

**AMENDED & RESTATED BYLAWS OF THE  
CASTRO LGBTQ CULTURAL DISTRICT OF THE CITY AND COUNTY OF  
SAN FRANCISCO**

**ARTICLE I  
NAME AND PRINCIPAL EXECUTIVE OFFICE**

1.1 Name. The name of organization shall be the Castro LGBTQ Cultural District (referred to herein as the “District”) in accordance with San Francisco Administrative Code 107B.1 .

1.2 Principal Executive Office. There is currently no principal executive office of the Castro LGBTQ Cultural District. The mailing address of the District shall be located at the San Francisco LGBT Center (referred to herein as the “Center”), located at 1800 Market Street, San Francisco, CA 94102, which serves as the District's Fiscal Sponsor. This shall remain as such until permanent offices can be established for the District or the District changes or terminates its fiscal sponsor. Use of temporary office space and the address of the Center shall be outlined in the *memorandum of understanding* between the District and the Center.

**ARTICLE II  
FINDINGS & PURPOSE**

2.1 San Francisco’s Cultural Districts program seeks to formalize a collaborative partnership between the City and communities and bring resources in order to stabilize vulnerable communities facing or at risk of displacement or gentrification, and to preserve, strengthen and promote our cultural assets and diverse communities, so that individuals, families, businesses that serve and employ them, nonprofit organizations, community arts, and educational institutions are able to live, work and prosper within the City.

2.2 It is hereby found that the area known and described in the Ordinance Appendix as the Castro Lesbian, Gay, Bisexual, Transgender, and Queer (LGBTQ) Cultural District is a geographic area in San Francisco that possesses a concentration of LGBTQ cultural and historic assets, and culturally significant LGBTQ enterprise, arts, services, and businesses, and a significant portion of its residents and people who spend time in the District are members of the LGBTQ community which historically has been discriminated against, displaced, and oppressed. It is further found that the area meets the standards for designation of a Cultural District as set forth in Section 107.2 of Chapter 107 and that the designation of said area as a Cultural District will be in furtherance of and in conformance with the purposes of Chapter 107 of the Administrative Code.

2.3 The District shall be tasked with the following goals:

- a. To preserve, maintain and develop unique LGBTQ cultural and historic assets;
- b. To preserve and promote significant assets such as buildings, businesses, organizations, traditions, practices, events, including their venues, or outdoor special events and their geographic footprints, works of art, and public facing physical elements or characteristics that have contributed to the history or culture of San Francisco and its people or are associated with the lives of persons important to San Francisco's LGBTQ history;
- c. To stop the displacement of residents of the District and city who are members of the LGBTQ community, and to promote affordable housing opportunities and home ownership within the District and city while also developing and strengthening new tools to prevent displacement;
- d. To attract and support artists, creative entrepreneurs, cultural enterprises and people that embody and promote the culture of the District, especially those that have been displaced;
- e. To promote tourism to stabilize and strengthen the identity of the District while contributing to the District's economy;
- f. To celebrate strengthen, and share LGBTQ culture, and provide opportunities for community neighbors, supporters, and advocates to participate;
- g. To create appropriate City regulations, tools, and programs such as zoning and land use controls to promote and protect businesses and industries that advance the culture and history of the District;
- h. To promote employment and economic opportunities for the LGBTQ community;
- i. To promote cultural competency and education by highlighting LGBTQ contributions to the history of San Francisco to ensure that the LGBTQ community's contributions are not marginalized and misrepresented;
- j. To promote culturally competent and culturally appropriate City services and policies that encourage the health and safety of the LGBTQ community;
- k. To slow down gentrification and mitigate its effects; and
- l. To promote and strengthen collaboration between the City and the LGBTQ community to maximize cultural competency and pursue social equity.

### **ARTICLE III DESIGNATION**

3.1 Pursuant to Section 107.2 of the Administrative Code, the Castro Lesbian, Gay, Bisexual, Transgender, and Queer Cultural District is hereby designated as a Chapter 107 Cultural District.

### **ARTICLE IV RAMAYTUSH OHLONE LAND ACKNOWLEDGEMENT**

The Castro LGBTQ Cultural District Advisory Board acknowledges that we are on the unceded, ancestral homeland of the Ramaytush Ohlone who are the original inhabitants of the San Francisco Peninsula. As the indigenous stewards of this land and in accordance with their traditions, the Ramaytush Ohlone have never ceded, lost, nor forgotten their responsibilities as the caretakers of this place, as well as for all peoples who reside in their traditional territory. As guests, we recognize that we benefit from living and working on their traditional homeland. We wish to pay our respects by acknowledging the Ancestors, Elders, and Relatives of the Ramaytush Ohlone community and by affirming their sovereign rights as First Peoples.

## **ARTICLE V LOCATION AND BOUNDARIES**

5.1 The District shall include the following areas:

(a) The area bounded by Market Street to the north and west, Grand View Avenue to the west; 22nd Street to the south between Grand View Avenue and Noe Street; Noe Street to the east between 22nd Street and 19th Street; 19th Street to the south between Noe Street and Sanchez Street; and Sanchez Street to the east between 19th Street and Market;

(b) The lots along the north side of Market Street between Castro Street and Octavia Boulevard, including the Market Street public right-of-way and bookended by Block 0871, Lot 014 (occupied by the San Francisco LGBT Center as of 2019) and by Block 3562, Lot 015;

(c) Laguna Street between Market Street and Waller Street, including the public right-of-way only;

(d) The footprint of the 65 Laguna Street building (historically known as Richardson Hall, San Francisco Landmark No. 256) and the footprint of 95 Laguna Street (known as Marcy Adelman & Jeanette Gurevitch Openhouse Community building as of 2019), both located at the northwest corner of Laguna and Hermann Streets in the southeast portion of Block 0857, Lot 002;

(e) Block 3502, Lot 013 located on the west side of Valencia Street between Market Street and Duboce Avenue;

(f) Pink Triangle Park located to the west of the juncture of 17th and Market Streets, immediately adjacent to Block 2648, Lot 001 on the east; and

(g) The triangular area bounded by Market Street to the north; 15th Street to the south; and, Church Street to the east.

5.2 As adjacent areas have been historically and culturally tied to the District, and had been previously identified as potentially included in the footprint of this District in previous projections, the Advisory Board of this District may decide by resolution at any time to

instruct the District Director to petition for the expansion of the current boundaries to the San Francisco Board of Supervisors.

## **ARTICLE VI MISSION STATEMENT**

The Castro LGBTQ Cultural District will preserve, sustain, and promote the rich cultural legacy of the Castro and its significance to San Francisco's LGBTQ+ community and beyond. Our goals are to highlight the structures and sites important to our history; foster racial, ethnic, gender and cultural diversity among residents and businesses; and create a safe, beautiful, and inclusive space for LGBTQ+ and allied communities, to visit from around the world and call the Castro home.

## **ARTICLE VII RESPONSIBILITIES OF MAYOR'S OFFICE OF HOUSING AND COMMUNITY DEVELOPMENT**

7.1 In addition to the responsibilities set forth in Section 107.4 and 107.5, the Mayor's Office of Housing and Community Development shall:

- (a) Provide information upon request to individuals or community organizations inquiring about the process of establishing a Cultural District; and
- (b) Develop any necessary rules or regulations to implement this Chapter 107. Any rules and regulations shall be subject to disapproval of the Board of Supervisors by resolution.
- (c) Respond to and furnish requests made by members of the public for publicly viewable records of the Castro LGBTQ Cultural District and Advisory Board.

## **ARTICLE VIII MAYOR'S OFFICE OF HOUSING AND COMMUNITY DEVELOPMENT RESPONSIBILITIES; CULTURAL, HISTORY, HOUSING, AND ECONOMIC SUSTAINABILITY STRATEGY REPORT**

### **8.1 Cultural, History, Housing, and Economic Sustainability Strategy Report**

- a. **Preparation of Report.** By no later than June 30, 2021 [this date may change in accordance with the determinations of the Mayor's Office of Housing and Community Development], the Mayor's Office of Housing and Community

Development (“MOHCD”) shall prepare and submit to the Board of Supervisors and the Mayor a Cultural, History, Housing, and Economic Sustainability Strategy Report (“CHHES Report”) for the District. The CHHES Report shall include a demographic and economic profile of the District, including past, current, and future trends; analyze and record the tangible and intangible elements of the District’s cultural heritage; identify areas of concern that could inhibit the preservation of the District’s unique culture; and propose as appropriate legislative, economic, and other solutions and strategies to support the District.

- b. **Assistance from City Departments.** In preparing the CHHES Report, MOHCD may request assistance from the Historic Preservation Commission and any other City department, office, or other part of City government, which shall upon request provide to MOHCD an assessment of relevant assets and needs in the District, recommendations on programs, policies, and funding sources that could benefit the District, and other recommendations that could serve the District to advance its goals.
- c. **Community Outreach and Engagement.** In preparing the CHHES Report, MOHCD shall facilitate a community outreach and engagement process with the District’s residents, businesses, workers, youth, and other individuals who regularly spend time in the District, in order to develop the strategies and plans that will preserve and enhance the culture of the District.
- d. **Board of Supervisors Consideration.** Following receipt of the CHHES Report from MOHCD, the Board of Supervisors may take any action by resolution that the Board deems appropriate regarding the report, including approving the report, modifying the report, rejecting the report, or requesting additional information or analysis from MOHCD or any other City department or agency.
- e. **Progress Reports.** MOHCD shall provide a progress report on the strategies outlined in the CHHES Report at least once every three years following enactment of a resolution approving or modifying the CHHES Report.
- f. **Assistance from Community-Based Organization.** Subject to the budgetary, fiscal, and civil service provisions of the Charter, MOHCD shall issue a competitive solicitation for a community-based organization to (1) assist MOHCD with planning, organizing, and facilitating the community outreach and engagement process under subsection (a)(3); (2) provide input and advice to MOHCD regarding the contents of the CHHES Report and regarding strategies to support and preserve the unique culture and heritage of the District; (3) provide additional advice and assistance to MOHCD after the issuance of the CHHES Report to implement the City’s strategies to support and preserve the culture of the District; (4) assist MOHCD with progress reports required under subsection (c); and (5) fulfill any other responsibilities that MOHCD determines would help the City to support the District.

