

BY-LAWS

BY-LAWS OF FRIENDS AND ADVOCATES OF THE CROCKER-AMAZON AND EXCELSIOR F.A.C.E.

ARTICLE I. NAME

The name of the organization shall be the "Friends and Advocates of the Crocker-Amazon and Excelsior", hereinafter referred to as FACE. Its boundaries shall be neighborhoods of the Crocker-Amazon and Excelsior districts of San Francisco, CA, the surrounding parks and support for other neighborhoods of Supervisorial District 11.

ARTICLE II. PURPOSE AND GOALS

The purpose and goals of FACE shall be to preserve and enhance the character of the area defined in Article I as a desirable San Francisco neighborhood; to build awareness and to celebrate the rich cultural and recreational resources we have in our neighborhood. We strive to gain positive recognition of our neighborhood's diversity and history.

ARTICLE III. MEMBERSHIP

Membership may be extended to any person or organization that shares the goals of FACE outlined in Article II. Two levels of membership will be available: **Internet only member**: One who provides our steering committee with an e-mail address and receives electronic newsletters on upcoming events and projects sponsored by FACE. This membership is free. **FULLFACE member**, pay the annual dues established by the Steering Committee. Members may be individuals, an organization or a business. Each shall count as one member and shall have one vote. Membership is for one year beginning in a month to be established at the general membership meeting and ending on year later, (unless membership term is extended by the Steering Committee). Membership must be renewed within 60 days of the new year or membership is automatically terminated but can be re-instated upon receipt of payment or change in status to an Internet Membership. Any member may resign by notifying the Steering Committee of this desire. Membership fees are not refundable or transferable. Any member may be suspended or expelled by a majority vote of Full FACE members or a majority vote of the Steering Committee. Only FULL FACE members shall have voting privileges.

ARTICLE IV. OFFICERS

The officers of the Association shall consist of Chairperson (*The Grand Excelsior*), Vice-Chairperson (*Vice Excelsior*), Secretary-Archivist, and Treasurer (*The Crocker of the Purse*). Officers shall be elected by a plurality vote of the FULL FACE membership for a term of one year. Officers may succeed themselves.

CHAIRPERSON (*The Grand Excelsior*); shall preside at FACE meetings and meetings of the Steering Committee, shall preserve order and regulate debate, shall supervise the affairs of FACE and shall attend to its executive matters. He/she or an alternate so designated shall represent the Association as the liaison to the District 11 Council.

VICE-CHAIRPERSON (*The Vice-Excelsior*); shall preside over meetings when the Chairperson is absent and shall assist the Chairperson as needed. The Vice-Chairperson shall succeed the Chairperson in the event that position is vacated.

TREASURER (*The Crocker of the Purse*). The Treasurer shall have general charge of the funds of FACE and shall make reports of all receipts and disbursements. The Treasurer, under the direction of the Steering Committee, shall pay all properly certified bills in a timely manner. In the event of the temporary absence or disability of the Treasurer, his or her duties shall be performed by a person designated by the Chairperson.

SECRETARY-ARCHIVIST. The Secretary-Archivist shall keep the minutes of the meetings of the Steering Committee and the general membership and shall notify the members of the time and place of all such meetings. The Secretary-Archivist shall be responsible for receiving, filing, and retaining all FACE records, including relevant newspaper clippings and other materials pertaining to the work of FACE. In the event of the temporary absence or inability of the Secretary-Archivist, his or her duties shall be performed by a person designated by the Chairperson.

ARTICLE V. STEERING COMMITTEE

FACE shall be governed by a Steering Committee. The Steering Committee shall be composed of the Chairperson, the Vice-Chairperson, the Treasurer, the Secretary-Archivist, the chairpersons of FACE's standing committees, and between three and six additional FULL FACE members as Members-At-Large. Steering Committee members, including officers, shall be elected for a term of one year by the membership at the annual business meeting with terms beginning at that meeting and following the calendar year. Eligibility for membership on the Steering Committee shall be open to all Full FACE members who have had continuous membership for at least one year. Members may succeed themselves. Steering Committee members may resign by tendering their resignation to the Steering Committee, or a member may be removed by majority vote of the other members. In the event of absence or disability of a member of the Steering Committee, the Chairperson shall have the right to nominate a successor subject to confirmation by a majority vote of the Steering Committee. The Steering Committee may establish such accounts with banks, trust companies or other financial institutions as it deems appropriate. All written contracts or obligations shall be signed by the Chairperson, Vice-Chairperson, and the Treasurer.

The Steering Committee is authorized to take public positions on behalf of FACE on issues that affect the neighborhood, in keeping with the goals and purpose of the organization. Official positions will be based upon a majority vote of 3/4 of the Steering Committee members attending a meeting, provided a quorum is present, or of a 3/4 majority of all Steering Committee members in the event of a telephone or e-mail vote. Any such decision by the Steering Committee will be disclosed to the Membership at least one week prior to any announcement to the general public on behalf of FACE. The Membership shall have the right to over-ride any such action of the Steering Committee by submitting a signed letters or e-mails by a simple majority of FULL FACE members whose current dues are paid in full as of the vote.

ARTICLE VI. PROJECT COMMITTEES

The chairperson of each committee shall be responsible for appointing committee members. The Steering Committee may establish temporary committees as it deems appropriate. Both levels of FACE members may serve on more than one committee.

ARTICLE VII. NOMINATIONS AND ELECTIONS

The initial officers of Friends and Advocates of the Crocker- Amazon and the Excelsior, shall consist of those officers volunteering in 2002. These officers shall appoint a temporary Steering Committee to serve until the annual business meeting in 2004. Prior to the annual business meeting, the Vice-Chairperson shall appoint a nominating committee to recommend a slate of officers and other Steering Committee members for the upcoming year. This slate shall be approved by a majority vote of the Steering Committee and then presented to the general membership for a vote at the annual business meeting. Nominations for all positions on the Steering Committee may be made from the floor at the general membership meeting provided prior consent of the nominee has been expressed. The nominee for each Steering Committee position who receives plurality vote shall be elected. A quorum shall consist of 1/3 of the Association's membership.

ARTICLE VIII. MEETINGS

OF THE MEMBERSHIP. There shall be at least one meeting of the general membership of FACE each year, at a time and place determined by the Steering Committee. This meeting shall be the annual business meeting for the election of the Steering Committee, reports by officers and standing committee chairpersons, and recognition of special members and friends. Special gatherings of the membership also may be called by the Steering Committee. Notice of such gatherings shall be mailed, e-mailed or hand delivered no less than two weeks prior to such gatherings.

OF THE STEERING COMMITTEE: Special meetings of the Steering Committee may be called by the Secretary upon the request of any two Steering Committee members with not less than 24 hours notice. The quorum for transacting FACE business shall consist of a majority of Steering Committee members. When an event requires immediate action and time does not permit a formal convening of the Steering Committee, action may be taken with the phone call and/or e-mail approval of a majority of the Steering Committee.

OF STANDING AND TEMPORARY COMMITTEES. Standing and special committees shall be convened at the call of the committee chair.

ARTICLE IX. FISCAL YEAR

The fiscal year for all business transactions shall be the calendar year.

ARTICLE X. AMENDMENTS

These by-laws may be amended by a majority vote of 2/3 of the membership in attendance at the annual business membership meeting. Proposals to amend the by-laws shall be in writing and approved by a majority of the Steering Committee. Notice of any proposed amendments shall be mailed or hand delivered at least thirty days prior to any membership vote on same.

Amended the 24th day of February, 2004.

Adopted the 5th day of November, 2003.