

**AMENDED AND RESTATED BYLAWS
OF
THE ARTS COMMISSION OF THE CITY AND COUNTY OF SAN FRANCISCO**

ARTICLE I NAME AND PRINCIPAL EXECUTIVE OFFICE

- 1.1 Name
- 1.2 Principal Executive Office

ARTICLE II PURPOSE

- 2.1 Purpose

ARTICLE III COMMISSIONERS

- 3.1 Number of Commissioners
- 3.2 Commissioner Qualifications
- 3.3 Appointment and Term of Office
- 3.4 Duties of Commissioners
- 3.5 Compensation
- 3.6 Resignation and Removal

ARTICLE IV COMMISSION MEETINGS

- 4.1 Regular Meetings
- 4.2 Special Meetings
- 4.3 Closed Meetings
- 4.4 Notice of Meetings
- 4.5 Quorum
- 4.6 Required Vote
- 4.7 Meeting Minutes
- 4.8 Public Testimony
- 4.9 Access to Meetings

ARTICLE V COMMITTEES

- 5.1 Committee General Purposes
- 5.2 Accountability of Committees to the Commission
- 5.3 Committee Procedures
- 5.4 Standing Committees
- 5.5 Advisory Committees
- 5.6 Ad hoc Committees
- 5.7 Chairpersons of Committees
- 5.8 Committee Membership and Committee Size

- ARTICLE VI OFFICERS
- 6.1 Officers
 - 6.2 Election and Term of Office
 - 6.3 Vacancies
 - 6.4 Absence of Officer(s) at Regular Meetings
 - 6.5 Duties of the President
 - 6.6 Duties of the Vice President

- ARTICLE VII STAFF
- 7.1 Director of Cultural Affairs
 - 7.2 Commission Secretary
 - 7.3 Legal Advisor

- ARTICLE VIII STANDARD OF CONDUCT
- 8.1 Conflict of Interest
 - 8.2 Annual Statement of Economic Interests
 - 8.3 Public Records and Meetings Laws

- ARTICLE IX MISCELLANEOUS PROVISIONS
- 9.1 Fiscal Year
 - 9.2 Parliamentary Procedures
 - 9.3 Amendment of Bylaws

**AMENDED AND RESTATED BYLAWS
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**ARTICLE I
NAME AND PRINCIPAL EXECUTIVE OFFICE**

- 1.1 Name. The name of the agency shall be the San Francisco Arts Commission (referred to herein as the “Commission”).
- 1.2 Principal Executive Office. The principal executive office of the Commission shall be located at 401 Van Ness Avenue, Suite 325, San Francisco, CA 94102.

**ARTICLE II
PURPOSE**

- 2.1 Purpose. The authority, functions, duties, and purposes of the Commission are set forth in San Francisco Charter Sections 4.101-104 (Boards and Commissions), 5.100 (Arts and Culture), 5.103 (Arts Commission), and 16.106 (Cultural, Educational and Recreational Appropriations); Administrative Code Sections 2A.150 (Arts Commission; Functions, Powers and Duties), 2A.150.1 (Arts Commission; Additional Responsibilities), 3.19 (Art Enrichment), and Chapter 68 (Cultural Equity Endowment Fund); Business and Tax Regulations Code Section 515.01 (Hotel Tax Allocations); Planning Code Section 429 (Public Art Fee); and Police Code Article 24 (Regulating Street Artists); or any subsequent amendments thereto. As a duly established part of the government of the City and County of San Francisco (the “City”), the Commission may perform all acts incidental or appropriate to the achievement of, and consistent with, the foregoing authority, functions, and purposes. The Commission shall have the duty to render annually a written report of its activities to the Board of Supervisors and the Mayor of the City (the “Mayor”).

**ARTICLE III
COMMISSIONERS**

- 3.1 Number of Commissioners. The Commission shall consist of fifteen Commissioners, as authorized by Charter Section 5.103.
- 3.2 Commissioner Qualifications. Eleven Commissioners shall be practicing arts professionals, including two architects, a landscape architect, and representatives of the performing, visual, literary and media arts; and four Commissioners shall be lay members. The President of the Planning Commission, or a member of the Planning Commission designated by such President, shall serve as a non-voting *ex officio* member of the Commission (such representative is hereinafter referred to as the “Planning Commissioner”).

