

By Laws of the San Francisco Housing Action Coalition

Approved by the Executive Committee – December 16, 2009
Adopted by the General Membership – January 6, 2010

Mission

All San Francisco Housing Action Coalition (SFHAC) activities shall be guided by and consistent with the following Mission Statement:

“The San Francisco Housing Action Coalition advocates for the creation of well-designed, well-located housing, at ALL levels of affordability, to meet the needs of San Franciscans, present and future.”

Membership Categories

Membership is available to organizations and individuals with an interest in San Francisco housing issues. Organizations are eligible for membership as voting Members if they endorse the SFHAC mission. Individuals are eligible for membership as non-voting Associate Members if they endorse the SFHAC mission and are not proprietors of firms eligible for membership as a Member organization.

Voting members are divided into two general categories: Community Interests & Project Sponsors. Project Sponsors are defined as having either a direct financial interest in development or oversight authority of a particular existing or proposed development. Community Interests are defined as not being Project Sponsors, and may have an indirect financial interest in development. The SFHAC strives to achieve a roughly equal balance between the two categories. However, not more than 60 percent of SFHAC’s Members may be Project Sponsors.

The voting Members are comprised of the following organizations:

- **Community Interest Members:** Community-Based Organizations; Environmental Organizations; Educational Institutions; Financial Institutions; Architects & Planners; Engineers & Contractors; Labor Unions; Neighborhood Associations; and Other Institutions
- **Project Sponsor Members:** For-Profit Developers; Non-Profit Developers; Law Firms; Public Affairs Firms

Membership Fee

The SFHAC is sustained by the financial and service support of its Membership. The annual Membership Fee for Members and Associate Members is a combination of a Financial Payment and a Service Contribution. The Fees shall be determined and adjusted by the Executive Committee as needed.

The Financial Payment is assessed annually and is based on the type of organization, its size and operating budget. The Financial Payment may be reduced or waived in rare cases by the Executive Director in exchange for an additional in-kind Service Contribution.

The Service Contribution may be made by any combination of the following means: Raise donations for annual SFHAC events; Recruit new member organizations; Chair a committee; Advocate for SFHAC policies or endorsed-projects at public hearings; Host a General Membership or committee meeting; or other means to be determined by the Executive Director and approved by the Executive Committee.

The SFHAC's strength is derived from the informed engagement of its Membership, therefore Members and Associate Members are strongly encouraged to attend either the General Membership meetings and/or committee meetings on a regular basis. All Members are listed on SFHAC printed materials, however Associate Members are not listed.

Fiscal Sponsor

The Fiscal Sponsor of the SFHAC is Greenbelt Alliance, a 501(c)(3) organization headquartered in San Francisco, California.

General Membership

The SFHAC is a consensus-based organization seeking, but not requiring, unanimity through compromise on all action items. Decisions shall be by not less than a majority vote of Members comprising a quorum. All meetings shall be conducted under the procedures described in *Roberts Rules of Order, Second Revised Edition May 1998, Mary A. De Vries*.

The General Membership is comprised of all Members and Associate Members and shall generally meet monthly, at the call of the Chair. In the event the Chair fails to call a meeting in any two-month period, any three Members may call a meeting of the Membership. A quorum for the General Membership meeting shall be 33 percent of its Members. Each Member shall have one vote per organization regardless of the number of representatives from that organization present at the meeting. Proxy and electronic voting is not allowed, although any Member who is unable to attend a meeting may communicate its position to the Executive Director prior to the meeting. This information will be stated to the members present at the meeting.

The purpose and exclusive purview of the General Membership shall include the following action items: Adoption and amendment of the bylaws; Election and removal of officers; Adoption of the strategic plan; Adoption of the budget; Adoption or amendment of the Endorsement Guidelines for project review; Adoption of positions on ballot initiatives; and Disposing of appeals of any committee action. Notice of action items to be voted on at the General Membership meeting shall be given to the General Membership via email at least three days prior to the meeting. An action item is approved with a majority of the Members present at the General Membership meeting.

Officers

The Executive Director nominates, and the General Membership elects, each of the following officers to annual terms in January of each calendar year: Chair, Vice-Chair, Treasurer and Secretary. Officers may be removed at any time for cause by a majority vote of those present at the General Membership meeting or without cause by a vote of two-thirds of those present at the meeting.

Officers' Duties:

- The Chair shall preside over Executive Committee and General Membership meetings and assure that a draft agenda is distributed in advance of each meeting. The Chair is responsible for assuring that matters that may arise from time to time are addressed by the appropriate committee(s). The Chair may also appoint an interim Chair to a committee in the event of a vacancy.
- The Vice-Chair shall preside over Executive Committee and General Membership meetings in the Chair's absence.
- The Secretary shall assure that minutes of each Executive Committee meeting are prepared and distributed to other Executive Committee members.
- The Treasurer shall oversee the management of the financial assets of SFHAC and provide financial reports as needed at Executive Committee meetings.

Committees

Committees are the primary vehicles performing the work necessary to fulfill the SFHAC's mission, and all Members and Associate Members are strongly encouraged to fully participate in their efforts.

