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## **BYLAWS**

### **The Arts Commission of the City and County of San Francisco**

#### **ARTICLE I**

##### **Name and Definitions**

###### **1.1 Name**

The name of the agency shall be the Arts Commission of the City and County of San Francisco.

###### **1.2 Definitions**

The following terms and their definitions shall apply to these Bylaws:

- a. The Arts Commission of the City and County of San Francisco is referred to as “the Commission.”
- b. Individuals who serve on the Commission are referred to as “Commissioners” or “members.”
- c. Officers, such as President and Vice President, of the Commission are referred to as “Officers.”
- d. The Mayor of the City and County of San Francisco is referred to as “the Mayor.”
- e. The chief executive appointed by the Commission is referred to as the “Director of Cultural Affairs” or “the Director.”
- f. Staff members working for the Commission are referred to as “Staff.”

#### **ARTICLE II**

##### **Principal Executive Office**

###### **2.1 Principal Executive Office**

The principal executive office of the Commission shall be located at: 25 Van Ness Avenue, Suite 240, San Francisco, CA 94102.

## ARTICLE III

### Purpose

#### 3.1 **Overall Mandate**

The purpose of the Commission is to champion the arts in San Francisco. Believing that a creative cultural environment is essential to the City's well-being, Arts Commission programs integrate the arts into all aspects of City life.

#### 3.2 **Powers and Duties**

The Commission has general powers and duties as described in the Charter and Administrative Code, including Charter Sections 4.101-104, Section 5.100 and 5.103, or any subsequent amendments thereto.

As provided in Charter section 5.103, the Commission shall encourage artistic awareness, participation and expression; education in the arts; assist independent local groups with the development of their own programs; promote the employment of artists and those skilled in crafts, in the public and private sectors; provide liaison with state and federal agencies to ensure increased funding for the arts from these agencies as well as represent arts issues and policy in the respective governmental bodies; promote the continued availability of living and working space for artists within the City and County; and enlist the aid of all City and County governmental units in the task of ensuring the fullest expression of artistic potential by and among the residents of San Francisco.

In furtherance of the foregoing the Arts Commission shall:

1. Approve the designs for all public structures, any private structure which extends over or upon any public property and any yards, courts, set-backs or usable open spaces which are an integral part of any such structures;
2. Approve the design and location of all works of art before they are acquired, transferred or sold by the City and County, or are placed upon or removed from City and County property, or are altered in any way; maintain and keep an inventory of works of art owned by the City and County; and maintain the works of art owned by the City and County;
3. Promote a neighborhood arts program to encourage and support an active interest in the arts on a local and neighborhood level, assure that the City and County-owned community cultural centers remain open, accessible and vital contributors to the cultural life of the City and County, establish liaison between community groups and develop support for neighborhood artists and arts organizations; and

4. Supervise and control the expenditure of all appropriations made by the Board of Supervisors for the advancement of the visual, performing or literary arts.

### **3.3 Commission Programs**

Pursuant to its Charter responsibilities, the Arts Commission establishes programs in order to fulfill its purpose and administer policy:

- |    |                                       |                          |
|----|---------------------------------------|--------------------------|
| a. | Arts Commission Gallery               |                          |
| b. | Civic Design Review                   | Charter Sec. 5.103       |
| c. | Collections Management                | Charter Sec. 5.103       |
| d. | Community Arts and Education          | Charter Sec. 5.103       |
| e. | Cultural Equity Endowment             | Admin. Code Chapter 68   |
| f. | Maintenance of a Symphony Orchestra   | Charter Sec. 16.106      |
| g. | City-Owned Community Cultural Centers | Charter Sec. 16.106      |
| h. | Public Art                            | Admin. Code 3.19         |
| i. | Street Artists                        | S.F. Police Code Art. 24 |

The Arts Commission may authorize the expansion of programs or curtailment of program responsibilities other than those specifically defined by City Charter or Ordinance.

## **ARTICLE IV**

### **Members**

#### **4.1 Members**

The Arts Commission shall consist of fifteen members appointed by the Mayor, pursuant to Section 3.100, for four-year terms. Eleven members shall be practicing arts professionals including two architects, a landscape architect, and representatives of the performing, visual, literary and media arts; and four members shall be lay members. The President of the Planning Commission, or a member of the Commission designated by the President, shall serve ex officio.

(Charter Section 5.103)

#### **4.2 Nomination and Appointment**

The members of the Arts Commission shall be appointed by the Mayor.

(Charter Section 5.103)

#### **4.3 Appointment and Term of Office**

Unless otherwise specified under Charter Section 5.103, or any subsequent amendments thereto, Committee members shall serve four-year terms.

Appointments are made to complete existing terms or to start new terms.

#### **4.4 Duties of Commissioners**

Each regular 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.
- 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 other members of City Commissions.
- e. Act as advocates for the Arts to government and the business community.

#### **4.5 Compensation**

Unless otherwise specified by Ordinance, Commissioners shall serve without compensation. Commissioners, as officers of the City and County of San Francisco, 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.)