- 3.3 Appointment and Term of Office. All Commissioners shall be appointed by the Mayor for four-year terms or until their successors have been appointed, except for the Planning Commissioner, who shall serve *ex officio* as a non-voting member of the Commission for as long as he or she holds such office. There shall be no limit on the number of terms a Commissioner may serve. Holdover service is permitted under Charter Section 4.101.5.
- 3.4 Duties of Commissioners. Each appointed Commissioner shall be a member of at least one Committee. In order to execute their responsibilities, Commissioners shall:
- a. Unless excused, attend all regular and special meetings of the Commission and the meetings of Committees of which they are members; a Commissioner may be excused by giving notice to the Commission Secretary before the scheduled meeting.
 - b. Be knowledgeable about general issues of concern to the San Francisco art community.
 - c. Strive to increase the resources of the Commission.
 - d. Act as liaisons to the Board of Supervisors, the Mayor and members of other City Commissions.
 - e. Act as advocates for the arts to government and the business community.
- 3.5 Compensation. Unless otherwise specified by Ordinance, Commissioners shall serve without compensation. Commissioners, as officers of the City, shall be entitled to health benefits in accordance with the provisions of the Charter and Administrative Code. (Charter Sec. A8.400, S.F. Admin. Code Sec 16.700.)
- 3.6 Resignation and Removal. Resignations shall be effective upon receipt in writing by the Mayor, unless a later effective date is specified in the resignation. The Mayor may remove Commissioners pursuant to Charter Section 5.103. Except for the *ex officio* Commissioner, if a Commissioner has three (3) unexcused absences for regularly scheduled meetings of the Commission in any twelve (12) month period, the Commission President or the Director of Cultural Affairs may notify the Mayor.

ARTICLE IV COMMISSION MEETINGS

- 4.1 Regular Meetings. The Commission shall establish by resolution the time and place for holding regular meetings. Regular meetings shall be called by the Commission Secretary and noticed pursuant to Section 4.4.
- 4.2 Special Meetings. Special meetings of the Commission may be called at any time by the Commission Secretary upon the order of the President or a majority of the authorized number of Commissioners. 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 4.4.
- 4.3 Closed Meetings. The Commission 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, evaluation of performance or dismissal of the Director of Cultural Affairs, or conferring with the City Attorney regarding pending litigation. Upon consultation with the City Attorney, and determination that a closed session is both

authorized and appropriate under the circumstances, the President of the Commission may call a closed session in accordance with the public notice requirements specified in state and local public meeting laws.

- 4.4 Notice of Meetings. Notices and agendas of all regular and special Commission meetings shall be posted at the San Francisco Main Library, on the Commission’s website, and delivered personally or by mail, e-mail, or facsimile, as reasonably requested, to each Commissioner and any person who files a written request for such notice with the Commission. 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 Commission meeting place, fifteen days’ notice shall be provided, unless the alternative meeting location is within the same building as the regular meeting place.
- 4.5 Quorum. The presence of a majority of the authorized number of Commissioners shall constitute a quorum (with fifteen authorized Commissioners, the quorum is eight). The non-voting *ex officio* Planning Commissioner shall not count toward the formation of a quorum. 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 Commission 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.
- 4.6 Required Vote. Unless otherwise required by the Charter, the affirmative vote of a majority of the authorized number of Commissioners shall be required for the approval of any matter before the Commission. The *ex officio* Planning Commissioner does not have a vote. Each Commissioner present at a Commission meeting shall vote “yes” or “no” when a question is put, unless excused from voting by a motion adopted by a majority of the Commissioners present at the meeting, or unless the Commissioner has a conflict of interest or potential conflict of interest that may legally preclude participation in the vote, as further described in Section 8.1. Whether a Commissioner has a conflict of interest which precludes participation in a vote is determined on a case-by-case basis, based on consultation with the City Attorney, if necessary. Each Commissioner present shall have one vote on motions brought before the Commission. Proxies are not permitted.
- 4.7 Meeting Minutes. Minutes shall be taken at every regular and special Commission meeting and shall be approved by the Commission. Approved minutes shall be posted on the Commission’s website no later than ten working days after the meeting at which they are approved. Draft minutes of each meeting shall be available for inspection and copying upon request no later than ten working days after the meeting.
- 4.8 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 or during consideration of any item by the Commission at a public meeting. The President 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.
- 4.9 Access to Meetings. The Commission 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.

