

TRANSBAY REDEVELOPMENT PROJECT AREA CITIZENS ADVISORY COMMITTEE BY-LAWS

ARTICLE I. SCOPE

Section 1. Purpose. The purpose of the Committee is to advise the Office of Community Investment and Infrastructure (OCII) and other public agencies or community groups, as appropriate, on all matters of public interest pertaining to the planning and implementation of the Transbay Redevelopment Plan, including the impact of the Transbay Transit Terminal on the Transbay Redevelopment Project Area.

Section 2. Term. The Committee shall exist for the entire period required to implement the Transbay Redevelopment Plan.

ARTICLE II. MEMBERSHIP

Section 1. Membership Composition. The Committee comprises 11 voting members who are appointed by the Mayor to serve for a maximum of three two-year terms.

Committee members should be representative of the diversity of the Rincon Hill and Transbay neighborhoods. At least four members of the Committee shall be local residents and business owners from District 6 (ZIP Code 94105 or the eastern portion of 94107). For applicants who do not reside within those ZIP Codes, priority shall be given to those who work in and/or are familiar with and spend significant amounts of time in the Rincon Hill and Transbay neighborhoods.

Section 2. Vacancies. When a vacancy occurs on the Committee for any reason, OCII staff shall recommend a replacement to the Mayor for consideration for appointment. A member appointed by the Mayor to fill a vacancy shall serve until the end of the replaced member's term.

Section 3. Extension of Terms. If there is not a qualified applicant to fill a vacancy when a member's term is set to expire, the member may serve past the expiration of his or her term for one year. At the end of that year, the member is subject to removal or replacement by the Mayor.

ARTICLE III. OFFICERS

Section 1. Election of Officers. The Committee has two elected Officers, Chair and Vice-Chair, and one non-voting position staffed by the OCII, Secretary. The Chair and Vice-Chair serve at the pleasure of the Committee.

Nominations for each position must be submitted at least one week prior to the meeting at which elections occur. The selection of Officers shall be made as follows:

Chair: The Chair shall be elected by a majority of the members of the Committee. A majority of the members shall mean a majority of the total number of seats on the

Committee (filled and unfilled). The term of office shall be for one year and shall begin on the date of the election. The Vice-Chair will assume this seat whenever a vacancy occurs in the Chair and will serve out the remainder of the term.

Vice-Chair: The Vice-Chair shall be elected by a majority of the members. The term of office shall be for one year and shall begin on the date of the election. If the term of appointment of the member elected as Vice-Chair expires before the term is out and the member has not been reappointed to the Committee, the Committee will hold an election for a Vice-Chair to serve out the remainder of the term.

No officer shall be prohibited from succeeding himself or herself.

Section 2. Duties of Chair and Vice-Chair. The duties of the Chair and Vice-Chair shall be as follows:

Chair: The Chair represents the Committee's actions and decisions to appropriate agencies and to the community at large, or designates other Committee members to perform these duties. The Chair shall preside at all meetings of the Committee, preserve order and decorum, decide all questions of order raised by any member, and determine the agenda for each meeting in consultation with OCII staff. The Chair shall have the right to participate in the proceedings of the Committee, including the right to make or second any resolution.

Vice-Chair: The Vice-Chair presides over the Committee meetings in the absence of the Chair, and conducts the other duties of the Chair in his or her absence.

Section 3. Removal of Officers. Upon a majority vote of the members of the Committee at a regular or special meeting of the Committee, any Officer may be removed from office after a written notice of intent has been submitted to the Committee, a discussion among Committee members, and an election to choose the Officer's successor.

ARTICLE IV. MEETINGS

Section 1. Meeting Frequency. Unless otherwise noticed, Committee meetings will be held on the second Thursday of every month from 5:30 - 7:00 P.M. at Yerba Buena Center for the Arts, 701 Mission Street, 2nd Floor Conference Room, San Francisco, CA 94103. Meetings are open to the public and are subject to quorum.

A quorum is defined as a majority of the total number of seats of the Committee (filled and unfilled). In the absence of a quorum the Committee may adjourn or reschedule the meeting to a specific date and time. Written notice of the rescheduled meeting shall be provided pursuant to Section 2 below.

Section 2. Meeting Notice. Written notice of each regular meeting and a copy of the agenda shall be delivered electronically to Committee members and to members of the public and the media who have requested such notice in writing. The notice and agenda must be delivered at least five days before the time of the meeting as specified in the

notice. When possible, Committee members shall also receive the printed materials referenced in the agenda, provided they are of a reasonable size. In addition, all printed materials referenced in the agenda of the Committee shall be available for public review at the meeting.

