

For reference, amendments from 2005 onward appear in a separate section at the end.)

Bylaws of **MEDALLION HOLDERS ASSOCIATION**

A Non-Profit Corporation

Article I

Name and Object of the Organization

Section 1. The name of the organization shall be “Medallion Holders Association”.

Section 2. The purposes of Medallion Holders Association are to protect and to advocate the interests of individual San Francisco Taxi Permit holders and of taxi drivers; to promote quality taxi service; and to further the well-being and positive image of the taxi industry in general.

Article II

Membership

Section 1. Types of Membership. There shall be three types of Memberships: PERMITHOLDER, LISTED APPLICANT, and SUPPORTING.

- a. A PERMITHOLDER Membership shall be open to all persons who possess a San Francisco Taxi Medallion.
- b. A LISTED APPLICANT Membership shall be open to all persons on the SFPD waiting list for taxi permits.
- c. A SUPPORTING Membership shall be open to all persons at least eighteen (18) years of age who wish to support the purposes of the Association.

Section 2. Admission - Every applicant for admission to Membership or change in type of Membership shall apply on a form approved by the Board of Directors, which shall be accompanied by the initial fee as determined by the Board. Such applications shall be filed with the Secretary and accepted or rejected by the Board of Directors no later than the next regular Board meeting. Notice of such action shall be sent to all Members. Prorated dues shall be assessed upon acceptance by the Board of Directors.

Section 3. Voting Rights - Each Permitholder Member shall have only one vote, regardless of number of permits held, for each matter under consideration by the Membership. Listed Applicant and Supporting Members shall not have a vote.

Section 4. Termination of Membership - A Membership may be terminated by:

- a. Resignation - any Member may resign by filing with the Secretary, a written declaration of intent. Such resignation shall not relieve the resigning Member of assessments or other charges theretofore accrued and unpaid and will not entitle the Member to reimbursement of dues.
- b. Lapsing - a Member will be considered as lapsed and automatically terminated if such a Member's dues remain unpaid forty-five (45) days after the first day of the fiscal year.
- c. Expulsion - a Membership may be terminated by expulsion as provided in Section 6 of this Article.

Section 5. Reinstatement - Members whose Membership has terminated for reasons other than expulsion for a period of less than sixty days may be reinstated to Membership on payment of full dues for that year. Former Members who have allowed their Membership to lapse for a period exceeding sixty days must reapply as new Members.

Section 6. Fines, suspension or expulsion of Members - The Board of Directors may fine, suspend or expel a Member in case of (1) violation of bylaws, articles of incorporation, policies, rules or regulations, or (2) conduct detrimental to the objectives or interests of the organization.

Article III

Dues

Section 1. Annual Dues - The Board of Directors shall determine, once a year, the Annual dues payable to the Corporation by the Members.

Section 2. Payment of dues - Dues shall be payable on the first day of July in each year. The Treasurer shall give notice to each Member of dues payable during the month of June and shall promptly notify each Member whose dues remain unpaid on August 1.

Article IV

Meeting of Members

Section 1. Annual Meeting - An Annual Meeting of the general Membership shall be scheduled for the second weekend in the month of September of each year for the purpose of electing directors and for the transaction of other business. In any given year, the Board of Directors can choose a different date if it deems that circumstances warrant it.

Section 2. Special Meetings - Special meetings of the Membership may be called by the President, Board of Directors or not less than twenty percent (20%) of the Permitholder Members.

Section 3. Agenda

a. Order of Business

1. Introductions
2. Reading of minutes and correspondence
3. Reports of officers and committees
4. Unfinished business
5. Elections
6. New business

b. The above order of business may be altered and suspended at any meeting by the majority of Members present.

c. All order of business not otherwise provided for in these bylaws shall be governed by the procedures set forth in "Sturgis Standard Code of Parliamentary Procedure".

d. Any questions as to interpretation of the bylaws may be resolved by a majority vote of Permitholder Members present.

Section 4. Notice of Meetings - Written notice stating the purpose, place, date and hour of any meeting of the Membership shall be mailed to each Member at least ten days prior to the date of the meeting.

Section 5. Informal Action by Members - Any action required by law to be taken at a meeting of Members, or any action that may be taken at a meeting of Members, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by three-fourths of the Permitholder Members with respect to the subject matter thereof.

Section 6. Quorum - Twenty-five percent of the Permitholder Members shall constitute a quorum. Such Members shall either be present or represented by written proxy. If a quorum is not present, the Members shall take action only to adjourn the meeting except at the Annual Meeting.

Section 7. Proxies - At any meeting a Permitholder Member may vote by proxy, executed in writing by the Member, for published agenda items.