## **ARTICLE IX FISCAL SPONSOR**

As required by ordinance, all Cultural Districts within the City and County of San Francisco should have a Fiscal Sponsor to ensure distribution of the annual allocation of funding to the Districts by their primary funder, the Mayor's Office of Housing and Community Development. As of May 18, 2020, the Fiscal Sponsor of the Castro LGBTQ Cultural District is the San Francisco LGBT Center.

9.1 Memorandum of Understanding. The current Memorandum of Understanding ("MOU") was made on October 14, 2021 and is a revision of the MOU made on May 18, 2020 by and between the San Francisco LGBT Center ("the Center"), the Fiscal Sponsor, and the Castro LGBTQ Cultural District, the Sponsored Project ("Project"). The Project must be engaged in activities that further the Center's stated mission and tax-exempt purpose. 9.2 Sponsor. San Francisco LGBT Center is a nonprofit corporation, exempt from federal tax under section 501(c)(3) of the Internal Revenue Code, as amended (Federal Tax ID #94-3236718). It is formed for purposes which, according to its bylaws, shall be organized and operated exclusively for charitable purposes. The mission of the SF LGBT Center is to connect our diverse community to opportunities, resources, and each other to achieve our vision of a stronger, healthier, and more equitable world for LGBTQ people and our allies.

9.3 Project. The mission of the Castro LGBTQ Cultural District is to preserve, sustain and promote the LGBTQ history and culture of the Castro District. Our goals are to strengthen and celebrate the unique cultural identity of the Castro; stabilize LGBTQ ownership of businesses, housing and other resources; and engage the community to become more actively involved citizens. We will do this by working closely with the City, businesses, other nonprofit organizations, and community members to create a clear strategic plan that will fulfill the Cultural District's vision and goals and will provide positive benefit to LGBTQ individuals in the Castro and beyond. [This has since been clarified and is correct in our current Mission Statement. Article IV]

9.4 Agreement. The Center is agreeing to receive tax-deductible charitable contributions on behalf of the Project. The Project, with the administrative assistance of the Center, desires to use these funds to implement the Project's purposes.

This MOU is intended to describe the responsibilities of each of these parties in their respective roles as sponsored project and fiscal sponsor. By entering into this MOU, the parties agree to the following terms and conditions:

- A. Receipt of Funds. The Sponsor agrees to receive contributions and gifts, including, but not limited to, grant funding if awarded, to be used for the Project, and to distribute those funds to the Project. All funds received for use by the Project shall be deposited into a restricted fund created solely for the purpose of this Project.
- B. Reporting Charitable Donations. The Center agrees that all contributions it receives for the Project will be reported as contributions to the Center as required by law. The

Center partners with the District Director to send donor acknowledgements for all charitable contributions received for the project through agreed upon channels and acknowledge that the funds were allocated for the Project. The Center agrees to notify the Project of any change in its tax- exempt status.

- C. Protection of Tax Exempt Status. The Project agrees not to use funds in any way that would jeopardize the tax-exempt status of the Center. Specifically, the Project must be involved in activities allowable under a 501c3 designation, and cannot participate in, or intervene in, any political campaign on behalf of any candidate for public office. Funds may also not be used in any attempt to influence legislation. The Project agrees to immediately comply with any written request by the Center that it cease activities which, in the Center's sole opinion, might jeopardize the Center's tax status, and further agrees the Center may suspend its obligation to make funds available or terminate this MOU in the event the Project fails to comply with any such request. Any changes in the purpose for which contributions are used must be approved in writing by the Center before implementation. The Center retains the right, if the Project breaches this MOU, or if the Project jeopardizes the Center's legal or tax status, to immediately return funds to the Project or the donor, or to withhold the funds.
- D. Use of Funds. The Center also authorizes the Project to make expenditures, which do not exceed total contributions and grant funds for the Project, on its behalf for use in the Project. The Project agrees to use any and all funds received from the Center solely for legitimate expenses of the Project and to provide the Center with itemized invoices and receipts when requesting disbursement of said funds. Requests for payment must be accompanied by a current W-9, if the vendor is not already on file with the Center's finance department. Because city contracts are on a reimbursement basis, the Center will advance funds that meet all grant contract requirements and are within contract approved budgets up to a maximum of \$50,000 at any one time. The Center is unable to advance funds for other projects without advance notice, and will require funds for other projects to be raised before they can be committed or spent.
- E. Financial Accounting and Reporting. Project agrees to follow the Center's established policies and procedures including, but not limited to, contract administration and management, fiscal procedures, new funding applications, and budgeting. The Center will provide the Project with monthly P&L statements to prepare grant invoicing, quarterly, and annual Financial Reports. The Center will also make reasonable efforts to provide other financial reports and bookkeeping to the Project upon request.
- F. Activities. Project is fully and solely responsible for performing all Project work and activities. Authority to manage the programmatic activities of the Project is delegated to its elected Advisory Board and Staff. The Project will retain ownership rights to anything of tangible or intangible value that might have come from the use of grant funds.

- G. Sponsor Supervision, Control, and Governance. The Center will provide administrative oversight that allows the Project to focus on their work and deliverables.
- a. All personnel to be compensated for Project activities shall be an employee of the Center or, if properly classified, an independent contractor of the Center. The Center will be responsible for ensuring that all personnel hired for the Project have the appropriate insurance coverage, including worker's compensation and/or professional liability. As an employee of the Center, the Project personnel will be subject to all Center personnel policies and will be entitled to all Center employee benefits.
  - b. The Project will provide the Center with copies of all grant applications, recommendations regarding grant awards, and all other documentation reasonably required to enable the Center to fulfill its obligations as a fiscal sponsor. The Project agrees to ensure that all parties involved understand the legal issues involved in fiscal sponsorship and these guidelines for carrying out the sponsorship.
  - c. The Project understands it is ultimately subject to the direction and control of the Center's Board of Directors. The Project is fully and solely responsible for performing all Project work, activities, and grant deliverables.
- H. Fundraising & Grants.
- a. The Project may solicit contributions and/or grants that are earmarked for the activities of the Project.
  - b. Advance approval by the Center is required for the submission of any grant applications or proposals, and grant applications or proposals must not conflict or compete with the Center's funding sources.
  - c. All grant agreements, pledges, or other commitments with funding sources to support the Project shall be executed by the Center.
  - d. The Project is fully and solely responsible for preparing all project reports on any grants and/or contracts it receives. The Project must provide the Center with a copy of all grant/funding report submissions.
  - e. The Center shall be responsible for the invoicing and processing of all grant monies received for the Project, which shall be reported as the income of the Center for both tax purposes and for purposes of the Center's financial statements.
  - f. Project is responsible for ensuring the primary and secondary contacts (including Project paid personnel) meet with the Center's primary contact on a quarterly basis to discuss Project activities and personnel management.
  - g. The Project agrees to allow a representative from the Center to attend Project Advisory Board meetings in an ex officio capacity. The Center representatives do not hold voting privileges.
- I. Remuneration to the Sponsor. In addition to serving as fiscal sponsor for the Project, the Center will provide administrative support to the Project. The Project agrees that, in exchange for the administrative cost of financial accounting, organizational development, human resources, and other support provided, the Center will charge an administrative fee of 15% on all funds received for the Project. This fee is



effective July 1, 2021 and is equivalent to the cap set by the Mayor's Office of Housing and Community Development for indirect costs. The Project and the Center agree to evaluate the administrative fee percentage on an annual basis.

- J. Insurance. The Center will provide any appropriate liability insurance coverage for the Project, as required by law.
- K. Brand Identity & Relationship. The Project agrees to identify the Center as fiscal sponsor on external marketing materials, whenever possible. The Center may use excerpts of the Project's work in digital or print communications and promotional material and will properly credit the Project's work. The Center may use the Project's name, likeness, image, and logo in its digital and print communications, including identifying the Project as a participant in the Center's fiscal sponsorship program.
- L. Office Space & Other Infrastructure. The Center will not provide office space or any other infrastructure (phone, internet, etc.) absent further negotiations and agreement. The Project may rent space at the Center for meetings and events, per the Center's Room Rental Policy.
- M. Communications. Each party will provide prompt communication of any issues affecting this Project and/or any funds being managed on its behalf. The Project will specify a project leader (District Director) and a secondary point of contact (Advisory Board Co-Chair), both of whom may approve of fund disbursements.

Contacts for San Francisco LGBT Center:

PRIMARY:

Rosemary Gardner

Director of Community Programs (pronouns: she/her/hers)

415-865-5619

[rosemaryg@sfcenter.org](mailto:rosemaryg@sfcenter.org)

SECONDARY/FINANCIAL:

Jennifer Valles

Director of Programs

[Jenniferv@sfcenter.org](mailto:Jenniferv@sfcenter.org)

415-865-5693

Primary and secondary contacts for the Project:

PRIMARY

Tina Valentín Aguirre, District Director (pronouns: they/them/theirs)

[taguirre@castrolgbtq.org](mailto:taguirre@castrolgbtq.org)

SECONDARY

Executive Co-Chairs of the Advisory Board (appointed annually by the Advisory Board.)

