



SOUTH OF MARKET PROJECT AREA COMMITTEE
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Advisory Body to the San Francisco Redevelopment Agency

SPECIAL BYLAW COMMITTEE
Tuesday May 20, 2008
4:00 PM

Presiding Chair (4:12 PM)
Charles Range

Chair's Report (4:12 PM)
Mr. Range had nothing to report at this time.

Roll Call (4:12 PM)
Present: Charles Range, John Markham, John Melone/Senior Action Network,
Antoinetta Stadlman (/4:12 PM) and Raymon Smith (/4:16 PM),

Absent: Ingrid Aquino

PAC Staff: Karen Nolan

Agency Staff:
Guests:

Review of Minutes (4:13 PM)
There were no minutes to review.

Agenda Order (4:14 PM)
It was agreed to follow the agenda as is.

Agenda Item 6. Revision of Bylaws re: Calling of Meetings by John Markham
(4:15 PM)

Mr. Markham referred to the letter that he presented to the Executive Committee suggesting that the Chair assign a Chair to any subcommittee if the Chair of the subcommittee cancels the meeting. **Ms. Stadlman** stated that meetings should be scheduled as is and if the Chair does not show up the remaining members of the subcommittee can elect a presiding Chair.

Mr. Range stated that the intent is for regularly scheduled meetings to be held and that a Chair cannot just cancel a meeting. **Mr. Markham** stated that if a subcommittee Chair cannot attend a meeting, they should be able to designate a replacement. If the Chair of a subcommittee does not show up for a meeting then the subcommittee should be able to elect a presiding Chair.

Mr. Smith stated that as he understands this, if the subcommittee Chair is not available they would select someone else to Chair their meeting. He wanted to know if we are now

stating that we want to add another layer. **Mr. Range** stated that the objective is to have meetings. No one person should be able to cancel meetings. If the Chair cannot attend a meeting they should designate someone else to Chair in their place. If not, the subcommittee should select a presiding Chair. The quorum has the authority to appoint a Chair.

Mr. Smith questioned the Chair having the authority to cancel a meeting with enough public notice. There was a discussion with regard to what constitutes public notice. **Mr. Range** stated that if someone makes an announcement about an upcoming meeting a month in advance at another meeting then this is public notice. **Mr. Melone** referred to the PAC's committee list that is published every month and stated that this constitutes public notice of regularly scheduled meetings on the same date and time every month.

Mr. Smith stated that he understands that a meeting can only be cancelled if there is a quorum present and they vote to cancel the meeting. **Mr. Melone** stated that no meeting can be cancelled.

Mr. Smith referred to the quorum requirement for subcommittees and stated that quite a few members do not show up for subcommittee meetings. He stated that any organization he belongs to requires half plus one for a quorum and we should look into this. **Mr. Range** explained that for years there were attendance problems on the subcommittee level, and even at times for the full PAC. He referred to **Mr. Smith** and stated that we are not here to change all of the bylaws. We are here because of the cancellation of the Housing Subcommittee. **Mr. Range** pointed out that the Executive Committee of the PAC assigns tasks to the subcommittees and the Chair of a subcommittee cannot just remove items at will. He reminded everyone that this rule does not take anything from the subcommittee Chairs as they are all members of the Executive Committee where items are voted on.

After further discussion it was agreed to add bylaw 3.3.1 stating: No meetings will be cancelled.

Agenda Item 7. Rules & Regulations Governing Subcommittees by Charles Range (4:35 PM)

Mr. Range referred to the rules governing subcommittees and stated that the subcommittees must bring their recommendations to the Executive Committee and the Executive Committee can then decide to send a recommendation to the full PAC. We must review these rules with the full PAC so that all members understand them.

Mr. Smith stated that **Mr. Range** missed the boat regarding the subcommittees. He stated that the alley project was requested to be placed on the HS & HS Subcommittee and this did not happen. **Mr. Range** stated that this Bylaw Committee meeting is not about the specifics of any particular item. This meeting is for the review and clarification of our bylaws. If a member wants to clarify the specifics of a particular duty then they must bring it to the Executive Committee for discussion.

Mr. Smith questioned the reason for this agenda item. **Mr. Range** stated that this agenda item is to explain the rules that the direction of subcommittees comes from the Executive Committee and the only way to supersede this is through the full PAC.