#### **4.6 Vacancies, Removals and Resignations**

- a. Vacancies and removals  
A vacancy on the Commission shall be deemed to exist on the occurrence of any of the following:
  1. The death, resignation or removal of any Commissioner.
  2. The declaration by the Mayor of a vacancy in the office of a Commissioner who has been declared of unsound mind by a final order of court, or has been convicted of a felony, or has engaged in official misconduct prohibited by the Charter.
  3. If any Commissioner has three (3) unexcused absences of regularly scheduled meetings of the full Commission in any twelve (12) month period, the Commission may notify the Mayor for mayoral decision to remove the Commissioner. If a Commissioner does not give notice to the Director within 72 hours of the scheduled meeting, the absence will be unexcused.
  4. If there is an increase in the chartered number of Commissioners.

All vacancies occurring during a term shall be filled for the unexpired term.

- b. Resignations  
Any Commissioner may resign upon giving written notice to the Mayor.

**4.7 Statement of Economic Interests**

Members have the duty of submitting to the Ethics Commission upon their appointment to the Commission and annually during their membership, and upon termination of their membership, a completed and signed Statement of Economic Interests.

**ARTICLE V**

**Officers**

**5.1 Officers**

The officers of the Commission shall consist of a President and Vice-President.

**5.2 Election and Term of Office**

At the regular November meeting of the Commission, unless another meeting date is selected by a majority of the Commissioners, Officers shall be elected from among the regular members of the Commission. All officers shall hold office for one (1) year or until replaced by election.

**5.3 Duties of the President**

The President shall preside at all regular meetings of the Commission. The President is empowered to call special meetings, reschedule meetings, change committee appointments, form committees of the commission, change committee appointments, and appoint chairpersons of all standing committees and special committees of the Commission pursuant to ARTICLE VII of these bylaws.

Presiding duties include opening and adjournment, ascertainment of the existence of a quorum, sequence of business, recognition of members 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.

The President shall be an ex-officio member of all committees of the Arts Commission.

**5.4 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.

**5.5 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 members of the Commission at the meeting shall elect one of the members to act temporarily as the presiding officer.

**5.6 Filling Vacancies**

In the event the President is unable to complete his/her term of office, the Vice-President will succeed the President and fulfill the President's remaining term of office as the presiding officer. The Commission shall conduct an election to replace the Vice President. The Vice President's successor will serve the remaining term of office.

**5.7 Director of Cultural Affairs**

The Director shall conduct all administrative affairs under the control of the Commission, and shall supervise the staff required for this work.

**ARTICLE VI**

**Meetings**

**6.1 Regular Meetings**

Regular meetings of the Commission shall be publicly noticed and held at 3:00 p.m. on the first Monday of each month at 25 Van Ness, Suite 70, San Francisco, CA 94102. Exception: When the first Monday of the month falls on a holiday, that month's meeting shall be held on the following Monday. The Regular Meeting and/or Special Meetings may be held at other locations, dates or at other times subject to the provision of appropriate notice. A change in the Commission's meeting schedule does not require an amendment of these bylaws.

**6.2 Special Meetings**

In addition to the regular monthly meetings, the President or a majority of the Commission or a committee may elect to hold special meetings, of the Commission or the committee so electing, to investigate timely issues or those requiring concentrated focus and investigation.

**6.3 Closed Meetings**

The Commission is authorized to hold closed (non-public) 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 department head or Commission secretary 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.

**6.4 Notice of Meetings**

The Director of Cultural Affairs shall be responsible for assuring that notices, agendas and minutes for all regular and special meetings of the Commission and all meetings of the Commission's committees are prepared, posted and distributed in accordance with state and local laws.

**6.5 Action at a Meeting: Quorum and Required Vote**

a. Quorum

The presence of eight (8) Commissioners at a meeting of the Commission constitutes a quorum. Each Commissioner present shall have one vote on motions brought before the Commission. Proxies are not permitted. In the absence of a quorum, no action can be taken, and the meeting will be adjourned. At this time, an informational hearing can be held with no action taken and a report given at the next hearing.

(Charter, Section 4.104)

b. Required vote

Each member 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 members present, or unless the member has a conflict of interest which legally precludes participation in the vote. Whether a Commissioner has a conflict of interest which precludes participation in a vote is determined on a case by case basis, in consultation with the City Attorney.

**6.6 Voting**

a. Classes of voting members

All members, whether appointed by the mayor or ex-officio, shall be entitled to one vote on each matter submitted to a vote of the Commission.

- b. Procedure  
Unless otherwise required by the Charter, the affirmative vote of a majority of the Commission members shall be required for the approval of any matter before the Commission.

**6.7 Public Testimony**

The Commission shall hold meetings open to the public in full compliance with state and local laws. The Committee encourages the participation of interested persons. The President may limit time permitted for public comment consistent with state and local laws. Each person wishing to speak on an item before the Committee at a regular or special meeting shall be permitted to be heard once for up to three minutes. For regular meetings each agenda shall provide an opportunity for members of the public to directly address the Committee on items of interest to the public that are within the Committee's jurisdiction. Time limits shall be applied uniformly to members of the public wishing to testify.