- N. Terms of Agreement/ Renewal. This MOU shall automatically renew on July 1st, and annually thereafter, unless either the Center or Project gives written notice of termination at least 30 days before any annual renewal date.
- O. Termination. Either party may terminate this MOU by giving 30 days written notice to the other party. The foregoing notwithstanding, if the Center reasonably determines that its continued fiscal sponsorship of the Project may jeopardize their tax-exempt status, the Center may terminate this MOU immediately, upon notice to the Project.
- P. Successor Sponsor. If the Project will continue to exist, but terminates the Center's fiscal sponsorship, the Project may identify another nonprofit corporation that is tax-exempt under IRC Section 501(c)(3) and willing and able to sponsor the Project ("Successor"). If a Successor is found, the balance of assets held by the Center for the Project, together with any other assets held or liabilities incurred by the Center in connection with the Project, shall be transferred to the Successor as soon as administratively practicable, subject to the approval of any required third parties (including funding sources). If the Project has formed a new organization qualified to be a Successor as set forth in this Paragraph, such organization shall be eligible to receive all such assets and liabilities so long as such organization has received a determination letter from the Internal Revenue Service which states the new organization is exempt from federal tax under section 501(c)(3). If no Successor is found, the Center may allocate the Project's assets and liabilities in any manner consistent with applicable tax and charitable trust laws and other obligations.
- Q. Waiver & Acknowledgment. The Project acknowledges that the Center will devote such time to management of the Project's funds and to general supervision of the Project as it sees fit. The Project hereby waives and releases the Center from any and all claims, loss, damage, liability and expense, including, without limitation, attorney fees and costs, known or unknown, arising out of or in any way related to the Project, except damages arising solely from the Center's gross negligence or willful misconduct.
- R. Severability. Each provision of this MOU shall be separately enforceable, and the invalidity of one provision shall not affect the validity or enforceability of any other provision. This MOU shall be interpreted and construed in accordance with the laws of the State of California.
- S. Entire Agreement. This MOU constitutes the only agreement, and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof. This MOU may not be amended or modified, except in a writing signed by all parties to this MOU.

## **ARTICLE X AUTHORITY**

10.1 The District shall exercise its authority, functions, powers, and duties in accordance with the Charter for the City and County of San Francisco ("Charter") and all rules, regulations, orders, and laws of the City and County of San Francisco, including, without limitation thereto, the applicable provisions of the San Francisco Administrative Code Section 107; 107B through 107B-2, Fiscal Sponsor *Memorandum of Understanding*, and Police Code; and in accordance with these District Bylaws.

## **ARTICLE XI ADVISORY BOARD**

11.1 Authority. The Castro LGBTQ Cultural District Advisory Board (referred to herein as "Advisory Board") is the community appointed governing body of the District. Authority to manage the programmatic activities of the District is delegated to its community elected Advisory Board through its appointed District Director. The Advisory Board also serves to create District policy and advise the District Director and advise the City and County of San Francisco through the District Director in alignment with the administrative code and Cultural, History, Housing, and Economic Sustainability Strategy Report. This community appointed Advisory Board was chosen in lieu of the *Cultural District Stabilization Fund Community Advisory Committee* originally suggested in the District's establishing ordinance in Section 107.B of the San Francisco Administrative Code. Although this change was requested to the District 8 Supervisor, the current ordinance still requires language that reflects this change and establishment of this governing advisory body.

11.2 Number of Advisory Board Members. An Advisory Board of fifteen members shall be appointed by community election to serve as the governing body of the District in cohorts of five on a cyclical basis. Fifteen elected individuals when fully seated; Five individuals minimum; up to four additional appointed seats.

11.3 Advisory Board Member Qualifications. The Advisory Board shall be diverse in institutional and community ties, relevant skills, and backgrounds including gender, sexuality, ethnicity, ancestry, and class.

- a. Not more than 49% of the Advisory Board may have a potential financial conflict of interest, such as by standing to gain from planned Cultural District expenses, or holding a job or contract with the Fiscal Sponsor or the City and County of San Francisco. Those with conflicts will be required to recuse themselves from voting on matters in which their interests conflict.
- b. The majority, or 51% of the Advisory Board, must be San Francisco residents.
- c. Ideally, each candidate should:

- i. Represent a District or LGBTQ constituency, or
  - ii. Have experience in one of the key policy focuses of the District such as Arts & Culture, Cultural Competency, Economic & Workforce Development, Historic Preservation, Tenant Protections, and Land Use, or
  - iii. Have experience in Advisory Board governance and parliamentarianism.
- d. Community appointed Advisory Board members must live in San Francisco County. Internally appointed members may live in one of the nine bay area counties - San Francisco, Alameda, Contra Costa, Santa Clara, San Mateo, Napa, Sonoma, Marin and Solano.

11.4 Appointment and Term of Office. The Advisory Board's primary goals have been to establish the Cultural District and ensure it has broad public support. To that end, it is incumbent upon this board to hold ongoing community elections for Advisory Board seats whose members have reached the end of their term. Each term shall last a maximum of three years with the exception of the initial three cohorts who voluntarily added an additional year to their term for the purposes of ensuring a consistent election cycle.

- a. The Advisory Board will consist of 15 members, elected in cohorts of five seats. Advisory Board members will be elected for terms of 3 years. Each election shall be for cohorts of five seats and take place cyclically as each cohort completes their three year term.
- b. Appointments to vacant Advisory Board seats are at the discretion of the Advisory Board and may be utilized to fill interim vacancies should it be the will of the Advisory Board and as provided by these bylaws.
- c. Before the election, the Advisory Board shall assess deficits in the the Advisory Board's desired diversity, skills and resources, and conduct focused outreach to correct such deficits;
- d. It is the responsibility of the Advisory Board to ensure the cyclical occurrence of election procedures as identified by the District bylaws. The Governance Committee must be reactivated adequately in advance for this purpose.
- e. To be eligible to run for a community-elected seat on the Advisory Board, nominees must live in the City and County of San Francisco. Candidates for nomination and appointment by the Advisory Board must live in one of the nine Bay Area counties- San Francisco, Alameda, Contra Costa, Santa Clara, San Mateo, Napa, Sonoma, Marin, and Solano.
- f. Applications will open 45 days in advance of the cohort election.
- g. Individuals can be nominated by anyone, including self-nominations.
- h. Each candidate must complete the official nomination form, which will be made available to the public via the District's usual public notice mandates at the close of the nomination period.
- i. On the form, each candidate shall include mention of any affiliations and/or conflicts of interest and list their involvement with the Cultural District to date.
- j. Each candidate will be required to submit a written statement. They may additionally submit a recorded audio or video version of that statement.

- k. The Governance Chair Committee shall carry out each cohort election in compliance with Advisory Board- approved election protocols and ensure that any revisions are properly noticed and approved in advance of the election.
- l. The Governance Chairs and Staff shall notify the public of the election date and location at least 30 days in advance.
- m. The Governance Chair and Staff shall notify the public of the candidates' names and provide candidate statements at least 15 days in advance of the election.
- n. Notifying the public shall include at least:
  - i. Posting to the District's email list, social media platforms, and website.
  - ii. Posting a physical notice at the fiscal sponsor address, San Francisco City Hall, and the bulletin board at Eureka Valley-Harvey Milk Memorial Branch of the San Francisco Public Library, 1 José Sarria Court, San Francisco, California 94114.
  - iii. Submitting a press release to a local press contact list.
  - iv. Conducting outreach to stakeholder organizations.
- o. Voting shall occur on the scheduled election day in a centralized and accessible location within the District boundaries. Election Day shall occur at the Castro Street Fair on the 1st Sunday in October according to the cohort schedule.
- p. An in-person, remote, or hybrid forum shall be provided for the community at the discretion of the Governance Chair(s) in advance of the election to provide education on each candidate. A candidate digest shall be provided via public notice compliance in advance of Election Day and on site at the polls.
- q. Voting by proxy through virtual transmission or otherwise may be utilized by the District when it is necessary to ensure community health, safety, and accessibility.
- r. Voting oversight and tabulation shall be held jointly by the Alice B. Toklas and the Harvey Milk LGBTQ Democratic Clubs until such time proper elections may be overseen by another organization, firm, or City department.
- s. Candidates must receive 30% or more of the public vote to assume their seat. In the event of a tie for the last seat(s), a runoff may be conducted at the discretion of the facilitator and vote counters, taking into account space and time availability.
- t. Election results will be announced at the conclusion of tabulation and following certification by the Executive Chairs.
- u. Newly elected members will be seated at the January meeting of the full Advisory Board following the October election.
- v. Newly elected candidates shall undergo an onboarding process during the intervening months between Election Day and the January Advisory Board Meeting at which time they shall be seated. Proper onboarding shall be jointly held by Executive Advisory Board leadership and the Cultural District Director.
- w. Candidates for appointment either by the Advisory Board or via community election to the Advisory Board or public membership of policy committees must not be found to be in conflict with the work of the Advisory Board, District or the interest of the community. Candidates may be disqualified from candidacy by the currently seated

members of the Advisory Board upon recommendation from the Executive, Governance, or Election Oversight Committees should they be determined to be in violation of public trust or a threat to community safety. This determination must be made based on verifiable fact and evidence and shall not be arrived at through hearsay or based on personal bias.

