

SOUTH OF MARKET PROJECT AREA COMMITTEE
1035 Folsom Street
San Francisco, CA 94103
Phone: (415) 487-2166 FAX: (415) 487-2169
August 5, 1997 6:00 PM

Members Present: L. Wayne Batmale, Jim Berk, Marlies Hensel, Don Marcos, Janet Norman, Amelita Pascal, Charles Range, Jeff Roth, Antoinetta Stadlam, John Stevens, Willis Warner

Members Absent: Marty Cerles, Martin Herling, Edwin Jocson, Rick Patel, Amy Bayley, Jackie Benjamin, Roselyn Calangian, Eric McDougall and Nick Patel

Staff: Michael Kaplan

Guests: Helen Jun, Alicia Duke, Claudia Viek, Teresa Vergel, Henry Perez, and Monique Nohoga

Roll Call.

Representative of Renaissance spoke of her organization.

PAC Staffing and Funding

Mr. Kaplan stated that the Redevelopment Commission did not take action on the recommendation from its Director on the Policy relating to the funding for the staffing of PACs. There was considerable concern from the Bayview PAC that it wasn't inclusive enough to insure success. Members of SOM PAC entered the meeting too late to participate. The Director has not made a decision on whether he wants to return to the Commission for approval or act by PAC with each PAC submitting proposals of staffing and funding. A draft Request for Proposals for an administrative support consultant was prepared and members were requested to review the document identifying the scope of work and budget.

Mr. Berk raised a question: Is there not a question, due to the concern that a "policy" on PAC staffing would not be inclusive enough to cover the needs and goals of each PAC, consequently, there may be no "Policy" by the Redevelopment Agency. So then, there is little need for the SOM PAC to react to the document proposed because it may restrict.

Mr. Kaplan responded that there are two options: **Director Morales** would take the policy back to the Commission as a Policy and hope to convince them that it is acceptable and all encompassing. It would help if they knew that the SOMPAC is comfortable with it. The alternative is that each PAC would make its proposal to the Commission, possibly after a consultant and space have been agreed upon. The RFP would be administrated by the Agency, as it is an Agency document. The PAC does conduct the selection process, i.e.: which newspapers the ads are placed into.

Chair Willis said that a month ago when **Mr. Kaplan** proposed a Policy, he requested that **Mr. Kaplan** question what the individual PACs wanted for their needs. There was a meeting with the Finance Committee, but it has not issued a written report, so has not been discussed. **Chair Willis** wondered why **Director Morales** went to the Commission without the SOMPAC position or input.

A member who was present at the Commission meeting stated that the option that the PAC's would handle their own situation and the Agency would pay the bills as one of the possibilities, with several other gray zones which disturbs the Commissioners. The Commission felt as though they wanted

the PAC's to be more independent which **Mr. Kaplan's** presentation "glossed over". The message was clear that the Commission wants the PAC's to be independent, an advisory body and not just a satellite that was the PAC proposal. The only denial made by the Commission was regarding the vagueness of the Policy and the dependence of the PAC's. Consequently, there is nothing wrong with the original proposal.

Mr. Kaplan stated that the memo that was sent to the Commission was also sent to the PAC members with a suggestion that they attend the Commission meeting. The PAC may communicate to the Agency their support, lack of support, or comments on the proposed policy. The Commission misconstrued the framework presented by **Mr. Morales** because it was not detailed but covered the potential and desires of all of the PAC's, particularly of the SOMPAC. **Mr. Kaplan** advised the SOMPAC to move forward with its proposal for staffing and office space budget allocations.

There was a question by a member regarding the budget approval.

At this time a quorum was reached. Meeting is called to order by **Chair Willis** at 6:20 PM.

Chair Willis stated that this meeting is almost exclusively devoted to the By-Laws and Officers. The August 4th document provides the update of the By-Laws that is the document that the PAC would be operating from. The By-Laws were approved up to 2.1.

Mr. Berk proposed a motion.

Motion: *"That the adoption of the By-Laws passed on 7th July 1997 be repealed and further founding by-laws with amendments as proposed by the Special By-Laws Committee will be adopted by a majority vote of those members present at PAC meetings. The founding by-laws may be adopted in sections as is expedient."*

The essence of the motion is changing the vote from a majority of the 20 members of the PAC to the majority of the members present at the meeting.