**ARTICLE V
COMMITTEES**

- 5.1 Committee General Purposes. The Commission may from time to time establish Committees to assist in the fulfillment of the Commission's work, including without limitation, to (i) conduct public hearings and take public testimony to ensure that all viewpoints are considered, (ii) provide the Commission with readily available expertise regarding the policies and direction of the Commission, (iii) review Director of Cultural Affairs and staff recommendations and advise the Commission regarding action to be taken, (iv) provide broad community participation in Commission activities, and (v) examine issues brought before the Committee and make recommendations to the Commission on resolutions, contracts and approvals.
- 5.2 Accountability of Committees to the Commission. All Committees shall be accountable to the Commission and shall have authority to make recommendations to the Commission on matters within the Committee's area of responsibility. Only the Commission can take action binding the Commission; Committees are not so empowered.
- 5.3 Committee Procedures. Meetings and actions of the Committees shall be governed by and held in accordance with the provisions in Article IV concerning meetings and actions of the Commission, with such changes in the content of these Bylaws as are necessary to substitute the Committee and its members for the Commission and its members.
- 5.4 Standing Committees. The Commission shall maintain the following standing Committees:
- a. Executive Committee. The Executive Committee shall be composed of the President, the Vice President and three other Commissioners appointed by the President and shall have the responsibility for reviewing and recommending overall Commission policy, long-range and strategic planning, program evaluation, general budgeting and financing of programs and facilities.
 - b. Civic Design Review Committee. Members of the Civic Design Review Committee shall be appointed by the President. The Committee shall consist of a minimum of five Commissioners, and shall normally include two architects and one landscape architect. The Civic Design Review Committee is charged with the Charter responsibility of reviewing the design of buildings and all other structures erected upon land belonging to the City and County, or private structures which extend over or encroach upon such land. The Committee may also advise the Commission with respect to lines, grades and planting of public ways and grounds.
 - c. Community Investments Committee. Members of the Community Investments Committee shall be appointed by the President. The Committee shall consist of a minimum of five Commissioners. The Community Investments Committee shall be responsible for review and recommendation of program policies, projects and initiatives for the Community Investments Program. It shall review panel recommendations, program policy and implementation, and issues and recommendations for grantmaking, City-owned Cultural Center and Art Vendor programming. The members of the Community Investments Committee shall serve as the members of the Street Artist Program Committee under Police Code Sections 2401 and 2408(b).

- d. Nominating Committee. Members of the Nominating Committee shall be appointed by the President no later than the regular October meeting each year, unless the Commission decides upon a later appointment date. The Committee shall consist of a minimum of three Commissioners. The Nominating Committee shall review qualifications and availability of Commissioners and make recommendations for officers, review nominating procedures, develop and participate in orientation sessions for new Commissioners, and make recommendations for public membership on ad hoc committees and subcommittees.
 - e. Visual Arts Committee. Members of the Visual Arts Committee shall be appointed by the President. The Committee shall consist of a minimum of five Commissioners. The Visual Arts Committee shall review and recommend all program proposals, policies and procedures for the Civic Art Collection and Public Art Program, and the Galleries program. It shall oversee all aspects of acquiring, maintaining or de-accessioning artwork for the Civic Art Collection.
- 5.5 Advisory Committees. The Commission shall maintain the Street Artist Advisory Committee and may maintain other Advisory Committees to inform and make recommendations to the Standing Committees of the Commission.
- a. Street Artist Advisory Committee. The Street Artist Advisory Committee (“Advisory Committee of Street Artists and Crafts Examiners” under San Francisco Police Code Article 24, Section 2400.2) shall be made up of five artists and craftspeople, appointed by the Mayor, one of whom is an art teacher, and none of whom are street artists. The Committee shall be responsible for the screening of wares of applicants who are seeking permits in order to verify that items are of the artist’s own creation. The Committee shall make studio visits and monitor street sales.
- 5.6 Ad hoc Committees. The President of the Commission and/or a majority of the authorized number of Commissioners may also form ad hoc committees from time to time. Ad hoc committees are formed for a specific purpose and shall be dissolved after completion of a designated task.
- 5.7 Chairpersons of Committees. Chairpersons of standing Committees shall be regular Commissioners. Chairpersons of advisory or ad hoc committees may be community members of advisory or ad hoc committees. Appointments to chair positions shall be determined by the President of the Commission, or at the President’s option, by a vote of the Committee membership. The President shall serve as Chair of the Executive Committee.
- 5.8 Committee Membership and Committee Size. Standing Committees shall be made up of Commissioners. Advisory and ad hoc committees may be made up of Commissioners and members of the public nominated and approved by the Commission. Committee size shall be determined as set forth in these Bylaws or by the President of the Commission.