11.5 Duties of Advisory Board Members. Each appointed or elected Advisory Board Member must be active in their role in both the full board and committee work. In order to execute their responsibilities, Advisory Board Members shall:

- a. Be knowledgeable about general issues of concern to the San Francisco LGBTQ community and Castro LGBTQ Cultural District.
- b. Strive to increase the resources of the District.
- c. Act as liaisons, in collaboration with the District Director, between District constituency and the Board of Supervisors, the Mayor, and members of City Commissions, Departments and community organizations.
- d. Act as advocates for LGBTQ culture to the government and business community.
- e. Support and advise the work of the District Director in their role as the administrative, technical and operational lead of the District. This includes the review and possible action on proposed policy from Staff or Committee and implementation proposals from Staff.
- f. Support the development of policy on all key focus areas of the District's purview. It is incumbent upon this body to review all policy submitted to it by Advisory Board Committees and Staff for possible discussion or action. Proposed policy may be returned to committee for further development or further staff recommendations may be requested.
- g. Each appointed or elected Advisory Board Member shall be a member of at least one Committee.
- h. Unless excused, attend all regular and special meetings of the Advisory Board. An Advisory Board Member may be excused by giving notice to the Secretary of the Advisory Board or Executive Co-chairs before full Advisory Board Meetings.
- i. Advisory Board Members are allowed three excused absences per annual session. Members who exceed three excused absences will have their voting privileges revoked until the next year's Advisory Board session.
- j. Members who have more than two unexcused absences will also have their privileges revoked until the next year's Advisory Board session.
- k. Executive Chairpersons must inform members out of compliance within 72 hours of their first unexcused absence.
- l. Alternatively, Advisory Board Members experiencing challenges may ask for a leave of absence. If the leave of absence reaches one month, they must petition the Advisory Board for an extension or their term will be automatically terminated. Voting privileges shall be paused during a leave of absence. Advisory Board members must inform the Secretary of the Advisory Board if they intend to return to their post 72 hours prior to a publicly noticed meeting if they intend to resume their

voting seat.

- m. Advisory Board Members are required to attend all in person meetings.
- n. Per the criteria established by the San Francisco Ethics Commission, Advisory Board members may attend mandatory in-person meetings with full privileges virtually if they make a request for reasonable accommodation to do so under the criteria established by that Commission and State and Federal law and if their attendance in person cannot be reasonably accommodated in light of this criteria. Requests of this nature must be submitted in writing to the Executive Chairs for approval.
- o. Abide by these bylaws, Rules of Conduct, and all other laws and regulations mandated by the City and County of San Francisco, State of California, and United States of America.

11.6 Compensation. Currently Advisory Board Members serve without compensation. Before the end of the 2023-2024 fiscal year, if not before then, each active Advisory Board Member shall receive a stipend of \$50 a month for their participation if they are active members in good standing. This shall be operationalized by the District Director in agreement with the Fiscal Sponsor.

11.7 Resignation and Removal. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Executive Co-Chairs, unless a later effective date is specified in the resignation. The Executive Co-Chairs may remove Advisory Board Members pursuant to Advisory Board vote. If an Advisory Board Member has three (3) unexcused absences for regularly scheduled meetings of the Board in any twelve (12) month period, the Secretary of the Advisory Board or the District Director must notify the Executive Co-Chairs who then must make recommendation for removal to the full Advisory Board. If any member of the Advisory Board is found to be in violation of the Advisory Board Rules of Conduct or laws that protect District Staff, the Executive Chairs must immediately notify the Advisory Board and recommend removal while abiding by all and any applicable fiscal sponsor human resources guidelines, municipal, state and federal employment and privacy laws. Furthermore, a recommendation for removal based on an Advisory Board Member being in conflict with the work and mission of the District and its bylaws may also be made to the Executive Chairs by the District Director, MOHCD Cultural District Manager, Fiscal Sponsor Executive Leadership, or the District 8 Supervisor. In such a case, the Executive Chairs must communicate this recommendation to the Advisory Board in writing at the soonest available opportunity at which point the recommendations shall be reviewed and a determination made by the Advisory Board with recommendations from the District Director.

## **ARTICLE XII**

### **BOARD AND COMMITTEE MEETINGS**

12.1 Regular Meetings. The Advisory Board shall establish by resolution the time and place for holding regular meetings. Regular meetings shall be called by the Secretary of the Advisory Board and noticed pursuant to Section 12.4.

12.2 Special Meetings. Special meetings of the Advisory Board may be called at any time by the Secretary of the Advisory Board upon the order of the Executive Co-Chairs or a majority of the authorized number of Advisory Board Members. The notice for a special meeting shall specify the time and place of the meeting and the business to be transacted, and no other business shall be considered at such meeting. Special meetings shall be noticed pursuant to Section 12.4.

12.3 Closed Meetings. The Advisory Board is authorized to hold closed (non-public) sessions at regular and special meetings for limited purposes in accordance with applicable state and local laws. Examples of such purposes include consideration of the appointment, employment, or dismissal of the District Director, or conferring with the City Attorney or other legal representation through MOHCD or the Fiscal Sponsor regarding pending litigation. Upon consultation with the City Attorney or other Fiscal Sponsor-approved legal representation, and determination that a closed session is both authorized and appropriate under the circumstances, the Executive Co-chairs may call a closed session in accordance with the public notice requirements specified in state and local public meeting laws.

12.4 Notice of Meetings. Notices and agendas of all regular and special Full Advisory Board and Committee meetings shall be posted at the Eureka Valley-Harvey Milk Memorial Branch Library, on the District's website, and delivered personally or by mail, email, or facsimile, as reasonably requested, to each Advisory Board Member and any person who files a written request for such notice with the District. Notice of regular and special meetings shall be posted at least 72 hours before the meeting. In the case of a special meeting held at a location other than the regular Advisory Board meeting place, fifteen days' notice shall be provided, unless the alternative meeting location is within the same building as the regular meeting place. During states of emergency and through other provisions made by state and local laws, this body shall be able to hold virtual meetings as an alternative or in hybrid format of an in-person meeting, while remaining fully compliant, to ensure community safety and wellness.

12.5 Attendance. All regular and special meetings of the full Advisory Board must be attended in person. Per allowances provided for by the San Francisco Ethics Commission, Advisory Board Committees may continue to be attended virtually, but virtual Advisory Board and /or Committee attendants must do so with the camera on. Requests for reasonable accommodation to attend full Advisory Board meetings virtually per the provisions outlined by the San Francisco Ethics Commission must be submitted to the Executive Chairs who will issue a determination.

12.6 Quorum. The presence of a majority of the authorized number of Advisory Board Members shall constitute a quorum, which is 50% of the total Advisory Board members plus 1 (with fifteen authorized Advisory Board Members, the quorum is eight). In the absence of a quorum, no action can be taken. In the event of the loss of a quorum, the only official



actions that the Advisory Board may take are to: (1) fix the time to which to adjourn; (2) adjourn the meeting; (3) recess the meeting; or (4) take measures to secure a quorum. Full meetings of the Advisory Board can only secure quorum in person. Committee meetings may continue to secure quorum through virtual participation.

12.7 Required Vote. Unless otherwise required by the Ordinance, the affirmative vote of a majority of the authorized number of Advisory Board Members shall be required for the approval of any matter before the Advisory Board. The District Director does not have a vote. Each Advisory Board Member present at an Advisory Board meeting shall vote “yes”, “no”, or “abstain” when a question is put, unless excused from voting by a motion adopted by a majority of the Advisory Board Members present at the meeting, or unless the Advisory Board Member has a conflict of interest or potential conflict of interest that may legally preclude participation in the vote, as further described in Section 11.3.A. Whether an Advisory Board Member has a conflict of interest which precludes participation in a vote is determined on a case-by-case basis, based on consultation with the Bylaws and, if necessary, MOHCD,. Each Advisory Board Member present shall have one vote on motions brought before the Advisory Board. Proxies are not permitted.

12.8 Meeting Minutes. Minutes shall be taken at every regular and special Advisory Board & Committee meeting and shall be approved by the Advisory Board or Committee. Draft minutes shall be made available to the Mayor’s Office of Housing and Community Development no later than ten working days after the meeting at which they are drafted. Draft minutes of each meeting shall be available for inspection and copying upon request no later than ten working days after the meeting.

12.9 Public Testimony. Consistent with the Sunshine Ordinance, San Francisco Administrative Code Section 67.15, a member of the public shall be allowed to give testimony before consideration of any item by the Advisory Board or Committees at a public meeting in addition to following noticed discussion items. The Executive Co-Chair or Presiding Committee Chair may place a limit on testimony; provided that each person shall be permitted to be heard once for up to three minutes. Time limits shall be applied uniformly to members of the public wishing to testify.

12.10 Access to Meetings. The District shall provide notice of public accessibility and access to all regular and special meetings in compliance with Chapter 67 of the San Francisco Administrative Code. All full Advisory Board meetings shall be held in person with hybrid public accessibility. All Advisory Board Committee meetings shall continue to meet in person or virtually at the discretion of the committee.

## **ARTICLE XIII COMMITTEES**

13.1 Purpose. The Organization shall have such committees as may from time to time be designated by resolution of the Advisory Board. Membership on committees will consist of Advisory Board members and may include members of the public who are not members of the Advisory Board. The Advisory Board may from time to time establish Committees to assist in the fulfillment of the District's work, including without limitation, to (i) conduct public hearings and take public testimony to ensure that all viewpoints are considered, (ii) provide the Advisory Board with readily available expertise regarding the policies and direction of the District, (iii) review District Director and staff recommendations and advise the Advisory Board regarding action to be taken, (iv) provide broad community participation in Advisory Board activities, and (v) examine issues brought before the Advisory Board or Committee and make recommendations to the Advisory Board on resolutions, contracts and approvals with Staff recommendations.

13.2 Accountability of Committees to the Advisory Board & Staff. All Committees shall be accountable to the Advisory Board and shall have authority to make recommendations to the Advisory Board on matters within the Advisory Board's area of responsibility. Committees will be accountable to the Advisory Board, and only the Advisory Board can take action binding the District, committees are not so empowered. Committees are likewise not empowered to approve or authorize projects or proposals, but may approve recommendations or give feedback on such to the Advisory Board and Staff in due process. They additionally may ask for Staff recommendations on any matters brought before them. All proposals passed out of committee must be reviewed by Staff before being heard by the Advisory Board.

