

TREASURE ISLAND/YERBA BUENA ISLAND CITIZENS ADVISORY BOARD

AMENDED AND RESTATED BY-LAWS

ARTICLE I - PURPOSE.

The purpose of the Treasure Island/Yerba Buena Island Citizens Advisory Board (the "CAB") is to gather public input and opinion from diverse communities in the City and County of San Francisco (the "City") and to provide additional expertise to the Treasure Island Development Authority (the "Authority"). Specifically, the CAB will provide recommendations to the Authority concerning the final reviews and implementation of the draft base reuse plan dated July, 1996 (the "Reuse Plan"), policies and objectives for interim reuses, and other matters of importance to the future of Treasure Island and all citizens of San Francisco as the Board of Directors of the Authority may refer to the CAB from time to time. In providing advice and recommendations, the CAB shall strive to reflect the values and interests of the various communities in the City.

ARTICLE II - MEMBERS.

There shall be up to twenty-five (25) members on the CAB, twelve (12) of whom shall be appointed by the Mayor, nine (9) of whom shall be appointed by the Board of Supervisors, and four (4) of whom shall be initially selected by a vote of the existing residents of Naval Station Treasure Island ("NSTI"), and shall themselves be residents currently residing on NSTI. Two (2) of the four (4) NSTI resident member seats shall be designated for low and moderate income residents meeting the State's income limits for low and moderate income households published by the California Department of Housing and Community Development. The election for the four (4) NSTI resident member seats shall be conducted by the Department of Elections in accordance with election procedures established by the Authority and the Department of Elections, and all NSTI resident member seats shall be filled no later than sixty (60) days prior to adoption of the Redevelopment Plan. For the purpose of filling any vacancies in the NSTI resident member seats that arise after the election, two (2) of the NSTI resident member seats - one (1) low and moderate income resident and one (1) non income qualified resident - shall be designated as Mayor appointed seats ("post-election Mayor appointed seats"), and two (2) of the NSTI resident member seats - one (1) low and moderate income resident and one (1) non income qualified resident - shall be designated as BoS appointed seats ("post-election BoS appointed seats").

A member's term shall terminate upon the member's submittal of a written resignation, death or termination for cause in accordance with Article IV, Section 5. In addition to the foregoing termination events, an NSTI resident member's term shall terminate upon the member moving off of NSTI, and/or in the case of a low and moderate income resident, upon the member no longer meeting the State's income limits for low and moderate income households. Authority staff shall communicate any CAB vacancy to the applicable appointing authority. If the vacancy is for a BoS appointed seat, the BoS shall appoint the replacement, including those designated as post-election BoS appointed seats. If the vacancy is for a Mayor appointed seat, the Mayor shall appoint the replacement, including those designated as post-election Mayor appointed seats. The two (2) post-election BoS appointed seats and the two (2) post-election Mayor appointed seats shall be subject to the eligibility requirements of those members originally selected by a vote of the existing residents of NSTI, including maintaining residency on NSTI, and for the two (2) seats designated for low and moderate income residents, also meeting the State's income limits for low and moderate income households."

ARTICLE III - OFFICERS.

Section 1. The Officers of the CAB shall be a Chairperson, a Vice-Chairperson, and a Secretary. Their duties shall be as follows:

Chairperson: Presides over CAB meetings; develops the monthly meeting agenda (the "Agenda") in conjunction with Authority staff; appoints subcommittees and subcommittee chairpersons; represents the CAB's actions and decisions to the Authority, other appropriate agencies, and to the community at large, or designates other CAB members to perform such duties.

Vice-Chairperson: Presides over the CAB meetings in the absence of the Chairperson; performs the other duties of the Chairperson in his/her absence.

Secretary: Posts in the office of the Authority, the San Francisco Main Library Government Information Center, and the website for the Authority notices of all regular and special meetings and the Agendas for each such meeting at least three (3) days before the time of the meeting; the meeting notices shall state the time and place of the meeting and the business to be transacted or discussed; all notices and Agendas shall comply with the requirements of the Sunshine Ordinance of the City and County of San Francisco and the Ralph M. Brown Act of the State of California; records and maintains the minutes of all regular and special meetings.

Section 2. Each of the Officers of the CAB shall be elected by a majority of the members on or before the February meeting each year unless extended by a two-thirds (2/3) vote of the duly appointed members of the CAB. The term of office for each Officer shall be one year. If the Chairperson is unable to complete the term of his/her office, the Vice-Chairperson will serve as the Chairperson for the remainder of his/her term. If the Vice-Chairperson or the Secretary is unable to complete the term of his/her

office, the CAB may hold an election at a regular or special meeting for a Vice-Chairperson or Secretary (as the case may be) to serve out the remainder of his/her term.

Section 3. Any Officer of the CAB may be removed by a vote of two-thirds (2/3) of the duly appointed members of the CAB, provided that any proposed removal of any Officer shall be duly placed on the Agenda and the proposed removal is considered at a duly noticed regular meeting of the CAB.

ARTICLE IV - MEETINGS

Section 1. The first CAB meeting shall be January 18, 2001, and thereafter the CAB shall meet once a month at a date, time and place approved by the members of the CAB in accordance with Article IV, Section 4 of the Bylaws.

