

NOB HILL NEIGHBORHOOD ASSOCIATION

Proposed Bylaws Amendments, 2018

The NHNA Board of Directors proposes amendments to the Bylaws of the Association for consideration by the Membership at the 2018 Annual Meeting. The Bylaws committee developed the proposed changes and on July 9th, 2018, the Board of Directors voted to present them to the Membership at the Annual meeting. This document states the objectives of the Bylaws committee and summarizes the proposed amendments.

Bylaws committee: Tim Ross, Govinda Haines, Greg Weirs, Veronica Salinas

Objectives

The Board of Directors has encountered several situations in the past three years that have identified ambiguities in the Bylaws; when the Bylaws were consulted to resolve a particular point, they were found to provide conflicting statements, statements that could be interpreted in more than one way, or were silent on the issue. Some of the proposed amendments address these situations. The Bylaws committee performed a close reading of the Bylaws as a general review, and other Bylaws changes resulted from this review. The intent of the amendments is to provide clarity. The Board does not view any of the amendments as substantive.

Summary of Proposed Amendments

- 1.) Article I and Article VI section 6.06(d)(6): Clarify how state requirements for a corporation are met by identifying the registered office and the Treasurer as the registered agent.
- 2.) Article II: Clarify wording.
- 3.) Article III: Change the membership year so that eligible members can pay dues and vote at the Annual Meeting. (Under a strict reading of the existing wording, there are no Members of the Association from September 1 to the Annual Meeting except those that paid dues after June 1.)
- 4.) Article III, sections 3.04 and 3.05: Clarify wording.
- 5.) Article IV: Clarify wording.
- 6.) Article V: Clarify wording.
- 7.) Article V: Extend Board “vacancies” to include a failure to elect the minimum number fo Directors (6). To fill such vacancies, the President may call a Special Membership Meeting (section 5.03(d), essentially unchanged), or the Board may appoint Directors for a partial term (section 5.04(b)).
- 8.) Article V: Add a requirement that the Board of Directors maintain a policy for Board meetings that specifies notice, conduct, and formulation of agenda.
- 9.) Article VI: To ensure a smooth transition of the Board from one membership year to the next, define the term of the officers to extend through the first regular Board

meeting after the Annual Meeting. (In practice, at least some of the previous year's officers have run the first regular Board meeting.)

10.) Article VI, section 6.06(a): Clarify that the President shall convene a Board meeting (which may be a regular Board meeting) to fill vacant officer positions.

11.) Article IX: Clarify that a conflict of interest may include personal or political interests as well as financial interests in development projects.