

**BYLAWS OF
COLE VALLEY IMPROVEMENT ASSOCIATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ARTICLE 1- NAME

SECTION 1. The name of this organization shall be the **COLE VALLEY IMPROVEMENT ASSOCIATION** aka **CVIA-SF**.

ARTICLE 2-OFFICE

SECTION 1. The Association's principal office shall be at P.O. Box 170611, San Francisco, CA 94117. The Executive Committee may designate another location at its discretion.

ARTICLE 3- BOUNDARIES

SECTION 1. The boundaries of the Association are: Arguello, Belgrave St, Divisadero, Oak.

ARTICLE 4- OBJECTIVES/PURPOSE

SECTION 1. CVIA is a non-profit, member-funded, volunteer organization composed of residents who work to continuously better the neighborhood. CVIA's mission is to promote a sense of responsibility and mutual respect throughout the district; preserve the character of its architecture; support the police in law enforcement efforts; encourage neighborhood-serving businesses; and be constructively involved in San Francisco's governmental process.

ARTICLE 5- LEGAL STATUS/POLICIES

SECTION 1. The Association shall be a non-profit, non-partisan organization and shall not support candidates for public office. The Association may take positions on issues. All action appropriate to sustain an approved Association position must be authorized by the Board of Directors by a majority vote before the President or the President's representative may so act.

SECTION 2. The association shall never be operated for the primary purpose of profit and no part of its net earnings or membership fees shall be used to the benefit of private individuals.

ARTICLE 6- MEMBERSHIP AND DUES

SECTION 1. MEMBERSHIP CATEGORIES

- a. Household Membership – All residents in a household in the Cole Valley neighborhood (defined in Article 3, Boundaries), shall be eligible for Membership. Members shall have the privileges of voting, holding office, serving on committees, and speaking on the floor at membership meetings.
- b. Associate Membership - Associate Membership shall be open to persons who are interested in the objectives of the Association. Associate Members shall have all of the privileges of regular Membership with the exception of holding office or voting.

SECTION 2. MEMBERSHIP DUES

- a. Annual Membership dues are \$25. A change in the amount of the dues requires a 2/3 majority of the Board of Directors. Members will be dropped from the membership list when their dues are in arrears for one year.
- b. The Board of Directors may cancel, by majority vote, the membership of any member whose conduct is deemed prejudicial to the objectives, welfare, or character of the Association, including any member of the Board of Directors, provided notice of such alleged misconduct shall first be mailed to the said member at least

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10 days prior to the meeting of the Board at which said misconduct is to be considered. The Member may appear in person to challenge the proposed action of the Board.

c. Any individual can petition Board of Directors for a waiver of the membership dues.

ARTICLE 7- SOURCES OF REVENUE

SECTION 1. The fiscal year is from March 1 to the end of February, unless otherwise identified by the Board of Directors. Dues will be set by the Board and collected annually.

SECTION 2. The Association may engage in fundraising activities related to its purposes. The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

The Board of Directors may also decline any contribution, gift, bequest or device.

ARTICLE 8- MEETINGS

SECTION 1. Meetings may take place in person or online. Both will be considered valid.

SECTION 2. There shall be an annual membership meeting to elect Officers and Board members and to set general goals for the upcoming year. The members present at an annual meeting shall constitute a quorum.

SECTION 3. Board meetings shall be held monthly on the first Monday of every month, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place in the following Monday. The time and place of the meeting can be changed by the President with a seven-day notice. Notice of meetings shall be provided by the chair. These meetings shall be open to interested members of the association. A majority of the directors present at a meeting shall constitute a quorum.

SECTION 4. Meetings of the Board of Directors, other than the annual meeting, may be called at any time by the President or Secretary, by notice in writing (email accepted) to each Director and Officer, at least two days before such meeting.

SECTION 5. Any action required or permitted to be taken at a meeting of the Board of Directors, or other committee designated by the Board, may be taken without a meeting if a consent in writing (email accepted), setting forth the action so taken, is signed by a majority of the members of the Board of Directors or Committee, as the case may be. Such consent shall have the same force and effect as a majority vote as a meeting. Subject to applicable notice provisions, the Board of Directors or members of any committee designated by the board, may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in such meeting shall constitute presence in person at such meeting.

ARTICLE 9- BOARD OF DIRECTORS

SECTION 1. The affairs of this association shall be under the management of a Board of Directors. Directors shall serve without pay. The Association shall have a Board of Directors consisting of the President, the Vice President, the Secretary, the Treasurer, and up to eleven members-at-large.

SECTION 2. The Board of Directors shall supervise the affairs of the Association in accordance with its stated purposes and policies; set the agendas for the regular meetings; transact any business between meetings of the Association and report thereon at the next meeting; and make recommendations to the general membership on

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the matters before the Association.

The Board of Directors shall be the policy making body of the Association and empowered to make decisions on behalf of the Association. The Board of Directors may choose to place questions before the membership for guidance or resolution of issues. If the Board seeks a vote of the membership to resolve an issue, the Board must be bounded by the conclusion of that vote.

SECTION 3. The Officers and Directors present at any meeting of the Board of Directors shall constitute a quorum to transact business, provided at least a majority of the Board of Directors is present.

