

Bylaws

for

**McKinley Square Community
Association**

Table of Contents

-	
ARTICLE I.	NAME OF ORGANIZATION
ARTICLE II.	PURPOSE
ARTICLE III.	BOUNDARIES
ARTICLE IV.	MEMBERSHIP
Section 1.	Qualifications
Section 2.	Voting
ARTICLE V.	FINANCIAL SUPPORT
ARTICLE VI.	MEMBERSHIP MEETINGS
Section 1	General Membership Meetings
Section 2	Special or Non-Regular Membership Meetings
Section 3	Agenda
Section 4	Quorum
Section 5	Participation
Section 6	Procedures
ARTICLE VII.	BOARD OF DIRECTORS
Section 1	Number of Board Members
Section 2	Eligibility for Board Service
Section 3	Terms of Office
Section 4	Board Vacancies
Section 5	Election of Board Members
Section 6	Duties of Board Members
Section 7	Election of Board Officers
Section 8	Duties of Board Officers
Section 9	Board Meetings
Section 10	Powers of the Board
Section 11	Termination for Non-attendance
ARTICLE VIII.	COMMITTEES
ARTICLE IX.	CONFLICT OF INTEREST PROCEDURES
ARTICLE X.	PROCEDURES FOR CONSIDERATION OF PROPOSALS
Section 1	Submission of Proposals
Section 2	Notification
Section 3	Attendance
Section 4	Dissemination
ARTICLE XI.	PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT
ARTICLE XII.	NONDISCRIMINATION
ARTICLE XIII.	ADOPTION AND AMENDMENT OF BYLAWS

Note: Where the term “in writing” or “written” is used in this document, email or fax fall within the definition of the term.

ARTICLE I. NAME OF ORGANIZATION: The name of the organization shall be “McKinley Square Community Association” also referred to as “MSCA” in this document.

ARTICLE II. PURPOSE: The purposes for which the MSCA is organized are:

- a) To be a neighborhood association that will enhance the livability of the neighborhood and San Francisco by establishing and maintaining an open line of communication and liaison within the neighborhood, with government agencies, and with other neighborhoods.
- b) To provide an open process by which all members of the community may involve themselves in the affairs of the neighborhood.
- c) To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized in the State of California.
- d) For such other objectives as are approved by the Board of Directors (Board) or membership.

ARTICLE III. BOUNDARIES: Boundaries of the MSCA shall be defined as, “approximately one-quarter mile from McKinley Square.”

ARTICLE IV. MEMBERSHIP:

Section 1 Qualifications: Membership in the MSCA shall be open to all who live or make use of the property within the boundaries as defined in ARTICLE III of these bylaws and request in writing to be a member.

Section 2 Voting: All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business shall have the same privilege as the residents listed above. Unless otherwise specified in these bylaws, decisions of the MSCA shall be made by a majority vote of those members present at any meeting.

ARTICLE V. FINANCIAL SUPPORT: Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and fund raising may be authorized by the Board.

ARTICLE VI. MEMBERSHIP MEETINGS:

Section 1 **General Membership Meetings:** There shall be at least one general membership meeting each year. The meeting shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by email, mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice.

Section 2 **Special or Non-Regular Meetings:** Special meetings of the membership, board or committees may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by any appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members, board or committee members, and to individuals and news media that have requested notice.

Section 3 **Agenda:** Subject to the approval of the Board, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by:

- a.) submitting the item in writing to the Board at least seven (7) days in advance of the meeting or,
- b.) making a motion to the Board to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 5 **Quorum:** A quorum for any general or special meeting of the MSCA is eleven (11) members.

Section 6 **Participation:** Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.

Section 7 **Procedures:** Robert's Rules of Order shall be followed in all areas not covered by the bylaws. For more information on Robert's Rules and parliamentary procedure see www.robertsrules.org .

ARTICLE VII. BOARD OF DIRECTORS:

Section 1 Number of Board Members: The Board shall determine the exact number of Board positions annually. There shall be at least five (5) and no more than nine (9) Board members.

Section 2 Eligibility for Board Service: Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Section 3 Terms of Office: Terms of office are for one year.

Section 4 Board Vacancies: The Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

Section 5 Election of Board Members: Elections for those Board members whose term is expiring, shall be held annually by a vote of the membership in July. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the MSCA. Election requires a majority vote of the membership present.

Section 6 Duties of Board Members: The Board shall have following responsibilities and powers:

- a. Manage the daily affairs of the MSCA.
- b. Make decisions and represent the interests of the MSCA on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- c. Appoint committees to perform necessary functions and represent the MSCA on specified topics.
- d. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the MSCA.

Section 7 Election of Board Officers: Board members shall meet after the annual election and, by majority vote of the Board members present, elect a Chairperson, Vice Chair, Secretary and Treasurer. The remaining Board members shall be members-at-large.

Section 8 Duties of Board Officers:

- a. **Chairperson:** The Chairperson shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chairperson shall represent the position of the Board and the interests of the MSCA.
- b. **Vice Chairperson:** The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and as authorized by the bylaws or regulations of the Board.
- c. **Secretary:** The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chairperson with correspondence and maintain the non-financial files of the MSCA. The Secretary will maintain a list of Board members and their terms.
- d. **Treasurer:** The Treasurer shall have charge of all funds belonging to the MSCA and shall receive, deposit and disburse funds for the MSCA in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.

Section 9 Board Meetings:

- a. **Regular Board Meetings:** There shall be a minimum of four (4) regular Board meetings each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by email or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all Board members and to individuals and news media that have requested notice.
- b. **Special or Non-Regular Board Meetings:** Special meetings of the Board may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by email or any appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all Board members and to individuals and news media that have requested notice.

- c. **Emergency Meetings:** Emergency meetings of the Board may be called by the Chairperson or by majority of the Board as deemed necessary. Notification shall be by email or any appropriate means of communication apt to reach a majority of the members. Notification shall require not less than 24 hours notice to the members of the Board that are meeting and to individuals and news media that have requested notice.
- d. **Chair:** Board meetings are chaired by the Chairperson or by any other board member if the chairperson is absent or otherwise unable to fulfill the responsibility.

Quorum: A quorum for board meetings of the MSCA is 50% of the total number of Board members plus one. For example, if there are eight or nine total board members, five are required for a quorum.

Voting: Unless otherwise specified in these bylaws, decisions of the Board shall be made by a majority vote of those Board members present at any meeting. Votes may also be made by a majority of the total number of Board members in writing (email or otherwise). All votes made in this manner, shall be posted to the MSCA forum or an appropriate electronic means of communication at least seven (7) days prior to the vote.

Section 10 Powers of the Board: The Board shall be responsible for all business coming before the MSCA and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 11 Termination for non-attendance: Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

ARTICLE VIII. COMMITTEES: There may be standing committees as designated by the Board and special committees as may be established by the Chairperson. Committees must have at least one (1) Board member on them.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES:

A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE X. PROCEDURE FOR CONSIDERATION OF PROPOSALS:

- Section 1 Submission of Proposals:** Any person or group, inside or outside the boundaries of the MSCA may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.
- Section 2 Notification:** The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.
- Section 3 Attendance:** The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.
- Section 4 Dissemination:** The MSCA shall record recommendations and dissenting views in the meeting minutes.

ARTICLE XI. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

Official action(s) taken by the MSCA must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s).

ARTICLE XII. NONDISCRIMINATION:

The MSCA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XIII. ADOPTION AND AMENDMENT OF BYLAWS:

Adoption of and all amendments to these bylaws require a two-thirds (2/3) vote of the total number of board members and must be proposed in writing and submitted to members a minimum of seven (7) days before voting.