13.3 Types of Committees. The work of the District is accomplished through delegation to many different committees. These committees serve a variety of functions:

- a. Internal Committees — These are committees that handle Advisory Board operations and internal District policy. They include Executive, Governance, Communications, and any others as the Advisory Board shall designate. Participation on Internal committees is limited to currently seated Advisory Board Members.
- b. Policy Development Committees — These committees focus on developing policy on programs and focus areas that the District is mandated to work on. These committees are tasked with the development of District Policy to support the District Director in their work and program and policy implementation, and advise the Board of Supervisors, the Mayor and members of other City Commissions and community organizations through the District Director. These include, but may not be limited to the following: Arts & Culture, Cultural Competency, Economic & Workforce Development, Historic Preservation, Land Use, and Tenants Protections (these last three are currently held in the Land Use Committee.) The breadth of these focus areas may grow as alignment between the San Francisco Cultural

Districts Program and other City commissions, departments, and agencies continues. Participation on Organizational committees may include members of the public, though at least one chair must be a currently seated Advisory Board Member. All committees must execute policy through the lenses of diversity, equity, inclusion and accessibility, specifically using racial, gender, and queer equity frameworks.

- c. Ad Hoc Committees — These committees oversee special projects or assignments that have a specific timeline and concentrated focus and then dissolve upon completion of the project. Public membership in ad hoc committees may vary by committee.

13.4 Standing Committees. The Advisory Board shall maintain standing committees outlined in San Francisco Administrative Code Sec. 701.2 and the Cultural History, Housing, and Economic Sustainability Strategies (CHHESS) Report mandates which includes but may not be limited to the following: Arts & Culture, Cultural Competency, Economic & Workforce Development, Historic Preservation, Tenants Protections, and Land Use. The current roster of internal committees include: (1) Executive; (2) Governance; (3) Communications; Policy Development Committees include: Arts & Culture, Economic & Workforce Development, and Land Use (this committee currently houses Environmental Preservation, Historic Preservation, Land Use, and Tenants Protections focus areas.) This list is subject to revision as the work of the District Broadens and City alignment determines.

a. Internal Committees

- i. Executive. The Executive Committee is the governing committee of the Advisory Board. The Governing Committee shall be composed of no less than (2) Executive Co-Chairs, Treasurer, Secretary, Executive Member-At-Large and other Committee Chairs or Liaisons as determined by the Advisory Board. If at the time of election, the full committee is not composed, it is incumbent upon the Executive Chairs to assign interim proxy roles to existing Executive Committee members. These roles cannot be permanent, and any vacant roles must be open to nomination at each subsequent meeting until they are filled. This Advisory Board may consider transitioning the roles of *Treasurer* and *Secretary* to Staff positions should funding and staffing become available. The Executive Committee shall keep regular minutes of its proceedings, file them with the District records, and shall be made available to the Advisory Board, Staff and Members of the Public as they may require.
- ii. Governance. The Governance Committee of the Castro LGBTQ Cultural District Advisory Board was formed as a foundational component of the formation of the District in response to the mandates as outlined by both the city ordinance that established the District and the memorandum of understanding between the Advisory Board and its Fiscal Sponsor.
  - 1. The Governance Committee will cease to be a standing committee as of January 19, 2023 and evolve into an ad hoc committee whose convening shall be called by resolution of the full Advisory Board to review and recommend specific policies to be adopted as bylaws or internal policy; or to rule on questions of existing policy as requested by the full Advisory

Board.

2. It shall be the responsibility of the presiding Executive Chairs to allocate time on every meeting agenda of the full Advisory Board to announce requests for the Governance Committee to reconvene.
  3. Requests for the convening of the Governance Committee shall be in compliance with public notice requirements and shall be submitted to the Secretary of the Advisory Board 72 hours prior to the public meeting. Exceptions can only be made according to thresholds of urgency established by the Rules of Order, at which time such requests may be made on the floor.
  4. Each convening of the Governance Committee shall close upon resolution and final recommendation on the item requested by the Advisory Board.
  5. Each convening of the Governance Committee shall be composed of volunteers from only the appointed or elected members of the Advisory Board.
  6. The Advisory Board shall appoint a Governance Chair pulled from those who have been nominated.
- iii. Communications. The Communications Committee shall serve to create policy and protocols relating to external communications so as to inform District Staff in their day to day operations.
- b. Policy Committees. All policy committees should develop a charter in advance of their activation.
- i. Arts & Culture. Develop policies to attract and support artists and cultural enterprises.
  - ii. Cultural Competency. Develop policies to promote culturally competent and appropriate City services, policies and narratives.
  - iii. Economic & Workforce Development. Develop policies to promote jobs, tourism and economic opportunities that stabilize the District's economy, as well as center the equity of workers and workers rights.
  - iv. Land Use
    1. Historic & Cultural Preservation. Develop policies that preserve and develop cultural and historic buildings, businesses, organizations, traditions, arts, events, and district aesthetics.
    2. Tenant Protections. Develop policies to protect tenants from displacement and promote affordable housing and homeownership.
    3. Environmental Justice & Stewardship. Develop policies that identify pathways toward environmental sustainability and rehabilitate and restore the historic ecosystem of the District.
    4. Land Use. Develop policies to inform City regulations and programs that support business and industries that advance the Cultural District.

13.5 Forming and Dissolving Committees. Proposals for new committees should be brought first to the Executive Committee, which will offer feedback and operational structuring

proposals and upon approval refer them to the full Advisory Board. Committees are established by resolution of the full Advisory Board. Motions to establish committees should include a statement of the committee's charter or purpose. Inactive committees are by definition, those which have ceased to operate, hold regular meetings, lack membership, or have leadership vacancies past ninety days. Annually the Executive Committee will make note of any inactive committees and refer any motions to dissolve committees to the full Advisory Board at the January meeting. Additionally committees may be temporarily recessed at the request of the Chair, but it is incumbent upon that Chair to reactivate within three months or resign their role.

13.6 Committee Structure. Committees may have a single Chair or Co-Chairs dependent on committee type as well as the needs of the committee and the Advisory Board.

- The Executive Committee is the Governing Committee of the Advisory Board and must have two Advisory Board-appointed Executive Chairs at all times. If a vacancy shall arise, every effort must be made by the sitting Executive Chair to fill that vacancy.
- Internal, Policy, and Ad-Hoc Committee Chairs may consist of one serving Chair. Specific to Policy Committee Chairs, this must retain a minimum of one Advisory Board Member. Public Members may serve as Policy Committee Co-Chairs, but may not serve as the sole chair.

Chairs are appointed for a single year term and are limited to serving three consecutive terms, except that chairs of Ad-Hoc Committees may remain until the committee dissolves or turns into a formal committee. Seats shall normally turn over at the first Advisory Board meeting of each calendar year (i.e. the meeting after the Officer Election). For Ad Hoc Committees, the term of service for the Chair(s) shall normally be the length of the project or assignment. Ad Hoc Committees that continue meeting for more than 2 years shall need the authorization of the Advisory Board to continue on an annual basis thereafter.

Committee Chairs shall be responsible for ensuring that their committees meet regularly, and for providing regular reports on progress at the full Advisory Board meetings. Chairs are further responsible for determining the responsibilities of Chairs and members of their committees.

To support a more even distribution of time commitment and avoid concentration of power, the Executive Committee Co-Chairs shall not chair Policy or Internal committees besides the Executive Committee. Individual Advisory Board members may only serve as the Chair or Co-chair of two committees at the same time. Each committee's Chair(s) shall designate a Committee Recorder on a meeting by meeting basis to compose and record the minutes, distribute agendas, and file documents in the shared drive. If the designated recorder is unavailable it is incumbent upon them to find a replacement.

13.7 Committee Membership. Membership on any Advisory Board Committee is a significant time commitment with responsibilities, which include attendance at meetings, responsiveness on email, and a volunteer time commitment to organizing tasks and

research as determined by each committee.

- a. Unless excused, committee members shall attend all regular and special meetings of the Committee; a Committee Member may be excused by giving notice to the Recorder or Committee Chair(s) before full Advisory Committee Meetings.
- b. Committee Members are allowed three excused absences per annual session. Committee Members who exceed three excused absences will have their voting privileges revoked until the next year's Committee session.
- c. Committee Members who have more than two unexcused absences will also have their privileges revoked until the next year's Committee session.
- d. Committee Chairpersons must inform members out of compliance within 72 hours of their first unexcused absence.
- e. Alternatively, Committee Members experiencing challenges may ask the Chair for a leave of absence. If the leave of absence reaches one month, they must petition the Committee for an extension or their term will be automatically terminated. Voting privileges shall be paused during a leave of absence. Committee Members must inform the Recorder or Committee Chair if they intend to return to their post 72 hours prior to a publicly noticed meeting if they intend to resume their voting seat.
- f. Committee Members must attend all Committee Meetings in the determined format whether this be in person or virtually.
- g. Per the criteria established by the San Francisco Ethics Commission, Committees may continue to meet virtually as of March 2023. If a Committee has resolved to meet in person, members may attend mandatory in-person meetings with full privileges virtually if they make a request for reasonable accommodation to do so under the criteria established by that Commission and State and Federal law and if their attendance in person cannot be reasonably accommodated in light of this criteria. Requests of this nature must be submitted in writing to the Committee Chair(s) for approval. Committee Chair(s) may defer to the Executive Chairs on this matter if they wish.
- h. In the event that a committee member is unable to fulfill their duties as outlined by that committee's charter or the bylaws of this District, the committee's Chair shall have the discretion to ask the member to resign from membership in that committee.
- i. Disputes regarding committee membership shall be mediated by the Executive Committee's Co Chairs and the Governance Co-Chair(s), if the Advisory Board requests the Governance Committee be convened. If there are still disputes after mediation, the issue can be raised with the full Advisory Board for appeal and resolution.
- j. Committee members shall abide by these bylaws, Rules of Conduct, and all other laws and regulations mandated by the City and County of San Francisco, State of California, and United States of America.

