

NBN Bylaws

Revised: June 26, 2023

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Name

ARTICLE I.

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

Amendments

ARTICLE II.

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 10 days prior to the meeting. Amendments shall take effect immediately upon adoption by the general membership unless specified otherwise.

Boundaries
ARTICLE III.

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.

The boundaries shall be defined by the general boundaries of Bay Street on the north, Hyde Street on the west, Broadway Street on the south, and Montgomery Street on the east

Purpose
ARTICLE IV.

The organization exists for the following purposes:

To encourage friendly association among residents of North Beach;

To beautify and improve North Beach;

To protect the basic character, building scale, and open space of North Beach;

To preserve and perpetuate the historic traditions of North Beach in San Francisco history;

To insure North Beach's constructive participation in the development of our City;

To inform North Beach residents and property owners of proposed changes to the neighborhood and other community issues which may arise;

To represent residents and property owners when community problems arise; and

To promote safety and security in North Beach.

Membership & Dues
ARTICLE V.

Section 5.01 Regular Membership

This membership is open to owners of real property and legal residents or those who live, work, or are affiliated with the North Beach community, organizations and/or businesses within the defined boundaries of the organization and environs.

Section 5.02 Establishment of Dues

The Board of Directors shall establish the dues.

Section 5.03 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.

Meetings of Members and Voting
ARTICLE VI.

Section 6.01 Membership Meetings

There shall be at least two regular meetings of the general membership in each fiscal year. The summer meeting shall take place in September, and be designated as the annual meeting at which time elections take place. A second meeting shall be held as a Holiday party between December and February.

Section 6.02 Quorum for Membership Meetings

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

Section 6.03 Notice for Membership Meetings

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 6.04 Absentee Ballots at Membership Meetings

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 6.05 Special Membership Meetings

Special meetings may be called by the Board of Directors.

Section 6.06 Rule of Order at Membership Meetings

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

Section 6.07 Contest of Election

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 6.08 Term of Office

(a) Officers: The term of office shall be one (1) year; no officer shall serve in the same office for more than two consecutive terms. Neither the President, nor the Vice President, shall serve for more than two successive years in each respective office, except the President may serve beyond the second successive year on an interim basis until a successor can be found, not to exceed one year with the exceptions of the Treasurer and Secretary. All of the Officers positions are to be voted upon annually.

(b) Directors: Except as provided for, the initial Board of Directors, the term of the office of members elected as Directors shall be two (2) years. Half of these Directors shall be elected in each alternative year;

(c) 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.

Board of Directors

ARTICLE VII.

Section 7.01 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 7.02 Composition

The Board of Directors shall consist of UP TO twenty-one (21) members consisting of: four (4) members elected as officers, the immediate past President, and up to sixteen (16) and a minimum of four (4) members elected as directors. The number of directors should be set by a super majority (2/3) vote of the Board. The number should be determined by the Board on a sliding scale based upon the current organization's membership size and involvement. The number of Directors shall be an even number, half of which shall be elected in an even year and half shall be elected in an odd year.

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 7.03 Qualifications for Office

Officers and Directors shall either 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 or attend at least 6 meetings (of recorded attendance) in the last 12 months. Candidates for office of the President shall have served a minimum of six months on the Board of Directors prior to being nominated.

Section 7.04 Nominations

At the June 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 Chair prior to the July 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 all open Board of Directors positions and present the slate to a Board meeting as soon as practicable. The slate must be approved by a majority of the Board. The approved slate shall then be mailed (including by electronic means) to all members with notice of the election to be held at the annual September election meeting. The membership must receive the slate at least ten (10) days prior to the meeting. Included in this mailing will be an announcement that any additional nominations can and will be accepted from the general membership at the September 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 for re-election.

Additional nominations may be made from the floor.

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

Section 7.05 In Case of Contest

- (a) Elections shall be by ballot.
- (b) A plurality shall elect.
- (c) Elected candidates shall take office at the close of the annual meeting.

Section 7.06 Terms of Office

- (a) The members elected as Directors shall have a term of two (2) years.
- (b) Half of these Directors shall be elected in each alternative year; and
- (c) 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 7.07 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; and
- (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 7.08 Quorum

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

Section 7.09 Regular Membership

- (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 may be 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 6 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 7.10 Compensation

Neither Officers nor Board members shall receive compensation for their services as officers or Board members.

Executive Committee

ARTICLE VIII.

The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, 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.

Duties Of The Officers

ARTICLE IX.

Section 9.01 President

The President shall:

- (a) Be the chief executive officer of the organization;
- (b) Preside at the annual, regular, and special meetings of the membership, the Board of Directors, and the Executive 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; and
- (h) Perform other duties necessary to the office or prescribed by the Board of Directors;

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

Section 9.02 Vice-President

The Vice-President shall:

- (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 are adhered to;
- (c) Assist the President in any other duties as may be assigned by the President; and
- (d) Serve as chair of the Program Committee.

Section 9.03 Treasurer

The Treasurer shall:

- (a) Be the chief financial officer of the organization;
- (b) He/she shall consult with the President prior to paying any amount that exceeds Board approved budgeted expenditures;
- (c) Be the final recipient of all moneys, keep an accurate record thereof, and deposit them in the name of the organization in the bank selected by the Board of Directors;
- (d) Pay all expenses by check when duly authorized by the Board of Directors, or the general membership;
- (e) Submit the books for auditing upon request;
- (f) Submit a written report on regular and special funds at each regular meeting of the Board of Directors and at, or prior to, each meeting of the general membership, to be included in the minutes; and
- (g) Compile a written itemized statement showing all income, expenditures, and obligations for a full report to the general membership at, or prior to, the Annual meeting to be appended to the minutes of the Annual meeting;

Section 9.04 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 correspondence and report its substance and disposition at the next regular meeting of the Board;
 - (g) Maintain a set of original provisional By-Laws, all amendments thereto, and a current copy of the By-Laws in effect;
 - (h) Collect and preserve all data of the organization;
 - (i) Keep a record of officers, directors, committees, and their chairs; and
 - (j) Be responsible for keeping and maintaining the organization's historic files in order to provide a historical background and continuity upon which to base action for current problems.
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Standing & Special Committees

ARTICLE X.

Section 10.01 Standing Committees

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

Section 10.02 Chairs

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

Section 10.03 Special Committees:

- (a) Special Committees may be established by the President, subject to approval of the Board; and
- (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 to 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 10.04 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 10.05 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 or second motions, unless they are also Directors.

Section 10.06 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.

Spokesperson

ARTICLE XI.

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

Fiscal Year

ARTICLE XII.

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.

Policy
ARTICLE XIII.

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.

Insurance
ARTICLE XIV.

Section 14.01 Indemnification

To the full extent authorized under the non-profit laws of California, the organization shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the organization, or any person who may have served at the organization's request as a director or officer of another organization (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 14.02 Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the organization in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 14.03 General

The organization shall have the power to purchase and maintain insurance on behalf of any director, officer, employee or agent of the organization any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not the organization would have the power to indemnify the person against such liability under the provisions of this Article XIV: provided, however, that the organization shall have no power to purchase and maintain such insurance to indemnify any person in respect of a violation of Section 5233 of the California Nonprofit Law (relating to self dealing) or any successor provision.

“Exhibit A”