Article V. Election of Officers and Directors

Section 1. Election of Officers and Directors - The directors shall be elected at the Annual Meeting. They shall serve for a two year term or until their successors are elected. Their term of office shall begin immediately after election. Any legal election remains final for the term following the election.

Section 2. Nominations

- a. No person may be a candidate in an election unless nominated. The Board of Directors shall select a nominating committee consisting of three Permitholder Members, not more than one of whom shall be a Member of the Board of Directors. The nominating committee chair shall be named by the Board and it shall be the Chair's duty to notify the Committee Members of their selection.
- b. The Committee shall nominate one or more candidates for each position on the Board and shall secure the acceptance of the candidate to be nominated.
- c. At the Annual Meeting, if there is no nominee for a position on the Board, the Board of Directors shall nominate a candidate for the position.

Section 3. Election procedures - The nominated candidate for each office receiving the greatest number of votes shall be declared elected. Mail or proxy votes received until the time of the election shall be accepted. If, after nominations have been accepted at the Annual Meeting, there is only one candidate for a position on the Board, the candidate shall be declared elected by acclamation. Only Permitholder Members with dues paid up-to-date will be allowed to vote. If the election results in a tie vote, the ballot will be revoted, in which case only the Permitholder Members present at the Annual Meeting may vote, with no proxies.

Article VI Board of Directors

Section 1. General Powers - The governing body of the organization shall be the Board of Directors. Their duties shall include:

- a. Determine the budget
- b. Approve and maintain administrative policies and procedures
- c. Conduct all required corporation business
- d. Perform such other duties as may be assigned by the general Membership

Section 2. Number, tenure, and qualifications - The Directors shall be the officers of the Corporation. They shall serve two-year terms, elected in odd or even years as herein. Only Permitholder Members are eligible to hold office on the Board of Directors.

1. President odd
2. Vice President even
3. Secretary odd
4. Treasurer even

Members at Large

5. First Member-at-Large odd
6. Second Member-at-Large even
7. Third Member-at-Large even

Section 3. Board Meetings - A regular meeting of the Board of Directors shall be held at least quarterly on the day agreed upon by the majority of Board Members.

Section 4. Special meetings - The President or three directors may call a special meeting. Notice of said special meeting will be written or printed at least five (5) days prior to said special meeting. In extreme urgency, notice may be by telephone at least twenty-four (24) hours before this special meeting.

Section 5. Quorum - A quorum shall be a majority of the Board of directors.

Section 6. Manner of acting

- a. Any act of the majority of the directors shall be the act of the total board, provided a quorum is present.
- b. Any Board action may be overridden by two-thirds (2/3) majority of the Permitholder Members present at an Annual or Special meeting, provided a quorum is present.

Section 7. Vacancies - Any vacancies on the Board of Directors shall be filled by the Board for the remainder of the term of that office.

Section 8. Recall - Any Member of the Board may be recalled by a seventy-five percent (75%) vote of the Permitholder Membership who vote on the issue. The procedure for recall can be initiated by twenty-five percent (25%) or more of the Members signing a recall petition. Recall actions may be initiated and voted upon only by Permitholder Members.

Article VII

Officers

Section 1. President - The President shall be the principal executive officer of the Corporation and shall, in general, supervise the business and affairs of the Corporation. S/he shall preside at all meetings of the Members and directors. S/he may sign, with the Secretary, or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed. The President shall be the official representative of the organization. S/he shall have the casting vote at all meetings.

Section 2. Vice President - In the President's absence, or inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers and restrictions of and upon the President. The Vice President shall perform other duties as may be requested by the President or Board of Directors.

Section 3. Secretary - The Secretary shall keep the Minutes of the Meetings of the Members and of the Board of Directors; see that all notices are duly given in accordance with provisions of these bylaws or as required by law; be the custodian of the corporate records; keep a registry of the post office addresses of each Member, and make the Minutes of the Board of Directors and Members' meetings available to the Membership.

Section 4. Treasurer - The Treasurer shall have charge, custody and responsibility for all funds, securities and bonds of the Corporation; receive and issue receipts for due and payable monies from any source. S/he shall be prepared to report to the Membership at each Annual Meeting the condition of finances and shall render a report of all monies received and expended during the fiscal year. In general, s/he shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or Board.

Section 5. Members-at-Large - The Members-at-Large shall have the responsibilities of bringing the opinions of their constituents to the Board and of furthering the purposes and actions of the organization.

Article VIII Committee

The President/Board may, from time to time, appoint committees of Members to further the work of the organization. The President/Board shall appoint the Chair and specify the duration and responsibilities of the committee. The President/Board may fill vacancies on, modify, or terminate such committees. Each committee may adopt its own method of operating so long as it is consistent with the bylaws and guidelines of the President/Board.

