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## **BYLAWS**

[As Amended January 2019]

### **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 between fifteen and twentythree persons. This shall include the following Officers: President, VicePresident(s), Secretary, and Treasurer. Up to two of these offices may be held by one Board Member provided there are at least three different Board Members serving as Officers and a Board Member serving as either Secretary or Treasurer is not concurrently serving as President. A Member of the Board other than an Officer may, with the approval of the Board, designate the Member's spouse or domestic partner as an alternate Member of the Board with all of the rights and duties pertaining thereto.
- C. Election: The Board shall present a slate of prospective Board Members for election by the Members at the annual General Membership meeting. The Board shall be elected by a majority vote of the Members at this General Membership meeting. Election of Board Members shall precede election of Officers. Nominations from the floor may also be accepted.
- D. Quorum: At least eight of the Members of the Board of Directors shall constitute a quorum regardless of the total number of directors..
- 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.
- F. Vacancies:
1. A Board vacancy occurs when the Board has fewer than its full complement of 23 members.
  2. Prospective Board members may be considered throughout the year as vacancies occur. Prospective Board members shall be interviewed by at least two members of the Nominating Committee and one member of the Executive Committee.
  3. Upon recommendation of a Board member by the Nominating Committee, the entire Board will then consider the Nominee at a Board Meeting. Approval of the Nominee requires a simple majority.
- G. Attendance: Board members are expected to attend all monthly Board meetings and quarterly General Membership Meetings, and not less than six Board meetings in a calendar year.

## V OFFICERS

- A. Positions: All Officers must be members of the Board of Directors. There shall be a President, one or two Vice-Presidents, a Secretary, and a Treasurer.
- B. Election:
1. The Board shall present a slate of prospective Officers for election by the Members at the annual General Membership meeting. The Officers shall be elected by a majority vote of Members at this annual General Membership meeting. Election of Officers shall follow election of Board Members. Nominations from the floor may also be accepted.
  2. The Board shall nominate officers before the annual General Membership meeting, according to the following procedure:
    - a. The Nominating Committee shall recommend slate of Officers to the entire Board no later than seven days before the meeting at which the Board nominates Officers.
    - b. Additional nominations for Officers may be also made by any Board Member at this meeting.
    - c. The Board shall nominate a slate of Officers by a simple majority of the Board.
- C. Officer Vacancies: In the event a vacancy occurs in any of the Board Offices 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 or her 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.
- G. Term limits of officers:
1. Officers shall be elected for a term of one year.
  2. The term of Board President shall be limited to five (5) consecutive terms.
  3. There shall be no term limits for other officers.

## VI COMMITTEES

- A. Designation: The President, with the approval of the Board of Directors, shall determine such committees, and their chairs, as s/he finds useful. The chair of each committee shall be designated by the President. Committee chairs 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.
- B. Board members are expected to serve on at least one committee.
- C. PAR general members may serve on committees.

## 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. The officers and directors of the Association shall be elected at the second quarterly meeting of each calendar year. 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 – Adopted 4 January 1993, Amended 3 March 2003, Amended 6 April 2015

### **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.
4. Board of Directors Members who make endorsements on ballot measures as individuals may not use the name of the Association or the title of PAR Board Member, even with a disclaimer that the title is for identification purposes only, in the endorsement unless the Board has endorsed the measure on behalf of the Association, or unless they have obtained the approval of a majority of Board Members present.

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