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BY - LAWS

I NAME

The name of this organization shall be **PLANNING ASSOCIATION FOR THE RICHMOND.**

II PURPOSES

This organization has been formed to:

- A. Develop and implement policies and recommendations for the maintenance and enhancement of the physical and social dimensions of life in the Richmond District.
- B. To stimulate formation of neighborhood organizations in those areas of the Richmond District presently unserved.
- C. To support individual associations in pursuing issues relating to planning and the physical and social environment.

III MEMBERSHIP

- A. Membership and Qualifications: Membership shall be open to all persons living, working, or owning property in the Richmond District and who have signed a membership roster.
- B. Voting: Members can exercise the voting privilege by paying the annual dues assessed by the Board of Directors and approved by the membership.
- C. Resignations: A member may resign by filing a written resignation with the Secretary, which shall automatically become effective upon the date of receipt.

IV BOARD OF DIRECTORS

- A. Duties: The Board of Directors shall have full charge of the business and property of this Association. This shall include, but not be limited to, the power to obtain, appropriate,

and spend money for the purposes of the Association and to make and approve public statements on its behalf.

- B. Composition: The Board of Directors shall consist of the President, Vice-President, Secretary-Treasurer, and twenty other individuals. An individual member (other than an officer) may, with the approval of the Board of Directors, designate the member's spouse or domestic partner as an alternate.
- C. Election: At the annual election, the election of the officers shall precede the election of the twenty other directors.
- D. Quorum: At least one-third of the members of the Board of Directors shall constitute a quorum.
- E. Director Emeritus: The Board of Directors may vote to add to the Board as additional permanent non-voting Directors Emeritus individuals who have made outstanding contributions to PAR and to the Richmond District.

V OFFICERS

- A. Positions: There shall be a President, Vice-President, and a Secretary-Treasurer.
- B. Election: Officers shall be elected for a period of one year at the general election meeting of the membership in January or February.
- C. Vacancies: In the event a vacancy shall occur in any of the offices or on the Board of Directors for any reason other than the expiration of a regular term, such vacancy or vacancies shall be filled by the Board of Directors and the person or persons appointed shall hold office until the expiration of the term they are elected to fill.
- D. Voting: The officers shall be elected by a majority vote of members present at the annual election meeting.
- E. Duties: Each of the officers shall have the authority and duties customarily associated with his office, together with such other authority and duties as shall be delegated by the membership or Board of Directors.
- F. Removal from office: An officer may be removed upon recommendation of two-thirds of the Board of Directors and a majority vote at a general membership meeting or a two-thirds vote at a general membership meeting without the recommendation of the Board of Directors. The proposed action must be placed on the meeting notice.

VI COMMITTEES;

- A. Designation: There shall be as many committees as the President, with the approval of

the Board of Directors, determines necessary. The chair of each committee shall be designated by the President. Committee chairs, with the approval of the President, may create and appoint subcommittees and subcommittee chairs. All committees and subcommittees, and their chairs, shall serve at the pleasure of the President, with the approval of the Board of Directors.

VII MEETINGS:

- A. Place: All meetings shall take place in the Richmond District, unless the Board of Directors shall determine that a particular set of facts or circumstances would necessitate a meeting outside of the District.
- B. Frequency (Directors): The Board of Directors shall meet at least once monthly on a date which they shall determine, and which shall be regularly scheduled. These meetings shall be open to the general membership.
- C. Frequency (General Membership): The general membership shall meet at least quarterly. There shall be a meeting in January or February for the purpose of electing officers and directors of the Association. Special meetings of the general membership may be called by the Board of Directors. Notice of all general membership meetings shall be given by mail at least seven days previously to all voting members. A quorum of the general membership shall be 20.
- D. Proxies Prohibited: All votes shall be cast in person.

VIII AGENDAS

- A. The meeting shall be determined by the President. The signature of 15 voting members on a communication received by the President 15 days prior to a general meeting shall cause a particular item or items to be placed on the agenda.

IX RULES OF ORDER

- A. Meetings shall be conducted according to Roberts' Rules of Order (latest publication).
- B. Any rule not requiring more than a majority vote may be temporarily suspended by a vote of a majority of the members present and voting and a rule requiring at two-thirds vote may be suspended only by a two-thirds vote. Any suspension shall apply only to the matter under immediate consideration, and in no case shall it extend beyond an adjournment.

X AMENDMENTS

- A. Authority to amend these by-laws rests with the general membership, upon recommendation of the Board of Directors. Proposed amendments shall be mailed to the

general membership at least seven days prior to the regular or special meeting at which they are to be considered. Amendments shall be adopted upon favorable vote of two-thirds of those attending and voting.

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RESOLUTION ON BOARD POLICY - 4 January 1993, Amended 3 March 2003

Ballot Endorsement

The Board of Directors of the Planning Association for the Richmond will make endorsements on ballot measures only under the following circumstances.

1. The Board received written notice in advance of consideration of the ballot measure.
2. The Board decides by a 60% vote of members present whether the ballot measure is within the purview of the organization. Therefore, the measure must have a direct impact on the neighborhood or the measure must have significant indirect impact on the neighborhood.
3. The Board then decides by a 60% vote of members present whether to endorse.