**6.8 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.

**6.9 Conflict of Interest**

Every member of the Commission shall refrain from making or influencing governmental decisions in cases where he or she has a conflict of interest under state or local laws.

**ARTICLE VII**

Committees

**7.1 Guiding Principles**

The Commission shall establish standing committees, which shall:

- a. Conduct public hearings and take public testimony when needed to ensure that all viewpoints are considered and in all cases when required by local, state or federal law.
- b. Provide the Commission with readily available expertise regarding the policies and direction of the Commission.
- c. Review Director and staff recommendations and advise the Commission regarding action to be taken.

- d. Provide a broad community participation in Commission activities.
- e. Examine issues brought before the Committee and make recommendations to the Commission on resolutions, contracts and approvals.

## **7.2 General Committee Procedures**

All Committees of the Arts Commission shall be governed by the provisions of all applicable federal, state and local laws. In general, all Committee meetings shall be open and public to the extent required by applicable laws. All committees shall publish and distribute agendas and minutes, shall meet at regularly scheduled times and at regular meeting places, shall provide for public accessibility, shall hear public testimony on issues on the agenda and other issues under their purview, and shall have the right to limit public testimony in accordance with the applicable provisions of state and local public meeting laws.

## **7.3 Accountability of Committees to the Commission**

All Committees formed by the Commission or the President of the Commission 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.

## **7.4 Standing Committees**

The Commission shall maintain standing committees for the execution of its general powers and duties:

- a. **Executive Committee**  
The Executive Committee 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 Committee**  
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 Arts, Education, and Grants Program Committee**  
The Community Arts Education, and Grants Program Committee shall be responsible for review and recommendation of program policies, projects and initiatives for the Community Arts and Education Program, which includes the program formerly known as Neighborhood Arts and community arts in general. It shall review panel recommendations, program policy and implementation, and issues and recommendations for the Cultural Equity Grants Program. It shall oversee support mechanisms or programming developed to maintain a symphony orchestra, either directly or through a subcommittee.

- d. **Nominating Committee**  
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 regular members of the Commission.

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 members, and make recommendations for public membership on ad hoc committees and subcommittees.

- e. **Street Artist Program Committee**  
The Street Artist Program Committee meets to hear proposals for, and initiate drafts of, policy relating to the management and enforcement of the program and Street Artists Ordinance. The Committee oversees licensing procedures, develops criteria for examining street arts and crafts, recommends on requests for temporary and permanent selling spaces, conducts hearings on alleged violations and makes recommendations on acquittals, suspensions and revocations of street artist certificates.

- f. **Visual Arts Committee**  
The Visual Arts Committee reviews and recommends all program proposals, policies and procedures for the Public Art, the Gallery and the Civic Art Collection programs. It oversees all aspects of acquiring, maintaining or de-accessioning artwork for the Civic Art Collection.

## **7.5 Advisory Committees**

The Commission shall maintain Advisory Committees to inform and make recommendations to the Standing Committees of the Commission. Advisory Committees shall include but are not limited to:

- a. **Street Artist Advisory Committee**  
The Street Artist Advisory Committee 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 is 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 makes studio visits and monitors street sales.

## **7.6 Ad hoc Committees**

The President of the Commission and/or a majority of the Commissioners may also form ad hoc committees. Ad hoc committees ("select" committees) are formed for a specific purpose and cease to exist after completion of a designated task.

## **7.7 Chairpersons of Committees**

Chairpersons of standing committees will be regular Commissioners. Chairpersons of advisory or ad hoc committees may be community members of advisory or ad hoc committees. Appointments to chair committees shall be determined by the President of the Commission, or at the President's option, by a consensus election of the committee membership. The President will serve as Chair of the Executive Committee.

## **7.8 Committee Membership and Size of Committees**

Standing committees will be made up of regular members of the Commission. Advisory and ad hoc committees may be made up of regular members of the Commission 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.

## **7.9 Terms of Committee Membership**

Members of standing, advisory and ad hoc committees shall serve for one year and may be re-appointed to committees, unless the President determines that changes be made mid-year.

## **7.10 Removal**

Commissioners may request removal from a committee by doing so to the President of the Commission.

Unless excused, all committee members shall attend each regular or special meeting of the Committee. Unless otherwise decided by a majority of the

Commission, a committee member who misses three regularly scheduled committee meetings in any six-month period without prior authorization of the committee shall be deemed to have resigned from the committee effective on the date of the written certification from the committee.

## **ARTICLE VIII**

### Governance

#### **8.1 Parliamentary Procedures**

At the discretion of the Commission 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.

## **ARTICLE IX**

### Amendment of Bylaws

#### **9.1 Amendment of Bylaws**

The Bylaws of the Arts Commission may be amended at any meeting of the Arts Commission by a majority membership vote, provided such proposed amendment is circulated in writing at least ten (10) days prior to such meeting. The Committee shall give 10 days public notice before considering any amendments.