Mr. Range expressed concern that this is the second meeting that barely made the quorum requirements and these are issues that the entirety of the PAC would be dealing with. It seems that before rules are set that eliminate people's opportunity to be involved, we may want to spend the effort to find out why people are not involved. That might be as important as passing the By-Laws because the By-Laws have some very limited areas that would wind up running over this body's sole purpose, is a possibility if you already have a body that has a problem with attendance. Without finding out why people come to meetings and then changing the rules you make the majority vote a smaller number running the PAC which is not the purpose of the PAC. There are circumstances that might be causing people not to come and it ought to be reviewed.

A member stated that it is the member's responsibility to be involved and most members have challenges and demands with their work.

Another member concurs, it is a responsibility that has been assumed and there is no time to enter the personal lives of those who ran for office and have chosen not to be responsible. The PAC has existed for three months and still does not have By-Laws.

A member stated that the PAC could not pass anything unless there is a unanimous voice on every issue and that is being too idealistic. We must get something done. Maybe getting the By-Laws in place would make people take things more seriously because we might not get the quorum. We must make a decision because otherwise six months from now we still will not have By-Laws.

Chair Willis requested a Second to the Motion. The motion was seconded.

Ms. Pascual stated that she agrees with **Mr. Range**. We created and elected a body of people to provide a voice for different people who don't have a voice and it ought to be made as available as possible.

Another member stated that some members did not attend as a form of protest because all of the community is not represented.

A member stated that the PAC has got to make things happen and not sit around and wait for everyone to be present. The PAC needs to move forward, and that occurs through presence at the meeting.

Chair Willis stated that the other two By-Laws that have been established regarding the aforementioned motion on adopting by-laws that are (1) Performance By-Laws, requiring a minimum of attendance for membership in the PAC or, if the seat requirements are not met, membership will cease. (2) Regarding the sovereignty of the PAC, if the majority of members present at one meeting amends the By-Laws, then at a subsequent meeting the majority might amend the By-Laws again. The sovereignty of the twenty-member PAC is superior.

Chair Willis called for a vote on the motion. (A note is made that this motion pertains to the vote on By-Laws exclusively):

Vote: Yes: 7 No: 4 Abstain: 0 Motion Fails

Chair Willis moved to adopt Article 2 of the founding By-Laws of amendments as proposed by the Special By-Laws Committee to be decided by the PAC. Alternative One of the Article states that missing three consecutive PAC meetings, or five in twelve months will result in expulsion from the PAC. All 11 members present must agree in order to pass the motion. Due to one dissension, the motion was not voted on.

Alternate 2 vote: The Article states that missing two consecutive regular PAC meetings or missing any four regular PAC meetings in any consecutive 12 months will result in expulsion of membership. Again, due to dissension, the motion was not passed.

Members returned to Alternate One. The dissenting vote opted to change his vote to be in favor of the motion. Motion to move Alternate One passes.

Motion: *"Missing three consecutive PAC meetings or five in twelve months will result in expulsion from the PAC."*

Vote: Yes: 11 No: 0 Abstain: 0 Motion Passes

Article 2.3.2.3 Loss of Good Standing. Confirming the process of verifying how one loses good standing, elsewhere it has already been established that it is possible to lose good standing. There are two alternates, a request for clarification of the difference. Alternate One provides for due process or delay and Alternate 2 does not.

Ms. Pasqual expressed concern with regard to not only participation, but also qualifying terms of membership. **Chair Willis** replied that it is clear: one, you may resign; two, because you no longer represent the people that you were elected to represent; and three, due to lack of participation. The procedure is established.

A member commented that although he is in favor of Alternative one, there must be a clarification of the appeals process. The PAC would determine the decisions.

The third amendment of Article 2 regards proxies. Alternative 1 states that proxies are provided for and Alternative 2 states that they are not. Explanation is that any member may select someone to represent them at a meeting to vote for them and speak their intentions and function in their space, though the proxies do not count as attendance they only satisfies the individual's needs to be at a meeting and represent their point of view.

There was a question of the legality of using proxies when dealing with elected officials. No one can represent or vote for an elected official. **Mr. Kaplan** stated that it was questionable, and it is because there is no law. Every elected body sets up their own By-Laws. A member suggested that if there was a vote carried by a proxy, it might be open for challenge. Other members shared the sentiment because the impact of discussion has been missed because the proxy was prompted to vote without the benefit of the knowledge of the discussion.

