

# **Bylaws for the SF Marina Harbor Association**

1. **Name.** The name of this association is the SF Marina Harbor Association.

2. **Purpose.**

The purpose of this association is to promote the betterment of the San Francisco Marina Small Craft Harbor located along Marina Boulevard in San Francisco, CA, between Fort Mason and the Presidio of San Francisco, including the maintenance and improvement of the harbor's facilities. The association shall be a not for profit unincorporated association under the laws of the State of California. These bylaws succeed and supersede the bylaws of the association dated March 18, 1986.

3. **Membership.**

Membership shall be open to all persons who share an interest in the purpose of the association. There shall be only one class of membership known as a general member. A person may become a member by filling out a membership application form and paying the applicable dues for the remainder of the year in which the person applies. A member may resign at any time. A member may be expelled from membership by reason of disorderly conduct at meetings, failure to pay dues in a timely manner, conviction of a felony or for acts detrimental to the purpose of the association. Expulsion shall only be made by a majority vote of the board of directors after a hearing where the member is allowed to be heard and call witnesses in his or her behalf. If the member is expelled, the member shall have the right to appeal the decision to a vote of the entire membership at a regular or special meeting of the members with notice given that the appeal is on the agenda.

4. **Dues.**

Dues shall be set annually by the board of directors. Members whose dues are current shall be entitled to vote and participate at membership meetings.

5. **Location.**

The association shall be located within the limits of the City of San Francisco at such places as the board of directors shall determine from time to time. At the time these bylaws are adopted, the location of the association is 2144 Green Street, Apt. 11, San Francisco, CA, 94123.

6. **Government.**

a. **Officers.** The officers of the association shall consist of the President, Vice President, Secretary and Treasurer, all of whom shall be duly elected by the members. The president shall be the chief executive officer of the association and its spokesperson. The president shall carry out all of the resolutions of the board of directors unless the directors delegate that responsibility to some other officer or director. The vice president shall have such duties as are delegated to him/her by the president or the board of directors. The secretary shall be responsible for making and maintaining accurate minutes of all meetings of the board and membership. The secretary shall also be responsible for maintaining all records of the association other than the financial records. The treasurer of the association shall be responsible for collecting all the dues from the members, maintaining in a secure manner all the funds of the association and maintaining accurate financial records of the association. The treasurer shall make a report on the financial condition of the

association at each board meeting and each membership meeting. The disbursement of association funds shall be in accordance with resolutions of the board of directors that are made from time to time.

- b. **Board of Directors.** The board of directors shall consist of the officers and three other members who have been elected by the members. The board shall have all of the powers to manage the association that are granted to unincorporated associations under the laws of the State of California. All directors shall serve without compensation. The president shall act as the chairman of the board of directors and shall conduct all meetings of the board and the membership. In the absence of the President, the Vice President shall so act. The business of the association shall be conducted by the board of directors who shall direct the officers in the performance of their duties. All decisions shall be made by a majority vote of the members of the board present at the meeting. A quorum shall consist of no fewer than 4 members of the board. Board members may be counted as present and part of a quorum if they participate by telephone or video conference. Each board meeting shall determine the date of the next board meeting and absent board members shall be given written or electronic notice of the next board meeting within 5 days of the date the meeting was set or 2 days before the next meeting, whichever gives the longer notice. Any action by the board that could have been taken at a meeting may also be taken by the unanimous written consent of all board members. Such written consent must be signed by each of the members of the board within 30 days of each other.
- c. **Vacancies in Office.** In the event of a vacancy for an officer or a director, it shall be filled for the remainder of that year by a majority vote of the directors remaining after the vacancy occurs. An officer or director may be removed from office by the affirmative vote of not less than five directors. Directors may be removed from office for missing 3 or more consecutive board meetings or for any of the reasons stated for expelling a member.
- d. **Meetings.** The board of directors shall meet from time to time as determined by the board, but not less than quarterly. There shall be one annual meeting of the members to take place in November of each year. There shall be such other members' meetings as may be called by the board or by written petition to the board signed by no fewer than 20 members. Any meeting called by petition shall be a special meeting and the petition shall state the purpose of the meeting. The board shall set the date, time and place of all special meetings and state the purpose of the special meeting. The meeting date of a special meeting called by the members shall be set not more than 30 days after the petition has been received by the board. All members shall be entitled to a minimum of ten days written or electronic notice of the date, time and place of all members' meetings. A quorum at a members' meeting shall consist of no fewer than 5% of the then existing number of members in good standing. The president shall preside at all meetings. In the absence of the president, or upon a majority vote of the members present at the meeting, the vice president shall preside. The meetings shall be governed according to Robert's Rules of Order.

## **7. Election of Officers and Directors.**

The election of officers and directors shall take place at the November annual meeting of the members. Not later than August 15 of each year, the board of directors shall appoint a nominating committee to nominate candidates for the following calendar year. The nominating committee shall be made up of three members and one alternate. The nominating committee may be made up of any member in good standing, including the officers and directors then in office. Not later than September 30 of each year, the nominating committee shall submit to the board its nominees for the coming year. The nominating committee may not nominate more than one of its own members to any office. The

board shall give all members written or electronic notice of the nominees not later than October 10 of each year. Any member of the association may nominate a candidate or candidates for office by giving the board written or electronic notice of such candidate(s) and the office for which they are nominated not later than October 30 of each year. The notice of the annual meeting of members and election of officers and directors shall include the names of all candidates nominated by both the nominating committee and any member. Any candidate nominated by the nominating committee or by a member must indicate to the president of the association his/her willingness to serve before the notice of the annual meeting is sent to the members. No person who declines to serve shall be included in the notice. No nomination for officers or directors shall be made at the annual meeting. Only candidates whose names appear on the notice of meeting may be elected. Election shall be by secret ballot. Mail or proxy ballots shall not be permitted. All ballots shall be cast in person at the annual members' meeting.

## **8. Committees.**

The board of directors may appoint such committees and subcommittees as it deems appropriate. Committees and subcommittees shall have such powers and authority as are granted by the board. A quorum at any committee meeting shall be a majority of the committee members. The only standing committee shall be the nominating committee.

## **9. Indemnification.**

The association shall indemnify and defend all officers and directors from any and all claims, suits or demands made against them by reason of their actions as officers or directors of the association, except that there shall be no indemnification or defense for claims of fraud against the association, misappropriation of association funds or criminal acts.

## **10. Adoption and Amendment of Bylaws.**

These bylaws shall be adopted after they have been approved by not less than 5 directors acting at a meeting of the board of directors and at least two-thirds of the members voting at a members' meeting where notice of the approval these bylaws has been included in the notice for the members' meeting. Any member shall be given a copy of these bylaws prior to the members' meeting upon request to the president or the secretary. Copies of these bylaws shall be made available to the members at the members' meeting where their approval is to be voted upon. Any amendment to these bylaws requires the approval of at least 5 directors acting at a meeting of the board and at least two-thirds of the members voting at a members' meeting where notice of the amendment has been included in the notice for the members' meeting. Any member shall be given a copy of the amendment upon request to the president or the secretary. Copies of the amendment shall be made available to the members at the meeting where its approval is to be voted upon. The adoption of these bylaws and any amendments thereto shall be certified by the secretary of the association.

## **11. Certification.**

I, Grace Knight, the secretary of the SF Marina Harbor Association, do certify that the above bylaws were adopted by the Association's Board of Directors at a meeting held on June 5, 2006 and by the General Membership at a meeting held on August 3, 2006.

/signed/  
Grace Knight