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The Mayor's Hunters Point Shipyard Citizens Advisory Committee

Fifth Amended By-laws

(Rev, October 17, 2011)

1. **Scope and Purpose:** The scope and purpose of the Hunters Point Shipyard Citizens Advisory Committee ("CAC") shall be to advise the Mayor, the San Francisco Redevelopment Agency Commission ("the Commission") and the City and County of San Francisco's Board of Supervisors (the "Board") on matters related to (i) the remediation of the former Hunters Point Naval Shipyard (the "Shipyard"); (ii) the conveyance of the Shipyard from the United States Navy ("Navy") to the San Francisco Redevelopment Agency (the "Agency") or the City and County of San Francisco (the "City"); and (iii) the redevelopment of the Shipyard pursuant to that certain Hunters Point Shipyard Redevelopment Plan approved by the Board and the Commission, and endorsed by the CAC, in July of 1997, as such may be amended from time to time (the "Redevelopment Plan"). In providing such advice, the CAC shall adhere to and promote principles of environmental justice, environmental sustainability, community-based economic development and job training, community ownership and equity, and other principles applicable to the remediation and development of the Shipyard that address the needs of the Bayview-Hunters Point Community. The CAC shall also promote the exchange of information and opinions among its members, government agencies, and community stakeholders.
2. **Regular Meetings of the CAC:** The CAC will generally meet at least monthly at a time and place to be agreed pursuant to a duly approved motion of the CAC.
3. **Special Meetings of the CAC:** Special meetings of the CAC may be called at any time by the Chair or a majority of the appointed members of the CAC by oral and written notice to each member of the CAC and to any other entity or person legally required to receive notice of CAC meetings. Notice shall be received at least seventy-two (72) hours before the time of the meeting, and the notice shall include the time and place of the meeting and business to be transacted.
4. **CAC Membership:** The CAC shall consist of no more than twenty-nine (29) persons, each appointed by the Mayor. At least eighteen (18) members (62% of the total membership) shall be residents of the Bayview-Hunters Point Community living within Zip Code 94124 (the "Bayview"), no more than four (4) members (14% of the total membership) shall come from commercial tenants or businesses operating at the Shipyard, and no more than seven (7) members (24% of the total membership) shall come from members of the public with expertise in at least one of the following areas:
 - Small business development and economic and business development;
 - Operating and owning a business in the Bayview;

Approved by the CAC on October 17, 2011, then by the Mayor on February 29, 2012

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- Job training;
- Senior, youth, and social issues;
- Real estate development and finance;
- Urban planning and design;
- Transportation;
- Affordable housing;
- Arts and culture;
- Education;
- Hazardous materials remediation;
- Public health;
- Sustainable development;
- Ecological restoration (including wetlands, open space and parks); and
- In addition, the membership should also include persons currently serving on (i) the Hunters Point Naval Shipyard Restoration Advisory Board and (ii) the Bayview-Hunters Point Project Area Committee.

A roster of the current members of the CAC and the respective categories they represent is attached hereto as Schedule A. The Secretary of the CAC shall keep an updated roster of all CAC members.

Member Emeritus: A member who has served on the Committee for at least five years and who, for reasons that may include but are not necessarily limited to advanced age or health, submits that active participation on the Committee is burdensome, may elect to continue service as a *member emeritus*. A member emeritus shall enjoy all the rights and privileges of a regular member of the Committee save that the emeritus member shall sit on the Committee with a voice but no vote. Members emeritus may not be counted as active members or for purposes of satisfying any of the representational categories enumerated in this By-Law.

5. Quorum:

Full CAC. A quorum for the CAC shall consist of a majority of the full appointed CAC membership for meetings of the full CAC.

Executive Committee. A quorum for the Executive Committee shall be a majority of the Executive Committee members.

Subcommittees. A quorum for any subcommittee shall consist of three (3) subcommittee members

Definition of Majority. For the purposes of this Section 5, a majority is defined as any number that exceeds more than fifty percent (50%) of the appointed membership of a committee.

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Role of the Chair in Subcommittees. The Chair of the CAC is deemed an ex-officio member of all subcommittees and may be counted for purposes of establishing a quorum. The Chair of the CAC may delegate this prerogative to the Vice-Chair of the CAC.

6. **Voting:** After a quorum has been established at a CAC meeting or any meeting of a subcommittee of the CAC, a majority vote of such quorum is required for passage of any motion by the CAC or any subcommittee of the CAC. CAC members must be physically present in the meeting place when a vote is taking place on any motion to have their vote counted. No proxy or absentee ballots may be counted in favor of or against any motion.