Article IX Contracts, Checks, Deposits and Funds

Section 1. Contracts - The Board may authorize any officer or agent of the Corporation, in addition to any duly authorized officer, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Corporation and such authority may be general or confined to specific conditions.

Section 2. Checks, Drafts or Orders for Payment - All checks, drafts or orders for payment of monies shall be signed by the Treasurer and one other officer. All payments shall only be as directed by the Board.

Article X Certificate of Membership

Section 1. Certificates of Membership - The Board may provide for the issuance of certificates evidencing Membership in the corporation, which certificates shall be in such form as may be determined by the Board.

Article XI Miscellaneous

Section 1. Fiscal year - The fiscal year for the Corporation shall be the calendar year.

Section 2. Waiver of Notice - Whenever any notice is required to be given under provisions of the General Non-Profit Corporation Law of California or under the provisions of the articles of incorporation or by the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

Section 3. Power to amend - The bylaws of this Corporation may be amended, repealed, added to or new bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the Permitholder Membership that vote on the issue. At least 10 days prior to the corporation's annual meeting, the text of the proposed bylaw changes and ballots for the proposed changes shall be mailed to the membership. Completed ballots submitted by mail shall be due by the annual meeting date, and completed ballots submitted in person shall be due at the annual meeting. The proposed changes shall be discussed at the annual meeting, and upon the close of that discussion, the ballots shall be counted and the result shall be announced.

Article XII Dissolution

The Corporation may be dissolved at any time with the written consent of not less than two-thirds (2/3) of the Permitholder Members, at a meeting duly called for that purpose. After payment of all debt and liabilities, its property and assets shall then be donated to a non-profit charitable organization denoted by a majority of the Permitholder Members.

October 2005 bylaws changes

In a mail vote following the September 2005 annual meeting, the membership, by a vote of 33 yes to 1 no, approved the following three changes to the PDA's bylaws, effective early October 2005.

Text that was removed from the bylaws is printed in strikethrough text such as this: ~~example~~

Text that was added is printed in bold italic text such as this: *example*

First change — The board's argument for the change: Currently, the bylaws permit members to nominate candidates at the annual meeting. This leaves open the possibility that an unsuitable candidate could nominate himself and then vote for himself, and thereby win election by just one vote: his own. Although this hasn't yet happened, we propose this bylaw change as a safeguard.

Article V Election of Officers and Directors

Section 2. Nominations

~~c. Additional nominations may be made at the Annual Meeting by any Permitholder Member in attendance provided that the person so nominated accepts the nomination and provided further that if the proposed candidate is not present, there shall be presented to the Secretary, written statement from the proposed candidate signifying his or her willingness to be a candidate.~~

c. At the Annual Meeting, if there is no nominee for a position on the Board, the Board of Directors shall nominate a candidate for the position.

Second change — The board's argument for the change: In order to do PDA business at a board meeting, a quorum of a majority of board members is required, and with ten board members, that means six members must attend, a requirement that often goes unmet. With seven board members, a quorum would be four board members, which is a more realistic number.

Article VI Board of Directors

Section 2. Number, tenure, and qualifications - The directors shall be the officers of the corporation. They shall serve two-year terms, elected in odd or even years as herein. Only permitholder members are eligible to hold office on the board of directors.

1. President odd
2. Vice President even
3. Secretary odd

4. Treasurer even
5. First Member-at-Large odd
6. Second Member-at-Large even
7. Third Member-at-Large ~~odd~~ even
- ~~8. Fourth Member-at-Large even~~
- ~~9. Fifth Member-at-Large odd~~
- ~~10. Sixth Member-at-Large even~~

Third change — The board’s argument for the change: Currently, amendment of the PDA bylaws requires a cumbersome three-step process. We propose to streamline the process to coincide with the annual election of PDA board members: bylaws ballots mailed in advance of the annual meeting, to be submitted completed either via mail or at the annual meeting itself, where the result will be announced.

Article XI Miscellaneous

Section 3. Power to amend - The bylaws of this corporation may be amended, repealed, added to or new by-laws may be adopted by an affirmative vote of two-thirds (2/3) of the permitholder membership that vote on the issue. ~~Said proposed action will be presented to the membership by mail and discussed at the annual meeting, after which a mailed ballot shall be taken. At least 10 days prior to the corporation’s annual meeting, the text of the proposed bylaw changes and ballots for the proposed changes shall be mailed to the membership. Completed ballots submitted by mail shall be due by the annual meeting date, and completed ballots submitted in person shall be due at the annual meeting. The proposed changes shall be discussed at the annual meeting, and upon the close of that discussion, the ballots shall be counted and the result shall be announced.~~



September 2006 bylaws change

At the annual meeting on September 11, the membership voted 39 to 4 in favor of changing this organization’s name from **San Francisco Taxi Permit Holders and Drivers Association** to **Medallion Holders Association**.