Agenda Item 8. Review and Update of PAC Bylaws by Charles Range (4:40 PM)

Mr. Range referred to the quorum requirements for the full PAC and suggested we look at the established quorum for the full PAC. He explained that there have been times in the past where members have intentionally left a meeting early to break the quorum and this prevents us from conducting the business we are here for. **Ms. Stadlman** stated that some organizations consider a quorum lost if members leave and others consider the quorum at the beginning of a meeting and this quorum is retained even if members leave.

Mr. Melone referred to item 5.4 of our bylaws where it states that a member abstaining for any reason is always part of the quorum count. This means if someone leaves the meeting due to a conflict, the quorum is still retained. **Ms. Stadlman** reiterated that some groups consider a quorum lost if a member walks out and others consider the quorum at the beginning of a meeting and it is retained even if someone walks out. **Mr. Melone** referred to item 5.4 of the bylaws where a quorum is required to begin and sustain a meeting.

Mr. Smith referred to quorums and stated that this all falls to leadership. With effective leadership you could call a new meeting within five days and should be able to resolve any issue. **Mr. Smith** stated that he chaired the previous bylaw committee where this was covered.

Mr. Range stated that previously the quorum requirement was 50% of seated members. Now our quorum requirement is 50% plus one, of members attending. **Mr. Melone** referred to the quorum requirement of three members for the subcommittees and stated that the attorneys would throw this out as it is not legal. **Ms. Stadlman** pointed out that when this bylaw change was made **Ms. Nakatsu** from the Agency's legal department was at the meeting and reviewed this. She agreed that there was no problem with this. Everyone agreed that the quorum stipulations in the bylaws were fine as is.

Mr. Range wanted to know if he, as a Chair was defiant and refused to put an item on the agenda, where in our bylaws would this be addressed. He wanted to know if the Executive Committee has the authority to appoint a Chair and place an item on the agenda. **Mr. Smith** stated that he believes **Mr. Range** is referring to him in his use of the term "defiant". He stated that he was not being defiant, he was asking for clarification of the reason for putting an item on the agenda. **Mr. Range** reiterated that he wants to know where in our bylaws it states that if a Chair defiantly does not place an item on the agenda, there are consequences. **Mr. Smith** stated that anything in our bylaws applies to each and every one of us including our Chair. He stated that it is interesting that this came up when he brought up the subject of undue influence. **Mr. Smith** stated that anytime someone states that the PAC does not need to deal with an issue, it is undue influence. **Mr. Range** disagreed and stated that everyone has the right to express his or her opinion. **Mr. Smith** wanted to know if it wasn't the Chair's role to encourage dialogue.

Mr. Markham stated that the PAC is simply a citizen advisory body with no power yet he knows of one PAC member who is using their authority of being a PAC member to influence others. **Ms. Stadlman** stated that she would like to refer the discussion to **Mr. Melone** as Parliamentarian, to develop the correct language to address these issues in the bylaws so that we can take the changes to the full PAC. **Mr. Range** wanted to know if we could expect the correct language for the Executive Committee meeting. **Mr.**

Markham requested that we have one more Bylaw Committee meeting to review the language before taking it to the Executive Committee. After a discussion it was agreed to have a Bylaw Committee meeting on June 3rd directly following the HS &HS Subcommittee meeting. The meeting will be scheduled for 1:00. There will be one item on the agenda for "Bylaw Revisions".

Public Comment (4:52 PM)

Mr. Smith announced that there will be a three day training session on pedestrian safety at 1 Van Ness Avenue. He would encourage everyone to attend because the pedestrian safety recommendations are in conflict with the alley streetscape improvements. The project is not utilizing the correct pedestrian safety.

Mr. Smith announced that the Senior University has classes on how to conduct meetings and effective outreach. He would encourage everyone to attend as they are very good classes. **Mr. Smith** mentioned that he teaches some of the classes and a free lunch is served.

Mr. Markham reminded everyone of the SOMA Block Party on Saturday May 31st from 12:00 to 4:00 PM. It will be located on Sherman Street between the new park and Bessie Carmichael School.

Meeting Ends (4:54 PM)

**Charles Range
Chair**