

BY-LAWS
OF
WEST OF TWIN PEAKS CENTRAL COUNCIL

ARTICLE I: Meetings

Section 1.

Regular Meetings of the West of Twin Peaks Central Council (hereinafter "Council") shall be held on the 4th Monday of each month at 7:30 o'clock PM at the Forest Hill Clubhouse, 381 Magellan Avenue, San Francisco, or, if that location is not available, at such other place designated by the President of the Council. Regular meetings do not take place in the months of July, August and December. The regular meeting for any month may be postponed or set for another time to be designated by the President and provided the Members are given notice thereof at least one (1) week prior to the regular date, or new designated date, whichever comes first.

Section 2.

- a) **Special Meetings** of the Council may be called by the President from time to time and shall be called by the President on the written request of any six (6) Members.

Section 3.

Annual Meeting of the Council shall be held at the June regular meeting, at which Officers shall be elected for the ensuing year, by a majority vote of all Members present.

Section 4.

Notice of the time and place of each regular, annual, and special meeting, the agenda therefor, and the draft minutes of the prior meeting shall be given in writing, by email or mail, to the listed Delegates and president of the Member organizations at least four (4) days prior to such meeting, and in the case of a special meeting, the agenda shall state the purpose or purposes for which the same is called. At the time that the notice and agenda is sent to member organizations, a copy thereof shall be posted to a website maintained by the Council.

Section 5.

Quorum. A quorum required for any regular, special or annual meeting of Members shall consist of Members appearing by delegates representing a majority of Members of the Council entitled to vote. The votes of a majority of the members present at the meeting at which a quorum is present shall be sufficient to transact business excepting as otherwise specifically provided for in the Constitution or the By-Laws. Whenever a Member abstains from

voting, such abstention shall not be considered a vote for or against the matter being voted upon.

Section 6.

Approved minutes and correspondence.

The Council shall maintain copies of all approved minutes and resolutions of the Council and shall maintain copies of all correspondence issued by the Council pursuant to motion or resolution. Once these items have been prepared, copies shall be posted to a website maintained by the Council.

ARTICLE II: OFFICERS

Section 1.

President. It shall be the duty of the President to preside at all meetings of the Council; to enforce all rules and regulations of the Council; and to perform such other duties as ordinarily pertain to his or her office. The President shall have the power to appoint such Special and Standing Committees from among the delegates as he or she shall desire, which Committees shall serve at the President's pleasure. Any Committee Chair acting in behalf of the Council is empowered to approve or disapprove any act or proposed act of any City Board or Agency with the prior approval of the President in any instance wherein it is impossible to obtain timely expression of the Council, and full disclosure of such action shall be made by the President or the Chairman at the next regular meeting of the Council. The President may appoint a delegate to serve as a parliamentarian to advise the President on matters of procedure. The parliamentarian shall serve at the pleasure of the President.

Section 2.

Vice President. It shall be the duty of the Vice President, in the event of, and during the absence, disability or resignation of the President, to perform all of the duties pertaining to the office of President.

Section 3.

Secretary. It shall be the duty of the Secretary to keep a record of all business transacted at each meeting of the Council and of any Committee appointed by the President, such records to be kept in books belonging to the Council. The Secretary shall keep a correct roll of Members and qualified Delegates; shall give all notices required by these By-Laws; perform such other duties as may be assigned by the Council or the President; and all duties which ordinarily pertain to the office of Secretary. The Secretary shall secure from each Member in writing, from time to time, a list of the names, addresses and email addresses of its officers and qualified Delegates. The

Council shall determine whether or not the Secretary shall be paid a salary, and, if so, the amount thereof.

Section 4.

Treasurer. It shall be the duty of the Treasurer to collect all moneys payable to the Council; to have custody of all the funds belonging to the Council; to keep an accurate account thereof; and to disburse the same only for ordinary business expenses, or as directed by the Council, and by check signed by any two officers.

Section 5.

Assistant Secretary. In the event the Secretary is unable to act for any reason, the President may appoint an Assistant Secretary who shall hold office and perform the duties of Secretary until the Secretary is able to resume the duties of the office or until a successor Secretary is elected and qualified. The Assistant Secretary shall be an officer only when acting as Secretary.