Mr. Berk feels as though he is in favor of Alternate 2 and would like to know the reasoning behind Alternative 1. A member stated that the issue behind it is that are a number of members who have demanding jobs which reach beyond the 9 to 5 who may be following a particular issue and due to other reasons may not be present, but would like a voice heard on the issue, it would give them a means to do so occasionally. There are three kinds of meetings and all meetings have two kinds of forms: regular meeting (once a month) and special meeting (called ad hoc). Kinds of meetings include: PAC as a whole, the Executive Committee and all standing committees or special committees.

Vote on Alternate 1 for 2.3.2.3 has a dissenting voice and does not pass.
Vote on Alternate 2 for 2.3.2.3, passes without opposition

Chair Willis moved to pass Article 2 as a whole with amendments.

There was a suggestion on the language of 2.3.3 that the word "eligible" be inserted twice: both times between "unsuccessful" and "candidates" in line 2 and 4. This would take care of **Ms. Pascual's** previous concern. The hesitation is because the language is copied from the Board of Supervisors Motion.

There was acceptance of Article 2 that has already been adopted.

A member expressed concern regarding 2.5, which seems very restrictive in paragraph two due to the ability to challenge a conflict of interest, or resolve the question.

Another concern occurs in several places with regard to an "Executive Committee" which is not defined. However, there will always be the opportunity to oppose or change the conditions that constitute the Executive Committee. The minutes now clearly note that the PAC has not defined the Executive Committee at this time, but the PAC assumes that there will be one.

Mr. Range stated the a change of representation more than twice in twelve months is no different than someone who is ill and can not make three consecutive meetings and an appeals process. There can be turnover in an Agency and if there are three different people (a new person every four months) then it is excessive and would result in the loss of membership on the PAC. This situation would also be eligible for due process.

Ms. Pascual stated that she feels as though this Article/Alternate is excessive and these occurrences are already covered making this language unnecessary. The People elected particular

organizations. The response to **Ms. Pascual's** concerns is that the PAC is imposing upon itself a high standard of participation. This is telling each organization to look seriously at whom they appoint to represent them because it is a serious job.

A member suggested that under 2.3.3 where it refers to "majority vote" that a change that states by majority vote or two-thirds of members present, whichever is larger, is included. For example, the current meeting has a majority of the PAC, but can't pass a motion to offer the opportunity to function when there is no quorum. The PAC states that there are different definitions of majority that is consistently noted, per situation, in the Article.

A vote on Article 2 as amended by the PAC was not accepted.

It is now 7:37 PM. A member relinquished the Agenda Item as the report by the By-Laws Committee and requested that the Chair suggest what to move to next to.

Chair Willis wondered if we should proceed with Article 3.

A member requested that the PAC discuss the objections to Article 2. Dissenting votes were **Jim Berk**, John Stevens and **Amelita Pascual**.

Mr. Berk stated that his objection is that he wants to see the language of majority changed to two-thirds and the reason is that it is important we build a consensus. He wants to see two-thirds of the members present. Next dissenting member, states that his concern is that although there is an appeal process he opts to pass on an explanation. **Ms. Pascual** stated that her negative vote was because she thinks that it's excessive, first because she doesn't think that even those who attend will change their membership, even if they did, a staff member will not oppose the chairperson or organization that they are representing. She feels strongly that since it is "built in" that there is faith in the people that were voted in.

Another member clarified that although **Ms. Pascual** has stated that she does not believe that this will happen, she is still willing to defeat the Article 2. **Ms. Pascual** stated that she doesn't feel as though it is necessary.

Mr. Cerles, Chair of the By-Laws Committee, stated that he would never submit to the proposal by **Mr. Berk** of changing the voting requirements on substantive issues to two thirds of the members present. He would always insist on a majority and what we have is a failure of the By-Laws Committees and himself in particular as a Chair because he was striking for a consensus and he insisted that 11 members adopt the By-Laws. Since only 11 members are showing up that is proving to be non-functional. We will not adopt Article 2 or 3 or elect officers. Other PACs are up and running, conducting business and functioning, and we are floundering and we are adrift and **Mr. Cerles** feels he has failed to provide a set of By-Laws that a sufficient number of people will adopt legally so that they are established.

