A member organization shall maintain its voting privilege by paying the annual dues.
    - b. An applicant which has been approved for membership shall acquire its voting privilege by paying the then current annual dues.
  2. Each member organization shall have one vote, but no representative shall vote for more than one organization at the same meeting.
  3. A majority vote of the member organizations represented at a meeting shall determine any matter except as otherwise specified in these Bylaws.
  4. There shall be no voting by proxy.
- G. Policy Procedure.
  1. Introduction of proposed policy statements shall be made at a meeting prior to the one at which the vote is to be taken.
  2. The support of a minimum of one-third of the member organizations is required for adoption. The vote shall be taken by roll call.
  3. When the representatives present declare by a two-thirds vote that an emergency exists, a matter may be considered at the meeting at which it is introduced.
- H. Initiative and Proposition Endorsement Procedure.
  1. Introduction of proposed endorsements shall be made at a meeting prior to the one at which the vote is to be taken.
    - a. Except that, when a bond or initiative is submitted to the voters by legislative initiative from the Board of Supervisors, or by the Mayor, or other official entity, after the time expires for such introduction at a prior meeting that prevents the timely preparation of a ballot handbook response, the President may place the endorsement as an emergency item before the assembly.
  2. The support of a minimum of twenty-five percent (25%) of the member organizations, which must be at least two-thirds of those voting, is required for adoption. The vote shall be taken by roll call.
- I. Legal Suit Initiation and Withdrawal.

1. A motion to initiate a suit or to discontinue an existing suit shall be made at a meeting prior to the one at which a vote is to be taken.
  2. The support of a minimum of one-half of the member organizations, and at least two-thirds of those voting is required for adoption. The vote shall be taken by roll call and presentation of a statement of approval from the member organizations shall be submitted on organization stationery.
- J. Major Financial Undertaking Procedure.
1. Definition. A large financial undertaking is one where the total funding involved is expected to be more than fifty percent (50%) of the total dues collected during the current year.
  2. Introduction of a proposed undertaking shall be made at a meeting prior to the one at which the vote is to be taken.
  3. The support of a minimum of one-third of the member organizations, and two-thirds of those voting is required for adoption. The vote shall be taken by roll call.
- K. All meetings shall be open to the public. A member of the public may address the body only when permission is given by the President or by majority vote.
- L. Executive Session, with only representatives of member organizations present, may be called at any meeting by majority vote.

## **VIII. COMMITTEES**

- A. Standing Committees may be created by the membership, and may be discharged or dissolved only by the membership. Any discharge or dissolution of a standing committee shall require a two-thirds vote of the membership present, which shall be no less than one-third of all member organizations. The President shall be an ex-officio member of each Standing Committee.
- B. Special Committees may be created by the Executive Committee or by the membership as the need arises.
- C. Participation on any committee shall be voluntary and open to any member of a member organization.
- D. Committee chairs, selected by the committee members, shall report regularly to the Executive Committee or to the membership, and in any event, not less than quarterly.
- E. Meetings of standing and special committees shall be open to members of member organizations.

## **IX. PARTICIPATION OR MEMBERSHIP IN OTHER ORGANIZATIONS**

- A. Membership or participation of the CSFN in other organizations shall be approved by the membership.
- B. Any representative of the CSFN to such other organization shall be appointed by the President and approved by the membership and shall give monthly reports to the membership.

## **X. PARLIAMENTARY AUTHORITY**

Meetings shall be conducted according to Robert's Rules of Order, Newly Revised, current edition, except when in conflict with these Bylaws.

## **XI. AMENDMENTS TO THESE BYLAWS**

The following procedure shall be used for amending the Bylaws:

- A. Any member may submit a proposed amendment for consideration.
- B. Upon receipt of such a request for consideration, the President shall refer the proposed amendment to a committee for study and evaluation.
- C. The committee shall meet within sixty (60) days and shall make a recommendation which shall be distributed to the members prior to the regular meeting at which the amendment is to be considered.
- D. The proposed amendment shall be adopted where two-thirds of the member organizations present at the general meeting next following vote for its adoption, the number in favor being no less than one-third of all member organizations.

## **STANDING RULES**

### **Conflict of Interest Policy**

Elected officers or committee chairs must be prohibited from making decisions in which they have a financial interest or compensated advocacy. An official having such an interest must identify the conflict of interest and disqualify himself/herself from the decision.