13.8 Manner of Voting. Voting is a privilege of all committee members contingent upon certification by the Chair(s) and for members of good standing. Good standing shall be contingent upon regular attendance. Simple majority vote shall be sufficient to decide on

any matter or motion unless previously specified. Votes shall be public and recorded in the minutes.

13.9 Recordkeeping. All publicly-noticed meetings must be recorded, including full Advisory Board and committee meetings, and all special or emergency meetings at which voting takes place. As defined by state and municipal law, a meeting constitutes any gathering of a quorum of the Advisory Board or its Committees for the purpose of District business. Recording may be by audio, video, and/or written transcript; as of January 2021, we normally use the Zoom record facility for this purpose and recordings will be transferred to the Google Drive by each Committee Recorder or the Secretary of the Advisory Board. Transcripts need not be publicly posted but must be provided to the Mayor's Office of Housing and Community Development upon request. Minutes from each meeting must be made available no more than 10 working days after the meeting. Sunshine Requests for District records shall be held by the Mayor's Office of Housing and Community Development.

Minutes must include, at minimum:

- names of Advisory Board members in attendance
- listing of any motions made, by whom they were made, by whom they were seconded, and their results
- record of public testimony
- approved District formatting
- records of topics discussed

Agendas must be made publicly available no less than 72 hours before the meeting by posting them in a consistent place on [castro-lgbtq.org](http://castro-lgbtq.org). The District ordinarily does this by setting the document to be publicly viewable and pasting the URL into event listing for the meeting in the District public calendar. A hard copy of the Agenda must also be posted at the Eureka Valley- Harvey Milk Memorial Branch of the San Francisco Public Library at 1 José Sarria Court, San Francisco, California 94114. For in-person meetings, hard copies of a reasonable amount must be made available to members of the public at the meeting itself; for Zoom meetings, the agenda should be provided via the chat link.

13.10 Public Participation. Castro LGBTQ Cultural District Advisory Board and its Committee meetings are open to the public for attendance, listening, and comment under the San Francisco Sunshine Ordinance and/California Brown Act. The exceptions are those that are clearly defined by both of these mandates. As of March 1, 2023 all meetings of the full Advisory Board must be held in person at a location to be set no later than 72 hours prior to the meeting. A hybrid component shall be made available for greater public transparency and accessibility while also providing for employee protections provided by municipal, state and federal law. Meetings of internal and policy committees must adhere to Sunshine/Brown compliance in virtual, hybrid, and in person iterations, but may be held in either compliant format at the discretion of the Committee's Chair(s).

Agendas must be made publicly available no less than 72 hours before the meeting by posting them in a consistent place on [castro-lgbtq.org](http://castro-lgbtq.org). and the bulletin board of the Eureka

Valley-Harvey Milk Memorial Branch of the San Francisco Public Library at 1 José Sarria Court, San Francisco, California 94114.

After each action and discussion item and at the end of each meeting, before adjournment, a standing agenda item shall set aside time for public (i.e. non-committee member) comment in an amount of no more than three minutes per person. Names of those who comment shall be included in the meeting's minutes. The amount of time is at the discretion of the presider who may need to adjust for high turnout of public attendance.

13.11 Membership in Committees Internal Committee membership is only available to Advisory Board Members Policy Development and Ad Hoc committees are open to both the Advisory Board and general public and at the discretion of the Committee Chair(s) with the exception of Advisory Board members who are entitled to join any policy committee by virtue of their seat. Members of the public who are interested in joining committees must complete an application and be approved by the Chair(s). Once approved, members will be asked to sign an agreement about participation. Committee Chairs are responsible for ensuring the public members sign these forms and will keep them on file with their committee notes.

All members are expected to attend committee meetings regularly as defined by the thresholds of that committee's charter. Members of the public can vote on committee recommendations to the full Advisory Board at the discretion of the Committee Chair(s); however public members do not have voting privileges at the full Advisory Board level.

13.12 Types of Meetings. Advisory Board Committees hold two types of meetings - administrative and public. During administrative meetings, no substantial discussion or voting of any kind can take place and cannot achieve quorum. An example of this is Committee Chairs meeting with District Staff. These meetings are for information sharing at the leadership of the Committee Chair(s). Administrative meetings are limited to Advisory Board, Public Members and Staff members as long as quorum is not achieved and policy decisions are not being made or voted upon. Public meetings are regularly held Committee meetings, agendas are developed by Committee Chair(s) and can include policy discussion and voting. Public meetings are open to members of the public.

## **ARTICLE XIV OFFICERS**

14.1 Executive Co-Chairs. The Advisory Board may, by a majority vote of its members, designate two (2) of its members to serve as Executive Co-Chairs of the Advisory Board and delegate the powers and authority of the Advisory Board in the management of the business and affairs of the organization. The Executive Co-Chairs shall represent a diverse cross section of the Advisory Board. By a majority vote of its members, the Advisory Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) of the number of its members, and fill vacancies therein from the members of the Advisory Board. Responsibilities include but are not limited to:



A. Advisory Board Governance

- a. Serving on and presiding over the Executive Committee.
- b. In collaboration with the Cultural District Director and within the guidance of the Advisory Board to:
  - i. Upon request of the Cultural District Director, be delegated to serve as the official spokesperson for the Advisory Board on issues approved by the Advisory Board;
  - ii. In collaboration with the District Director, lead the process of selecting annual goals and objectives that are consistent with the Organization's mission, vision, and values;
  - iii. Ensuring that all Advisory Board members are involved in the various Committee activities and confirming the assignment of Committee Chairs;

B. Conducting Meetings

- a. Motivating Advisory Board Members to attend meetings and actively participate.
- b. Creating an effective and purposeful Advisory Board meeting agenda in collaboration with the Secretary of the Advisory Board, Committee Chairs and the Cultural District Director and delegating as necessary;
- c. Providing relevant information relating to the meeting agenda to Advisory Board Members in a timely manner in advance of Advisory Board meetings and coordinating participation of other stakeholders in Advisory Board meetings as required;
- d. Facilitating all Advisory Board meetings and ensuring that meetings are conducted in accordance with District by-laws, rules of order, and in compliance with the San Francisco Sunshine Ordinance and California Brown Act.

C. Supporting Staff & Representation on behalf of the Advisory Board

- a. Serving as advisor to the Cultural District Director in setting and implementing goals and activities that are aligned with and promote the Organization;
- b. Coordinating the annual performance evaluation of the Cultural District Director and leading the process for determining compensation;
- c. In collaboration with the Cultural District Director and within the guidance of the Advisory Board, developing relationships and communicating with funders, partners, and other stakeholders;
- d. When required, attend meetings on behalf of the Advisory Board and report to Advisory Board;
- e. Assisting the Executive Committee in recruiting new Advisory Board Members while maintaining the Castro Cultural District's commitment to a diverse Advisory Board and staff that reflects the broader LGBTQ community;
- f. Work with Treasurer and Cultural District Director to review annual budgets prior to approval by Advisory Board ensuring that the organization is

- maintaining all fiduciary responsibilities;
- g. Any other relationship and communication outreach within the community as requested, approved, or delegated by the District Director.

The power and authority of the Executive Co-Chairs shall be limited with respect to the following matters in which the vote of the Advisory Board shall be required:

- A. The approval of any action that requires the approval of the members or of a majority of all of the Advisory Board members;
- B. The filling of vacancies on the Advisory Board or on any committee that has the authority of the Advisory Board;
- C. The fixing of compensation of Advisory Board, Executive Committee or on any committee;
- D. The adoption of Bylaws or amendment or repeal of any such Bylaws;
- E. The amendment or repeal or any resolution of the Advisory Board that by its express terms is not so amendable or repeatable;
- F. The appointment of committees of the Advisory Board or the members thereof; and
- G. The approval of any financial transaction that is not previously budgeted or is more than \$500.00 to which this District is a party and compliant with municipal, state and federal laws.

14.2 Treasurer. Until such time as funding and capacity permit the hiring of a Deputy Director of Finance, Bookkeeper, or Finance Administrator, or the District becomes an independent 501(c)(3), the Treasurer shall:

- A. Coordinate with the fiscal sponsor and support the District Director on all financial accounting and fiduciary activities, including:
  - a. Reviewing and approving monthly financial statements with the Fiscal Sponsor Liaison and District Director to report out to the Advisory Board;
  - b. Communicating to the Advisory Board, with the District Director, to alert the Advisory Board of any important discrepancies between planned and actual figures.

14.3 Secretary of the Advisory Board. Until such time as funding and capacity permit the hiring of this role as Staff, thereafter to be known as *District Secretary* or to delegate the title and duties of *Acting District Secretary* to a current staffer who would report to the District Director in support of the Advisory Board and Staff, the current role of *Secretary of the Advisory Board* shall ensure that all of the following is carried out in full compliance with District Bylaws, the San Francisco Sunshine Ordinance and California Brown Act:

- A. Coordinate with the Cultural District Director and Advisory Board Executive Co-Chairs in the creation and timely distribution of agenda for Advisory Board and Committee meetings
- B. Accurate recording and distribution of the minutes of Advisory Board meetings
- C. Updating, maintaining and safe storage of the organization's minutes and legal documents
- D. Creation and maintenance of an up-to-date Advisory Board planning calendar outlining matters to be on the Advisory Board's agenda over the course of a year