Section 2. Special meetings of the CAB may be called at any time by the Chair or a majority of the members of the CAB by written notice to each member of the CAB and to any other entity or person legally required to receive notice of CAB meetings. Notice shall be received at least three (3) days before the time of the meeting, and the notice shall include the time and place of the meeting and the business to be transacted.

Section 3. A quorum shall consist of a majority of the then duly appointed members of the CAB ("Quorum"). Once a Quorum is established, the CAB may vote on all matters duly placed on the Agenda before the CAB.

Section 4. No action, requiring a vote, will be taken by the CAB on any matter unless that matter has been placed on the Agenda for possible action. The vote of a majority of the members present at a meeting after a quorum has been established is required for passage of any motion or other action requiring a vote by a CAB member, provided that the vote of at least a Quorum is required for passage of any such motion or action. Each member must be physically present. No proxy or absentee ballots may be counted towards acceptance or denial of any motion or other action requiring a vote. Presentations from the public and discussions on any Agenda items may take place at a duly noticed meeting without a Quorum present. Members of the CAB who are unable to attend a meeting of the CAB may communicate their written opinions of any matters on the Agenda for such meeting, and such members' written opinions will be circulated to the other CAB members at the meeting provided that the Secretary receives a copy of the written opinion(s) at least four (4) days prior to the date of the meeting.

Section 5. Beginning on January 1, 2005, any member of the CAB who is absent for four (4) of any regularly scheduled meetings during any calendar year shall automatically be terminated. The terminated member shall be notified of her/his termination in writing by the Chairperson. Such terminated CAB member shall have the right to submit a written appeal to the Chairperson of the CAB, which must be received no later than five (5) days prior to the next regularly scheduled CAB meeting. Such appeal must be based

upon the fact the member had valid reasons for his or her absences, which would establish why the member was excused for such absences (i.e. work- or personal related obligations). The member appealing the automatic termination is required to be present at the next regularly scheduled CAB meeting, and make a presentation before the CAB. After considering the evidence and reasons for his or her absences, the CAB shall cast a written ballot to determine whether a majority is in favor of or opposed to reinstatement of the terminated member. A majority of affirmative votes will reinstate the member to the CAB.

Attendance at a scheduled subcommittee meeting, or special meeting, of the CAB shall constitute a credit of one full meeting against any absences.

Section 6. Items may be added to the Agenda of any CAB meeting by the affirmative vote of a majority of the members of the CAB or by the written request of any of the CAB's duly constituted committees, provided that the Agenda item conforms to the requirements of these Bylaws, including without limitation, that the Agenda item be a matter within the purposes of the CAB as stated in Article I above, that the affirmative vote occur at a duly noticed regular or special meeting of the CAB at which a Quorum is present, and the Agenda item is duly noticed on the Agenda in accordance with the requirements of the Brown Act and the Sunshine Ordinance.

ARTICLE V - PUBLIC COMMENT

The CAB shall provide opportunity for public comment on all items to be recommended to the Authority in a manner consistent with the Rules of Order for official City Commissions.

ARTICLE VI - SUBCOMMITTEES

Section 1. Subcommittees and ad hoc committees may be established by the Chairperson as the Chairperson deems necessary.

Section 2. Each subcommittee or ad hoc committee shall consist of at least three (3) CAB members appointed by the Chairperson.

ARTICLE VII - PARLIAMENTARY AUTHORITY

The rules contained within the current edition of Robert's Rules of Order (Newly Revised) shall govern all CAB and any subcommittee or ad hoc committee meetings except where they are inconsistent with these By-laws.

ARTICLE VIII - SUNSHINE ORDINANCE

The CAB, including without limitation, all meetings of the CAB or any subcommittee or ad hoc committee and any records maintained by the CAB or any of its members, shall be subject to the City's Sunshine Ordinance, as the same may be amended from time to time, as well as the provisions of the Ralph M. Brown Act (Sections 54950 et seq. of the Government Code) and the Public Records Act (Sections 6250 et seq. of the Government Code) of the State of California, as those laws may be amended from time to time.

ARTICLE IX - AMENDMENT OF BY-LAWS

These Bylaws may be amended at any regular meeting of the CAB by a two-thirds (2/3) vote of all duly appointed members of the CAB regardless of whether such members are present and voting, provided that the proposed amendment was submitted in writing to each CAB member at the previous regular meeting and the proposed amendment is approved by the Board of Directors of the Authority.

ARTICLE X - CONFLICT OF INTEREST

All members of the CAB shall be subject to all state and local laws regulating conflicts of interest (including without limitation, the Political Reform Act and Government Code Sections 1090, et seq.) and City ordinances proscribing conflicts of interest and incompatible activities as well as the provisions of Section C8.105 of the Charter of the City and County of San Francisco.

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CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Treasure Island/Yerba Buena Island Citizen Advisory Board (the "CAB") and that the attached Amended and Restated Bylaws, dated October 22, 2008 and as amended by amendments one through seven, are the current Bylaws of the CAB.

Executed on *February 5th*, 2018 in San Francisco, California.


Heather Gallagher, Secretary