Mr. Cerles resigned as Chair of the By-Laws Committee. He stated that it up to the other members to make the PAC By-Laws. If this body wants to create By-Laws that suit everyone, his efforts are wasted.

More discussion: Why did we have to vote on all or nothing of Article 2? Some of the dissensions have been over obscure points. Another member stated that there should be no wonder why the meetings weren't attended well because there is so much discussion over minutia that do not affect anything in reality. Nothing has been accomplished. If there is a small problem, and it later affects an issue, then the By-Laws may be amended later.

A previous dissenter stated that his concern was over CEO's and company standing, regarding good standing and coming before the PAC. Mr. Cerles stated that the By-Laws state with conditions. (Page 3, under 2.3.3) The concerns are handled by the decision of the PAC.

A member requested clarification of the objection of the Majority. There are 11 people presently in attendance, if you have strictly a majority of those present, then it is possible to pass all issues with 6 people out of a 20 member PAC. Another member interjected that the adopted By-Laws require 11. The majority changes per issue, some of which are due to the law, each majority is clarified throughout the document. The dissenter is suggesting that substantive issues need to be decided by a two-thirds vote and it is argued otherwise that it ought to be by majority vote because we can't function with a two-thirds vote. Those six people will change per meeting. It is the responsibility of the members to attend the meeting. It is not blaming those who don't appear at meetings; it is simply saying that they have passed on their right to vote on the given issue.

The point is that the only way to proceed is to pass the By-Laws, become a PAC, then to remove those who do not show up, create a new participatory board, and then to have a functioning board. But right now there is nothing. At least get a PAC and working By-Laws and get the job done.

There was a second vote on the approval of the Amendment of Article 2.

The Amendment of Article 2 would not pass because there is an objection to the two-thirds vote.

More members must be present to vote on these issues.

Mr. Kaplan raised the question on what the other PACS have done on these two issues. There has been no conclusion on the issue that **Ms. Pascual** is in opposition to and the second is that they only require a majority of those present for voting.

Ms. Pascual would vote for the Article if the first paragraph were removed because she believes that it is already built in and it's redundant. She does not feel as though there is a problem with having a different person each month representing an organization.

A motion was made to put all of this off until the next meeting and to do our best to get more members here.

One positive note is that there was more progress than in the previous meeting but nothing was passed. Any agreements that were passed are null and void because they were amendments to an article that was not passed.

A member insisted that he would not move on his position of two-thirds.

Alternative argument is that when two-thirds is not possible due to the attendance of members, then nothing would get done. There needs to be a balance. More will be accomplished with a simple majority and that majority will shift every month and if everybody who is concerned showed up then we would not have to worry about two-thirds or a simply majority. There will be plenty of representation of every facet of the community.

Confusion abounds regarding which majority applies when.

Move to end the meeting.

There was a last recommendation to return to the meeting on August 18. If we have a majority of 11 at that time then we could get this thing done, because it will take 6 months to make everyone happy with the By-Laws with every situation. We can make the By-Laws and return to amend them

if necessary. Until the By-Laws are accepted we can do nothing else. We can't move forward as we are.

There was an alternate proposal in order to reach a compromise to strike any reference to the size of the vote for the time being and approve the By-Laws, as they exist without the size limitations. A member reminded everyone that you could not make any decisions without a vote. Another member stated that at least there would be a framework. This has to be about building a consensus. A member responded that you aren't building a consensus by sticking to your guns.

There was a motion to continue the meeting until the next regularly scheduled meeting on August 18th. The motion was seconded

Vote: Unanimous Motion Passes

Public Comment:

Ms. Vergel commented that she would think that two thirds of those present voting should be correct. She has in her notes that "if less than 15 present because a majority of 15 is practically the same as two thirds of 11". It had been discussed with people in the building and **Ms. Vergel** mentioned that the elected business officials were not showing up and they all thought two thirds of those present if less than 15 was a nice compromise of what was in the By-Laws and what seems to be happening.

Mr. Berk expressed a degree of frustration and posed the possibility of finding out why people are not present.

There was a request by the SF Redevelopment Agency to those who have not turned in their statement of interest. There are about 9 outstanding.