SECTION 4. At the annual membership meetings, the members shall elect from the membership a President, Vice-President, Secretary, and Treasurer, who shall hold office for one year, and until others are chosen and qualified for their places. These shall take office September 1 of each year for the next year, ending the last day of August.

Officers shall serve without pay. In the event of vacancy in any office, the Board of Directors shall fill such vacancy from its number.

SECTION 5. The Board of Directors shall make an annual report to the annual membership meeting.

SECTION 6. If a member of the Board of Directors has three successive unexplained absences from meetings of the Board of Directors, the Board of Directors shall have the authority, at its discretion to remove the Director from the Board. The Director will be given notice of the proposed action to remove him or her from the Board, and will be given a reasonable opportunity to defend him or herself.

SECTION 7. Nonliability of Directors The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 8. Ad Hoc Committees may be required to carry out the purposes of the organization shall be appointed by the President, who shall designate the Chairperson for each such Committee. Each Committee shall be given the specific charge in writing. The President shall be an ex-officio member of such Committees. The Chairpersons shall report the activities of such Committees to the Board at its meetings.

ARTICLE 10- OFFICERS

SECTION 1. The officers of the Association shall be: President, Vice President, Secretary, and Treasurer.

SECTION 2. Officers shall assume their duties in September and shall serve for one (1) year or until their successors are duly elected.

SECTION 3. Any regular member of the Association is eligible for election to office.

SECTION 4. Officers shall be elected at the annual meeting by a simple majority of the members in attendance.

SECTION 5. Vacancies in office shall be handled as follows:

- In the event the President is unable to complete his or her term, the Vice President shall become the President for the unexpired portion of the time.
- Vacancies in offices other than the President shall be filled for the expired term by the Board of Directors.

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- Unexcused absences as determined by the Board of Directors from three consecutive meetings shall constitute a vacancy of office.

ARTICLE 11 - DUTIES OF OFFICERS

SECTION 1. The President shall be the principle officer of the Association and shall:

- preside at the meetings of the Association and when presiding at general meetings shall report to the membership on board actions,
- represent the Association to all publics, except that the President may ask another Officer, Board or Committee member to represent the Association as required,
- appoint standing and special committees and the designate chairs,
- identify members for special assignments,
- conduct the correspondence of the Association.
- sign with the Secretary or any other officer authorized by the Board, any contracts or other legal documents expressly authorized by the Board,
- sign with the Treasurer all withdrawals of funds from Association bank accounts, and
- with the assistance of members, set the agenda for the Association.

SECTION 2. The Vice President shall:

- act as special assistant to the President and represent the President whenever so designated,
- be empowered to sign any documents as authorized by the Board of Directors. This power may be invoked in the event of an emergency during the absence of the President or due to the Presidents inability or refusal to act, and
- perform all such duties as requested by the President or Board of Directors

SECTION 3. The Secretary shall:

- keep minutes and other appropriate records of the Association,
- sign with the President any contracts authorized by the Board, and
- perform other duties as requested by the President or Board.

SECTION 4. The Treasurer shall:

- have charge of all Association funds/bank accounts,
- sign with the President all withdrawals of funds,
- shall have authority to spend discretionary funds up to \$50.00 without prior board approval between Board of Directors meetings,
- maintain a current roster of membership including the name, address, and telephone number of each member.
- deposit receipts in a financial institution in the Associations name as approved by the Board of Directors.
- pay all bills and disburse funds as authorized by the Board of Directors.
- present all financial status reports at all meetings.
- keep itemized and complete records of all receipts and expenditures in a permanent file.
- perform other duties as requested by the President or Board
- present a complete account of Association funds identifying the source of funding and

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- disbursement, at monthly meetings to the Board, and
- prepare a budget in February for the following fiscal year.

SECTION 5. Directors at Large shall:

- Serve as chairs of standing committees as appointed by the President.
- Provide advice and assistance in carrying out Association activities.
- Be responsible for preparing and distributing the Association newsletter.
- Perform such other duties as requested by the President or the Board of Directors.

SECTION 6. Each officer shall deliver to his or her successor within fifteen (15) days after retiring from office, all records, papers, and other property belonging to the Association.

ARTICLE 12- PARLIAMENTARY AUTHORITY

SECTION 1. The rules contained in the current edition of Robert's Rules of Order (newly revised) shall govern all proceedings of the Association.

ARTICLE 13- AMENDMENTS

SECTION 1. These articles may be amended by a two thirds vote of the members present at any general meeting, provided that a notice has been given to the membership at in writing at least 10 days in advance.

ARTICLE 14- CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. Maintenance of Corporate Records

The corporation shall keep online at the google drive of board@cviasf.org and/or on the cviasf.org website:

- a. Minutes of all meetings of directors, committees of the board, and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; d. A copy of the corporation's articles of incorporation and bylaws as amended to date.

ARTICLE 15 - IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. Limitations on Activities: No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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SECTION 2. Prohibition Against Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. Dissolution: Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of California.

ARTICLE 16- ADOPTION OF BYLAWS

Approved by the membership on _____, _____ (MO/DAY/YR) as witnessed by,

_____ President

_____ Secretary