

BY-LAWS of the GreenTrustSF Central Waterfront

Article I - Name

The name of this organization shall be the GreenTrustSF Central Waterfront, henceforth in these By-Laws referred to as GreenTrustSF CW.

Article II - Purpose and Boundaries

The GreenTrustSF CW is a community-based non-profit that exists to establish and cultivate a comprehensive plan with associated financing mechanisms to realize a greener Central Waterfront and improve the community's social and ecological health.

The GreenTrustSF CW administers the Master plan for all Green development projects in the Central Waterfront that are part of the **Green Blueprint**.

The boundaries of the Central Waterfront shall be Hwy 280 on the west; Mariposa Street on the north; San Francisco Bay on the east, and the south shore of Islais Creek on the south. In special cases these boundaries may be extended by a two thirds (2/3) vote of general membership.

Article III - Membership

Section 1: Membership in the GreenTrustSF CW shall be open to all persons residing and/or owning property or a business within the boundaries of the Central Waterfront; and to individuals who work, live or perform a service in the Central Waterfront.

Section 2: Membership becomes effective upon registration and payment of dues. Only members of at least three (3) month's standing shall be eligible to hold or run for a board position. Only members of at least one (1) month's standing shall be eligible to vote on issues before the GreenTrustSF CW, including election of officers. General members or Board members in whatever capacity, may not speak or act or make requests in the name of the GreenTrustSF CW without due authorization from the GreenTrustSF CW or Board of Directors.

Section 3: The Board of Directors shall set eligibility requirements for membership and/or dues annually.

Article IV - Board of Directors

Section 1: Powers and Duties: The Board of Directors shall have full charge of the business and property of the GreenTrustSF CW with the power and authority to act in the name of the GreenTrustSF CW in all matters, subject to the provisions and intent of these By-Laws and the instructions of the general membership.

Section 2: Members: The Board of Directors shall consist of the officers of the GreenTrustSF CW, the Chairs of the standing committees, and five (5) Members-At-Large.

Section 3: Terms of Membership: Officers and Members-At-Large of the GreenTrustSF CW shall serve

on the Board of Directors for the period of the election; Chairs of the standing committees shall serve for the period of their appointment or election. No person shall serve more than two full consecutive terms on the Board of Directors in the same capacity. However, the Treasurer, the Membership/Communications Chair, the Project Development/Implementation Chair may serve for more than two terms if approved by a two-thirds (2/3) vote of the general membership at the annual meeting.

Section 4: Vacancies: The Board of Directors shall elect persons to fill any vacant elected position, and such persons shall serve until the next annual meeting at which time election for any of the remaining positions shall occur. A two-thirds (2/3) vote of the Board of the GreenTrustSF CW can vacate any Board position whose incumbent is recorded as having missed more than three (3) Board meetings in one calendar year.

Article V - Officers

Section 1: The officers of the GreenTrustSF CW shall be the Chair, the Vice-Chair, Internal Secretary, External Secretary, and Treasurer. They shall be elected at the end of the annual meeting of the GREENTRUSTSF CW by a simple majority and assume their duties at the next regular meeting of the Board of Directors.

Section 2: The Chair shall preside at all meetings of the GreenTrustSF CW and the Board of Directors and perform all the duties of that office.

Section 3: The Vice-Chair shall perform the duties of the Chair when the Chair is absent or unable to act and such other duties as the Chair shall designate.

Section 4: The Internal (Recording) Secretary shall take the minutes of the GreenTrustSF CW and Board of Directors meetings and shall keep a file of all the proceedings and records of the organization, and further be responsible for communications with members and others outside the GreenTrustSF CW.

Section 5: The External (Corresponding) Secretary shall have charge of all of the correspondence under the direction of the Board.

Section 6: The Treasurer shall have charge of the funds of the GreenTrustSF CW, making expenditures upon the direction of the Board of Directors and shall keep regular books of account and treasurer vouchers for the payment of money. The Treasurer shall make reports at Board of Directors and GreenTrustSF CW meetings, as necessary and annual reports of all receipts and disbursements.

Article VI - Members-At-Large

Section 1: There shall be five (5) Members-At-Large on the Board of the GreenTrustSF CW. Members-At-Large shall be elected at the annual meeting of the GreenTrustSF CW. The term of office shall be two years, and Members-At-Large may not serve more than two full successive terms in the same office.