Section 6.

Assistant Treasurer. In the event that the Treasurer is unable to act for any reason, the President may appoint an Assistant Treasurer who shall hold office and shall perform the duties of Treasurer until the Treasurer is able to resume the duties of the office or until a successor Treasurer is elected and qualified. The Assistant Treasurer shall be an officer only when acting as Treasurer.

Section 7.

Term. All Officers shall serve for one (1) year after election, and until their respective successors are elected and qualified; provided, however, that no individual shall be elected to the office of President for a period longer than two (2) consecutive terms.

Section 8.

Removal. Any Officer may be removed by a two-thirds (2/3) vote of the Members present at any special Meeting of the Council duly called and held for that purpose in accordance with the By-Laws.

Section 9.

Vacancies. If any vacancy shall occur for any reason in any office, it shall be filled by the Members present at any meeting of the Council duly called and held in accordance with the By-Laws. The agenda for such meeting shall state that an election will be held to fill the vacant office.

ARTICLE III: DUES

Section 1.

Dues. Annual dues are payable in advance on January 1 of each year as follows:

- a) For Member organizations having less than one hundred fifty (150) sites within the designated confines of their district on which buildings have been or can be erected, the sum of Ninety dollars (\$90.00) per year.
- b) For Member organizations having one hundred fifty (150) or more, but less than (500) sites within the designated confines of their respective districts on which buildings have been or can be erected, the sum of One Hundred Eighty Dollars (\$180.00) per year.
- c) For Member organizations having five hundred (500) or more sites within the designated confines of their respective districts on which buildings have been or can be erected, the sum of Two Hundred Seventy Dollars (\$270.00) per year.

Section 2.

Failure to Pay. If any Member is in arrears six (6) months or more in the payment of dues, such Member may be suspended as provided for by Article III, Section 7, of the Constitution.

Section 3.

Withdrawal of Member. Any Member of the Council may voluntarily withdraw from membership by submission to the Secretary of the Council a written certification signed by the president of the withdrawing Member that the said Member has taken proper action authorizing such withdrawal and instructing its president to notify the Council thereof, and such withdrawal shall become effective upon formal presentation of the certification by the Secretary to the President of the Council at the next regular meeting of the Council. Upon withdrawal the withdrawing Member shall pay its dues delinquencies, if any, including dues payable for the year of withdrawal.

ARTICLE IV. RULES OF ORDER

Section 1.

Rules of Order.

If no rule of procedure or order is specifically prescribed by the Constitution or By-Laws of this Council, then "Robert's Rules of Order" shall govern the proceedings at all meetings of the Council or any Committee.

ARTICLE V. DELEGATES

Section 1.

Representatives of Members. Each Member shall be represented at any meeting of the Council by a Delegate who shall be a person named in the current list of Delegates submitted by the Member to the Council.

Section 2.

Authorization of Delegates. Each Member shall submit to the Secretary of the Council a list of persons, not over ten (10) in number, any one (1) of whom shall be authorized to represent the Member as its Delegate, at any meeting of the Council, and shall also notify the Secretary of the Council in writing of any modifications or deletions from or additions to said list, and said list as so modified shall be the current list. Any person listed on said current list and attending any meeting of the Council shall be presumed to be a Delegate duly authorized to represent the Member at such meeting. Should more than one (1) of the persons listed appear at any meeting of the Council, their attendance, collectively, shall be deemed to be the attendance of a Delegate of the Member, and they shall select a person to cast the Member's vote.

ARTICLE VI. AMENDMENTS

Section 1.

Amendments.

These By-Laws may be amended by a two-thirds (2/3) vote of all Members of the Council at any meeting of the Council duly called and held in accordance with the By-Laws, but only after ten (10) days notice of the proposed amendment shall have been given to each member by way of a notice of meeting and agenda that shall contain or attach the full text of the By-Laws proposed to be amended, the full text of the provision as it will read after the amendment, and an explanation of the reasons for and purposes of the proposed amendment.

Section 2. In the event of any contradiction or conflict between a provision of the By-Laws and a provision of the Constitution, the provision of the Constitution shall control.

Amended: 1976 and 2008

Amended: May 29, 2012