ARTICLE VI OFFICERS

- 6.1 Officers. The officers of the Commission shall consist of a President and Vice President. All officers shall be elected from among the Commissioners.

- 6.2 Election and Term of Office. At the regular November meeting of the Commission, unless another meeting date is selected by a majority of the authorized number of Commissioners, officers shall be elected from among the regular Commissioners. All officers shall hold office for one (1) year or until replaced by election. The term of office shall begin on the first day of January in the year following the election.
- 6.3 Vacancies. In the event the President is unable to complete his/her term of office, the Vice President shall succeed the President and fulfill the President's remaining term of office. The Commission shall conduct an election to replace the Vice President in the same manner as provided for election to that office, as soon as practicable after the departure of the President. The Vice President's successor shall serve the remaining term of office.
- 6.4 Absence of Officer(s) at Regular Meetings. In the event of absence, or inability to act, of the President and Vice President, a majority of the remaining Commissioners present and voting at the meeting shall elect one Commissioner to act temporarily as the presiding officer.
- 6.5 Duties of the President. The President shall preside at all meetings of the Commission. The President is empowered to call special meetings, reschedule meetings, change Committee appointments, form Committees of the Commission, and appoint chairpersons of all standing Committees and special Committees of the Commission pursuant to these Bylaws. Presiding duties include opening and adjournment, ascertainment of the existence of a quorum, sequence of business, recognition of Commissioners entitled to the floor, statement for vote of all motions that legitimately come before the assembly, enforcement of rules of debate, and protection of the assembly from frivolous or dilatory motions.
- 6.6 Duties of the Vice President. In the absence of the President, the Vice President shall preside at meetings of the Commission and have all powers of, and be subject to all the restrictions upon, the President.

ARTICLE VII STAFF

- 7.1 Director of Cultural Affairs. The Director of Cultural Affairs shall conduct all administrative affairs under the control of the Commission and shall supervise the staff required for this work. The Director of Cultural Affairs shall serve as the department head of the Commission and shall have all the duties and powers associated with that position, as set forth in the Charter and ordinances of the City and County of San Francisco. Subject to the rights, if any, of the Director of Cultural Affairs under any contract of employment, the Director of Cultural Affairs is appointed by and serves at the pleasure of the Commission.

- 7.2 Commission Secretary. The Commission Secretary shall have primary responsibility to supervise the keeping of a full and complete record of the proceedings of the Commission in compliance with the applicable public record laws and to supervise the preparation of agendas and the giving of notice in compliance with the applicable public meeting laws. The Commission Secretary shall also have such other powers and duties as may be prescribed from time to time by the Commission or these Bylaws. Subject to the rights, if any, of the Commission Secretary under any contract of employment, the Commission Secretary is appointed by and serves at the pleasure of the Commission.
- 7.3 Legal Advisor. The City Attorney shall be the legal advisor to the Commission. When the Commission or the Director of Cultural Affairs believes that the City Attorney may have a prohibited financial conflict of interest under California law or a prohibited ethical conflict of interest under the California Rules of Professional Conduct with respect to the subject matter of a particular representation, the Director of Cultural Affairs or the Commission may present a written request to the City Attorney to retain the services of outside counsel. If the City Attorney does not consent to the request, the Commission or the Director of Cultural Affairs may refer the matter to a hearing officer under the procedures provided in Charter section 6.102.