Section 2: Five (5) Members-At-Large shall be elected in 2007: Three (3) Members-At-Large shall be

elected in 2007 and in subsequent odd-numbered years to a two-year term. Two (2) shall be elected in 2007 and in subsequent even-numbered years to a 2-year term.

Section 3: Members-At-Large shall endeavor to be alert to developments in the broader community and how they effect this neighborhood and shall perform such general and special duties for the Board as they may be assigned from time to time by the Chair or at the direction of the Board.

Article VII – Committees

Section 1: The standing committees of the GreenTrustSF CW shall be:

Project Development / Implementation, Membership / Communications, Fundraising / Grant Writing,

The chairs of the standing committees shall be elected by the general membership. These committees shall be established within a month following the annual meeting. These committee chairs with approval of the Board of Directors shall select their committees. All committees will have no fewer than three (3) members, except the Project Development / Implementation Committee which will have at least five (5) members.

Section 2: The **Project Development / Implementation Committee** shall keep the Board and GreenTrustSF CW informed of proposals and programs affecting public and/or private financing mechanisms and proposed land uses in the neighborhood and shall encourage neighbors' interest in and participation in those projects.

Section 3: The **Membership / Communications Committee** shall promote new membership and shall keep membership and participation records up to date. It shall also provide liaison with County, State and Federal agencies and officials, as authorized by the GreenTrustSF CW or Board as well as support and maintain membership communications via newsletters, The GreenTrustSF CW website and other affiliated media. A member of the GreenTrustSF CW Board of Directors will chair the Communications Committee. The Committee Chair will report to the GreenTrustSF CW Board at its quarterly meeting.

As the need arises, this committee shall also oversee board nominations. The Committee shall have at least three members (see Section 1) and no person may serve more than two full successive terms as a member of the Nominating Committee. It shall be the duty of this Committee to prepare a slate of nominees for Officers, Members-At-Large, and their own successors on the Nominating Committee. This eligible candidates pool should be made up of people who have been GreenTrustSF CW members for three (3) months or more. The Committee shall make all reasonable effort to provide a slate that reflects the various facets and interests of the neighborhood and shall solicit nominations from the general membership via personal contact, phone, website and/or email lists. The resulting list of nominees shall be presented at the following Board Meeting. The slate shall be posted on the website 30 days prior to the next general membership meeting to be voted on by the membership at that meeting. At the meeting GreenTrustSF CW members may make additional nominations provided such nominee has consented and has been a GreenTrustSF CW member in good standing for three (3)

months. Election shall be by ballot, except that when there is only one nominee for each office, in which case the President may call for a voice vote.

Section 4: The **Fundraising / Grant writing Committee** shall keep the Board and GreenTrustSF CW informed of proposals and programs offering grants and shall be responsible for writing grant applications.

Section 5: The Chair, as deemed necessary by the Board of Directors, may appoint special committees and sub-committees.

Article VIII - Meetings

Section 1: Regular public meetings of the Board of Directors shall be held quarterly on the 1st Tuesday of every February, May, August, and November. Unless otherwise decided by the Board of Directors, 7 members or 2/3 of the Board of Directors, which ever is less, shall constitute a quorum for the transaction of business. Special meetings may be called by the Chair upon proper notification; and shall be called by the Chair upon written request by three (3) members of the Board.

Section 2: Regular public membership meetings of the GreenTrustSF CW shall be held semi-annually on the 1st Tuesday of every sixth month beginning April 2007. Unless otherwise decided by the Board of Directors all members in good standing present at the semi-annual meeting (but in no case fewer than ten members) shall constitute a quorum for the transaction of business. Special meetings may be called by the Board of Directors upon proper notification; and shall be called by the President upon written request by ten (10) members of the GreenTrustSF CW.

Section 3: The annual meeting of this GreenTrustSF CW shall be the April meeting and shall be governed by rules for regular meetings.

Article IX - Amendments

Section 1: These By-Laws may be amended at any regular or special GreenTrustSF CW meeting by a two-thirds (2/3) vote of members present and voting, provided proper notification of such amendment has been communicated to the members at least ten (10) days in advance of the meeting. Proper notification means that proposed amendments shall communicated to the membership in a manner approved by the Board.

Article X - Rules

Section 1: Roberts' Rules of Order, Revised, shall govern the conduct of the meetings of the GreenTrustSF CW except that they may be suspended by unanimous consent at any meeting. Copies of the By-Laws are available upon request and shall be maintained on the GreenTrustSF CW website.

Adopted February 27, 2007