7. **Open and Public Meetings:** Meetings of the CAC and any subcommittee of the CAC shall be open and public. Any person shall be permitted to attend any meeting of the CAC or subcommittee of the CAC, provided that the CAC and subcommittees of the CAC may meet in closed session with Agency and City staff pursuant to Section 67.4(a)(6) of the City's Sunshine Ordinance.

8. **Adjournment of Meetings:** The CAC may adjourn any meeting to a time and place specified in the order of adjournment by less than a quorum, if necessary.

9. **Attendance of Meetings:** CAC members are expected to attend all full CAC as well as assigned subcommittee meetings. If a CAC member cannot attend a meeting, it is that member's responsibility to notify the CAC or CAC subcommittee Chair, or their designee. Failure to provide such notice prior to the next regularly scheduled meeting of the CAC shall constitute an unexcused absence, unless the Chair reasonably determines that extraordinary circumstances made providing such notice impracticable.

10. **Appointment and Removal of CAC Members:** The Mayor shall appoint in writing all members of the CAC and may remove any member from the CAC for any reason, with or without cause. The CAC Chair, upon approval of a 2/3 majority of members in good standing, may request that the Mayor remove a CAC member for cause. In addition, a member who has three (3) consecutive unexcused absences from a regularly scheduled CAC meeting or more than five (5) absences (for any reason) from a regularly scheduled CAC meeting in any calendar year, shall automatically be removed from the CAC. In the event a member is removed from the CAC pursuant to this Section 10 or resigns in writing to the Chair from the CAC, the Mayor shall appoint a new member to the CAC in accordance with the guidelines for CAC membership described in Section 4 above.

Exemptions from Automatic Removal

Employment and Educational Exemption – A member may, upon written application to the Chair and an affirmative vote by the CAC, request and be granted a twelve (12) month exemption from automatic removal under the following conditions: The member has a minimum of three (3) years previous service on the committee; the member attests to an ongoing conflict resulting from employment or educational activities that

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prevent attending regular CAC meetings; the member joins and attends the majority of meetings of at least one subcommittee during the period of the exemption. On a case by case basis, the chair of the CAC may make an exception for members with less than three (3) years of committee service who request the exemption.

Exemption for a Chronic Health Condition

A member may, upon written application to the Chair, claim an exemption from automatic removal when unable to attend CAC meetings, including subcommittee meetings, due to a chronic medical condition. A member claiming this exemption who is unable to resume regular participation after six (6) months shall be automatically removed from the CAC pursuant to this Section 10.

11. **Minutes:** The CAC, working with Agency or City staff, shall keep written minutes of each meeting of the CAC. A copy of the minutes shall be furnished to each CAC member prior to the next regularly scheduled full CAC or subcommittee meeting, and the Executive Director of the Redevelopment Agency, the Mayor's Office, and the Board of Supervisors upon request. Minutes of subcommittee meetings may be approved and incorporated in the CAC's meeting minutes.

12. **Nomination and Election of Presiding Officers:** At the first regular meeting of the CAC in February of each even year, the Chair will call for nominations for the following offices: Chair, Vice-Chair, and Secretary. Presiding officers shall serve a term of two (2) years or until replacement officers have been elected. The candidates may serve more than one consecutive term, but must be members in good standing according to the CAC Bylaws.

At the next full CAC meeting following nominations (unless otherwise specified by a vote of the CAC) the chair will make a second and final call for nominees and officially close the nomination. At that time the election will proceed as follows:

Election of the Chair:

- Description of Office. Referring to the CAC Bylaws, the Chair briefly states the duties of the office of CAC Chair.
- Nominations. He/she asks CAC staff to read the names of individuals already nominated for the office of Chair. The Chair calls for additional nominations from the floor. When no further nominations remain, the Chair will declare nominations for CAC Chair closed.
- Candidate Statement. The Chair invites candidates to make a short statement (less than 2 minutes). The order in which candidates are called upon will be in the order they were nominated.
- Voting for Chair. Staff announces nominees for Chair in their order of nomination. Staff calls each CAC member by name; the member states the name of the candidate receiving his/her vote. Staff counts the

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votes, announces the vote tally, declares a winner, and keeps a written record of all votes cast. If a new Chair is elected, that person presides for the remainder of the meeting.