- E. Maintenance of a full contact list of Advisory Board members including Advisory Board member appointment dates, term of appointments and Advisory Board member bios
- F. In the event that the Secretary is unable to attend a meeting where minutes or notes are to be taken, it is the secretary's responsibility to find an alternate.
- G. Coordinate with the Fiscal Sponsor Liaison to provide any documents or information requested by the fiscal sponsor
- G. Maintain a file or manual of governance policies and a systematic schedule for their review as determined by the Advisory Board
- H. Collaborate with the District Director to help manage external correspondence (i.e. monitor the Castro LGBTQ Cultural District email account) and ensure that requests made to the Advisory Board and Staff are reported and responded to in a timely manner
- I. Oversee Committee recorders and provide oversight to ensure all committee agendas, minutes, and transcripts are properly noticed and archived
- M. Ensure that all public records requests are adequately furnished to the Mayor's Office of Housing and Community Development without delay in full compliance with municipal, state and federal laws
- J. All records should be reviewed by the District Director before turning over to the requestor to ensure that all municipal, state and federal employee protections and privacy laws are observed
- K. The Secretary of the Advisory Board shall complete adequate training within 30 days of assuming their office so as to ensure comprehensive understanding of the San Francisco Sunshine Ordinance, California Brown Act and all other applicable laws and regulations

14.4 Executive Member-at-Large. The Executive Member-at-Large was created to ensure better governance and oversight within the Executive Committee. As such: This position provides the very important function of preventing deadlock. As executive bodies are often coalitions of leadership from opposing views, this role serves the very real purpose of providing the Executive Committee with numbers that help move votes forward. This position also allows for the ability of more authentic representation of the Advisory Board at large. As the appointed administrative leaders of this governing body, this is crucial to the health and well-being of the Advisory Board as a whole. This position allows for greater diversity in discourse and allows for mediative transition, although it should not be interpreted that this role should serve as a mediator. This position allows for a greater flexibility in official representation of the Executive Committee and sharing of those duties. When the Executive Chairs are unavailable, this increases the number of available persons to be deputized in their stead and at a bare minimum allows for the communication of important external and internal information back to the Chairs and Executive Committee at large when others are unavailable. Examples may be to act as Executive Chair proxy in committees except when presence of the Executive Chairs is explicitly mandated in membership voting privileges or staff supervision and support; as representative to

meetings with external partner organizations.

This position can also be appointed as lead and Executive liaison on special tasks, projects, or issues. Special experience and certifications could dictate what this looks like (community wellness, safety, etc.).

## **ARTICLE XV DISTRICT STAFF**

15.1 Castro LGBTQ Cultural District Director. The Cultural District Director shall, subject to the control of the Castro LGBTQ Advisory Board, supervise and control the affairs of the organization as the administrative and technical lead. They shall perform all duties incident to their office and such other duties as may be required by their job duties prescribed and approved by the Advisory Board and under supervision of the Executive Co-Chairs. An annual performance evaluation by the Executive Co-Chairs shall be convened in closed session. The Advisory Board shall appoint and may remove the District Director. The Cultural District Director shall participate in the monthly Advisory Board meeting but shall not have a vote on the Advisory Board. This is the lead staff position- the job description has been approved by the Advisory Board prior to hiring of the first Cultural District Manager (now Director.) The job description may be amended from time to time based on the needs of the District and upon approval of the Advisory Board. The District Director and all District Staff are employees of the Castro LGBTQ Cultural District's Fiscal Sponsor and can only be hired and terminated by that agency regardless of Castro LGBTQ Cultural District Advisory Board appointment or removal. The Advisory Board shall, however, inform either of those actions.

- A. The District Director shall manage the day-to-day operations of the Castro LGBTQ Cultural District. The District Director shall hire or contract, and have supervisory authority over all District Staff including any deputy directors, program associates, program coordinators and other District personnel and contracted individuals and consultants. The District Director shall develop and submit a budget each year for the Castro LGBTQ Cultural District Advisory Board. The District Director shall be the liaison for the Advisory Board and District to the public as well as all other community stakeholders and City and State agencies having business with the District and be responsible for planning and coordinating of major cultural, entertainment, and similar events in the District. Promoting the District as the setting for such events; promote the location of historic, cultural, entertainment, small business, and affordable housing within the District; promote the responsible operations of such establishments and their operators' adherence to the mission of the District and policies designed to preserve and sustain the cultural and historic legacy of the District through the lenses of racial, gender and queer equity; and perform such other duties as the Advisory Board may prescribe. In terms of events, responsibilities held by the Cultural District Director does not preclude

responsibilities as held by the City, Police Department and all pertinent departments and agencies. These entities shall continue to be responsible for all matters concerning law enforcement.

- B. The District Director is lead on the cyclical submission of the Cultural History, Housing, and Economic Sustainability Strategies (CHHESS) Report and is responsible for working collaboratively with the Mayor's Office of Housing and Community Development to submit this in timely fashion and in full compliance with the mandates of the ordinance that established this District. It is the role of the Advisory Board to support the District Director in this work and not provide any obstruction to its timely delivery.
- C. In order that the Advisory Board may perform its function to advise the City and County of San Francisco Mayor, Board of Supervisors, and identified agencies, departments, and commissions through policy recommendation provided to the District Director, the District Director shall also provide administrative support to the Advisory Board through the delegation or hiring of staff to aid Board Members in this work provided funding and staffing permit. Since the Cultural Districts Program is new and still has not achieved full funding for staffing and implementation, it may be required to advocate to the appropriate City agencies or to private funders to ensure adequate support for both Advisory Board and Staff. The District Director may enlist the assistance of the Executive Chairs or convene an ad hoc fundraising committee for this purpose.

15.2 Additional District Staff. This section is to be determined at the discretion of the District Director.

15.3 Legal Advisor. The City Attorney shall be the legal advisor to the Mayor's Office of Housing and Community Development in regard to the City and County of San Francisco's Cultural District Program.

15.7 Human Resources. Human Resources shall be provided by the Castro LGBTQ Cultural District's Fiscal Sponsor.

## **ARTICLE XVI RULES OF ORDER AND CODES OF CONDUCT**

### 16.1 CASTRO LGBTQ CULTURAL DISTRICT ADVISORY BOARD RULES OF ORDER

- A. Public Participation
  - a. Public Sessions- Every meeting of the Advisory Board, including all Advisory Board committee meetings, is open to the public. The agenda for each meeting of the Advisory Board is posted at the Eureka Valley-Harvey Milk Memorial Branch Library and the District's website. The Advisory Board

shall not close any part of its open meeting to the public for “closed sessions,” except in strict observance of California’s Ralph M. Brown Act (California’s open meeting law) and the San Francisco Sunshine Ordinance (SF Administrative Code 67).

- b. **Written Communications-** The policy of the Castro LGBTQ Cultural District is to encourage public participation before legislative action is taken by the Advisory Board. Written communications concerning municipal issues addressed to the Advisory Board or Secretary of the Advisory Board and received will be listed on the agenda for the following month’s Advisory Board meeting. Communications relating to matters pending before the Advisory Board or Advisory Board committee shall also be placed in the District drive concerning the matter.
- c. **Public Testimony-** The Advisory Board welcomes public testimony. Persons speaking before the Advisory Board or a committee shall confine their remarks to the question before the Advisory Board or committee. When the full Advisory Board considers a resolution that has not been considered by a committee, public testimony on those items occurs during the public comment portion of the Advisory Board meeting. Each regular, special and off-site meeting of the Advisory Board shall provide an opportunity at the appropriate place on the agenda for public comment. The Advisory Board shall allow public comment of up to three minutes, but may have to limit time to one minute in response to large public attendance.
  - i. **Actions Prohibited during Advisory Board Meetings.** (see Castro LGBTQ Cultural District Advisory Board Codes of Conduct).
  - ii. **Political Activities Prohibited During Public Comment-** Per District alignment with the City & County of San Francisco and the mandates of its fiscal sponsor, the San Francisco LGBT Center, public comment that expressly advocates for or against a pending federal, state or municipal candidate or ballot measure shall be prohibited, except as required by public meetings laws for specific agenda items. For the purpose of this rule, "expressly advocate" shall mean speaking or using words and phrases that clearly urge support or opposition to a candidate or ballot measure. "Express advocacy" shall include, but not be limited to words and phrases such as "vote for," "elect," "support," "cast your ballot for," "Smith for Mayor," "vote against," "defeat," or "reject." This rule shall apply to spoken public comment as well as materials that are visibly televised by an individual speaking or present, including, but not limited to, signs, buttons, placards and clothing. The Executive Co-Chairs, the Chair of the Committee and/or the Secretary shall provide any person making such public comment a reasonable opportunity to redirect their public comment to matters within the Advisory Board's jurisdiction and/or to take down any materials visible to the public (including, but not excluding muting, disabling the camera, or removing persons from virtual and physical meetings). If the speaker continues to expressly advocate for or against a pending candidate or ballot measure, the Executive Co-Chairs, the Chair of the Committee and/or Secretary may end the speaker's opportunity for public comment.
- d. **Speaker Identification-** Speakers at meetings are requested, but not required,

to identify themselves. The information is used to help prepare the minutes of the meeting.