Each meeting notice shall specify the time and place of the meeting and the business to be transacted.

Each meeting shall be held at the regular meeting place of the Committee, except that the Committee may designate an alternate meeting place provided that such alternate location is specified in the notice of the meeting, and provided that the notice of the meeting shall be given at least 15 days prior to said meeting being held at an alternate location. This provision shall not apply where the alternative meeting location is located within the same building as the regular meeting place.

Section 3. Attendance. Committee members shall regularly attend the meetings of the Committee. The Secretary shall record attendance at Committee meetings. In the event a Committee member cannot be in attendance at a regular meeting, it is the obligation of that member to notify the Chair and Secretary at least six days in advance.

Any member who is absent for four of 12 regularly scheduled meetings may be subject to removal from the Committee. This provision applies only to regular Committee meetings held on the scheduled meeting dates and does not apply to rescheduled or special meetings.

Section 4. Vote Required. A majority vote of the members present at a meeting after a quorum has been established is required for passage of any resolution, or for the passage of any other motion. Each Committee member voting must be physically present. No proxy or absentee ballots may be counted towards acceptance or denial of any motion.

Section 5. Minutes of Meetings. The Secretary shall maintain a record of each meeting, record meeting attendance, record the vote on all resolutions, and act as the custodian of the Committee's records. Draft minutes of each meeting shall be available for inspection and copying upon request no later than 10 working days after the date of the meeting. A copy of the previous month's meeting minutes shall be made available at the Committee's next meeting.

Section 6. Cancellation of Meetings. In the event of a meeting cancellation, OCII shall notify Committee members in a timely fashion and provide a notice stating the date, time, and place of the next meeting of the Committee pursuant to Section 2 above.

Section 7. Special Meetings. Special meetings of the Committee may be called at any time by the Chair or by a majority of the members of the Committee by delivering written notice to each member of the Committee and to members of the public and the media who have requested such notice in writing.

Section 8. Public Comment. Every agenda for regular and special meetings shall provide an opportunity for members of the public to address the Committee.

Section 9. Adjournment of Meetings. The Committee may adjourn any regular or special meeting to a time and place specified in the order of adjournment. Written notice of the next meeting shall be provided pursuant to Section 2 above.

ARTICLE V. SUBCOMMITTEES

Section 1. Subcommittees may be established by the Committee Chair or upon request by a majority vote of the members present at a meeting after a quorum has been established. The Chair shall appoint a chair of each subcommittee.

Section 2. Each subcommittee shall consist of at least three Committee members.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained within the current edition of Robert's Rules of Order (Newly Revised) shall govern the Committee in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the Committee may adopt, or applicable laws.

ARTICLE VII. AMENDMENT OF BYLAWS

Section 1. Adoption of Bylaws. When adopted, these bylaws shall remain in effect unless suspended or amended. These bylaws may be amended at any regular meeting of the Committee by a majority vote of the Committee members present, provided that the proposed amendment(s) were submitted in writing to OCII staff at least one week prior to the meeting and distributed to the Committee members pursuant to Article IV, Section 2 above. Meetings at which these bylaws will be considered for amendment shall be publicly noticed at least 10 days in advance.

Section 2. Elections After Bylaw Amendment. Upon adoption of these bylaws, a majority of the Committee may call for an election. The term of the new Chair and Vice-Chair shall be for one year and shall begin on the date of the election.

Section 3. Committee Member Terms after Amendment. At the first regular meeting following adoption of these bylaws, terms of the 11 current voting members of the Committee shall be staggered by drawing names for five members to serve for a term ending one year from the adoption of the bylaws and six members to serve a term ending two years from the date of adoption.

The Committee Secretary shall notify all members of the results of the drawing. Time previously served by current members will not be counted toward the new maximum of three two-year terms. Those members whose names were drawn for an initial one-year term will be eligible for appointment to three two-year terms.

ARTICLE VIII. CONFLICT OF INTEREST

Members of the Committee are appointed to represent the interests of the public and are subject to all conflict of interest laws applicable to public advisory bodies. Committee members serve without any compensation. Committee members must refrain from engaging in an official capacity in all matters pertaining to solicitation of bids, including, but not limited to, preliminary discussions, negotiations, compromises, reasoning, planning, or drawing of plans and specifications. There shall be no personal or monetary gain by members of the Committee as a result of their membership and actions on the Committee.