All Members and Associate Members may participate in all committees, except for the Executive Committee. Each and only Members shall have one vote per organization regardless of the number of representatives present at the committee meeting. Associate members may participate in committee meetings but shall not have voting rights on any committee.

All committees are created under the authority of the General Membership, and, as such, each committee is empowered by the General Membership to act independently on behalf of the SFHAC on issues and matters within the committee's purpose and purview. Notice of action items to be voted on by a committee shall be given to the General Membership via email at least three days prior to a committee meeting. An action item is approved with a majority of the Members present at a committee meeting. Proxy and electronic voting is not allowed at committee. All action items of the committees shall be reported to the full General Membership in a timely manner so as to allow for appeal as necessary.

Any Member with the signatory support of at least 10 percent of other Members may appeal any committee action to the General Membership. An appeal must be made in writing to the Executive Director at least five days prior to the next General Membership meeting that follows the committee meeting at which the action was

taken. In hearing the appeal, the General Membership may ratify, modify, refer the matter back to committee or reverse any committee action by a majority vote of those voting Members present at the meeting. Action items appealed to the General Membership shall not become final until the General Membership disposes of the appeal.

All committees, except the Executive Committee, shall meet monthly or as required to conduct regular and timely business at the call of the Committee Chair or the Chair of the SFHAC. Each committee is empowered to create *ad-hoc* subcommittees as required, however no subcommittee so created is empowered to act independently of the committee creating it.

Executive Committee

The Executive Committee is comprised of the Officers, the Committee Chairs and up to six At-Large Members elected by the General Membership. The Executive Director sits on the Committee as a non-voting ex-officio member. The Executive Committee shall meet quarterly, or more often if required, to conduct regular and timely business, at the call of the Chair. A quorum of the Executive Committee shall be 50 percent of the Executive Committee's voting Members. The purpose and purview of the Executive Committee shall include the following action items: Hiring and removal of Executive Director; Review of the Executive Director's performance; Admitting new Members and Associate Members; Setting Membership Fees; Review and oversight of budget and expenses; Active engagement with fundraising; Strategic planning and organizational development; Selecting the annual Housing Hero awardee(s); Selecting the annual Housing Forum topic; General SFHAC advocacy; and other matters within the purview of an Executive Committee as determined by the Chair of the SFHAC.

Endorsement Committee

The Endorsements Committee is comprised of any Members and Associate Members, except that Project Sponsor Members and Associate Members are not allowed to vote on the Endorsement Committee. Any Community Interest Members with a material interest in a project being reviewed shall recuse themselves from voting on project endorsements. The purpose and purview of the Endorsement Committee shall include action items such as Recommending revisions of the Endorsement Guidelines to the General Membership; Evaluating project applications by applying and interpreting the Endorsement Guidelines; Voting for Endorsement, Conditional Endorsement or Rejection of project applications based on the Endorsement Guidelines and other matters within the purview of an Endorsement Committee as determined by the Chair of the SFHAC.

The Endorsement Guidelines are adopted by the General Membership and are the only Guidelines by which the Endorsement Committee may evaluate projects. The Endorsement Guidelines may be amended at any time by a majority vote of the General Membership. Prior to consideration of a possible endorsement, the project

reviewer shall prepare a written summary of the compliance or non-compliance of the project with the Endorsement Guidelines for consideration by the Committee.

Regulatory Committee

The Regulatory Committee is comprised of any Members and Associate Members. The purpose and purview of the Regulatory Committee shall include taking action on items of Legislative and Administrative importance; Preparation of position papers; Consultation with agencies and officials; Public advocacy and political engagement; Creation of Legislative and Administrative policy initiatives; and other matters within the purview of a Regulatory Committee as determined by the Chair of the SFHAC.

Outreach Committee

The Outreach Committee is comprised of any Members and Associate Members. The purpose and purview of the Outreach Committee shall include action items such as Planning and executing SFHAC events; Expanding membership participation; Media and other public outreach; Recruiting new members; and other matters within the purview of an Outreach Committee as determined by the Chair of the SFHAC.

Financial Committee

The Financial Committee is comprised of the Treasurer and any Members and Associate Members as appointed by the Chair of the SFHAC. The purpose and purview of the Financial Committee shall include action items such as Financial monitoring, Planning & Solvency; Membership dues drives; General fundraising; and other matters within the purview of a Financial Committee as determined by the Chair of the SFHAC.

Other Committees

Other committees may be formed as needed by the Executive Committee. The Chair of the SFHAC shall appoint a Chair of each newly formed committee until the next annual election of officers, when the appointee shall stand for election. The Executive Committee shall approve the purpose and purview of any new committee.

Staff

The SFHAC retains an Executive Director to implement its mission and support the organization. The Executive Director shall be responsible for Daily operations; Committee management; Staff direction; Member relations, motivation and participation; Fundraising, expenses and budget; Execution of a strategic plan; and other matters assigned to the Executive Director by the Executive Committee. The Executive Committee shall hire the Executive Director and may terminate the services of the Executive Director at any time for cause or for no cause, subject to the terms of any employment agreement. The Executive Director may retain and direct other staff members, upon authorization from the Executive Committee.