Election of the Vice Chair – same procedure as above

Election of the Secretary – same procedure as above

Special Circumstances

Tie. In the event of a tie, another vote will be taken for that office. In any re-vote, candidates who were not tied for the lead in the previous vote will be dropped from contention and the members shall vote again among the remaining candidates. Re-voting continues until either one candidate has more votes than the other candidate(s) or re-voting has taken place five (5) times. If the CAC has taken five (5) re-votes and the leading candidates are still tied, the meeting of the CAC shall be adjourned without an election for that position.

Single Candidate. In the event of a single nominee running for a given office, that candidate will be declared the winner by acclamation.

13. **Duties of Presiding Officers:** The Chair shall preside over all meetings of the CAC and shall represent the CAC or authorize CAC representatives to represent the CAC at meetings and hearings related to the Shipyard. The Chair shall also appoint the Chair(s) of each subcommittee. When the Chair is unable to attend a meeting, the first Vice-Chair shall preside and have all of the duties and powers of the Chair. When the Chair and the Vice-Chair are unable to attend a meeting, the Secretary shall preside and have all of the duties and powers of the Chair. The Secretary shall monitor member attendance and perform a quarterly attendance review (beginning in January of each year). The Secretary will work with the CAC Staff to send correspondence to delinquent members. The Secretary shall also work with the Executive Committee on CAC correspondence and other matters related to the normal operation of the CAC.

14. **Agendas:** The Chair, the Vice-Chair, the Secretary, and the Chairs of each subcommittee shall notify staff periodically and on an as-needed basis to set the agendas for future CAC meetings. In addition, members of the CAC may at any time recommend items to be added to the full CAC agenda. As a general matter, agendas shall be planned so that CAC meetings do not exceed two (2) hours.

15. **Executive Committee:** The Executive Committee shall consist of all presiding CAC officers and subcommittee chairs. The Executive Committee shall review the business of all CAC subcommittees, set the agenda for subsequent full CAC meetings, and consider administrative (non action-items) that concern the full CAC.

Subcommittee chairs who are unable to attend an Executive Committee meeting may appoint the vice-chair or secretary as their substitute with full voting rights on Executive Committee action. **Each subcommittee shall have one vote notwithstanding the number of chairs assigned to the subcommittee.**

16. **Other Subcommittees:** The CAC shall have at least the following subcommittees: (1) an “Environment and Reuse Subcommittee” focused on the remediation of the Shipyard and the conveyance of the Shipyard from the Navy to the Agency, including issues related to environmental monitoring and testing and “green” or sustainable development; (2) a “Planning, Development, and Finance Subcommittee” focused on issues related to urban design, land use and transportation, engineering and construction, interim use and management, project finance and fiscal impacts; (3) a “Business Opportunity and Employment Subcommittee” focused on how the redevelopment of the Shipyard will ensure employment, training, local community ownership and other economic development benefits to residents of the Bayview, including ensuring fairness in the administration of contracting and employment programs related to the Shipyard; (4) a “Housing Subcommittee” focused on the development of new housing at the Shipyard, including affordable, low-income and public housing and neighborhood serving community services.

All subcommittees shall be established under the direction of the Chair and approved by majority vote of the CAC members present. The Chair of the CAC shall appoint the Chair(s) of each subcommittee. Each subcommittee shall elect a Vice-Chair and a Secretary with the exception of subcommittees with three (3) or fewer members. When the Chair is unable to attend a meeting, the first Vice-Chair shall preside and have all of the duties and powers of the Chair. When the Chair and the Vice-Chair are unable to attend a meeting, the Secretary shall preside and have all of the duties and powers of the Chair. Ad hoc Committees may be appointed at the Chair’s discretion.

If a subcommittee chair cannot attend their meeting, notice must be given to the CAC Chair or their designee within seven (7) calendar days of the meeting date if the date of the meeting is to be changed. If the meeting date remains the same, notice of absence must be given within seventy-two (72) hours of the meeting date. If this protocol is not followed the absence is defined as unexcused. For subcommittees with more than one chair (“co-chairs”) this protocol applies to each chairperson individually.

Subcommittee chairs with two (2) or more unexcused absences from their assigned subcommittee, shall be removed as subcommittee chair and replaced with the vice-chair of the subcommittee. In the event that no vice-chair has been assigned, a new subcommittee chair may be appointed by the CAC chair from the CAC body-at-large. For subcommittees with more than one chair (“co-chairs”) the removed subcommittee chair will not be replaced unless a specific request from the remaining subcommittee chair is made to the Executive Committee.

