

## By-Laws of the San Francisco Housing Action Coalition

Approved by the Executive Committee – May 19, 2011

Adopted by the General Membership – June 1, 2011

Adopted by the General Membership – January 15, 2014 (*Language change in Project Review and electronic voting*)

Adopted by the General Membership - January 11, 2017 (*Language change in Committees and Executive Committee*)

### 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, principals or officers of firms eligible for membership as a Member organization.

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 an equal balance between the two categories.

The two membership categories 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: Market-Rate Housing Developers; Affordable Housing 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 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 size and operating budget of the Member’s organization. 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 are strongly encouraged to attend either the General Membership meeting and/or committee meetings. All Members and Associate Members are listed on the SFHAC website.

### **Fiscal Sponsor**

The Fiscal Sponsor of the SFHAC is Greenbelt Alliance (GA), a 501(c)(3) organization headquartered in San Francisco, California. GA's role as SFHAC's Fiscal Sponsor is not intended to create any expectation that GA is to provide any funding for SFHAC. It is the intent and understanding of both SFHAC and GA that SFHAC's activities are to be entirely supported by its membership dues, contributions and other fundraising that SFHAC performs for itself, and that the Executive Director and Executive Committee are to manage the activities of the organization so as not to create any obligations or liabilities beyond the cash balances in SFHAC's accounts.

### **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 and shall include an advance notice by email of at least three (3) business days. Each Member shall have one vote per organization regardless of the number of representatives present at the meeting.

The purpose and exclusive purview of the General Membership shall include the following action items: Adoption of the By-Laws; Election and removal of officers and other Executive Committee members; Adoption of the strategic plan; Adoption of the budget; Adoption or amendment of the Endorsement Criteria 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 (3) business days prior to the meeting. An action item is approved with a majority of the representatives of Members present at the General Membership meeting.

### **Officers**

The Executive Director, in consultation with the sitting Executive Committee, 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 and other Executive Committee members 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.

## Officer's 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 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 and voting at the Endorsement Committee as described below. Each and only Members shall have one vote per organization regardless of the number of representatives present at the committee meeting. Associate Members may not vote at 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 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 (5) 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 or reverse any committee action by a majority vote of those 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.

In the event that an Officer is also a Committee Chair, the total number of potential Executive Committee members would be reduced by the number of Officers fulfilling this dual role.

## Executive Committee

The Executive Committee is comprised of the Officers, the Committee Chairs and up thirteen (13) At-Large Members elected by the General Membership. The Executive Director and Immediate Past Chair sit 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. Electronic voting is allowed at the Executive Committee as deemed necessary or appropriate by 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 the Membership Fee; 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.

### **Project Review Committee**

The Project Review Committee is comprised of any Members and Associate Members, except that Project Sponsor Members are not allowed to vote on the Project Review 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 Project Review Committee shall include action items such as Recommending revisions of the Project Review Criteria to the General Membership; Evaluating project applications by applying and interpreting the Project Review Criteria; Voting for Endorsement, Conditional Endorsement or Rejection of project applications based on the Project Review Criteria and other matters within the purview of an Project Review Committee as determined by the Chair of the SFHAC.

The Project Review Criteria are adopted by the General Membership and are the only criteria by which the Project Review Committee may evaluate projects. The Project Review Criteria may be amended at any time by a majority vote of the General Membership. The project reviewer shall prepare a written summary of the compliance or non-compliance of the project with the Project Review Criteria 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.

### **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.