

Community Congress Bylaws	
Article I. Purpose	
Section 1. Principles	The community congress shall operate with integrity and respect for all parties involved in this process. The Community congress shall put District 10 residents' needs and interests first.
Section 2. Purpose	The community congress is a community led and decision-making body who will oversee and make implementation decisions from STEP project Committees. Community congress serves as an advisory body to the Project Steering committee regarding making changes to scope, budget, and roles pertaining to the project committees.
Article II. Membership	
Section 1. Eligibility	Must live, work, or worship in D10, or have historical ties to the area.
Section 2. Term of Membership	Terms will be during the duration of the project which is April 2023 to December 2024.
Section 3. Responsibilities of Members	Members are required to: <ul style="list-style-type: none"> a. Attend regular meetings, special meetings, and committee meetings. b. Abide by the Congress's Code of Conduct and Conflict of Interest Policy at meetings and in their work for the Congress.
Section 4. Resignation and Termination	<p>Congress members can be removed for 3 unexcused absences or misconduct, upon formal notice, placement of the issue on a Community Congress meeting agenda, and a vote of the Congress.</p> <p>Congress members shall give 5 business days notice for resignation, except for resignations forced by personal emergencies.</p>

Article III. Meetings	
Section 1. Regular Meetings	Every 3rd Wednesday of the last month of the quarter starting in April.
Section 3. Special Meetings	Special meetings may be held at the call of the Steering Committee, Chair and Vice Chair, and vote of Congress.
Section 4. Notice of Meetings	Notice of Congress meetings shall be posted in public buildings in Bayview Hunters Point and on the designated STEP website, a week before regular meetings. This action will be completed by the Congress Coordinator.
Section 5. Agenda	<p>The Community Congress Coordinator will create the quarterly agenda in coordination STEP Program Manager, Community Congress Chair and Vice-Chair.</p> <p>Suggestions for agenda items may be submitted to staff no later than two weeks prior to the meeting.</p> <p>Staff will post the agenda at least 72 hours prior to the meeting (no later than 5:30pm on the Monday prior to the meeting day). Agendas will be posted on the designated STEP website. The agenda shall include a section where future agenda items may be suggested, and items tentatively scheduled for the subsequent meeting be reviewed.</p>
Section 6. Minutes	<p>Minutes will be recorded by the Community Congress Coordinator, SFMTA Staff or contractor staff.</p> <p>Minutes will be sent to members and posted publicly within 72 hours after each meeting.</p>
Section 7. Quorum	Absolute (simple) majority of the membership of the Congress is required for a quorum.
Section 8. Voting	<p>Congress will conduct an absolute (simple) majority vote for Congress decisions in person and via email.</p> <ul style="list-style-type: none"> ● Consensus of the Congress and Bayview-Hunters Point community members in attendance is sought as often as possible for broader community issues.

Article IV. Officers	
Section 1. Terms and Term Limits	Terms begin in April 2023 and end in December 2024.
Section 2. Chair	<ul style="list-style-type: none"> a. They shall preside at all meetings of the Community Congress. b. They shall actively manage the business of this Congress, including setting the agenda for regular meetings and bringing forth all orders and resolutions. c. They shall supervise all other officers of the Congress, and see that their duties are properly performed. d. They shall submit a report of the operations of the program for the fiscal year to the Congress and the Bayview-Hunters Point community at their annual meetings, and from time to time, shall report to the Congress all matters that may affect this program. e. They shall serve as an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
Section 3. Vice Chair	<p>The Vice-Chair shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.</p> <p>The Vice-Chair's regular duties are:</p> <ul style="list-style-type: none"> a. They shall have the duty of chairing their respective committee, and such other duties as may, from time to time, be determined by the Community Congress. b. They shall serve as Grievance Officer as needed.
Section 4. Clerk (Congress Coordinator, see Article VII)	For purposes of this Congress, the Congress Coordinator shall serve this purpose.

Section 5. Removal of Officers	Officers can be removed for cause by a vote of the Congress.
Section 6. Vacancies	Congress Staff and Congress members will allow open enrollment and active recruitment for all vacancies until all 15 seats are filled.
Article V. Congress Staff	
Section 1. Congress Coordinator	<ul style="list-style-type: none"> a. They shall record all votes and minutes of all proceedings in an electronic archive to be kept for that purpose. In concert with the Chair, they shall make the arrangements for all meetings of the Congress, including all committee meetings and the annual meeting. b. Assisted by a staff member, they shall send notices of all meetings to the members of the Congress and shall take reservations for the meetings. c. They shall perform all official correspondence from the Congress as may be prescribed by the Congress or the Chair.
Article VI. Conflicts of Interest & Compensation	
Section 1. Purpose	The purpose of this Conflict of Interest policy is to protect this Congress's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Congress member or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to state agencies, nonprofits, and charitable organizations.

Section 2. Definitions

Conflict of interest: Defined as an actual or perceived interest by a Congress member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain.

Interested Person(s): Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- e. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

<p>Section 3. Policies</p>	<ul style="list-style-type: none">a. Congress members are obligated to always act in the best interest of the Congress. This obligation requires that any member, in the performance of Congress duties, seek only the furtherance of the Congress's mission.b. At all times, Congress members are prohibited from using their title, or the Congress's name or property, for private profit or benefit. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Congress decides that a conflict of interest exists.c. The members of the Congress should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude employment, or bona-fide organization fund raising- activities.d. No Congress member shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to the member's knowledge, any of the following has a financial interest in that purchase or contract:<ul style="list-style-type: none">i. The Congress member;ii. Any member of their immediate family;iii. Their partner;iv. The organization in which any of the above is an officer, director or employee;v. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.
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Section 4. Procedure

- a. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement
- b. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the council or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining council or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest:
 - i. An interested person may make a presentation at the council or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the council or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the council or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the council or committee shall determine by a vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy

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| | <ol style="list-style-type: none"><li data-bbox="732 191 1386 436">i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.<li data-bbox="732 472 1386 749">ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. |
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Section 5. Records of Proceedings	The official minutes of the Congress shall reflect: a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest b. the nature of the financial interest c. any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
Section 6. Compensation	a. A voting member of the Congress who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7. Annual Statements	<p>Each Congress member shall sign a statement which affirms the member:</p> <ol style="list-style-type: none"> a. Has received a copy of the conflicts of interest policy b. Has read and understands the policy c. Has agreed to comply with the policy, and d. Understands the Congress is charitable and in order to maintain its federal tax status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
Article VII. Books and Records	
	<p>The Congress Coordinator shall keep an electronic archive of accounts and minutes of the proceedings of the Congress.</p>
Article VIII. Amendments	
	<p>The Congress may amend these Bylaws by a vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Congress member within the time and the manner provided for the giving of notice of Congress meetings.</p>
Article IX. Adoption of Bylaws	
	<p>We, the undersigned, are all of the initial members of this Congress, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 11 pages, as the Bylaws of this Congress.</p>
	<p>ADOPTED AND APPROVED by Community Congress on _____.</p>
Chair of the Congress	<p>X. _____</p>
Attest: Coordinator of the Congress	<p>X. _____</p>