

**Key Questions
for Community Input on
Leather and LGBTQ Cultural District Bylaws**

NOTE: The list below represents some possible high-level questions and issues. These questions (and others) are likely to be addressed at our Facilitated Discussion on June 8, 2019. [Questions in brackets were determined by the Governance Committee to be of secondary priority.]

Folks are welcome to add their own suggested questions at the end, or other comments.

1. **Board vs. Membership Power:** In many organizations, most day-to-day authority rests with the Board, and Members exert their power through selecting Directors and/or Officers, and occasionally voting on major issues at Special Meetings (called by the Board or by a petition of Members). Are we ok with that, or do we want to shift the power more towards the membership? And if so, specifically how do we codify that?
2. **[Mission / Purpose / Vision:** Are we happy with the Mission & Vision language we voted on earlier? Are we happy with the additional “Principles of Governance” as adapted from the Sylmar Bylaws? (See Article II)]
3. **Involvement:** Is it our intent to exclude folks who support our goals but who do all their activities outside the District? (E.g. merchants in the Castro? Visitors from abroad?) (See Article VI, Sections 2-4)
4. **Membership Dues:** Do we want to set them now? Allow Membership to change them easily? Are we agreed to waive them for the first year (for everyone, or just for founding members)?
5. **Membership Rights:** If you pay your dues but don’t participate, should you lose voting rights? If so, how automatic or procedural do we make that? If you don’t pay your dues, are your voting rights suspended? (How much notice/process required? Must you pay back dues to be reinstated?) (See Article VI, Section 5, 11, and 12)
6. **Membership Meetings:** Do they have to be in San Francisco? Do we want to have more than one “regular” meeting per year? Do we want to make it easier for members to call “special” meetings? (See Article VII, Section 2.D)
7. **[Membership Quorum:** What is a realistic quorum for membership meetings?]
8. **Fiscal Year:** Do we want to elect Directors in December, so their first meeting is in January? Or do we want to set a non-calendar fiscal/program year?

9. **Meeting Notice:** Do we need to notify all members about each Board meeting? Do we need to specify the agenda? Is it enough to post it on Web site?
10. **Board Decisions:** Do we like the idea of Major / Minor decisions? Some actions require unanimity (e.g. dissolving the group, waiving a conflict of interest), some require $\frac{2}{3}$ (e.g. >\$100,000), some just a simple majority. But a majority can vote that an issue requires $\frac{2}{3}$; $\frac{2}{3}$ majority can require unanimity. Does that work for folks? (See Article VII, Section 8)
11. **[Procedures:** Should Board and/or Organization meetings use The Standard Code of Parliamentary Procedure?]
12. **Board size:** Originally set as 9. Suggestion to increase by (a) adding more open seats, and (b) allowing future addition of other Designated seat categories (e.g. district residents, youth, etc.) Do we like that?
13. **Open Seats:** Shall we set the number of non-designated Board seats based on the number of voting members? (e.g. 3 if <100, 5 if <250, 7 if >250, or something like that?)
14. **Designated Seats:** Are we still happy with two designated seats for Nightlife, two for Non-nightlife Businesses, and two for Organizations? Do we want to add other categories now?
15. **Term Limits for Board Members:** Do we like them? If so, how many “consecutive terms”? How many terms in a lifetime?
16. **[Filling Board vacancies:** Do we like the idea that the Board can appoint (i.e. elect at a Board meeting) folks to fill vacancies, but they must stand for election by the membership at the next annual meeting?]
17. **Staggered Terms:** Do we all understand the principle involved? (E.g. each year we elect one Nightlife, one Business, etc., plus roughly half of the Open seats.) Do we understand that sometimes this gets complicated?
18. **Removal:** Are we happy with how easy/difficult we have made it to remove a Director (see Article VIII Section 6)?
19. **Officers:** Do we like the idea that the Members elect the President, but other officers are elected by Board at their first annual meeting?
20. **Term Limits for Officers:** Do we need them?
21. **Committee Chairs:** Who chooses the chair of a Committee? (This could be the President, the Board, or the Committee members themselves.)

22. **Committee List:** Are we happy with the proposed list of Standing Committees (Article XII, Section 4)? Should the Board be allowed to create new Standing Committees at will? Will so much Committee work make Board service too onerous?
23. **Committee Membership:** Proposal is to restrict Finance and Nominating Committees to Voting Members only. Other Committees can include Supporting Members (or perhaps anyone at all). Are we comfortable with limitations like that? Also, should the Committee chair (or the President, or the Board, or the Committee members, or noone) get to control membership?
24. **Committee Authority:** Given the above, (and if permitted by law) should Committees have authority to take action? Or can Committees only recommend action to the Board?
25. **Finances:** Any concerns here (Article XIII)?
26. **Elections:** Do we like the idea of holding Board elections online, with option to vote in person at the Annual Membership Meeting? Or would we prefer in-person (or in-person with proxies) elections? Do we like the idea of letting Members vote Yes/No on each candidate? Other concerns about the process (see Article XIV)?
27. **Quorum for Elections:** Do we need a minimum number of votes to consider the election valid? Proposal is 25% of total number of Voting Members, with replacement meeting and other fallbacks; is that OK?
28. **First Membership Meeting:** The current draft says that the Board will schedule the Annual Membership Meeting, and (with Committee support) oversee the Board elections. But we will have our first Annual Meeting before there is a Board. How do we plan to deal with this?
29. **Presidential election:** How should the Presidential election be handled? Do only people attending the Annual Membership Meeting get to vote? Should folks have to declare their interest in being President before they know if they will be elected to the Board at all?
30. **Qualifications:** Do we still like the idea that each Stakeholder Committee (e.g. Nightlife) recruits and vets nominees, with the Board free to recruit additional nominees if needed?
31. **Board Policies:** Are we happy with the language about Board Representation and Diversity (Article XIV Sections 5 and 6)?
32. **Grievance Process:** Any concerns here (Article XV)? If mediator is needed, who should pay costs?

- 33. **Emergency:** Do we need to loosen our rules (e.g. hold meetings outside SF, or act without a normal quorum) following an earthquake, etc?
- 34. **Code of Conduct:** Do we need to draft a separate Code of Conduct for Directors and/or Members? Can we refer to it in the Bylaws before it is written?
- 35. **Amendments:** Should Bylaws amendments be possible by the Board alone, the Membership alone, either by one group or the other, or only if approved by both?
- 36. **Other:** Have we forgotten anything important?