ARTICLE VIII STANDARD OF CONDUCT

- 8.1 Conflict of Interest. The Commissioners shall comply with all applicable conflict of interest and governmental ethics laws, including:
- a. The Political Reform Act of 1974 (Government Code sections 87100 et seq.), which prohibits public officials from making, participating in making or attempting to use their official position to influence a governmental decision in which they have a financial interest;
 - b. California Government Code Section 1090, which prohibits public officials from making a contract in which they have a financial interest;
 - c. San Francisco Campaign and Governmental Conduct Code (“C&GC Code”) Section 3.208, which prohibits City officers and employees from soliciting or accepting any money or other valuable thing in exchange for a person’s nomination or appointment to City office or employment, or any promotion or other favorable employment action;
 - d. C&GC Code Section 3.210, which generally prohibits City officers and employees from voting on or influencing a governmental decision involving their own character or conduct, or their appointment to any office, position, or employment;
 - e. C&GC Code Section 3.212, which prohibits City officers and employees from making, participating in making, or otherwise seeking to influence a City employment action involving a relative;
 - f. C&GC Code Section 3.214, which requires City officers and employees to disclose on the public record any personal, professional or business relationship with any individual who is the subject of or has an ownership or financial interest in the subject of a governmental decision pending before those City officers or employees;
 - g. C&GC Code Section 3.216(a), which prohibits City officers and employees from accepting bribes;
 - h. C&GC Code Section 3.216(b), which generally prohibits City officers and employees from soliciting or accepting any gift worth more than \$25 from either (1) a person contracting with or seeking to contract with the officer’s or employee’s department, or (2) a person who during the prior twelve

months knowingly attempted to influence the officer or employee in any legislative or administrative action;

- i. C&GC Code Section 3.216(c), which generally prohibits City officers and employees from soliciting or accepting any gift or loan from any subordinate or employee under their supervision;
- j. C&GC Code Section 3.222, which generally prohibits City officers from entering into, submitting a bid for, negotiating for, or otherwise attempting to enter into, any contract or subcontract with the City, the San Francisco Housing Authority, the San Francisco Unified School District, or the San Francisco Community College District, where the amount of the contract or the subcontract exceeds \$10,000;
- k. C&GC Code Section 3.224, which generally prohibits City officers from receiving any compensation to communicate orally, in writing, or in any other manner on behalf of any other person with any other City officer or employee with the intent to influence a government decision;
- l. C&GC Code Section 3.226(a), which prohibits City officers and employees from receiving any money, gift or other valuable thing for referrals related to City processes;
- m. C&GC Code Section 3.226(b), which generally prohibits City officers and employees from conditioning any governmental action on a member of the public hiring, employing, or contracting with any specific person or entity;
- n. C&GC Code Section 3.228, which prohibits City officers and employees from willfully or knowingly disclosing any confidential or privileged information, or using any confidential or privileged information to advance their private interests;
- o. C&GC Code Section 3.230(a), which prohibits City officers and employees from soliciting campaign contributions from other City officers or employees;
- p. C&GC Code Section 3.230(c), which generally prohibits City officers and employees from engaging in political activity during working hours or on City premises;
- q. C&GC Code Section 4.115, which prohibits City officers and employees from taking any adverse employment action against any City officer or employee because that officer or employee has in good faith filed a whistleblower complaint; and
- r. As required by C&GC Code Section 3.218, the Arts Commission and the Ethics Commission have adopted a Statement of Incompatible Activities, incorporated by reference in these Bylaws, that prohibits certain outside activities of City officers and employees.

8.2 Annual Statement of Economic Interests. As required by C&GC Code Section 3.1-100 et seq., Commissioners and the Director of Cultural Affairs shall submit to the Ethics Commission a completed and signed Statement of Economic Interests, upon their appointment, annually during their time of service, and upon termination of their service.

8.3 Public Records and Meetings Laws. The Commissioners shall comply with all applicable public records and meetings laws including the California Public Records Act (Cal. Govt. Code §§ 6250 et seq.), the Ralph M. Brown Act (Cal. Govt. Code §§ 54950 et seq.) and the San Francisco Sunshine Ordinance (Admin. Code Chapter 67).

ARTICLE IX MISCELLANEOUS PROVISIONS

- 9.1 Fiscal Year. The fiscal year of the Commission shall commence July 1 of each year and shall terminate June 30 of the following calendar year.
- 9.2 Parliamentary Procedures. At the discretion of the President or the Committee Chair, except where the Charter or other rules provide required procedure, meetings shall be governed by the most recent edition of Robert's Rules of Order.
- 9.3 Amendment of Bylaws. These Bylaws may be amended at any Commission meeting by a majority of the authorized number of Commissioners, provided such proposed amendment is circulated in writing at least ten (10) days prior to such meeting. The Commission shall give 10 days' public notice before adopting, amending, or repealing these Bylaws.

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