17. **Technical Assistance:** To ensure informed and meaningful participation, the CAC will work with Agency and City staff to secure for the CAC and its subcommittees consultants and other relevant technical assistance. In addition, the Chair of any subcommittee of the CAC may invite individuals to attend and participate in the meetings of such subcommittee as non-voting advisors to such subcommittee.

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2 18. **Amendments:** Amendments to these by-laws require a majority vote at a regular CAC meeting and must be
3 approved in writing by the Mayor. Written notice of the amendments and their terms must be distributed to all
4 CAC members and made available to the public at least seven (7) calendar days prior the meeting.
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6 19. **Parliamentary Authority:** Matters not covered by these by-laws shall be governed by general rules of
7 parliamentary procedure selected by the Chair.
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9 20. **Conflicts of Interest:** Members of the CAC are appointed to represent the interests of the public and are subject to
10 all conflict of interest laws applicable to public advisory bodies. In particular, as members of an advisory body,
11 CAC members may be subject to Government Code Section 1090 et seq., which *prohibits a public officer or*
12 *employee from participating in the making of a contract in which the official has a financial interest.* The San
13 Francisco Charter incorporates this prohibition in Section C8.105 (a).
14

15 “Participating in making a contract” includes engaging, in an official capacity, in preliminary discussions,
16 negotiations, compromises, reasoning, planning, drawing of plans and specifications, and solicitation of bids, as
17 well as voting on a recommendation to execute a contract. A CAC member has a financial interest in a contract
18 if the member will receive any financial benefit as a result of the contract. For example, if the CAC makes
19 recommendations regarding a master development agreement for the Shipyard that gives specific categories of
20 persons (such as artists currently working at the Shipyard or qualified community developers within the
21 Bayview) specific preferential rights to development or occupancy of the Shipyard, then, members of the CAC
22 who fit within those categories would be deemed to have a financial interest in the development agreement and
23 may not participate as members of the CAC in making that agreement. Other types of financial interests in a
24 contract include, but are not limited to, being an employee, officer, agent, landlord, tenant, or subcontractor of the
25 contractor, or having an ownership interest in the contractor.
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27 A CAC member with a financial interest in a contract may comply with Section 1090 by abstaining from
28 participating in making that particular contract. 82 Ops.Cal.Atty.Gen. 126 (1980). In the event the CAC will be
29 making recommendations regarding a contract in which a member of the CAC has a financial interest, the
30 member of the CAC with the financial interest shall include in the public record a statement of the nature of the
31 financial interest and abstain from participating in making the contract.
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HPS CAC Seats/Membership Profile (Schedule A)

No.	Membership Seat	Name	CAC Office
1	BVHP 94124 Resident	Belfrey, Utuma	
2	BVHP 94124 Resident	Bell, Pastor Josiah Bell	Housing Committee Co-Chair
3	BVHP 94124 Resident	Booker, Mary	
4	BVHP 94124 Resident	Mixon, Ollie	CAC Vice-Chair
5	BVHP 94124 Resident	Smith, Deidria	Housing Committee Co-Chair
6	BVHP 94124 Resident	Vincent, Dorris	Business and Employment Chair
7	BVHP 94124 Resident	Mitchel, Ron	
8	BVHP 94124 Resident	Allen, Micah	
9	BVHP 94124Resident	Gage, Gerald	
10	BVHP 94124 Resident	Lee,Wing	
11	BVHP 94124 Resident	Laufman, Richard	Education Committee Co-Chair
12	BVHP 94124 Resident		
13	BVHP 94124Resident		
14	BVHP 94214 Resident		
15	BVHP 94124Resident		
16	BVHP 94124 Resident		
17	BVHP 94124 Resident		
18	BVHP 94124 Resident		
19	HPS Tenant/Business	Madison, Scott	
20	HPS Tenant/Business		
21	HPS Tenant/Business		
22	HPS Tenant/Business		
23	Various experts	Servio Gomez	
24	Various experts	Kelley, Carmen	Education Committee Co-Chair
25	Various experts	Hunnicutt, Dr. Veronica	CAC Chair
26	Various experts	Johnson, Christine D.	Secretary, Planning,and Finance Development Chair
27	Various experts	Sululagi Palega	
28	Various experts		
29	Various experts		
*CURRENTLY 21 MEMBERS as of February 21, 2011			