- e. Interpreters- The Advisory Board shall make every good faith effort to provide interpreters at each of its regular meetings and all meetings of its committees for each language requested, where the interpretation is necessary to enable Castro LGBTQ Cultural District constituents with limited English proficiency or limited hearing to participate in the proceedings provided that a request for such interpretation services is communicated to the Secretary of the Advisory Board at least 48 hours before the meeting. For meetings on a Monday or a Tuesday, the request must be made by 12 noon of the last business day (Saturday) of the preceding week. The unavailability of an interpreter shall not affect the ability of the Advisory Board or its committees to deliberate or vote upon any matter presented to them.
    - i. Time Limits for Public Speakers who Request Interpretation Assistance- When a member of the public is addressing the Advisory Board or one of its Committees, and when time limits have been placed on public testimony, the Executive Co-chairs or chair of the meeting, in order to afford all public speakers a uniform time limit for testimony, shall allow persons requesting interpretation assistance, by another individual, to testify for twice the amount of the time limit, thereby providing uniform time for the speaker's testimony, as well as the time necessary for the interpretation of the testimony for the benefit of the Advisory Board Members and the public. Public speakers who use simultaneous interpretation services will be governed by the public testimony time limit applied to speakers who have not requested interpretation assistance.
  - f. Security Officers- The Advisory Board may request the Castro Community on Patrol or another security firm deemed appropriate to provide at each in-person meeting of the Advisory Board at least one patrol member and such additional patrol members as the CCOP or another security firm deems to be appropriate.
- B. Advisory Board Process- The following is the Advisory Board's process for consideration of policies, resolutions, and motions.
- a. Advisory Board Actions- The Advisory Board takes action in the form of policies, resolutions, or motions. All policies, resolutions, and formal motions shall be referred to Advisory Board committee(s) before consideration by the Advisory Board, except for the following:
    - i. Emergency motions that meet the standards of the Brown Act and court decisions concerning emergency motions and which are approved by at least a majority of voting quorum Advisory Board Members; and
    - ii. Routine unrefereed resolutions on the printed Agenda, which are adopted by a unanimous vote of the Advisory Board;
    - iii. Resolutions heard by the Advisory Board as a committee;
    - iv. Staff recommendations considered to be routine to District business and included on the Consent Agenda;
    - v. Emergency Resolutions not on the printed agenda, considered on the imperative agenda, which meet the standards of the Brown Act and the Sunshine Ordinance, and which are adopted by unanimous vote;

- vi. City & County Supervisorial Office, Commission and Agency and San Francisco LGBT Center motions relating to appeals, or routine in nature, and motions that are parliamentary in nature and that are adopted by a majority vote of the Advisory Board. (Motions are not subject to an Executive veto.)
- C. Preparation of Policies, Motions & Resolutions-All policies, motions, and resolutions must be introduced through due process whether at an Advisory Board or committee level. It is encouraged that policy be referred to the District Director before passing out of Committee and any policy brought before the full Board receive the Director's guidance and recommendations.
  - a. The District Director may initiate policy in their capacity as administrative, technical, and operational head of the District. New policy will require Advisory Board approval. Routine items may be put on a consent agenda for approval. This does not apply to routine administrative, technical, or operational decisions.
- D. Emergency Motions- Emergency motions may be adopted only with the affirmative vote of 50% + 1 Advisory Board Members. Emergency motions must be real emergencies as defined by code. They require a vote on only one day whether that be in the body of a regular public meeting or, under explicit circumstances dictated by the Castro LGBTQ Cultural District Advisory Board Governance Committee. They go into effect as soon as the vote is authenticated by either one of the Executive Chairs or by the Secretary. Emergency motions expire 61 days after their passage. Promptly after the passage of an emergency motion, the Secretary of the Advisory Board shall refer to the appropriate committee an ordinance that would extend the provisions of the emergency motion beyond its 61st day. The chair of the committee shall schedule a committee meeting on the extending motion so that the full Advisory Board may first act on the extending motion no later than the 50th day after the passage of the emergency motion.
- E. Committee Digests- Each committee chair should prepare a brief digest of each proposed motion or policy recommendation to be shared in advance of deliberation. Such a digest shall explain in plain English the effects of the motion being adopted as policy or action by resolution. If amendments are made to a proposed motion, by committee or by the Advisory Board, which change the effect of the motion, the committee chair shall revise the digest. Amended digests should state that they reflect amendments made by the committee or the Advisory Board on a certain date. The Secretary of the Advisory Board shall distribute digests to each Advisory Board Member and place a digest in the appropriate drive file.

## 16.2 CASTRO LGBTQ CULTURAL DISTRICT ADVISORY BOARD CODES OF CONDUCT

- A. Civility
  - a. Advisory Board Members, Staff Members and Committee Community Members are expected to treat one another with respect and maintain civility during public and administrative meetings. Every member shall have the right to expect that meetings and functions shall be safe environments.
  - b. No Member shall make disparaging remarks about any other Member in a public forum or meeting of this organization based on their status, identity, age, class, ethnicity, race, disability, gender identity, sexual identity, national



origin, or religion.

- c. No Member of the District shall destroy District property.
- d. No Member shall threaten or carry out threats of bodily harm; harass Members at a Member's home, workplace, in a public forum, or through excessive voicemail or email contact; or threaten, embezzle, or extort District finances.

#### B. Violations of Civility

- a. If any Member violates the aforementioned provisions, any other Advisory Board Member may file a complaint against that person with the Executive Chairs; the District Director may file any violations of the aforementioned provisions by an Advisory Board Member against Staff with the Executive Chairs. If a violation of civility amongst Board Members is alleged, the Executive Co-Chairs shall notify the Member against whom the complaint is charged. If the violation is against Staff, the Executive Chairs must immediately contact Human Resources to receive further instruction to remain in compliance with Federal, State and Municipal employee protections (see Staff Grievances Sec. 16.3.B.) That person shall be provided five days to respond to the allegations in writing. If a response is received, or else after the provided number of days to respond have passed, the Executive Chairs shall convene to consider the evidence concerning the allegations and shall report back to the Executive Committee their findings of fact. If the Executive Committee finds that the charges against the Member are valid, it may recommend no action, probation, censure, or expulsion, in that order, according to the severity of the charge and whether similar conduct by the Member has occurred in the past. This recommendation shall be taken up by the full Advisory Board and voted upon at the next meeting of the Advisory Board following notice. The recommendation of the Executive Committee shall require a vote by two-thirds of the Members present to be sustained.

#### C. Disorderly Conduct

- a. The presiding chair shall order removed from the meeting room any person who commits the following acts in respect to a meeting of the Advisory Board or of a standing or special committee:
  - i. Disorderly, contemptuous or insolent behavior toward the Advisory Board or committee or any member or Staff thereof, tending to interrupt the due and orderly course of said meeting;
  - ii. A breach of the peace, boisterous conduct or violent disturbance, tending to interrupt the due and orderly course of said meeting;
  - iii. Disobedience of any reasonable request of the presiding chair, which shall include an order to be seated or to refrain from addressing the Advisory Board or committee;
  - iv. Usage and ringing of cell phones and/or devices, not in silent mode in Advisory Board and committee meetings;
  - v. Any other interference with the due and orderly course of said

meeting.

### 16.3 CASTRO LGBTQ CULTURAL DISTRICT GRIEVANCE POLICIES

- A. Advisory Board Grievances. Conflicts between Advisory Board members shall be mediated by the Executive Chairs or an additional mediator as determined by the Executive Chairs with support from the District Director. If mediation provides no resolution or the resolution is not accepted by the aggrieved parties, they may request that the matter be adjudicated by the full Advisory Board. If an Advisory Board Member wishes to file a grievance against a District Staff Member they must do so with the Executive Chairs. As Advisory Board-appointed Supervisors of the District Director their determination (to be made in consultation with Staff HR or with the District Director if involving junior staff) is final and shall not involve the full Advisory Board involvement. If, per the bylaws, the Advisory Board feels that the Executive Chairs have been in violation of their roles, they may bring the matter to an Advisory Board vote and determine if sanction or removal is warranted.
- B. Staff Grievances. Should the Executive Chairs find themselves in receipt of any grievance or incident report from the District Director on behalf of themselves or junior staff that involves inappropriate, unprofessional, or toxic behavior on the part of a seated Advisory Board Member or Public Committee Member, they must immediately consult with the Fiscal Sponsor Liaison to adhere to municipal, state and federal employment protections and laws and initiate an investigation as soon as possible. Should it be determined that an Advisory Board or Public Committee Member is in violation of the Advisory Board Code of Conduct, or municipal, state, or federal employee protections or laws, it is incumbent upon them to report this within 24 hours to the full Advisory Board with a minimum recommendation of removal from any leadership positions or titles and possibly dismissal from the Advisory Board altogether. Additional recommendations to this effect may come from either the District Director, and /or Fiscal Sponsor, and must be taken into consideration with grave seriousness by the members of the Castro LGBTQ Advisory Board. The Castro LGBTQ Advisory Board must assume full responsibility for its membership and shall not punt, equivocate, nor shirk their responsibility to the protection, well being and welfare of District Staff, Advisory Board Members or the Community at large.

## ARTICLE XVII MISCELLANEOUS PROVISIONS

17.1 Fiscal Year. The fiscal year of the Castro LGBTQ Cultural District shall commence July 1 of each year and shall terminate June 30 of the following calendar year.

17.2 Parliamentary Procedures. At the discretion of the Executive or the Committee Chair, except where the Ordinance or other rules provide required procedure, meetings shall be governed by the most recent edition of Robert's Rules of Order.

17.3 Amendment of Bylaws. These Bylaws may be amended at any full Advisory Board meeting by a majority of the authorized number of Advisory Board Members, provided such proposed amendment is circulated in writing at least ten (10) days prior to such meeting. The Advisory Board shall give 10 days' public notice before adopting, amending, or repealing these Bylaws.

**RESOURCE DOCUMENTS:**

**SF ARTS COMMISSION:**

**[https://sfgov.org/arts/sites/default/files/Arts Commission revised draft bylaws August 26 2019.pdf](https://sfgov.org/arts/sites/default/files/Arts_Commission_revised_draft_bylaws_August_26_2019.pdf)**

**SF HUMAN RIGHT COMMISSION:**

**<https://sf.gov/sites/default/files/2022-04/HRC-BYLAWS-REV-final8-8-19approved.pdf>**

**SFCTA COMMUNITY ADVISORY COMMITTEE:**

**[https://www.sfcta.org/sites/default/files/2022-09/SFCTA CAC CACBy-LawsUpdate MEMO 2022-09-28.pdf](https://www.sfcta.org/sites/default/files/2022-09/SFCTA_CAC_CACBy-LawsUpdateMEMO_2022-09-28.pdf)**

**CALLE 24 LATINO CULTURAL DISTRICT**

**[https://drive.google.com/drive/folders/1-iXqhKbXUsTHGlzuIAYjWgjA2p\\_H6gwk](https://drive.google.com/drive/folders/1-iXqhKbXUsTHGlzuIAYjWgjA2p_H6gwk)**